BLACKSTONE
MINERALS

ANNUAL REPORT
30 JUNE 2022

LOOKING FORWARD.
MINING GREEN.

ABN 96 614 534 226

CORPORATE DIRECTORY

Non-Executive Chairman

Hamish Halliday

Managing Director

Scott Williamson

Non-Executive Directors

Hoirim Jung
Alison Gaines
Frank Bierlein

Company Secretary

Jamie Byrde

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Lawyers & Consultants
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Perth WA 6000 Australia

Share Registry

Automic Group
Level 5, 191 St Georges Terrace
Perth WA 6000

Auditors

Ernst & Young
EY Building, 11 Mounts Bay Road,
Perth WA 6000

Bankers

National Australia Bank
50 St Georges Terrace
Perth WA 6000

HSBC Bank Australia
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Perth WA 6000

Stock Exchange Listing

Australian Securities Exchange
(Home Exchange: Perth, Western Australia)
Code: BSX

Website Address

www.blackstoneminerals.com.au

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CHAIRMAN'S LETTER TO SHAREHOLDERS

For the year ended 30 June 2022

Dear Fellow Shareholders,

It is with great pleasure to share a number of achievements delivered in a very busy year.

Firstly, a substantial resource upgrade and completion of pre-feasibility studies have established the Ta Khoa project as a critical source of low-emission nickel supply. The team have drilled over 100,000 metres in support of the 485 thousand tonnes of nickel metal in resources with many other targets untested. The nickel market remains very attractive with shortages of battery grade nickel forecast toward the middle of this decade. Blackstone is very well positioned to benefit from this deficit.

Pre-feasibility studies for our upstream (mine) and downstream (refinery) projects demonstrate the integrated flowsheet design as innovative, globally significant and value accretive with a post-tax net present value of USD $1.99 billion ($NPV_8$) and internal rate of return of 47 per cent. Additionally, the green credentials delivered by the process design and access to hydroelectricity to produce extremely low emissions reporting to final products. In support of this, Minviro's September 2022 assessment of the Ta Khoa project's carbon emissions of 9.8 kg of CO2 per tonne of nickel precursor is substantially lower than existing peer group operations. Pathways exist to reduce this further which are being pursued by the team.

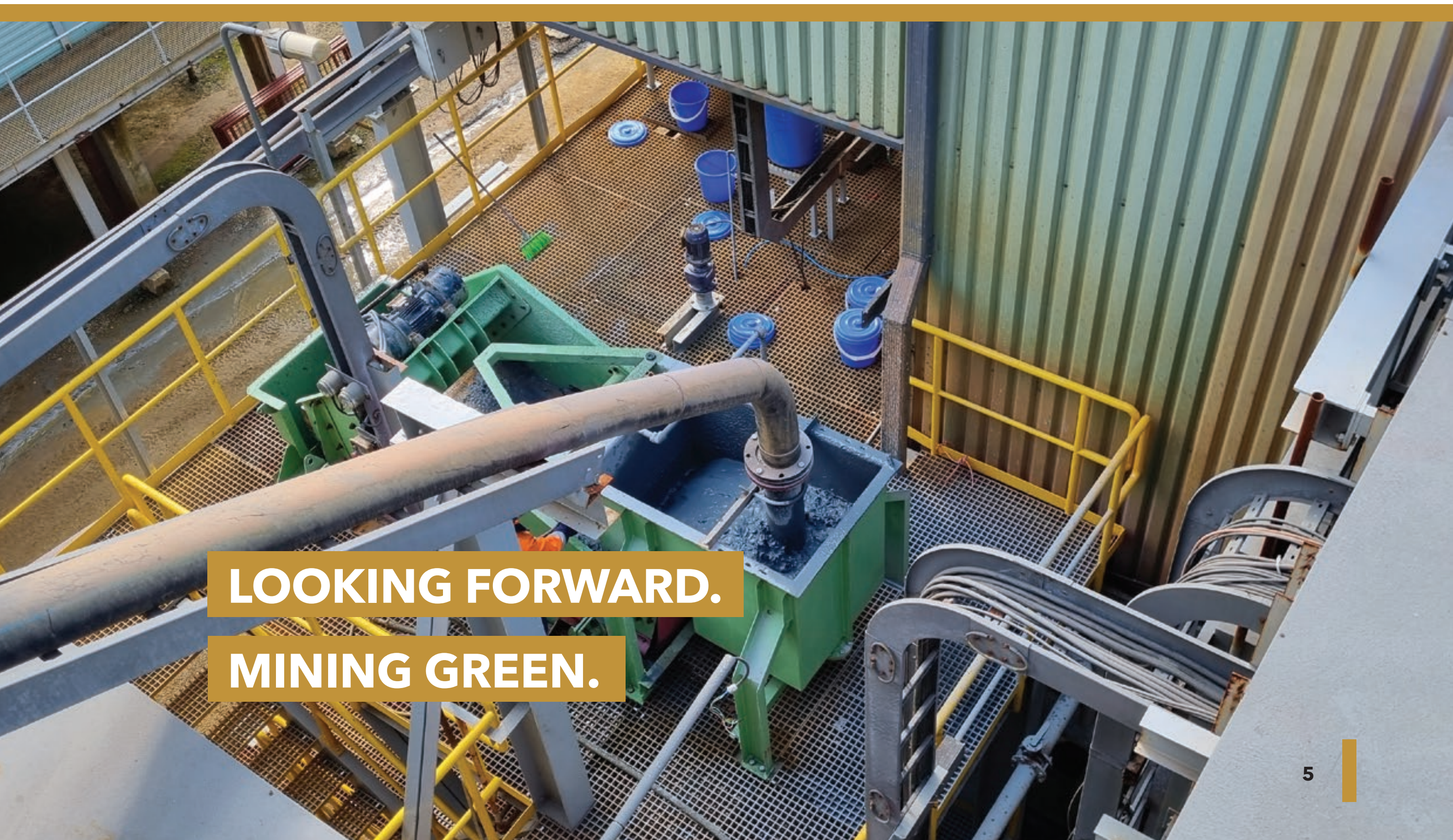
We made several appointments throughout the year to support Blackstone's transition toward project development. The addition of Dr. Frank Bierlein as a Non-Executive Director has brought a wealth of geological and commercial experience. We also appointed our new Chief Financial Officer, Mitchell Thomas, who joined following a 12-year career with Rio Tinto. Both Frank and Mitch bring extensive experience in project evaluation and funding of development projects. It has been highly rewarding to attract this level of talent to Blackstone and to see their skills complement the existing team.

Andrew Radonjic resigned as a Non-Executive Director in November 2021 to focus on other projects. We thank Andrew for his valuable contributions to Blackstone as a founding director having joined the Board in 2017. We wish him the best with his future endeavors.

We thank our shareholders for their commitment to Blackstone. A $55 million placement in November 2021 has provided valuable support to advance the Ta Khoa Project definitive feasibility study. Critical path items are progressing including pilot plant test work in Western Australia and on-site in Vietnam, permitting and environmental studies. A core component of Blackstone's strategy is rigorous capital discipline. As communicated in August 2022, measures have been taken to reduce monthly spend to maintain critical path items while deferring other scopes of work until market conditions improve. An update on definitive feasibility study progress, and staged development options, will be released before the end of 2022.

We remain confident that the development of the Ta Khoa Project represents a compelling opportunity in support of our global energy transition.

Hamish Halliday
Chairman



DIRECTORS' REPORT

The Directors of Blackstone Minerals Limited submit herewith the consolidated financial statements of the Company and its controlled entities ("Group" or "Consolidated Entity") for the year ended 30 June 2022 in order to comply with the provisions of the Corporations Act 2001.

1. DIRECTORS

The following persons were Directors of Blackstone Minerals Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Mr Hamish Halliday	Non-Executive Chairman
Mr Scott Williamson	Managing Director
Mr Andrew Radonjic	Non-Executive Director (Resigned 12 November 2021)
Ms Alison Gaines	Non-Executive Director
Mr Hoirim Jung	Non-Executive Director
Dr Frank Bierlein	Non-Executive Director (Appointed 12 November 2021)

2. PRINCIPAL ACTIVITIES

The principal activity of the Group during the year was mineral exploration. There were no significant changes in the nature of the Group's principal activities during the year.

3. GROUP FINANCIAL OVERVIEW

Profit and Loss

The loss attributable to owners of the Group after providing for income tax amounted to $31,938,576 (Restated 2021: $15,880,279).

Financial Position

The Group had $40,752,510 in cash and cash equivalents as at 30 June 2022 (2021: $21,800,914).

4. DIVIDENDS PAID OR RECOMMENDED

The Directors do not recommend the payment of a dividend and no amount has been paid or declared by way of a dividend to the date of this report.

5. BUSINESS STRATEGIES & PROSPECTS FOR THE FORTHCOMING YEAR

Blackstone Minerals ("Company") is evaluating development of the Ta Khoa Nickel-Copper-PGE Project ("Ta Khoa") in Northern Vietnam. Existing mine infrastructure at Ta Khoa offers the Company a foundation to build an integrated mine-to-market nickel business. In close collaboration with partners, the Company aims to build the world's lowest emission nickel processing facility to produce precursor for the lithium-ion battery industry. The upstream pre-feasibility study at Ta Khoa has provided the Company additional resources and an economic source of feedstock for the downstream refinery. Exploration is expected to continue to unlock resources throughout the Ta Khoa mineral sulphide district.

The Company has a vision to build a world class nickel mining centre at Ta Khoa and one of the world's first green nickel processing facilities. The Ta Khoa Nickel-Cu-PGE project is currently powered by South East Asia's largest hydro power plant located nearby in the Son La Province. Blackstone aims to set a benchmark for the industry in building a green nickel mining business for the future demand coming from the rapid growth in nickel-rich cathode materials required to power the electric vehicle revolution.

Material business risks that may impact the results of future operations include further exploration results, future commodity prices and funding.

6. SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

- On 26 July 2021, the Company announced that the downstream pre-feasibility study ("PFS") confirmed the technically and economically robust hydrometallurgical refining process to upgrade nickel sulphide concentrate to produce battery-grade Nickel: Cobalt: Manganese ("NCM") 811 precursor for the lithium-ion battery industry.
- On 3 August 2021, the Company announced the Board approval of the first phase of pilot plant work and the Definitive Feasibility Study ("DFS") for the Ta Khoa Refinery.
- On 26 August 2021, the Company announced the appointment of leading independent advisors, Korea Development Bank ("KDB") and BurnVoir Corporate Finance ("BurnVoir"), to commence sounding of debt financing for the development of the Company's vertically integrated Ta Khoa Nickel-Copper-PGE- Project and Downstream Refinery Project (Ta Khoa Project). The collaboration with Blackstone is to secure an attractive and flexible funding package for the development of the Ta Khoa Project.
- On 24 September 2021, the Company announced the issue of 8,000,000 ordinary shares under the Acuity Capital Controlled Placement Agreement with an issue price of $0.4644 per share.
- On 19 October 2021, the Company announced the appointment of Tier 1 engineering, minerals processing and metallurgical consultants Wood and ALS to perform critical roles in the delivery of the Definitive Feasibility Study at the Ta Khoa Refinery.
- On 22 October 2021, the Company announced the conversion of 1,000,000 unlisted options issued to the Managing Director, Scott Williamson had been exercised and converted to ordinary fully paid shares for $0.001 per share. The options vested upon completion of 24 months of continuous service as Managing Director as approved by shareholders on 9 October 2019.
- On 1 November 2021, the Company announced it had received firm commitments to raise up to a total of $55m (before costs), through the placement of 94,827,587 fully paid ordinary shares at an issue price of $0.58 per share. The Company also offered eligible existing shareholders the opportunity to participate in a Share Purchase Plan at the same issue price of $0.58 per share, to raise a maximum of $5m through the issue of 8,620,690 Shares.
- On 9 November 2021, the Company issued its inaugural Sustainability Report for 2020 (calendar year). The Sustainability Report demonstrates the Company's commitment to creating a baseline for future reporting and transparency.
- On 10 November 2021, the Company announced the completion of Tranche 1 of the $55m placement announced on 1 November 2021, issuing 38,134,805 fully paid ordinary shares with an issue price of $0.58 per share, raising $22.1m before costs.
- On 12 November 2021, the Company announced the appointment of Dr Frank Bierlein as Non-Executive Director. The Board also advised the resignation of Mr Andrew Radonjic as Non-Executive Director from the same date.
- On 26 November 2021, the Company announced the issue of 9,137,788 fully paid ordinary shares under the Share Purchase Plan announced on 1 November 2021, with an issue price of $0.58 per share to raise a total of $5.3m before costs.
- On 3 December 2021, the Company announced the issue of 6,805,962 Zero Exercise Price Options relating to Short-Term Incentives ("STI"), Long-term Incentives ("LTI") and Retention Options to KMP and employees under the performance rights and options plan. It was noted that KMP did not participate in the retention scheme.
- On 9 December 2021, the Company announced that mining activities had recommenced at the Company's 90% owned Ta Khoa Nickel Project in Northern Vietnam.
- On 23 December 2021, the Company announced a minerals resource update for its 90% owned Ta Khoa Nickel Project ("TKNP") in Northern Vietnam, resulting in a 73% increase to 485kt of nickel.

6. SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS (CONTINUED)

- On 23 December 2021, the Company announced the completion of Tranche 2 of the $55m placement announced on 1 November 2021, issuing 56,692,782 fully paid ordinary shares with an issue price of $0.58 per share, raising $32.9m before costs. The placement was completed following shareholder approval received on 16 December 2021.
- On 18 January 2022, the Company announced the strategic investment in NICO Resources Limited ("NICO"). NICO completed its Initial Public Offering and obtained admission to the official list of the ASX on 17 January 2021. The Company's initial investment of $2.75m resulted in a 15.11% interest in the common equity of NICO.
- On 28 February 2022, the Company announced the completion of the PFS for its 90% owned Ta Khoa Nick Project in Northern Vietnam. Under the PFS, the TKNP has been optimised to generate a maximum value for the Company's overall development strategy. As such, the outcomes of the TKNP PFS have been integrated into the Company's overall business development t plan to produce Nickel: Cobalt: Manganese ("NCM") 811 Precursor products. The TKNP and Ta Khoa Refinery Project ("TKR") are collectively referred to as the Ta Khoa Project.
- On 3 March 2022, the Company announced the strategic investment in Corazon Mining Limited ("Corazon"), a nickel-copper-cobalt sulphide exploration and development Company listed on the ASX. The Company's initial investment of approximately $2m resulted in 13.42% interest in the common equity of Corazon.
- On 22 March 2022, the Company announced it entered into an At-the-Market Subscription Agreement ("ATM") with Acuity Capital. The ATM provides BSX with up to $25m of standby equity capital over the period to July 2024.
- On 7 April 2022, the Company announced it had completed its inaugural Digbee ESGTM assessment to support the development of the TKNP and TKR in Northern Vietnam (Ta Khoa Project). The Company was pleased to announce the overall score for the assessment was BB, which was consistent accross the three areas of assessment – corporate, the Ta Khoa Project (Vietnam) and the Gold Bridge Project (Canada).
- On 14 April 2022, the Company announced it had signed a Memorandum of Understanding with Vietnam's Son La Province, to promote a cooperative framework for the development of the Ta Khoa Project. The Company's Ta Khoa Project comprises the TKNP and TKR, both intended to be developed in the Son La Province in Northern Vietnam.
- On 19 April 2022, the Company announced it had completed further investment into Corazon Mining Limited, purchasing an additional 51,016,778 shares on 14 April 2022, resulting in an interest of 16.72% in the common equity of Corazon.
- On 3 May 2022, the Company announced the appointment of Tier 1 processing engineering, design and construction Company GR Engineering Services Limited as the primary consultant in the delivery of the Upstream Definitive Feasibility Study for the TKNP.

7. REVIEW OF OPERATIONS

During the year, Blackstone has successfully:

- Demonstrated economic potential of an integrated nickel sulphide mine ("Ta Khoa Nickel Project" or "TKN") and downstream chemical refinery ("Ta Khoa Refinery" or "TKR"), known as the integrated Ta Khoa Project (the "Project" or "TKP") (refer ASX announcement dated 28 February 2022);
- Achieved three new Mineral Resource estimates (refer ASX announcement dated 23 December 2021) – including the
    - Ban Khoa Disseminated Sulphide ("DSS") deposit and the;
    - Ban Chang and King Snake Massive Sulphide vein ("MSV") deposits
- Updated the Ban Phuc Mineral Resource estimate
    - Combined with the new deposits, increased contained nickel from 281kt to 485kt
- Identified several near-term nickel sulphide drilling targets through detailed exploration including intensive ground geophysics
- Commenced Definitive Feasibility Studies ("DFS") for both the TKN and TKR
- Completed the TKR DFS bench-scale test work programme
- Commenced the TKR and TKN pilot programmes, including testing at ALS
- Commenced carbon mineralisation study as part of the ambition to develop a zero-carbon operation
- Commenced enterprise optimisation via Whittle Consulting

The results of the integrated Project strategy have enabled the Company to better deploy resources, unlock strategic partnerships, deliver funding solutions and communicate business progress to investors. These include:

- Developing strong relationships with key local and national stakeholders
- Advancing;
    - Exploration projects to new Mineral Resource estimates and;
    - Mineral Resources to new Ore Reserves
- Establishing viability of the nickel mining and processing integrated Project
- Initial bench-scale test-work of technical viability of downstream refining processes such as:
    - Pressure-oxidation ("POX")
    - Leaching and precipitation of target metal compounds
    - Purification and precise specification of refinery products
- Pilot-plant scale verification of refining processes
- Establishing and communicating the refining business as a competitive metal concentrate buyer in the market
- Marketing products and options to industry battery manufacturers
- Researching and testing funding solutions and partners
- Welcome potential new investment partners
- Market sounding of debt providers with a focus on Export Credit Agencies, supported by BurnVoir and KDB

7. REVIEW OF OPERATIONS (CONTINUED)

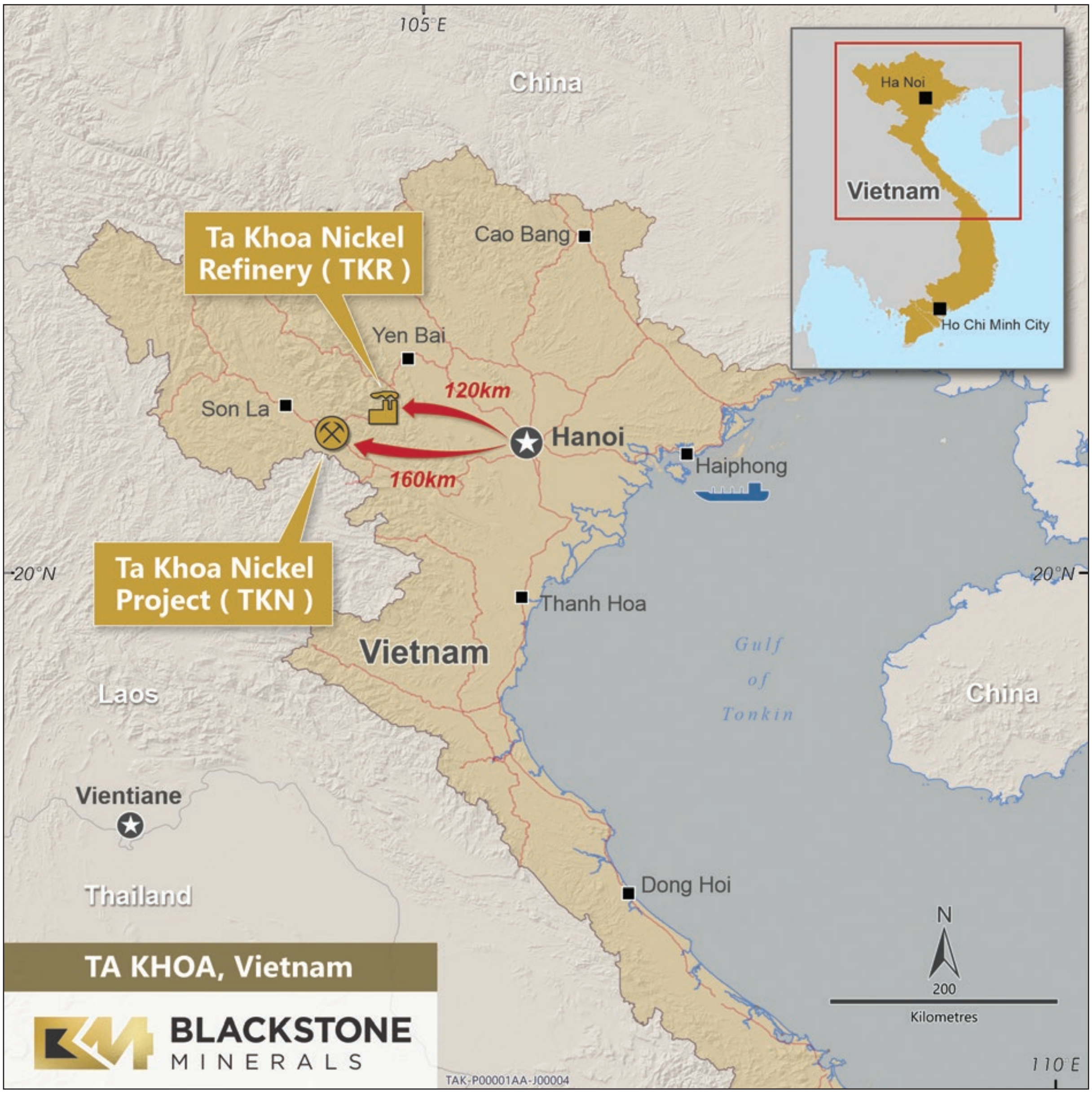


Figure 1: Ta Khoa Nickel Project Location

7. REVIEW OF OPERATIONS (CONTINUED)

PRE-FEASIBILITY STUDY COMPLETION

During FY2022, Blackstone unveiled the potential of the Project with the completion of the TKN (February 2022) and TKR (September 2021) Pre-feasibility Studies ("PFS"). The outcomes of the TKN PFS were integrated into Blackstone's overall development plan for the Project to produce NCM precursor products.

The PFS confirmed that the Project will provide secure, sustainable and economic supply of nickel for Blackstone to produce NCM precursor for the global lithium-ion battery industry. Therefore, TKN is optimised to generate maximum value for the Company's overall integrated project development strategy.

Highlights of the integrated PFS included:

- Post-tax NPV_8 of US$1.99bn and an internal rate of return of 47% (refer ASX Announcement 28 February 2022)
- Average annual operating cash flow of US$533m (pre-tax)
- Total pre-production capital of US$854m
- Maximum cash drawdown of ~US$771m incurred in 2025
- Payback period for the Project of 1.8 years from first production by the TKR
- Life-of-operations all-in-sustaining cost of US$12,253/t NCM811
- TKN Mining Inventory of 64.5Mt at a grade of 0.41% nickel for 264 kt nickel (refer ASX Announcement 28 February 2022)
- TKN Mining Reserve of 48.7Mt at a grade of 0.43% nickel for 210kt nickel (refer ASX Announcement 28 February 2022)
- First concentrate production from the TKN achieved in 2025
- TKN steady state average annual nickel output (recovered in concentrate) of ~18ktpa
- TKR steady state concentrate refining capacity of 400ktpa, with ~50% of total concentrate supply from the TKN
- Life-of-operations all-in cost of US$13,192/t NCM811

The PFS highlighted that the Project represents an innovative and globally significant vertically integrated business that delivers battery-grade NCM precursor products into the burgeoning lithium-ion battery industry. The Project has the potential to transform Vietnam's role in the global movement towards the electrification of transportation and will generate significant socio-economic benefits for the communities in which the Company operates in.

The TKR nickel concentrate supply will be underpinned by feed from the Ban Phuc DSS deposit and supplemented by the Ban Chang and King Snake underground MSV. In addition, Blackstone will incorporate third-party feed ("3PF") to TKR to drive economies of scale and satisfy demand for NCM precursor products.

Blackstone's development strategy is founded on the principles of sustainability, and the basis of the TKN PFS demonstrates our commitment to sustainable mining. The TKN PFS assessed a fully electrified haulage fleet for open pit mining operations and an integrated wasteland reform strategy based on the co-disposal tailings methodology. Subsequent to the TKN PFS, Blackstone received preliminary data demonstrating the waste and tailings material can capture carbon via carbon mineralisation. These are just a few of the early initiatives the Company is undertaking to move towards a net-zero emission project.

7. REVIEW OF OPERATIONS (CONTINUED)

PROJECT PERMITTING

Ta Khoa Nickel Project

Vietnam's Ministry of Natural Resources and Environment ("MONRE") has extended the mining licence until December 2025. Blackstone will commence the process of converting the existing exploration licence area, consisting of 35 km^2 which contains the Ban Phuc DSS probable reserve (48.7Mt at 0.43% Ni, with 210kt of contained nickel), to an open pit mining licence covering 7.6 km^2.

The extension of the existing mining license, approved by the Deputy Minister of MONRE, includes the MSV underground mine and associated infrastructure including the 450ktpa nickel concentrator and tailings storage facility ("TSF").

This important permitting step demonstrates MONRE's commitment to supporting the development of Blackstone's project and recommencement of mining operations in Son La province, northern Vietnam.

Post year-end, Blackstone submitted an exploration report detailing the extensive exploration completed over the previous eight years for Reserves Council verification. The Reserve Council are a division of the Ministry of Natural Resources and Energy, whose purpose is to periodically assess the company's compliance with licence regulation and confirm the data and work completed. The submission of the report paves the way for the conversion of the exploration licences to several new mining licenses over the new prospects with demonstrated economic resources.

Once the report and the included reserves and resources are approved by the Reserves Council, the pre-feasibility studies and Environmental Impact Assessments ("EIA") will be submitted to Son La People Committee ("SLPC") for investment certificate updates. The pre-feasibility studies and EIA will be submitted to MONRE for additional mining licences, incorporating the new mining areas. The key items for the TKN permitting process are as follows:

- Mineral Exploration Report submitted to the National Reserves Council of Vietnam
- Vietnamese PFS with pre-EIA
- Investment policy and investment certificate adjustment application
- Vietnamese feasibility study with basic design
- Social and Environmental Impact Assessment
- Environmental reclamation and rehabilitation plan
- Engineering and construction permitting
- Mining license application

7. REVIEW OF OPERATIONS (CONTINUED)

Ta Khoa Refinery Project

The permitting process for TKR commenced in FY2022 with a focus on the establishment of a dedicated permitting team and documentation of the permitting process.

The following activities have been completed:

- Selection of preferred location for TKR and Residual Storage Facility ("RSF")
- Approval from the Son La Provincial Government to undertake DFS required studies
    - EIA Baseline Studies
    - Social Economic Baseline Studies ("SEBS")
    - Geotechnical Survey
- Tender process for selection of key consultants to complete DFS studies
- Establishment of a Working Group Committee with the Son La Provincial Government to focus on the permitting & licensing process
- Establishment of an office in Phu Yen District to improve communication and engagement with local community & government officials

The focus for the permitting team moving forward includes:

- Acquire an investment certificate for the TKR Project through the finalisation and submission of a dossier;
- Incorporate a business entity;
- Complete Social Economic & EIA Baseline and Geotechnical Studies;
- Commence drafting of the Feasibility Study

7. REVIEW OF OPERATIONS (CONTINUED)

TA KHOA UPSTREAM BUSINESS UNIT

Exploration & Resource Definition

The company continued intensive exploration programs across several prospects at TKN throughout the year. Exploration activities included ground geophysics, diamond drilling and sample testing while mine development programs such as detailed Resource definition, metallurgical and geotechnical drilling and test work. Blackstone prepared new mineral resource estimates for Ban Chang and King Snake MSV's, Ban Khoa DSS as well as an updated resource estimate for Ban Phuc. (Refer to Mineral Resources referred per ASX announcement dated 23 December 2021).

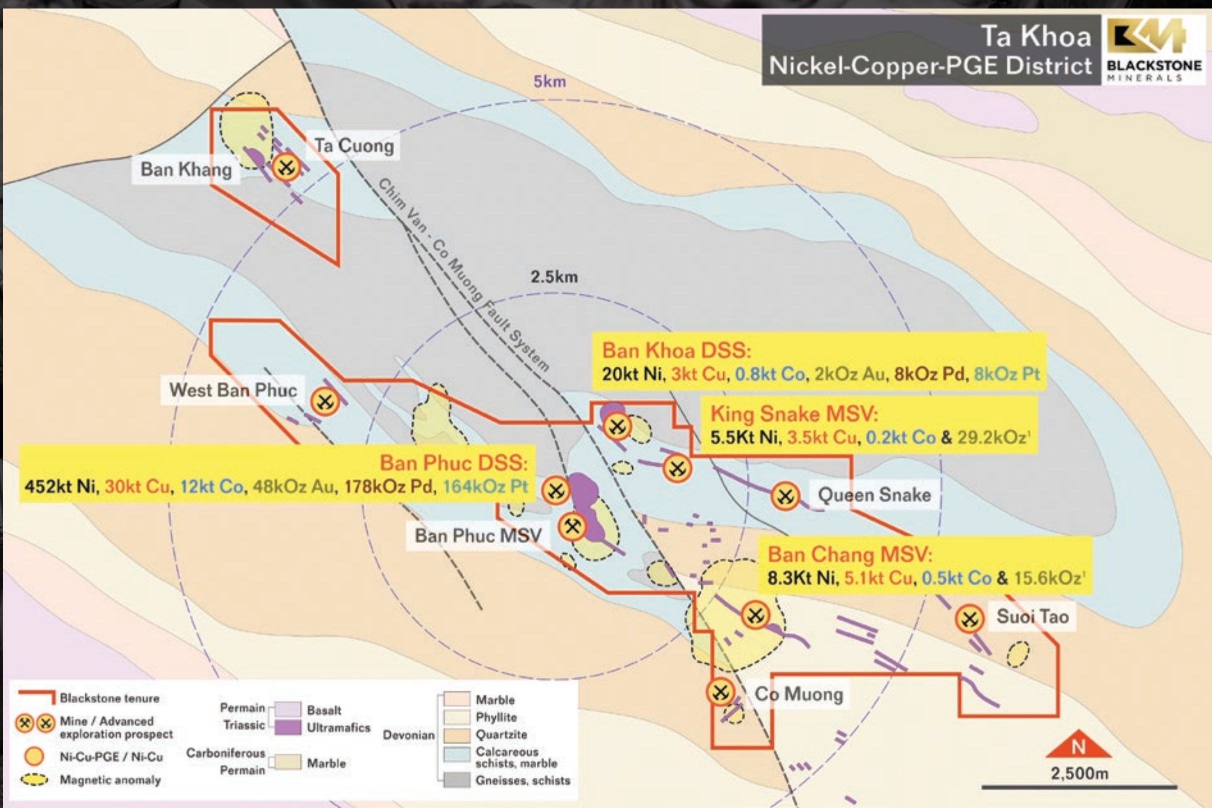


Figure 2- Ta Khoa Nickel-Copper-PGE District – Update Mineral Resources (Dec 2021)

7. REVIEW OF OPERATIONS (CONTINUED)

Ban Phuc (DSS)

The Ban Phuc DSS Resource development drilling was completed prior to this reporting period. The drilling and other metallurgical testing data formed the basis for the TKN PFS which was reported in February 2022.

Blackstone prepared and published a new mineral resource estimate for the Ban Phuc DSS deposit in December 2021. The new Ban Phuc DSS mineral resource, reported at a lower cut-off (now > 0.25% Ni) is 123 Mt at 0.37 % Ni, 0.02% Cu, 0.01% Co or 0.43% Ni Eqv. for 452 Ni kilotonnes ("Kt") or 523 Ni Eqv. Kilotonnes ("Kt") (refer ASX announcement 23 December 2021).

Ban Phuc Resource	Mt	Ni (%)	NiEQ (%)	Cu (%)	Co (%)	Au (g/t)	Pd (g/t)	Pt (g/t)	S (%)	Ni (kt)	NiEQ (kt)	Cu (t)	Co (t)	Au (kOz)	Pd (kOz)	Pt (kOz)
Indicated Resources	**102**	**0.38**	**0.44**	0.03	0.01	0.01	0.05	0.04	0.25	**383**	**445**	27	10	42	159	145
Inferred Resources	**21**	**0.33**	**0.37**	0.01	0.01	0.01	0.03	0.03	0.07	**69**	**78**	3	2	6	18	19
Total	**123**	**0.37**	**0.43**	**0.02**	**0.01**	**0.01**	**0.04**	**0.04**	**0.22**	**452**	**523**	**30**	**12**	**48**	**178**	**164**

Table 1 – Extract of Table – Ban Phuc Mineral Resource Summary

(Refer ASX announcement dated 23 December 2021)

7. REVIEW OF OPERATIONS (CONTINUED)

Ban Chang (MSV)

The Ban Chang prospect is located 2.5km east of the Ban Phuc deposit adjacent to the Chim Van–Co Muong fault system. The prospect geology consists of a tremolitic dyke swarm within phyllites, sericite schists and sandstones of the Sap Viet Horizon. The MSV mineralisation consists of two west-east striking, steeply south dipping veins which are around 600m apart along strike. The eastern section consists of a vein of massive sulphide and a disseminated ultramafic outer domain roughly encapsulating the MSV. The western vein consists of a single MSV (reference diagrams below). The MSVs contains high grade platinum group elements ("PGE" – Blackstone combine gold, platinum and palladium when referring to PGE grades together and annotate "3PGE") when compared to the previously mined Ban Phuc MSV deposit which may indicate sulphide segregation in a PGE bearing dyke before formation.

The dyke swarms are located along a zone of approximately 1,500m in length and vary between 5m and 60m wide. The dykes and massive sulphides are interpreted to be hosted within a splay (and subsidiary structures) off the major regional Chim Van – Co Muong fault system.

Ban Chang has a new mineral resource of 0.70Mt at 1.2% Ni (2.0% NiEQ) based on information up to and including drill hole BC21-34. Blackstone carried out final infill drilling to improve the Resource confidence classification.

Ban Chang Resource	Mt	Ni (%)	NiEQ (%)	Cu (%)	Co (%)	Au (g/t)	Pd (g/t)	Pt (g/t)	S (%)	Ni (kt)	NiEQ (kt)	Cu (kt)	Co (kt)	Au (kOz)	Pd (kOz)	Pt (kOz)
Inferred Resources	**0.7**	**1.2**	**2.0**	0.72	0.07	0.05	0.4	0.3	13	**8**	**14**	5	0.5	1.2	8.0	6.6

Table 2 – Extract of Table – Ban Chang Mineral Resource Summary (refer ASX announcement 23 December 2021).

7. REVIEW OF OPERATIONS (CONTINUED)

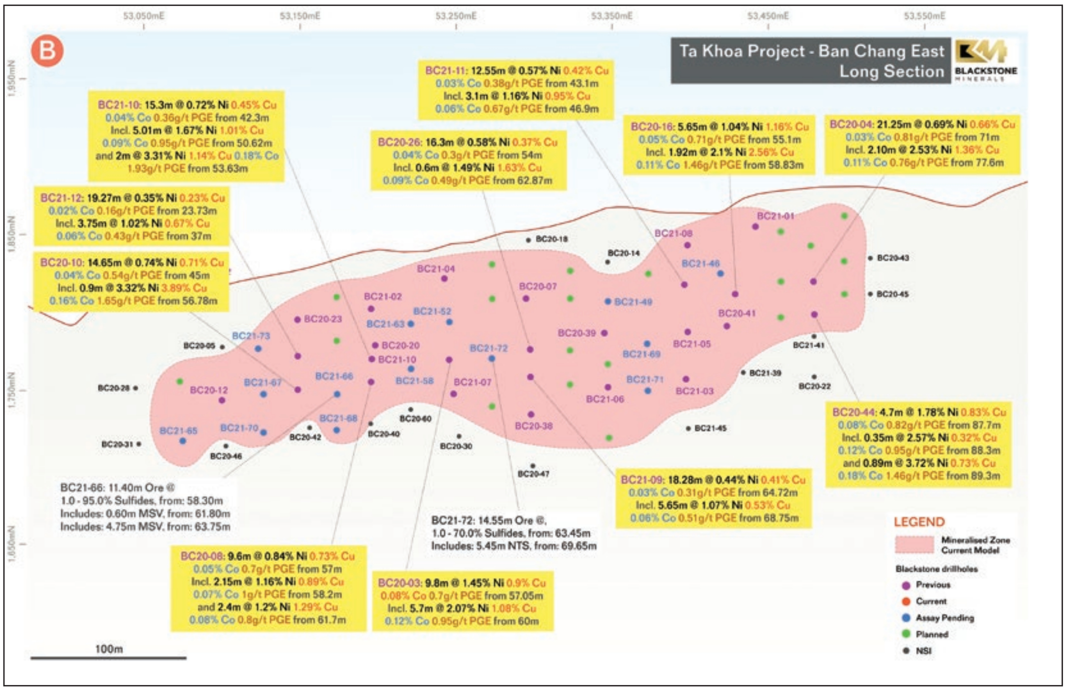


Figure 3: Ban Chang East Long-Section

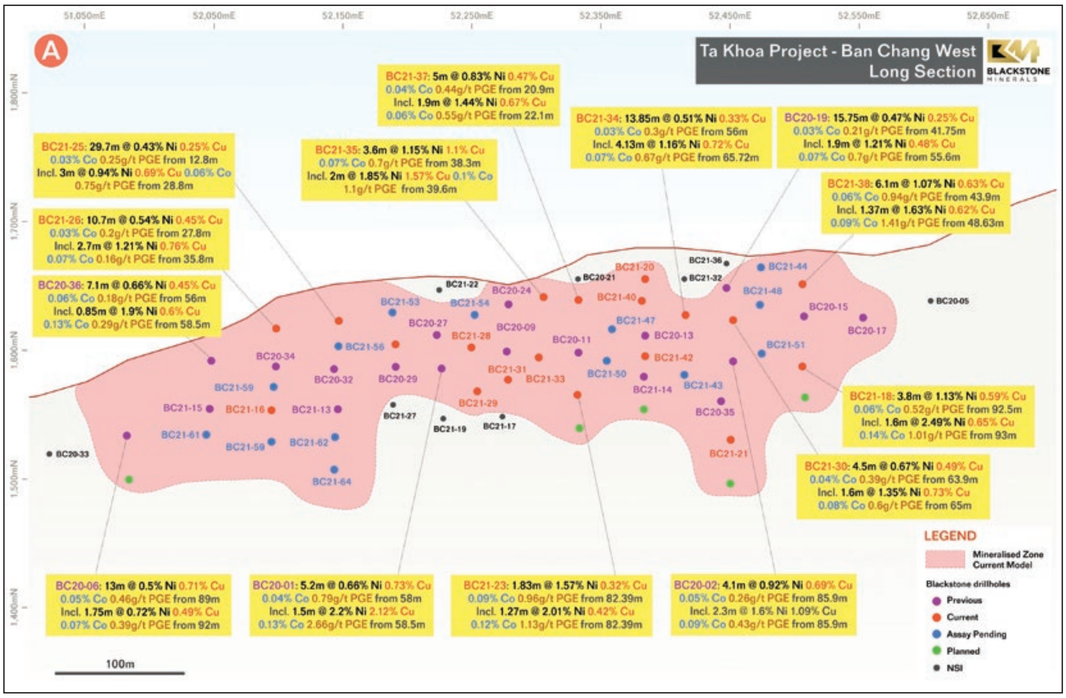


Figure 4: Ban Chang West Long-Section

7. REVIEW OF OPERATIONS (CONTINUED)

KING SNAKE (MSV)

King Snake is located approximately 1km north of the Ban Phuc disseminated nickel sulphide deposit. The King Snake prospect is a magmatic MSV including high-grade brecciated Ni-Cu-Co-PGE minerals associated with tremolite-altered mafic-ultramafic dykes. The veins are developed along a shear zone within the calcareous sediments and quartz-mica schists of the Ban Phuc horizon.

Similar to Ban Chang, King Snake contains high-grade PGEs compared to the previously mined Ban Phuc MSV deposit which indicates that mineralisation was likely formed by sulphide segregation from PGE bearing magma in an active feed dyke.

Blackstone's drilling at King Snake focused on electromagnetic ("EM") targets which extend down plunge to the west of historic drilling. Assay results indicate greater thicknesses of sulphide mineralisation down plunge of historic drilling. The higher power surface EM targeting has accurately guided the down plunge drilling hundreds of meters from the historic surface showings. In addition, downhole EM ("DHEM") has further directed investigations to wider higher-grade zones throughout this consistent, high grade and tabular massive sulphide vein.

Drilling at King Snake indicated potential for the deposit to continue to plunge further west and at depth.

King Snake has a new mineral resource estimate of 0.43Mt at 1.3% Ni, 0.8% Cu and 2.14 3PGE (2.4% NiEQ) based on information up to and including drill hole KS21-26. Blackstone carried final infill drilling to improve the Resource confidence classification (refer ASX announcement 23 December 2021).

King Snake Resource	Mt	Ni (%)	NiEQ (%)	Cu (%)	Co (%)	Au (g/t)	Pd (g/t)	Pt (g/t)	S (%)	Ni (kt)	NiEQ (kt)	Cu (t)	Co (t)	Au (kOz)	Pd (kOz)	Pt (kOz)
Inferred Resources	**0.43**	**1.3**	**2.4**	0.8	0.05	0.14	0.7	1.3	11	**5.5**	**10**	3.5	0.2	1.9	10	17

Table 3 – Extract of Table – King Snake Mineral Resource Summary (refer ASX announcement 23 December 2021)

7. REVIEW OF OPERATIONS (CONTINUED)

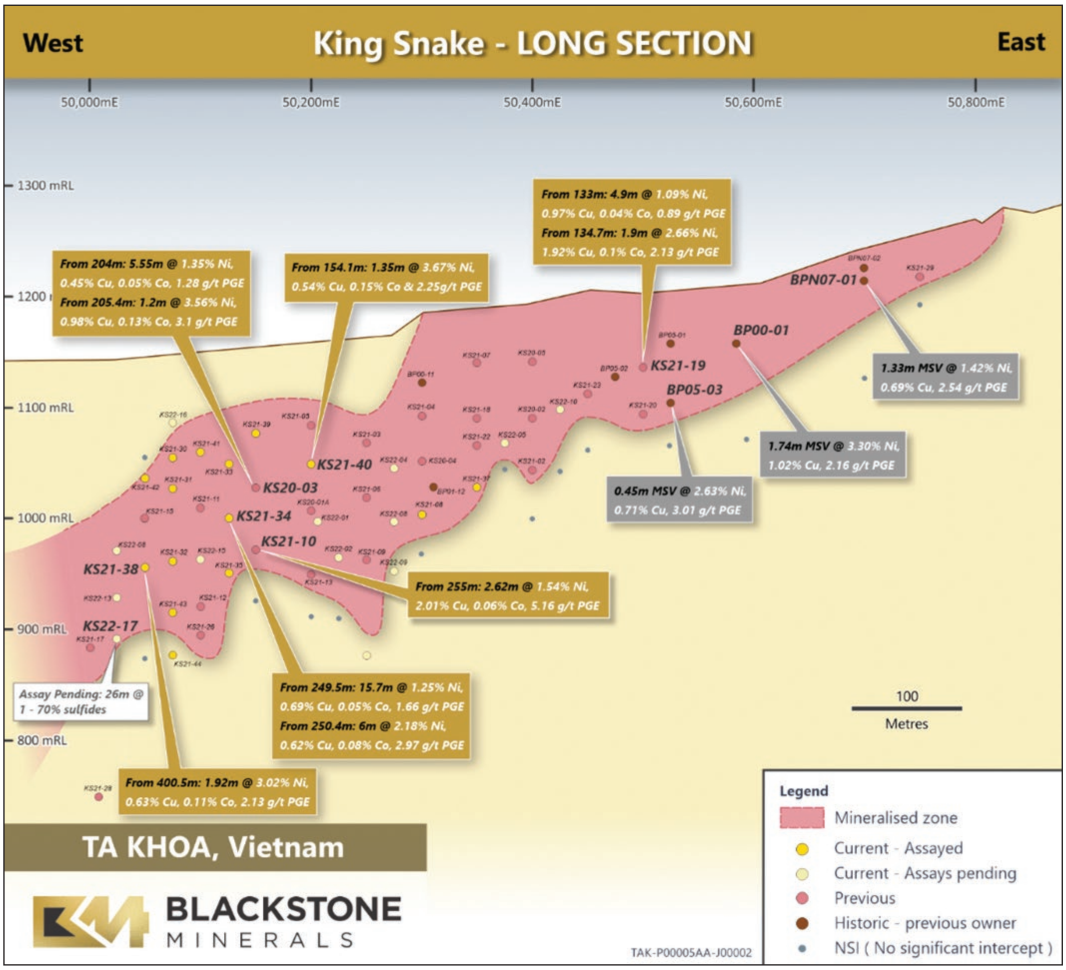


Figure 5- King Snake MSV – Long Section

7. REVIEW OF OPERATIONS (CONTINUED)

Ban Khoa (DSS)

The Ban Khoa disseminated nickel sulphide deposit is hosted by a synclinal or trough-shaped serpentinised peridotite, approximately 1km north of the Ban Phuc disseminated nickel sulphide deposit. The Ban Khoa mineralisation comprises broad zones (approx. 150 - 190m thick) with disseminated nickel sulphides throughout the serpentinite, as well as with localised lenses of heavily disseminated nickel sulphide and PGEs, similar to the Ban Phuc deposit.

Ban Khoa is in a preliminary development phase and is currently not considered in mining studies. Additional drilling and mining evaluation studies will be performed to assess underground potential and additional metallurgical test work is underway to understand blending performance, with the intention of including Ban Khoa as part of the TKN DFS.

Ban Phuc Resource	Mt	Ni (%)	NiEQ (%)	Cu (%)	Co (%)	Au (g/t)	Pd (g/t)	Pt (g/t)	S (%)	Ni (kt)	NiEQ (kt)	Cu (t)	Co (t)	Au (kOz)	Pd (kOz)	Pt (kOz)
Inferred Resources	**6.2**	**0.31**	**0.39**	0.05	0.01	0.01	0.04	0.04	0.9	**20**	**24**	3	0.8	2.1	8.4	8.4

Table 4 – Extract of Table – Ban Khoa Mineral Resource Summary (refer ASX announcement 23 December 2021)

Minerals Resources and Ore Reserves

The group mineral resources were updated in late December 2021. A maiden ore reserve was stated at the completion of the TKN PFS in February 2022 of 48.7Mt at a grade of 0.43% nickel for 210kt nickel (refer ASX Announcement 28 February 2022). The mineral resources and ore reserves are discussed throughout the report and the group mineral resource and ore reserve statement is provided below as Table 6 . There are no changes to mineral resource or ore reserves from the December 2021 and February 2022 announcements.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7. REVIEW OF OPERATIONS (CONTINUED)

REGIONAL DRILLING

Targeting new opportunities within the Ta Khoa district, the company identified MSV, semi-massive sulphide Vein ("SMSV") and net-textured sulphide ("NTS") mineralisation at several new prospects.

At the Suoi Phang prospect, drill hole SP22-01 intersected 2.95m of sulphide (including MSV, SMSV and NTS) with portable XRF ("X-ray fluorescence") readings indicating the presence of up to 20% Ni.

At the Suoi Chanh prospect, drill hole SC22-02 intersected SMSV consistent with the Blackstone EM targeting.

Suoi Phang

The Suoi Phang prospect is located at the far western end of the Ta Khoa licence area and is hosted within Devonian metasediments of the Ban Mong Formation (refer Figure 6). Massive sulphide was exposed in a historical audit, and two gossans were exposed in historical trenching (assays up to 5.9% Ni). The northern gossan measures 120m in strike length and the south part of the gossan is 100m long (refer Figure 6 & 7).

Blackstone's exploration program at Suoi Phang is following up targets generated from surface EM surveying, with the most recent drillhole (SP22-01) intersecting massive sulphide close to surface, and with portable XRF readings indicating the presence of up to 20% Ni.

7. REVIEW OF OPERATIONS (CONTINUED)

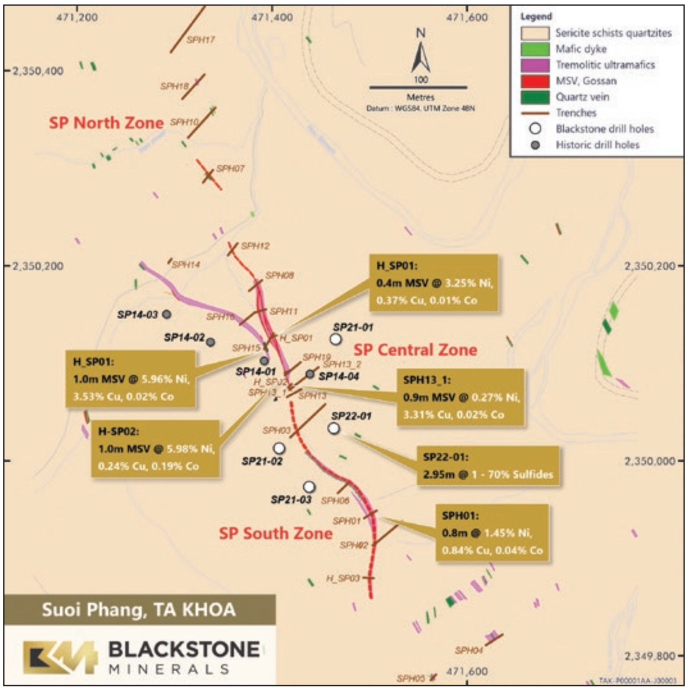


Figure 6: Suoi Phang Plan View

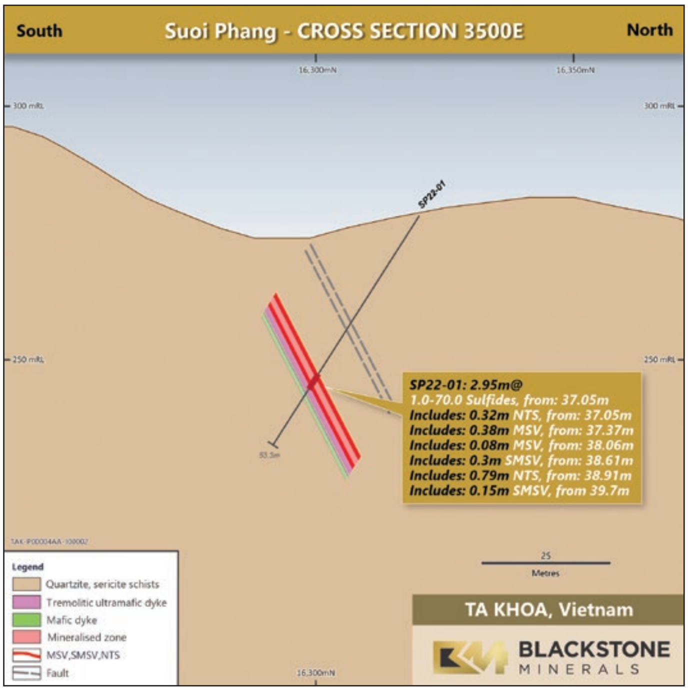


Figure 7: Suoi Phang Cross Section 3500E

7. REVIEW OF OPERATIONS (CONTINUED)

Suoi Chanh

The Suoi Chanh prospect is located at the eastern end of the Ta Khoa licence area and is hosted within Devonian metasedimentarty units (refer Figure 8).

The area is characterised by a high density of mafic–ultramafic dykes. There are some dykes that are strongly differentiated with coarse grained particles in the lower part and grading to fine grains across the dyke. This feature suggests the existence of magma sulphide zones located at the bottom of the dyke.

Drillhole SC22-02 intersected a mafic-ultramafic dyke of 2.55m thickness with 0.1m semi massive sulphide. This indicates the potential to find MSV common within the Ta Khoa district.

7. REVIEW OF OPERATIONS (CONTINUED)

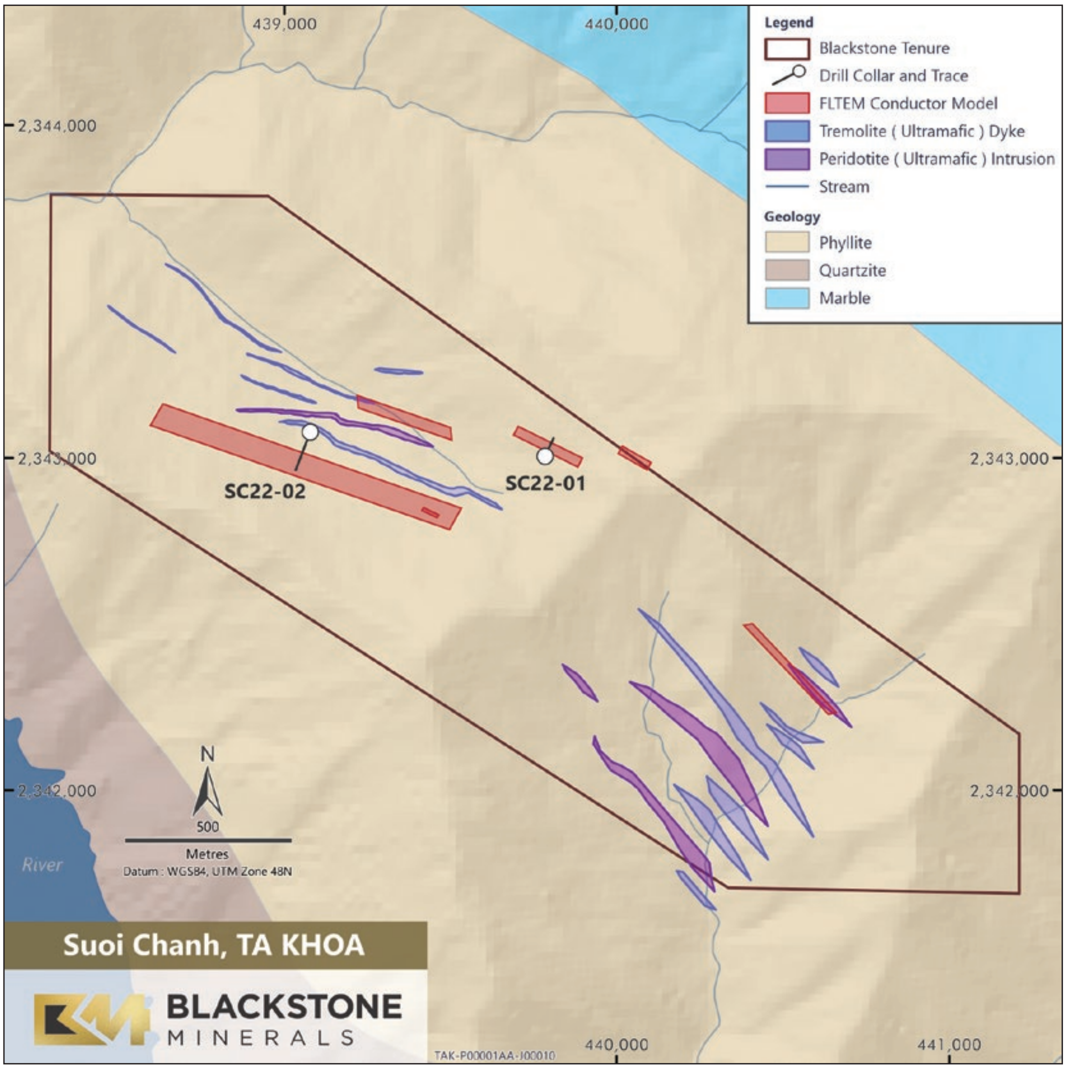


Figure 8: Suoi Chanh Overview Map

7. REVIEW OF OPERATIONS (CONTINUED)

TA KHOA NICKEL PROJECT

Mining Restart

Blackstone achieved a milestone in project development with the restart of mining activities in early December 2021.

Using a combination of Australian and Vietnamese mining professionals and operators, Blackstone commenced a programme to:

- Complete ~1,000m of underground development through the DSS orebody generating nickel ore representative of the LOM plant feed
- Recommission the plant concentrator, which is now being used for batch testing large bulk samples from the DSS ore body
- Deliver the first batch of samples to Perth for treatment by ALS Laboratories ("ALS") for the pilot programme
- Process and store the second batch for use in the second phase pilot plant which will be built in Son La in 2022

The mining programme was established to provide significant quantities of DSS ore which was processed at the existing nickel concentrator for the subsequent pilot plants.

7. REVIEW OF OPERATIONS (CONTINUED)

Ta Khoa Nickel Project Test Work

Following the successful restart of mining activities in early December 2021, the Company commenced a dedicated metallurgical drilling program which was completed in July 2022. The program, totalling 4,000m of drill core, enabled the selection of targeted samples representing a range of ore lithologies for process design variability studies including comminution and flotation parameters.

Blackstone completed construction and commissioning of a dedicated 250kg/hr pilot plant in June 2022, see Figure 9 and Figure 10. Piloting commenced immediately and will continue throughout the next reporting period. Data collected will inform the TKN DFS.

The on-site metallurgical test work facilities continue to be upgraded throughout the year with increased bench scale flotation and comminution capabilities. Site test work activities will be supported by SGS Laboratories.

Future test work on site will include:

- Bench-scale flotation variability test work
- Comminution test work
- Completion of the pilot program at the mine site to trial various feed blends from the recent bulk sample drive via the existing plant
- Processing trial's utilising the existing concentrator

Figure 9 – TKN Pilot Plant located at the mine site

7. REVIEW OF OPERATIONS (CONTINUED)

A range of variability core samples were dispatched to ALS in July 2022. Future test work at ALS will include:

- Comminution test work on a range of variability core samples
- Variability test work for flotation flowsheet validation, dewatering and filtration
- Replication and validation of site flotation test work utilising mineralogical examination capabilities not available in Vietnam.

Next steps for the project test work include a review by engineering consultants of the mine site, laboratory and pilot plant facilities and assist Blackstone in designing and planning the upcoming test work programmes in Vietnam and Perth to support the TKN DFS.

Figure 9 – TKN Pilot Plant located at the mine site

7. REVIEW OF OPERATIONS (CONTINUED)

Ta Khoa Nickel Project Definitive Feasibility Study

In May 2022, Blackstone announced the appointment of process engineering, design, and construction company GRES as the consultant for the nickel concentrator and non-process infrastructure, and collation of the TKN DFS.

As part of the first phase of works, GRES were engaged to validate the suitability of in-country facilities and piloting equipment, as well as support for the ongoing metallurgical and piloting programme.

On completion of the metallurgical piloting programme, Blackstone will commission GRES to commence engineering for the TKN DFS. Blackstone have also commenced discussions with engineering consultants for mining and tailings storage design.

Carbon Mineralsation Study

Blackstone has engaged the University of British Columbia to complete a study assessing the capability of the Project to capture carbon via carbon mineralisation. The study has shown preliminary results demonstrating that waste and tailings material to be rich in carbon absorbing minerals, such as brucite and hydrotalcite minerals. The findings from this study support Blackstone's ambition to deliver a net-zero emission project.

Enterprise Optimisation – Whittle Modelling

Whittle Consulting have been engaged to assist Blackstone in developing an integrated Project model to assist optimisation of the Project financials. Whittle have completed development of the "base case" model for the Project.

Further development will take place once the results of the metallurgical test work are available and can be integrated into the model.

7. REVIEW OF OPERATIONS (CONTINUED)

TA KHOA REFINERY PROJECT

Ta Khoa Refinery Test Work

Following the successful completion of the TKR PFS in July 2021, Blackstone approved the extension of the bench-scale test work program and the pilot program test work to advance the TKR DFS.

Blackstone successfully delivered test work samples to ALS allowing bench-scale test work to commence in December 2021. In total 24.5t of samples were delivered to ALS, including:

- 7.5t of mine plant nickel sulphide and 10t of nickel sulphide products from Trafigura
- 6t of nickel sulphide products from other third-party sources
- 1t of cobalt hydroxide (from Trafigura) as low-cost alternative to battery grade cobalt sulphate.

7. REVIEW OF OPERATIONS (CONTINUED)

Bench-scale test work program

With the assistance of the selected consultants Wood and ALS, Blackstone successfully developed a bench-scale test work program to validate the updated DFS process flowsheet.

Focus items for the bench-scale test work program included:

- POX leach recovery and optimisation
- Neutralisation kinetics and recovery
- Mixed hydroxide precipitate ("MHP") precipitation kinetics and recovery
- MHP re-leach
- Solvent extraction isotherms for making high grade products
- NCM precipitation

The bench-scale test work program was successfully completed in April 2022, demonstrating the updated DFS process flowsheet capable of producing on-specification metal sulphates. A summary of the results is shown in Table 5.

Circuit	Ni Recovery (%)	Co Recovery (%)	Comment
POX leach	95	98	Operating conditions optimised and multiple feed blends trialled
Neutralisation	>99	>99	
Copper (SX)	>99	>99	Isotherms generated to produce copper product
MHP precipitation	>99	>99	
MHP re-leach	98	91	Residue recycled and fully recovered
Impurity SX & CoSX	>99	>99	Isotherms generated to produce battery grade nickel and cobalt products

Table 5 – Extract of Table – Downstream DFS Batch Test Work Summary

The following bench-scale test work campaign items will be completed in 2H 2022 for DFS design:

- Residue test work
- Magnesium Crystallization
- NCM precipitation
- BPED

7. REVIEW OF OPERATIONS (CONTINUED)

Pilot test work program

Extensive work has been completed between Blackstone, Wood and ALS to develop the TKR pilot campaign. Where required, specialist equipment was designed and procured to resemble the DFS flowsheet. The pilot program was designed to process up to 20kg per hour of nickel concentrate feed, sourced from the mine plant and third-party feed as detailed in the above sections.

Current progress with the pilot test work program is as follows:

- Procurement of all specialty equipment
- Assembly of the TKR flowsheet
- Commissioning of the MHP re-leach circuit through to the production of battery grade metal sulphates

In the first half of FY2023, the pilot program will complete the commissioning of the pilot equipment and commence piloting. The piloting campaign will consist of:

- Four pilot runs of concentrate feed to MHP precipitation. The pilot runs will quantify an optimal feed blend, define recycle streams and quantify the impact of impurity elements
- Pilot operation from MHP Leach (using selected concentrate blend) to metal sulphate
- Pilot operation from third-party MHP re-leach to metal sulphate
- Specialist vendor test work on products generated

7. REVIEW OF OPERATIONS (CONTINUED)

Figure 11 – Pilot Scale Cobalt solvent extraction

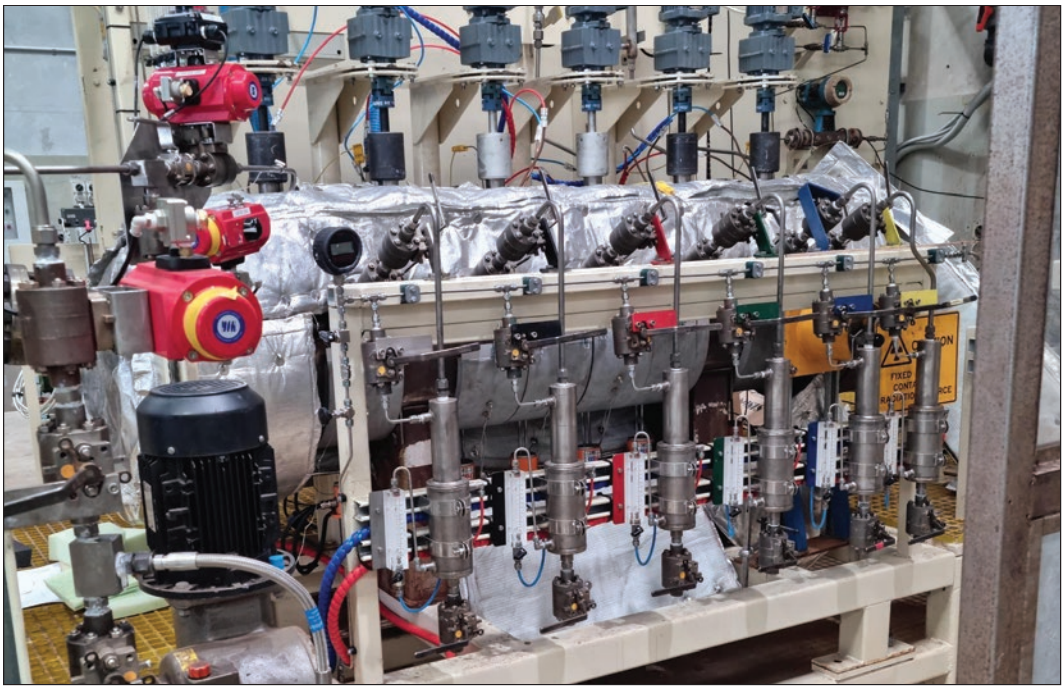


Figure 12 – Pilot scale POX leach autoclave

7. REVIEW OF OPERATIONS (CONTINUED)

Ta Khoa Refinery Definitive Feasibility Study

In October 2021, Blackstone announced the appointment of engineering, design, and construction company Wood as the consultant for the refinery and non-process infrastructure, and collation of the TKR DFS.

Wood commenced the DFS in October 2021 with a gap analysis of the PFS report to identify design improvements to mitigate technical risk from the TKR flowsheet. Process engineering was completed in May 2022, which incorporated bench-scale test work results as completed by ALS. Site power supply study was completed in June 2022.

Post April 2022, Blackstone requested Wood to complete additional option analysis studies to identify alternate project development strategies prior to completing the DFS. The option analysis will continue into the first half of FY2023. Once complete, the preferred project delivery strategy for TKR will be finalised as the basis for the TKR DFS.

Other engineering and data collection studies to continue in the first half of FY2023 include:

- Geotechnical, hydro-geotechnical, hydrology
- Residue storage facility design
- Water supply study
- Logistics study
- Environmental baseline study
- Social impact baseline study

Gold Bridge Project (100% Interest)

Blackstone recommenced drilling activities at the Gold Bridge Project, formerly the Little Gem – BC Cobalt Project. Gold Bridge is located 180km north of Vancouver in British Columbia, Canada (refer Figure 13).

The drilling program completed in the second half of FY2022 built on initial exploration success at the Little Gem prospect and involved a detailed 3D Pole-Dipole Induced Polarisation ("3D IP") and resistivity survey. An analysis of IP survey data and regional soil, rock chip and stream sediment samples has resulted in the identification of multiple large-scale sulphide bearing targets, with the Jewel prospect being high priority.

Large Induced Polarisation ("IP") anomalies at the Jewel Prospect occur over a strike length of approximately 2km (refer to Figure 14). The first drill-hole targeting a large IP anomaly at the Jewel prospect intersected massive Cu-Ni-Co sulfarsenide vein mineralisation.

7. REVIEW OF OPERATIONS (CONTINUED)

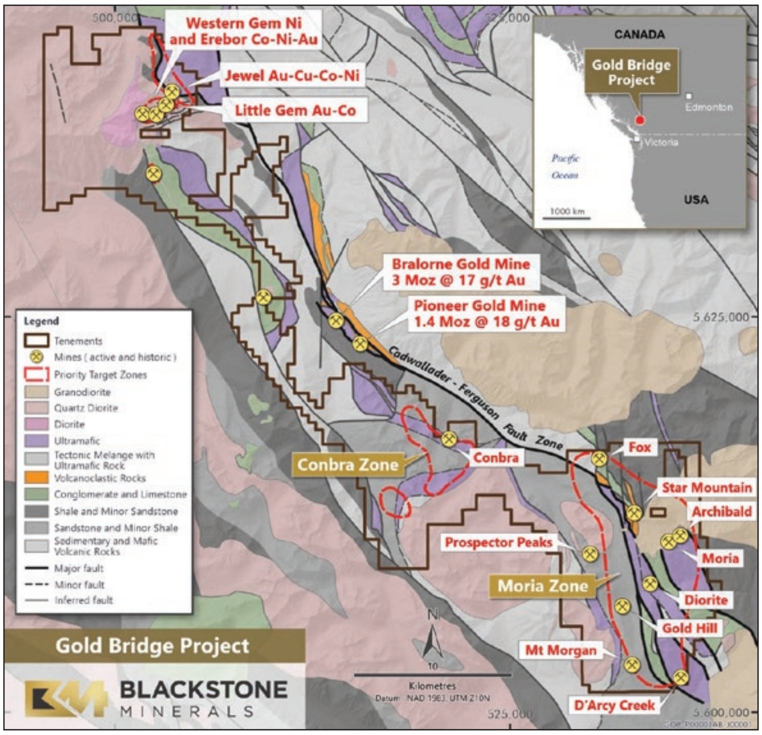


Figure 13 – Gold Bridge Project Location and Geology

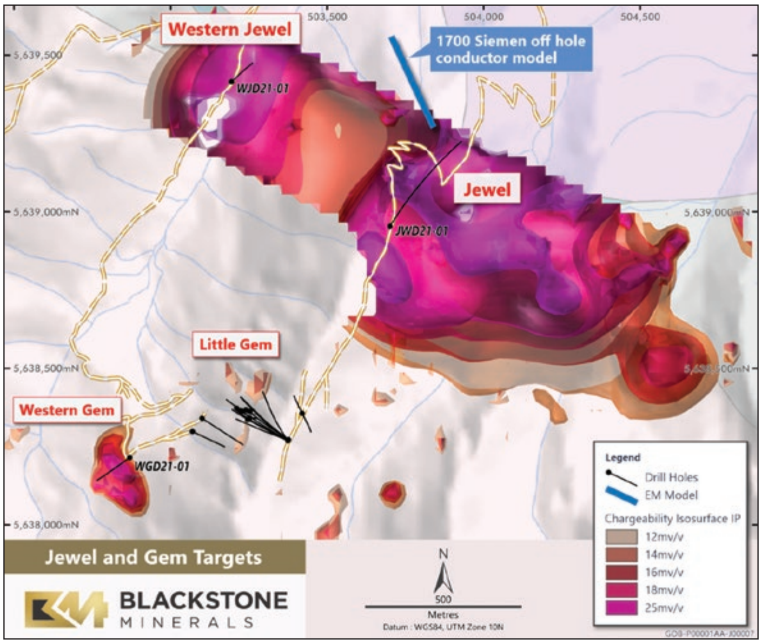


Figure 14 – IP Survey Chargeability, Gold Bridge Project

7. REVIEW OF OPERATIONS (CONTINUED)

CORPORATE

Strategic Investments

During the year, Blackstone made two strategic minority equity investments with the following objectives:

- To gain access to sources of nickel feed to the TKR
- To have exposure to large-scale, longer-term horizon assets with strong potential to deliver into increasing demand for the lithium-ion battery market

The strategic minority equity instruments completed during the year included:

- Investment in NICO Resources Limited (~15%) providing exposure to Wingellina nickel laterite asset in Central Australia
- Investment in Corazon Mining Limited (~17%) providing exposure to the Lynn Lake nickel sulphide asset in Manitoba, Canada

Placement and Share Purchase Plan

In November 2021, Blackstone announced a $55 million (before costs) share placement through 94,827,587 fully paid ordinary shares (shares) at an issue price of $0.58 per share.

On 10 November 2021, the Company announced the completion of Tranche 1 of the $55 million placement, issuing 38,134,805 fully paid ordinary shares with an issue price of $0.58 per share, raising $22.1m before costs.

On 23 December 2021, the Company announced the completion of Tranche 2 of the $55 million placement, issuing 56,692,782 fully paid ordinary shares with an issue price of $0.58 per share, raising $32.9 million before costs. The placement was completed following shareholder approval received on 16 December 2021.

In addition, in November 2021 Blackstone completed a Share Purchase Plan ("SPP") to eligible shareholders to raise a further $5.3 million (before costs), through the issue of 9,137,788 fully paid ordinary shares with an issue price of $0.58 per share.

Blackstone used funds for ongoing exploration, resource drilling and PFS/DFS work at Ta Khoa.

Appointment of Leading Independent Debt Financing Advisors

On 26 August 2021, the Company Announced the appointment of leading independent advisors, KDB and BurnVoir, to arrange debt financing for the development of the Company's vertically integrated Ta Khoa Project.

7. REVIEW OF OPERATIONS (CONTINUED)

Acuity Capital At-The-Market Subscription Agreement

On 22 March 2022, the Company announced it entered into an At-the-Market Subscription Agreement ("ATM") with Acuity Capital. The ATM provides Blackstone with up to $25m of standby equity capital over the period to July 2024.

Appointments

During the year, the Company announced the appointment of Dr Frank Bierlein as an Independent Non-Executive Director and the resignation of founding Director Andrew Radonjic as Non-Executive Director.

In May 2022. the Company also announced, the appointment of Mitchell Thomas as Chief Financial Officer ("CFO"), who commenced in July 2022.

Prior to Blackstone, Mr Thomas held the role of CFO of Battery Minerals for Rio Tinto with financial accountability for a portfolio of operating assets and development projects. He brings over 15 years of experience across various materials (precious, base, specialty chemicals and bulk) and continents (Australia, Africa, Europe, South and North America) as we as valuable experience in the areas of financial structuring, business development project execution and business case optimisations. Mr. Thomas is a Chartered Accountant (CAANZ) and holds an MBA from Melbourne Business School.

The Company further announced Jamie Byrde, the Company's CFO prior to the appointment of Mitchell Thomas, continued his employment with Blackstone in his existing capacity as Company Secretary.

8. MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

- On 8 July 2022, the Company announced the issue of 6,000,000 unlisted options issued to corporate advisors Harp Capital with an exercise price of $0.28 per option
- On 12 August 2022, the Company announced the issue of 1,777,660 ordinary fully paid shares were issued upon conversion of 477,660 Short Term Zero Exercise Price Options and 1,300,000 performance options with an exercise price of $0.001 per share. The Incentives were awarded to key management personnel and employees in 2021 under the Performance Rights and Options Plan approved by shareholders on 29 November 2021

There are no further subsequent events.

9. LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

The Company will continue its ongoing Ta Khoa Project Definitive Feasibility Studies and exploration programmes in Vietnam. The company will continue to undertake permitting activities, secure feedstock, pursue partnerships and obtain relevant agreements for funding of the Ta Khoa Project.

Exploration activities will continue on its Goldbridge and Labrador Projects in Canada as the company continues to explore for commercial resources that continue to supports its strategy of supplying battery metals for the production of electric vehicles.

10. INFORMATION ON DIRECTORS AND COMPANY SECRETARIES

MR HAMISH HALLIDAY

Independent Non-Executive Chairman – appointed 30 August 2016

Qualifications

BSc (Geology), MAusIMM

Experience

Mr Halliday is a Geologist with a Bachelor of Science from the University of Canterbury and has over 20 years of corporate and technical experience in the mining industry. Mr Halliday co-founded Blackstone Minerals and was instrumental in the acquisition of its Company's current tenement portfolio. Mr Halliday has been involved in the discovery and acquisition of numerous projects over a range of commodities throughout four continents. Mr Halliday has founded and held executive and non-executive directorships with a number of successful listed exploration companies including Adamus Resources Ltd ("Adamus"). He was CEO of Adamus from its inception through to successful completion of a feasibility study on its gold project in Ghana which is now in production.

Interest in Securities at the date of this report

Fully Paid Ordinary Shares:	11,481,383

Other Directorships

Venture Minerals Limited (30 January 2008 – 26 November 2021)
Comet Resources Limited (since 16 December 2014)

MR SCOTT WILLIAMSON

Managing Director – appointed 6 November 2017

Qualifications

BEng (Mining) Bcom, MAusIMM

Experience

Mr Williamson is a mining engineer with a Bachelor of Commerce degree from the West Australian School of Mines ("WASM"). Mr Williamson has over 10 years' experience in the mining and finance sectors across a variety of technical and corporate roles, including Investor Relations Manager at Resolute Mining Ltd and a senior Analyst at Hartley's.

Interest in Securities at the date of this report

Fully Paid Ordinary Shares:	8,200,000
Options:	1,104,817

Other Directorships

Nil.

10. INFORMATION ON DIRECTORS AND COMPANY SECRETARIES (CONTINUED)

MR ANDREW RADONJIC

Non Executive Director – appointed 21 April 2020; resigned 12 November 2021
Previously Technical Director – since 30 August 2016; resigned 21 April 2020

Qualifications

BAppSc (Mining Geology), MSc (Mineral Economics), MAusIMM

Experience

Mr Radonjic is a geologist and mineral economist with over 30 years of experience in mining and exploration, with a specific focus on gold and nickel in the Eastern Goldfields of Western Australia. Mr Radonjic began his career at the Agnew Nickel Mine before spending over 18 years in the Paddington, Mount Pleasant and Lady Bountiful Extended gold operations north of Kalgoorlie, where he has fulfilled a variety of senior roles which gave rise to three gold discoveries, totalling in excess of 3 million ounces in resources and in the development of over 1 million ounces.

Interest in Securities at the date of resignation

Fully Paid Ordinary Shares: 7,280,179

Other Directorships

Venture Minerals Limited (since 12 May 2006)
Fin Resources Limited (14 May 2018 – 30 November 2021)
Codrus Minerals Limited (since 1 August 2017)

MR HOIRIM JUNG

Non-Executive Director – appointed 21 April 2020

Qualifications

Bachelor of Economics, Member of Korean Institute of Certified Public Accountants (KICPA)

Experience

Mr Jung has over 12 years of financial management experience, specifically in financing and feasibility studies for new projects. He began his career with KPMG Samjong Accounting Corporation, one of Korea's "big four" accounting firms, providing advisory services for various M&A transactions. He then moved to Atinum Partners, where he was involved in investments in the oil and gas industry and managed the invested assets in North America. He joined EcoPro in 2016 where his accomplishments include successfully dealing with the initial public offering of subsidiary EcoPro BM (KOSDAQ: 247540).

Interest in Securities at the date of this report

Fully Paid Ordinary Shares: Nil.

Other Directorships

Nil.

MS ALISON GAINES

Non-Executive Director – appointed 1 April 2021

Qualifications

Doctor of University (hon.causa), Master of Arts (Public Policy), Bachelor of Laws, Bachelor of Arts hons (Politics), Australian Institute of Company Directors and INSEAD IDP-C and Fellow of the Australian Institute of Company Accountants.

Experience

Ms Gaines is a Board advisor and Australian Non-Executive Director with strong commercial skills and international experience. She has been an executive for over 20 years and is an active Non-Executive Director and Chair on Australian and international boards. She has recently established her own board governance advisory firm after fourteen years with Gerard Daniels, a Perth headquartered international search and board consulting firm where she was recently global Chief Executive Officer, responsible for the Perth, Sydney, London and Houston offices.

Interest in Securities at the date of this report

Fully Paid Ordinary Shares:	Nil.
Service Rights:	212,465

Other Directorships

Hiremii Limited – Non-Executive Chairperson (since 3 May 2021)

10. INFORMATION ON DIRECTORS AND COMPANY SECRETARIES (CONTINUED)

DR FRANK BIERLEIN

Non-Executive Director – appointed 12 November 2021

Qualifications

PhD (Geology) from the University of Melbourne, Fellow of the Australian Institute of Geoscientists (AIG) and member of both the Society of Economic Geologists (SEG) and the Society of Geology Applied in Mineral Deposits.

Experience

Dr Bierlein is a geologist with 30 years of experience as a consultant, researcher, lecturer and industry professional. Dr Bierlein has held exploration and generative geology management positions across a vast number of companies as well as consulting for several others. Dr Bierlein has worked on six continents spanning multiple commodities, and over the course of his career has published and co-authored more than 130 articles in peer-reviewed scientific journals.

Interest in Securities at the date of this report

Fully Paid Ordinary Shares: Nil.

Other Directorships

PNX Metals Limited (since 18 June 2021)
Impact Minerals (since 13 October 2021)
Firetail Resources Limited (since 10 November 2021)

JAMIE BYRDE – BCOM, CA.

Company Secretary – appointed 15 March 2017

Mr Byrde is a Chartered Accountant with over 18 years experience in corporate, audit and Company secretarial matters. Previously Mr Byrde has held positions providing corporate advisory services, financial accounting/reporting and ASX/ASIC compliance management. Mr Byrde is also currently Company Secretary for Venture Minerals Limited and Codrus Minerals Limited.

Other Directorships

Codrus Minerals Limited (since 1 January 2021)

11. PEOPLE, REMUNERATION, CULTURE AND DIVERSITY COMMITTEE COMMITTEE CHAIR LETTER

Dear Shareholder,

On behalf of the Board of Directors, I am pleased to present our Remuneration Report for the financial year 2022 (FY2022), which summarises Blackstone Minerals' remuneration strategy and outcomes for Key Management Personnel, Executives and Non-Executive Directors.

Our year

Blackstone has delivered a number of achievements for FY2022 including the completion of the Ta Khoa Refinery Pre-feasibility Study and the Integrated Study for the Ta Khoa combined upstream and downstream projects. These were significant milestones as we progress towards delivery of the Definitive Feasibility Study for Ta Khoa. With a backdrop of a volatile financial markets we understand the challenges ahead for our business and people. These results would not have been possible without the dedication of all our people and the leadership of our passionate and committed Executive Leadership Team. We have extremely strict COVID-19 policies at our main operations in Vietnam which has allowed us to continue to explore and develop during the pandemic safely and efficiently without significant interruptions.

We appreciate the exceptional efforts of our people as they rapidly adapt to the changing external environment and delivered excellent discovery results, strong financial results and improved returns to shareholders in FY2023 and beyond.

Remuneration Outcomes

The Board has continued to work with BDO Remuneration and Reward Pty Ltd ("BDO") to undertake Board, Executive, Key Management Personnel ("KMP") and Employees salary benchmarking against its peers and establishing a structured remuneration framework with an equity incentive plan to reward, incentivise, attract and retain high calibre people to the business.

Following the review by BDO, in FY2022 Performance Rights and Incentive Plan Framework was implemented and the company issued 6,805,962 options, consisting of short-term, long-term and retention options to KMP and employees under the Performance Rights and Option Plan. KMP did not participate in the retention scheme. We believe this plan is designed to support the business strategy and drive sustainable outperformance for shareholders in the long term.

In addition to this, in FY2022 the Board has established a People, Remuneration, Culture and Diversity Committee as well as a Nomination Committee to provide appropriate Board Governance and oversight.

11. PEOPLE, REMUNERATION, CULTURE AND DIVERSITY COMMITTEE COMMITTEE CHAIR LETTER (CONTINUED)

KMP Changes

On 12 November 2021, as part of the Board succession and renewal process, Mr Andrew Radonjic a founder and director of the Company resigned from his position on the Board. On the same day, the Board appointed Dr Frank Bierlein following an extensive director search. Dr Bierlein has over 30 years of experience as a consultant, researcher, lecturer and industry professional as a director in Australia and internationally. Dr Bierlein has worked accross six continents spanning multiple commodities and has a PhD (geology) from the University of Melbourne and is a Fellow of the Australian Institute of Geoscientists (AIG) and a member of both the Society of Economic Geologists (SEG) and the Society of Geology Applied to Mineral Deposits. We have already enjoyed having Frank on the Board since November 2021, with his formal election to the Board proposed at the 2022 AGM.

Our remuneration strategy supports Blackstone's business strategy

The Board is committed to ensuring the remuneration strategy reflects good governance, consultation with key stakeholders, and is transparent in its design to support the business strategy and drive sustainable outperformance for shareholders over the long-term. It strongly aligns to shareholder's interests by incorporating significant equity components to encourage executives to behave like owners of the business – focused on sustainable, long-term value creation.

On behalf of the Board, we invite you to read the report and we look forward to receiving your feedback at the Annual General Meeting ("AGM").

Alison Gaines

Independent Chair of the People, Remuneration, Culture and Diversity Committee

12. REMUNERATION REPORT (AUDITED)

The Directors of Blackstone Minerals Limited are pleased to present your Company's 2022 remuneration report which sets out remuneration information for the Non-Executive Directors, Executive Directors and other key management personnel ("KMP"). This report forms part of the Director's Report and has been audited in accordance with section 300A of the Corporations Act 2001.

The following sections are included with this report:

(a) Directors and key management personnel

(b) Remuneration governance

(c) FY2022 Snapshot and Company Performance

(d) FY2022 Executive Remuneration Policy and Framework

(e) Non-Executive Director Remuneration

(f) Voting and comments made up at the company's 2021 Annual General Meeting

(g) Details of Remuneration

(h) Details of Share Based Payments and Bonuses

(i) Equity instruments held by key management personnel

(j) Loans to key management personnel

(k) Other transactions with key management personnel

(a) Directors and key management personnel

Non-Executive Directors

Mr H Halliday	Non-Executive Chairman
Mr A Radonjic	Non-Executive Director (Resigned 12 November 2021)
Mr H Jung	Non-Executive Director
Ms A Gaines	Non-Executive Director
Dr F Bierlein	Non-Executive Director (Appointed 12 November 2021)

Executive Directors

Mr S Williamson	Managing Director

Other key management personnel

Mr J Byrde	Company Secretary
Mr A Strickland	Executive (Effective 14 February 2022. Previously Head of Project Development until 13 February 2022)

All of the key management personnel held their positions during the year ended 30 June 2022 and up to the date of this report unless otherwise disclosed. Mitchell Thomas was appointed as CFO and commenced his role in July 2022.

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

(b) Remuneration Governance

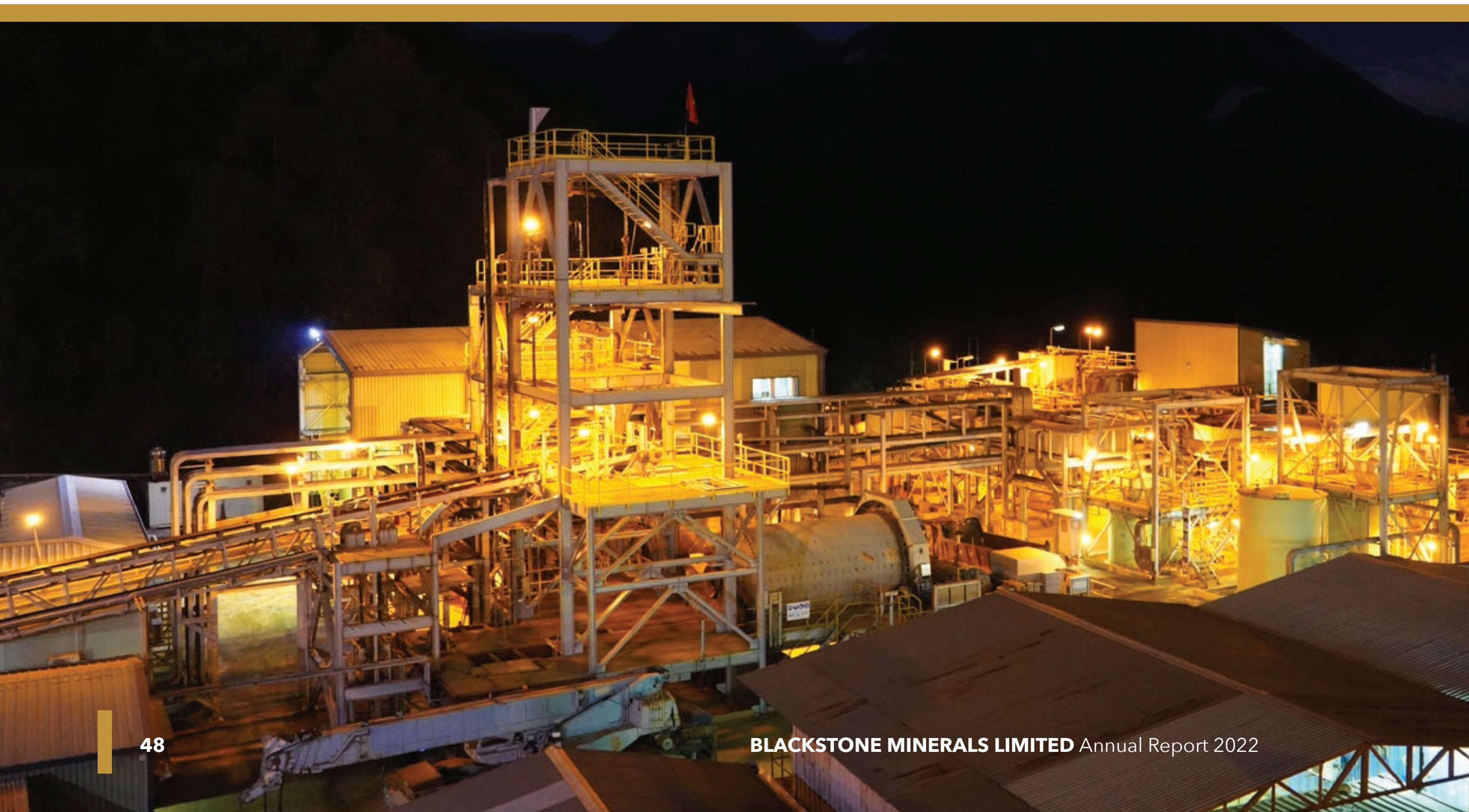
The Board has formed a People, Remuneration, Culture and Diversity Committee, which will work together with Executive KMP and Management to apply our Remuneration Governance Framework (see below) and ensure our strategy supports sustainable shareholder value. Our remuneration framework moving forward has been designed to support our Purpose, Principles, Strategy and our long-term approach to creating value for our shareholders, customers and the community.

Membership of the Committee from 1 July 2021 comprised of the following and chaired by an independent NED as follows:

Alison Gaines	Independent Non-Executive Committee Chair
Andrew Radonjic	Non-Executive, Committee Member (resigned 12 November 2021)
Scott Williamson	Managing Director, Committee Member*

*Note as the Committee includes other terms of reference and scope including People, Culture and Diversity the Managing Director as a Committee Member is deemed appropriate and supports the committee so that it can make recommendations to the Board. The Managing Director abstains to any discussions or recommendations regarding personal remuneration.

The Committee's Charter allows the Committee access to specialist external advice about remuneration structure and levels and is utilised periodically to support the remuneration decision making process.



12. REMUNERATION REPORT (AUDITED) (CONTINUED)

The Remuneration Governance Framework is summarised through the diagram below.

Blackstone Board

- Overall Responsibility for the remuneration strategy and outcome for executives and non-executive directors
- Reviews and approves recommendations for the Nomination and Remuneration Committee
- Approves the appointment of the non-executive directors

Nomination Committee

(a) Maintaining a Board that has an appropriate mix of skillls and experience to be an effective decision-making body; and

(b) Ensuring that the Board is comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance

People, Remuneration, Culture and Diversity Committee

- The Independent Chair of the Committee, non-executive and managing director, make recommendations ot the Board on remuneration strategy, governance and policy for Executive KMP and Non-Executive Directors
- Key responsibilities of the Committee are as follows:
  (a) In respect of its remuneration role
- The primary purpose of the Committee (in relation to its remuneration role) is to support and advise the Board in fulfilling its responsibilities to shareholders by:
  (a) reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;
  (b) ensuring that the executive remuneration policy demonstrates a clear relationship between key director performance and remuneration;
  (c) recommending to the Board the remuneration of executive and non-executive Directors;
  (d) fairly and responsbly rewarding executives having regard to the performance of the Group, the performance of teh executives and the prevailing remuneration expectations to the market;
  (e) reviewing the Company's recruitment, retention and termiantion policies and procedures for senior management;
  (f) reviewing and approving the remuneration of Director reports to the Managing Director, and as appropriate other senior executives; and
  (g) reviewing and approving any equity based plans and other incentive schemes. The Remuneration Policy will guide the People, Remuneration, Culture and Diversity recommendations and the Board's adoptions of those recommendations.

Managing Director and Human Resources Manager

- Provides information to the People and Remuneration Committee for the Committee to recommend:
  1. Incentive targets and outcomes
  2. Remuneration Policy
  3. Short and Long-Term incentive participation eligibility
  4. Individual remuneration and contractual arrangements for executives

Independent External Advisors

- Provide external independent advice, information and recommendations relevant to remuneration decisions where required
- Throughout the year, the Board received benchmarking data on executive remnuerations to external providers

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

(c) FY2022 Snapshot and Company Performance

The remuneration framework has been tailored to increase goal congruence between shareholders, directors and executives. This has previously been achieved by the issue of performance options to directors, executives and other key management personnel, at the discretion of the Board of Directors. The performance options issued under the Employee Incentive Scheme have been based on a mixture of short, medium and long-term incentive options. This structure rewarded executives for both short-term and long-term shareholder wealth development. The Company's performance in FY2022 is summarised below:

	30 June 2017	30 June 2018	30 June 2019	30 June 2020 (Restated)**	30 June 2021 (Restated)**	30 June 2022
Profit or Loss attributable to owners of Blackstone	(865,159)	(8,438,991)	(4,182,260)	(12,429,073)	(15,880,279)	(31,938,576)
Group Profit or (Loss)	(865,159)	(8,438,991)	(4,182,260)	(12,429,073)	(17,179,625)	(35,542,567)
Share Price ($)	$0.190	$0.175	$0.083	$0.185	$0.355	$0.180
Market Capitalisation	$6,802,001	$16,835,834	$23,347,156	$46,577,231	$117,800,427	$84,860,562

* *comparative information has not been adjusted for the effects of adopting AASB 16 in 2020 and AASB 9 and 15 in 2019.*

** *a restatement of comparative information has been performed as detailed in Note 33 of the financial statements*

FY2022 Remuneration Outcomes

During the year, the company issued 6,805,962 zero exercise price options ("ZEPOs"), consisting of short-term, long-term and retention options to KMP and employees under the Performance Rights and Option Plan. Included in this issue, was the issue of 949,574 shot-term incentive ZEPOs and 1,518,415 long-term incentive ZEPOs issued to KMP. KMP did not participate in the retention tranche.

These performance conditions were selected as they strongly correlate remuneration to outcomes key to executing on strategic objectives and achieving short-term and long-term goals of the company. To assess whether the performance conditions are satisfied, the Board and Executive Management assess results against the terms outlined in the vesting conditions.

The grant date for all options issued below to Mr Williamson was 29 November 2021.

The grant date for all options issued to KMP below was 7 October 2021.

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

The terms of these options issued to KMP were as follows:

Short Term Incentives

Tranche	Vesting Conditions	Vesting date/First Exercise Date	Exercise Price	Expiry Date	Number of Options Issued to KMP FY 2022	Fair Value per Option	Total Fair Value	Share-based payment for KMP in Rem Report FY 2022
STI Tranche 1	Complete life cycle carbon analysis on integrated upstream and downstream PFS for the Ta Khoa Project demonstrating NCM production impact (Kg CO2 eq/Kg NCM) in lowest 50th percentile of similar producers. The analysis will be completed with reference to an independent third party report.	30-Jun-22	$0.00	3-Dec-26	Mr Williamson: 88,385 Mr Byrde: 41,926 Mr Strickland: 84,986	Mr Williamson: $0.57 Mr Byrde: $0.47 Mr Strickland: $0.47	Mr Williamson: $50,380 Mr Byrde: $19,705 Mr Strickland: $39,943	Mr Williamson: $50,380 Mr Byrde: $19,705 Mr Strickland: $39,943
STI Tranche 2	Completion of Phase One Pilot Plant Program for the Downstream Refinery (Ta Khoa Project) to supply battery grade sample products to potential downstream partners.	30-Jun-22	$0.00	3-Dec-26	Mr Williamson: 220,963 Mr Byrde: 83,853 Mr Strickland: 169,972	Mr Williamson: $0.57 Mr Byrde: $0.47 Mr Strickland: $0.47	Mr Williamson: $125,949 Mr Byrde: $38,411 Mr Strickland: $79,887	Mr Williamson: * Mr Byrde: * Mr Strickland: *
STI Tranche 3	Achieve a JORC compliant resource of 500,000 tonnes (inferred and indicated) of Nickel or metal equivalents reported in accordance with clause 50 of JORC code, for the Ta Khoa Project and greater than 50% conversion of Resource to Reserve.	30-Jun-22	$0.00	3-Dec-26	Mr Williamson: 132,577 Mr Byrde: 41,926 Mr Strickland 84,986	Mr Williamson: $0.57 Mr Byrde: $0.47 Mr Strickland: $0.47	Mr Williamson: $75,569 Mr Byrde: $19,705 Mr Strickland: $39,943	Mr Williamson: $75,569 Mr Byrde: $19,705 Mr Strickland: $39,943
		Total STI ZEPOs issued to KMP			**949,574**		**$489,492**	**$245,245**

* *The vesting conditions of STI Tranche 2 had no been met as at the 30 June 2022 measurement date, and therefore the options were cancelled following 30 June 2022. The accumulated value attributed to those options was reversed out through share-based payments expense recorded during the period.*

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

Long-term Incentives

Tranche	Vesting Conditions	Vesting date/ First Exercise Date	Exercise Price	Expiry Date	Number of Options Issued to KMP FY 2022	Fair Value per Option	Total Fair Value	Share-based payment for KMP in Rem Report FY 2022
LTI Tranche 1	Securing a binding downstream offtake and a downstream partner to develop the Ta Khoa Project	30-Jun-23	$0.00	3-Dec-26	Mr Williamson: 176,771 Mr Byrde: 41,926 Mr Strickland: 84,986	Mr Williamson: $0.57 Mr Byrde: $0.47 Mr Strickland: $0.47	Mr Williamson: $100,759 Mr Byrde: $19,705 Mr Strickland: $39,943	Mr Williamson: * Mr Byrde: * Mr Strickland: *
LTI Tranche 2	Achieve a final investment decision and commence development of the Ta Khoa Project	30-Jun-23	$0.00	3-Dec-26	Mr Williamson: 176,771 Mr Byrde: 41,926 Mr Strickland: 84,986	Mr Williamson: $0.57 Mr Byrde: $0.47 Mr Strickland: $0.47	Mr Williamson: $100,759 Mr Byrde: $19,705 Mr Strickland: $39,943	Mr Williamson: * Mr Byrde: * Mr Strickland: *
LTI Tranche 3	• Zero fatalities at the Ta Khoa Project • Total Recordable Incident Frequency Rate target is 30% off 3.9% = 3% • Zero material breaches of any permits A net zero carbon DFS (Scope 1 and 2 emissions)	30-Jun-24	$0.00	3-Dec-26	Mr Williamson: 176,771 Mr Byrde: 41,926 Mr Strickland: 84,986	Mr Williamson: $0.57 Mr Byrde: $0.47 Mr Strickland: $0.47	Mr Williamson: $100,759 Mr Byrde: $19,705 Mr Strickland: $39,943	Mr Williamson: $27,735 Mr Byrde: $5,257 Mr Strickland: $10,657
LTI Tranche 4	Proportional vesting will occur based on the Absolute Total Shareholder Return ("ATSR") from 1 July 2021 to 30 June 2024 (the "Measurement Period")	30-Jun-24	$0.00	3-Dec-26	Mr Williamson: 176,771 Mr Byrde: 41,926 Mr Strickland: 84,986	Mr Williamson: $0.19 Mr Byrde: $0.16 Mr Strickland: $0.16	Mr Williamson: $33,593 Mr Byrde: $6,570 Mr Strickland: $13,317	Mr Williamson: $7,580 Mr Byrde: $1,753 Mr Strickland: $3,553
LTI Tranche 5	Proportional vesting will occur where the Relative Total Shareholder Return ("RTSR") exceeds the median TSR over the Measurement Period from 1 July 2021 and 30 June 2024 of the selected peer group**	30-Jun-24	$0.00	3-Dec-26	Mr Williamson: 176,771 Mr Byrde: 41,926 Mr Strickland: 84,986	Mr Williamson: $0.19 Mr Byrde: $0.16 Mr Strickland: $0.16	Mr Williamson: $33,593 Mr Byrde: $6,570 Mr Strickland: $13,317	Mr Williamson: $7,580 Mr Byrde: $1,753 Mr Strickland: $3,553
		Total LTI ZEPOs issued to KMP			**1,518,415**		**$588,181**	**$69,421**

* *As at reporting date, no value was expensed as the Company assessed that the most likely outcome as at 30 June 2022 was that none of the instruments will vest (i.(e) probability of less than 50%). Following 30 June 2022, 29,397 options related to Tranche 1 and 29,397 options related to Tranche 2 issued to employees who resigned prior to 30 June 2022 have been cancelled. No value was previously recorded against those options cancelled*

** *Peer group selected for LTI Tranche 5: Renascor Resources Limited, ExoGraf Limited, Magnis Energy Technologies Limited, Cobalt Blue Holdings Limited, Sunrise Energy Metals Limited, Jervois Global Limited, Euro Manganese Inc., Mincor Resources NL, Poseidon Nickel Limited, Panoramic Resources Limited, Centaurus Metals Limited and Queensland Pacific Metals Limited.*

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

The Managing Director, Scott Williamson had 1,000,000 options issued on 9 October 2019 vest during the year upon achieving 24 months of service from the date of issue. Mr Williamson also received 441,925 Short Term Incentive zero exercise price options (consisting of 883,855 Tranche 1, 220,963 Tranche 2 and 132,577 Tranche 3 options) and 883,855 Long Term Incentive options (consisting of 176,771 options of each Tranches 1 – 5) under the above terms during the year. As at 30 June 2022, it was assessed that Tranche 1 and Tranche 3 of the STI options had vested, and subsequent to 30 June 2022, Scott Williamson exercised 220,962 options related to Tranches 1 and 3 STI. The Tranche 2 vesting conditions were not met and, consequently, 220,963 of options were forfeited subsequently to 30 June 2022.

Mr Radonjic had 1,500,000 options which were previously issued on 9 October 2019, with the same terms as the managing directors', which vested and were converted prior to his resignation on 12 November 2021. Following this 9 October 2019 issuance, Non-Executive Directors options have no longer been entitled to performance-based options, and none have been issued since.

Ms Gaines received 212,465 service rights in lieu of committee fees as approved by shareholders on 29 November 2021 at the AGM. The service rights represent committee fees that would otherwise be payable to Ms Gaines in cash for each of the three year periods between 30 June 2021 and 30 June 2024. The services rights issues were as follows:

- 70,821 service rights in lieu of $25,000 annual committee fees for FY2022
- 70,821 service rights in lieu of $25,000 annual committee fees for FY2023
- 70,821 service rights in lieu of $25,000 annual committee fees for FY2024

The service rights were issued using a deemed issue price equal of $0.353, which is the volume weighted average price of the shares over the 30 consecutive trading days ending 30 Jun 2021. The issuance of these rights was selected as a replacement for cash remuneration of the same value and therefore no further performance conditions were attached.

The value presented in subsection G Details of Remuneration represents the fair value of the rights on grant date amortised over the vesting periods as required under AASB 2 Share-based payments. The fair value of $0.57 per right corresponds with a grant date of 29 November 2021. The full fair value as at grant date to be amortised over the vesting periods is $121,105.

It is worth noting that in the FY2022 remuneration framework and moving forward, the STI and LTI awards to KMPs will continued to be structured in a manner that consists of explicit performance measures, as well as a service condition.

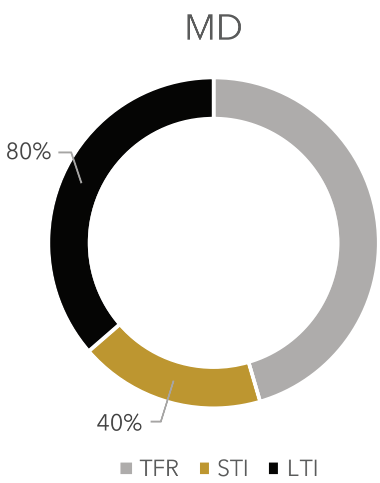
12. REMUNERATION REPORT (AUDITED) (CONTINUED)

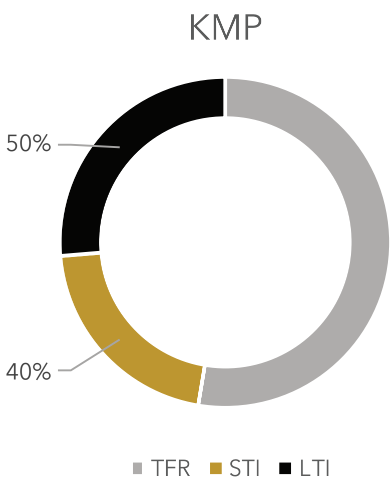
(d) FY2022 Executive Remuneration Policy and Framework

The Board reviewed and updated the remuneration framework for FY2022. The Board has sought to ensure that the framework is fit for purpose and aligns with shareholder value creation. It is the Board's intention that this remuneration framework will set the platform for the remuneration moving forward, with the Board committed to continuing to review and improve the framework on an annual basis. The remuneration framework features the following:

Remuneration Mix

The percentages provided here are presented as a percentage of Total Fixed Remuneration ("TFR").





FY2022 Incentive award features

Short-Term Incentive ("STI")

- Annual Grant
- Award provided 100% in equity through Zero Exercise Priced Options
- 12-month performance period
- 100% of award to KMPs subject to 12 month restriction on sale of underlying shares

Long-Term Incentive ("LTI")

- Annual Grant
- Award provided 100% in equity through Zero Exercise Priced Options
- 3-year performance period
- As part of the awards, there will be a trance that will include a requirement for there to be zero workplace fatalities at the Company's premises or operational sites

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

The remuneration policy of Blackstone Minerals Limited has always been designed to best align executives' objectives with shareholder and business objectives by providing both fixed and variable remuneration components which are assessed on an annual basis. By providing components of remuneration that are indirectly linked to share price appreciation (in the form of options and rights), executive, business and shareholder objectives have been strongly aligned. FY2022 included grants of STI and LTI awards to executives.

The Board of Blackstone Minerals Limited believes the remuneration framework in place for FY2022 acted appropriately and effectively in its ability to attract, motivate and retain key talent to run and manage the Company, as well as create alignment between Company and shareholder value creation.

In determining competitive remuneration rates, the Board review local and international trends among comparative companies and industry generally. Independent, external benchmarking data is used as one of a number of factors such as the surrounding market conditions and sentiment, the trajectory of the Company's growth, strategic objectives, competency and skillset of individuals, scarcity of talent, changes in role complexities and geographical spread of the Company to ensure that the Company's remuneration levels are competitive amongst market peers. These ongoing reviews are performed to confirm that the executive remuneration framework is in line with market practice and is reasonable in the context of Australian executive reward practices.

The Board also ensures that the mix of executive compensation between fixed and variable, long-term awards is appropriate as well as cash versus equity levels. The Company endeavours to reduce cash expenditure by providing a greater proportion of compensation in the form of equity instruments. This allows cash-flows to be directed towards exploration programs with a view to improving the quality of our projects.

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

Total Fixed Remuneration

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, is reviewed annually by the People, Remuneration, Culture and Diversity Committee on behalf of the Board. This is based on individual responsibility and contribution, the overall performance of the consolidated entity and comparable market remuneration taking into account the scale of the Company's business and responsibilities. Executives may receive their fixed remuneration in the form of cash and other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to Blackstone and provides additional value to the Executive.

Increases in TFR in FY2022 are in response to, but not limited to, the growth of the Company, increase in role complexity and responsibilities, as well as needing to be competitively positioned to ensure Blackstone is in a place to attract, motivate and retain key staff.

Incumbent	Position	FY2021 TFR [A]	FY2022 TFR [B]	% Change in TFR from FY2021 to FY2022
S Williamson	Managing Director	$313,500	$390,000	24%
J Byrde [E]	Chief Financial Officer / Company Secretary	$146,667 [C]	$180,600 [D]	23%
A Strickland	Executive [F]	$220,000	$300,000 [F]	36%

A *Includes superannuation of 10%, which was effective from 1 July 2021 (previously 9.5%)*

B *Includes superannuation of 10.5%, which was effective from 1 July 2022 (previously 10%)*

C *Mr Byrde's agreement increased from $197,100 to $220,000 including superannuation on 9 November 2020. From 1 July 2020 the split of Mr Byrde's agreement is 0.7 FTE in Blackstone Minerals Limited and 0.3 FTE in a related entity (previously 0.33 FTE in Blackstone Minerals Limited and 0.67 FTE in related entities)*

D *Mr Byrde's agreement increased from $220,000 to $258,000 including superannuation on 1 July 2021. There was no change to the split of Mr Byrde's agreement is 0.7 FTE in Blackstone Minerals Limited and 0.3 FTE in a related entity*

E *Subsequent to 30 June 2022, Mr Byrde resigned from the role of Chief Financial Officer and retained the role of Company Secretary. Mr Byrde's remuneration was updated to reflect the change in role*

F *Mr Strickland's agreement increased from $220,000 to $300,000 including superannuation on 1 July 2021. Mr Strickland's role changed to Executive effective 14 February 2022 (Previously Head of Project Development 29 October 2020 to 13 February 2022)*

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

During the year, there were STI and LTI awards granted to Executives on the terms noted under section 12 (c) of the Remuneration Report above.

How is the award delivered?	The award is delivered through the issue of ZEPOs under the Employment Performance Rights and Option Plan
How often are awards made and was an award made in FY2022?	At the Board's discretion or within six months of commencement of a new employee. In FY2022, a plan was finalised which involved annual grants of STI and LTI's for key management personnel.
What is the quantum of the award and what allocation methodology is used?	949,574 STI ZEPOs and 1,518,415 LTI ZEPOs issued to KMP with an exercise price of $0.00, expiring on 3 December 2026.
What are the performance conditions?	**STI Tranche 1** Complete life cycle carbon analysis on integrated upstream and downstream PFS for the Ta Khoa Project demonstrating NCM production impact (Kg CO2 eq/Kg NCM) in lowest 50th percentile of similar producers. The analysis will be completed with reference to an independent third party report **STI Tranche 2** Completion of Phase One Pilot Plant Program for the Downstream Refinery (Ta Khoa Project) to supply battery grade sample products to potential downstream partners. **STI Tranche 3** Achieve a JORC compliant resource of 500,000 tonnes (inferred and indicated) of Nickel or metal equivalents reported in accordance with clause 50 of JORC code, for the Ta Khoa Project and greater than 50% conversion of Resource to Reserve. **LTI Tranche 1** Securing a binding downstream offtake and a downstream partner to develop the Ta Khoa Project **LTI Tranche 2** Achieve a final investment decision and commence development of the Ta Khoa Project **LTI Tranche 3** • Zero fatalities at the Ta Khoa Project • Total Recordable Incident Frequency Rate target is 30% off 3.9% = 3% • Zero material breaches of any permits • A net zero carbon DFS (Scope 1 and 2 emissions) **LTI Tranche 4** Proportional vesting will occur based on the Absolute Total Shareholder Return ("ATSR") from 1 July 2021 to 30 June 2024 (the "Measurement Period") **LTI Tranche 5** Proportional vesting will occur where the Relative Total Shareholder Return ("RTSR") exceeds the median TSR over the Measurement Period from 1 July 2021 and 30 June 2024 of the selected peer group (See Notice of Meeting 26/10/2021).
Why were the performance conditions selected?	For options with performance conditions, these conditions were selected as they strongly correlate remuneration to outcomes key to executing on strategic objectives and achieving short-term and long-term goals of the company.
What is the performance period?	**STI** – from issue date to vesting date 30 June 2022 **LTI** – from issue date to the end of the measurement period

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

What happens to Performance Rights granted under the LTI Plan when an Executive ceases employment?	Where a participant ceases employment defined by the Group as resignation or termination for cause, any unvested options are forfeited, unless otherwise determined by the Board. Where a participant ceases employment for any other reason, unvested options will continue "on-foot" and will vest at the end of the original vesting period. Note that the Plan Rules provide the Board with discretion to determine that a different treatment should apply at the time of cessation, if applicable.
Malus/Clawback provisions	In the event of fraud, dishonest conduct or breach of duty or obligation owed to the Company by the participant, the Board has the discretion to lapse all unvested options.
What happens in the event of a change in control?	A change of control occurs where, as a result of any event or transaction, a new person or entity becomes entitled to a significant percentage of shares in the Group. • In the event of a 50% change of control of the Group, all unvested Options will vest in full, and Options will be exercisable until the end of the original exercise period, subject to the Board determining that an alternative treatment should apply. • Where a transaction or event occurs, other than a 50% Change of Control, that in the opinion of the Board should be treated as a change of control for the purposes of the Plan, the Board can determine the appropriate treatment of unvested Options. With respect to vested options these would convert into shares of the acquiring Company.

Service Agreements

Blackstone Minerals Limited

Executive KMP	Company	Position	Contract duration	Notice Period	Termination payments in lieu of notice
S Williamson	Blackstone Minerals Limited	Managing Director	Unlimited	3 months	Up to 3 months fully paid
J Byrde	Blackstone Minerals Limited	Company Secretary	Unlimited	3 months	Up to 3 months fully paid
A Strickland	Blackstone Minerals Limited	Executive	Unlimited	3 months	Up to 3 months fully paid

Codrus Minerals Limited

Executive KMP	Company	Position	Contract duration	Notice Period	Termination payments in lieu of notice
J Byrde	Blackstone Minerals Limited	Company Secretary	Unlimited	3 months	Up to 3 months fully paid

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

(e) Non-Executive Director Remuneration

The Board policy is to remunerate Non-Executive Directors at market rates for comparable companies for time, commitment and responsibilities. Fees for Non-Executive Directors are not linked to the performance of the group.

In determining competitive remuneration rates, the Board review local and international trends among comparative companies and industry generally.

Typically, Blackstone will compare Non-Executive Remuneration to companies with similar market capitalisations in the exploration and resource development sector. These ongoing reviews are performed to confirm that non-executive remuneration is in line with market practice and is reasonable in the context of Australian executive reward practices.

Further to ongoing reviews, the maximum aggregate amount of fees that can be paid to non-executive directors is $500,000. There are no planned changes to this limit requiring approval by shareholders at the Annual General Meeting.

Board fees for FY2022 are as below (inclusive of superannuation):

Board fees		FY2022	FY2023
Chairman		$140,000 (no additional committee fees)	$140,000 (no additional committee fees)
Non-Executive Director		$77,000	$77,000
Committee fees			
Audit, Risk and Environment, Social and Governance Committee	Chair	$16,000	$16,000
	Member	-	-
People, Remuneration, Culture and Diversity Committee	Chair	$12,000	$12,000
	Member	$6,000	$6,000
Nomination Committee	Chair	-	-
	Member	$8,000	$8,000

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

(f) Voting and comments made up at the company's 2021 Annual General Meeting

The Remuneration Report for the financial year ended 30 June 2021 received positive shareholder support at the 2021 AGM with a vote of 99.91% in favour (2020: 51.20%).

(g) Details of Remuneration

Details of the remuneration of the Directors and key management personnel of the group of Blackstone Minerals Limited are set out in the following table for the year ending 30 June 2022. There have been no changes to the below named key management personnel since the end of the reporting year unless otherwise noted.

	Short-Term							
	Cash Salary & Fees	Incentives	Consulting Fees	Leave Entitlements	Other Amounts [D]	Super-annuation	Share Based Payments – Options & Service Rights [C]	Total
	($)	($)	($)	($)	($)	($)	($)	($)
2022								
Blackstone Minerals Limited								
Non-Executive Directors								
Mr H Halliday	67,203	–	69,166	–	4,286	–	-	140,655
Mr A Radonjic [A]	34,424	–	17,654	–	10,891	3,443	-	66,412
Mr H Jung	65,000	–	–	–	4,286	–	-	69,286
Ms A Gaines	80,000	–	–	–	4,286	8,000	73,944[E]	166,230
Dr F Bierlein [B]	42,808	–	–	–	4,286	4,281	-	51,375
Executive Directors								
Mr S Williamson	360,939	–	–	41,250	4,286	27,500	182,892	616,867
Other Key Management Personnel								
Mr J Byrde [E]	220,434	–	–	16,757	10,891	22,043	48,173	318,298
Mr A Strickland	271,328	–	–	16,629	–	27,133	217,524	532,614
Total Group Remuneration	1,142,136	–	86,820	74,636	43,212	92,400	522,533	1,961,737

A *Mr Radonjic resigned from Blackstone Minerals Limited on 12 November 2021. Mr Radonjic's remuneration within the Group is disclosed up to this date as he was no longer a KMP of Blackstone following this date.*

B *Dr Bierlein was appointed on 12 November 2021.*

C *The fair value of the options is calculated based on the fair value at grant using a Black-Scholes model. The amounts recognised in remuneration represent only the amortisation of grant date fair value relevant to the current period based on the vesting date. Refer to Note 29 for further details of options issued during the June 2022 financial year.*

D *Represents allocation of value of Director and Officer insurance applied within the Group.*

E *Represents performance rights issued in lieu of committee fees totalling $75,000 (being $25,000 for three years), the value presented represented the fair value of the rights on grate date amortised over the vesting periods as required under AASB 2 Share-based payments.*

F *Balances include remuneration received by Blackstone Board members in the capacity of being a Board member of the consolidated subsidiary, Codrus Minerals Limited (ASX: CDR). The amounts included were as follows:*

Remuneration received as Board members of Codrus Minerals Limited

Non-Executive Directors								
Mr A Radonjic	15,385	–	–	–	6,605	1,539	–	23,529
Mr J Byrde	60,000	–	–	–	6,605	6,000	–	72,605

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

	Short-Term							
	Cash Salary & Fees	Incentives	Consulting Fees	Leave Entitlements (Restated)	Other Amounts F	Super-annuation	Share Based Payments - Options & Service Rights E	Total
	($)	($)	($)	($)	($)	($)	($)	($)
2021 (Restated G)								
Blackstone Minerals Limited								
Non-Executive Directors								
Mr H Halliday	25,000	–	99,996	–	2,350	–	–	127,346
Mr S Parsons A	20,000	–	–	–	2,350	1,900	–	24,250
Mr A Radonjic	55,769	–	37,115	–	8,300	5,298	178,032	284,514
Mr H Jung	40,000	–	–	–	2,350	–	–	42,350
Mr P Plakidis B	13,462	–	–	–	2,350	1,279	–	17,091
Ms A Gaines C	18,462	–	–	–	2,350	1,754	–	22,566
Executive Directors								
Mr S Williamson	285,000	–	–	18,083	2,350	27,075	67,719	400,227
Other Key Management Personnel								
Mr J Byrde G	120,780	–	–	9,518	8,300	11,474	211,798	361,870
Mr A Strickland D	125,385	–	–	1,731	–	11,912	69,638	208,666
Total Group Remuneration	703,858	–	137,111	29,332	30,700	60,692	527,187	1,488,880

A *Mr Parsons resigned on 24 December 2020.*

B *Mr Plakidis was appointed on 24 December 2020 and resigned on 1 April 2021.*

C *Ms Gaines was appointed on 1 April 2021.*

D *Mr Strickland was appointed on 9 November 2020.*

E *The fair value of the options is calculated based on the fair value at grant using a Black-Scholes model. The amounts recognised in remuneration represent only the amortisation of value relevant to the current period based on the vesting date Refer to Note 29 for further details of options issued during the June 2021 financial year.*

F *Represents allocation of value of Director and Officer insurance applied within the Group.*

G *Balances include leave entitlements, which were excluded from the prior period remuneration table. Balances also include remuneration received by Blackstone Board members in the capacity of being a board member of the consolidated subsidiary, Codrus Minerals Limited (ASX: CDR). These were disclosed as a separate line in each KMP's totals in the 30 June 2021 Remuneration Report (hence the balances above are 'Restated"). The amounts included were as follows:*

Remuneration received as Board members of Codrus Minerals Limited								
Non-Executive Directors								
Mr A Radonjic	1,538	–	–	–	5,950	146	178,032	185,666
Mr J Byrde	2,308	–	–	–	5,950	219	178,032	186,509

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

(h) Details of Share Based Payments and Bonuses

There were no cash bonuses issued or paid during the year.

Options are issued to directors, executives and other key management personnel of Blackstone Minerals Limited as part of their remuneration. The options are issued based on performance criteria set by the Board to increase goal congruence between executives, directors, other key management personnel and shareholders.

Further details of options issued to Directors and key management personnel are as follows:

	Granted	Total Fair Value on Grant Date of Options and Service Rights Granted in FY 2022	Options and Service Rights Granted as Part of Remuneration [E]	Total Remuneration Represented by Options and Service Rights	Vested and Exercised	Other changes	Lapsed/ Forfeited
	No.	$	$	%	No.	No.	No.
2022							
Blackstone Minerals Limited							
Non-Executive Directors							
Mr H Halliday	–	–	–	–	–	–	–
Mr A Radonjic [A]	–	–	–	–	(1,500,000) [F]	–	–
Mr H Jung	–	–	–	–	–	–	–
Ms A Gaines	212,465	121,105 [I]	73,944 [I]	0.0%	–	–	–
Dr F Bierlein [B]	–	–	–	–	–	–	–
Executive Directors							
Mr S Williamson	1,325,780	621,362	260,917 [C]	29.6%	(1,000,000) [G]	–	220,963 [H]
Other key management personnel							
Mr J Byrde [E]	377,335	144,507	62,621	15.1%	10,891	22,043	83,853 [H]
Mr A Strickland	764,874	306,238	206,867 [C]	40.8%	–	27,133	169,972 [H]
Share based payments and Bonuses as Board members of Codrus Minerals Limited [D]							
Mr A Radonjic	–	–	–	–	–	–	–
Mr J Byrde	–	–	–	–	–	–	–

A *Mr Radonjic resigned from Blackstone Minerals Limited on 12 November 2021.*

B *Mr Bierlein was appointed on 12 November 2021.*

C *Includes remuneration represented by options and performance shares granted in prior year where fair value amounts have amortised into the current period*

D *Represents share based payments and bonuses received by Blackstone Board members in the capacity of being a Board member of the consolidated subsidiary, Codrus Minerals Limited (ASX: CDR)*

E *The fair value of the options is calculated at the date of grant using a Black-Scholes model. Refer to Note 29 for further details of options issued during the June 2022 financial year.*

F *The intrinsic fair value of the 1,500,000 options exercised by Mr Radonjic on 12 November 2021 was $639,000 net of cost to exercise.*

G *The intrinsic fair value of the 1,000,000 options exercised by Mr Williamson on 22 October 2021 was $889,500 net of cost to exercise.*

H *The Board assessed that the vesting conditions of STI Tranche 2 issued during the year had not been met as at the 30 June 2022 measurement date, and therefore the options were forfeited following 30 June 2022. The options were formally cancelled in July 2022.*

I *Represents performance rights issued in lieu of committee fees totalling $75,000 (being $25,000 for three years), which are being amortised over the three year period. The value disclosed above represents the value on grant date of the rights.*

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

	Granted	Total Fair Value on Grant Date of Options and Service Rights Granted in FY 2022	Options and Service Rights Granted as Part of Remuneration [E]	Total Remuneration Represented by Options and Service Rights	Vested and Exercised	Other changes	Lapsed/ Forfeited
	No.	$	$	%	No.	No.	No.
2021							
Blackstone Minerals Limited							
Non-Executive Directors							
Mr H Halliday	–	–	–	–	–	–	–
Mr S Parsons [A]	–	–	–	–	(2,000,000) [G]	–	–
Mr A Radonjic	–	–	–	–	(1,500,000) [H]	–	–
Mr H Jung	–	–	–	–	–	–	–
Mr P Plakidis [B]	–	–	–	–	–	–	–
Ms A Gaines [C]	–	–	–	–	–	–	–
Executive Directors							
Mr S Williamson	–	–	67,719 [F]	17.7%	(3,750,000) [I]	–	–
Other key management personnel							
Mr J Byrde	–	–	33,766 [D]	20.4%	(550,000) [J]	–	–
Mr A Strickland	1,000,000	189,512	69,638	33.7%	–	–	–
Share based payments and Bonuses as Board members of Codrus Minerals Limited [E]							
Mr A Radonjic	2,000,000	178,032	178,032	99.1%	–	–	–
Mr J Byrde	2,000,000	178,032	178,032	98.6%	–	–	–

A *Mr Parsons resigned on 24 December 2020.*

B *Mr Plakidis was appointed on 24 December 2020 and resigned on 1 April 2021.*

C *Ms Gaines was appointed on 1 April 2021.*

D *Includes remuneration represented by options and performance shares relates to option and performance shares granted in prior year.*

E *Represents share based payments and bonuses received by Blackstone Board members in the capacity of being a Board member of the consolidated subsidiary, Codrus Minerals Limited (ASX: CDR)*

F *The fair value of the options is calculated at the date of grant using a Black-Scholes model.*

G *The intrinsic fair value of the 2,000,000 options exercised by Mr Halliday on 28 August 2021 was $810,000.*

H *The intrinsic fair value of the 1,500,000 options exercised by Mr Parsons on 24 December 2021 was $538,500.*

I *Consists of 3,750,000 options exercised by Mr Williamson of 1,750,000 options exercised on 24 July 2020 and 2,000,000 options exercised on 28 August 2020, which had intrinsic fair values on the individual exercise dates of $479,500 and $810,000 respectively net of cost to exercise.*

J *Consists of 550,000 options exercised by Mr Byrde of 125,000 options exercised on 28 August 2020 and 425,000 options exercised on 16 October 2020, which had intrinsic fair values on the individual exercise dates of $50,625 and $182,200 respectively net of cost to exercise.*

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

I. Equity instruments held by key management personnel

The tables below show the number of:

i. options and performance rights over ordinary shares in the Company, and
ii. shares held in the Company that were held during the year by key management personnel of the group, including their close family members and entities related to them.

There were no shares granted during the reporting year as compensation.

i. Option and rights holdings

	Balance at start of the year	Granted as remuneration	Exercised	Other changes	Balance on Date individual ceases to be a KMP	Balance at end of the year	Vested and Exercisable
30 June 2022							
Directors of Blackstone Minerals Limited							
Non-Executive Directors							
Mr H Halliday	–	–	–	–	–	–	–
Mr A Radonjic [A]	1,500,000	–	(1,500,000)	–	–	–	–
Mr H Jung	–	–	–	–	–	–	–
Ms A Gaines	–	212,465	–	–	–	212,465	70,822 [H]
Dr F Bierlein [B]	–	–	–	–	–	–	–
Executive Director							
Mr S Williamson	1,000,000	1,325,780	(1,000,000)	-	-	1,325,780	220,962 [G]
Other Key Management Personnel							
Mr J Byrde [E]	300,000	377,335	–	–	–	677,335	383,852 [I]
Mr A Strickland	1,000,000	764,874	–	–	–	1,764,874	669,972 [J]
Equity instruments held by key management personnel as Board members of Codrus Minerals Limited [F]							
Mr A Radonjic	2,000,000	–	–	–	2,000,000 [A]	–	–
Mr J Byrde	2,000,000	–	–	–	–	2,000,000	–
30 June 2021							
Directors of Blackstone Minerals Limited							
Non-Executive Directors							
Mr H Halliday	2,000,000	–	(2,000,000)	–	–	–	–
Mr A Radonjic	1,500,000	–	–	–	–	1,500,000	1,500,000
Mr S Parsons [C]	1,500,000	–	(1,500,000)	–	–	–	–
Mr H Jung	–	–	–	–	–	–	–
Mr P Plakidis [D]	–	–	–	–	–	–	–
Ms A Gaines [E]	–	–	–	–	–	–	–
Executive Director							
Mr S Williamson	4,750,000	-	(3,750,000)	-		1,000,000	-
Other Key Management Personnel							
Mr J Byrde	850,000	–	(550,000)	–	–	–	–
Mr A Strickland	–	1,000,000	–	–	–	1,000,000	–
Equity instruments held by key management personnel as Board members of Codrus Minerals Limited [F]							
Mr A Radonjic	–	2,000,000	–	–	–	2,000,000	2,000,000
Mr J Byrde	–	2,000,000	–	–	–	2,000,000	2,000,000

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

A Mr Radonjic resigned from Blackstone Minerals Limited on 12 November 2021. Mr Radonjic exercised his options prior to his resignation

B Dr Bierlein was appointed on 12 November 2021.

C Mr Parsons resigned on 24 December 2020. Mr Parsons exercised his options prior to his resignation

D Mr Plakidis was appointed on 24 December 2020 and resigned on 1 April 2021.

E Ms Gaines was appointed on 1 April 2021.

F Represents subsidiary equity instruments held by Blackstone Board members in subsidiaries in their capacity of being a Board member of Codrus Minerals Limited (ASX: CDR)

G Balance represents STI Tranches 1 & 3 which vested on 30 June 2022 consisting of 88,385 ZEPOs for STI Tranche 1 and 132,577 for STI Tranche 3.

H Balance represents Class A service rights which vested on 30 June 2022.

I Balance represents STI Tranches 1 & 3 consisting of 41,926 ZEPOs for STI Tranche 1 and 41,926 for STI Tranche 3, as well as 300,000 employee options issued in prior years.

J Balance represents STI Tranches 1 & 3 consisting of 84,986 ZEPOs for STI Tranche 1 and 84,986 for STI Tranche 3, as well as 500,000 employee options issued in prior years.

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

ii. Share holdings

The number of shares in the Company held during the financial year by each Director of Blackstone Minerals Limited and other key management personnel of the group, including their personally related parties, are set out below. There were no shares granted during the year as compensation.

	Balance at start of the year or on appointment	Received on exercise of options and performance shares	Other changes	Balance on Date individual ceases to be a KMP	Balance at end of the year
30 June 2022					
Directors of Blackstone Minerals Limited					
Non-Executive Directors					
Mr H Halliday	11,481,383	–	–	–	–
Mr S Williamson	7,200,000	1,000,000	–	–	8,200,000
Mr A Radonjic [A]	5,780,179	1,500,000	–	(7,280,179)	–
Mr H Jung	–	–	–	–	–
Ms A Gaines	–	–	–	–	–
Dr F Bierlein [B]	–	–	–	–	–
Other Key Management Personnel					
Mr J Byrde [E]	400,000	–	(100,000)	–	300,000
Mr A Strickland	2,800	–	(2,800)	–	–
Equity instruments held by key management personnel as Board members of Codrus Minerals Limited [F]					
Mr A Radonjic	250,000	–	100,000	(350,000)	–
Mr J Byrde	100,000	–	100,000	–	200,000
30 June 2021					
Directors of Blackstone Minerals Limited					
Non-Executive Directors					
Mr H Halliday	9,481,383	2,000,000	–	–	11,481,383
Mr S Williamson	3,250,000	3,750,000	200,000	–	7,200,000
Mr A Radonjic	6,308,751	–	(528,572)	–	5,780,179
Mr S Parsons [C]	8,622,421	1,500,000	–	(10,122,421) [A]	–
Mr H Jung	–	–	–	–	–
Mr P Plakidis [D]	2,388,343	–	–	(2,388,343) [B]	–
Ms A Gaines [E]	–	–	–	–	–
Other Key Management Personnel					
Mr J Byrde	150,000	550,000	(300,000)	–	400,000
Mr A Strickland	2,800	–	–	–	2,800
Equity instruments held by key management personnel as Board members of Codrus Minerals Limited [F]					
Mr A Radonjic	–	–	250,000	–	250,000
Mr J Byrde	–	–	100,000	–	100,000

A *Mr Radonjic resigned from Blackstone Minerals Limited on 12 November 2021.*

B *Dr Bierlein was appointed on 12 November 2021.*

C *Mr Parsons resigned on 24 December 2020.*

D *Mr Plakidis was appointed on 24 December 2020 and resigned on 1 April 2021.*

E *Ms Gaines was appointed on 1 April 2021.*

F *Represents subsidiary equity instruments held by Blackstone Board members in subsidiaries in their capacity of being a Board member of Codrus Minerals Limited (ASX: CDR)*

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

(j) Loans to key management personnel

There were no loans made to Directors and other key management personnel of the group, including their close family members.

(k) Other transactions with key management personnel

Mr Radonjic is a Director of Venture Minerals Limited which shares office and administration service costs on normal commercial terms and conditions.

Mr Halliday was a Non-Executive Director of Venture Minerals Limited until 26 November 2021, which shares either office and administration service costs on normal commercial terms and conditions.

Aggregate amounts of each of the above types of other transactions with key management personnel of Blackstone Minerals Limited:

		2022 $	2021 $
(i)	Recharges to entities with joint KMP Recharge of rent and shared office costs Recharges to Venture Minerals Limited	170,167	281,798
(ii)	Purchases from entities with joint KMP Shared office costs and other supplier services on arms' length terms: Payments to Venture Minerals Limited	10,908	163,939
(iii)	Balances outstanding to entities with joint KMP Venture Minerals Limited	-	17,605

(l) Use of Remuneration advisors

The Remuneration Committee approved the engagement of BDO Remuneration and Reward Pty Ltd (BDO) to undertake Board, Executive, Key Management Personnel (KMP) and Employees salary benchmarking against its peers and establishing a structured remuneration framework with an equity incentive plan to reward, incentivise, attract and retain high calibre people to the business.

The remuneration recommendations were provided to the Committee as an input into decision making only. Both BDO and the Remuneration Committee are satisfied the advice received from BDO is free from undue influence from the KMP to whom the remuneration recommendations apply. The Remuneration Committee considered the recommendations, along with other factors, in making its remuneration decisions.

The Company paid BDO $7,250 for the work performed and recommendations provided.

End of remuneration report

13. SHARES UNDER OPTION

Unissued ordinary shares of Blackstone Minerals Limited under option at the date of this report are as follows:

Date options issued	Expiry Date	Exercise Price	Number under Option
Various *	20 August 2025	$0.001	1,300,000
21 February 2020/ 16 October 2020	20 February 2025	$0.001	600,000
3 December 2021	3 December 2026	$0.001	732,010
3 December 2021	3 December 2026	$0.000	2,441,005
3 December 2021	3 December 2026	$0.000	577,704
23 December 2021	3 December 2026	$0.000	212,465
8 July 2022	7 July 2025	$0.000	6,000,000
			11,863,184

* *Options issued under this option class have been issued on the following dates: 21 August 2020, 16 October 2020, 11 November 2020 and 28 May 2021.*

No option holder has any right under the options to participate in any other share issue of the Company or any other entity.

14. INSURANCE OF DIRECTORS AND OFFICERS

During or since the financial year, the Company has paid premiums of $30,000 (2021: $18,800) in respect of a contract insuring all the directors of Blackstone Minerals Limited against legal costs incurred in defending proceedings for civil or criminal conduct other than:

(a) A wilful breach of duty

(b) A contravention of sections 182 or 183 of the Corporations Act 2001, as permitted by section 199B of the Corporations Act 2001

The Company has agreed to indemnify all the directors and executive officers for any breach of environmental or discrimination laws by the Company for which they may be held personally liable.

15. INDEMNIFICATION OF AUDITORS

To the extent permitted by law, the Company has agreed to indemnify its auditors, Ernst & Young Australia, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify Ernst & Young Australia during or since the financial year.

16. MEETINGS OF DIRECTORS

The number of Directors' meetings (including committees) held during the year that each Director who held office during the financial year were eligible to attend and the number of meetings attended by each Director was:

FY 2022	Full meetings of Directors		People, Remuneration, Culture and Diversity Committee		Audit, Risk and ESG Committee		Nomination Committee	
Director	Number of Meetings Eligible	Meetings Attended	Number of Meetings Eligible	Meetings Attended	Number of Meetings Eligible	Meetings Attended	Number of Meetings Eligible	Meetings Attended
Mr H Halliday	7	7	–	–	1	1	3	3
Mr S Williamson	7	7	1	1	1	1	3	3
Mr A Radonjic [A]	2	2	1	1	–	–	–	–
Mr H Jung	7	3	–	–	–	–	–	–
Ms A Gaines	7	7	1	1	1	1	3	3
Dr F Bierlein [B]	5	5	–	–	–	–	–	–

A Mr Radonjic resigned from Blackstone Minerals Limited on 12 November 2021.

B Mr Bierlein was appointed on 12 November 2021.

No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of these proceedings. The Company was not a party to any such proceedings during the year.

17. ENVIRONMENTAL REGULATION AND PERFORMANCE

Blackstone is committed to ensuring compliance with environmental laws and minimising the environmental impacts of its exploration and operation of the Ta Khoa Project in Vietnam, with an appropriate focus placed on compliance with environmental regulations.

No material breaches have occurred or have been notified by any Government agencies during the year ended 30 June 2022.

18. AUDITOR'S INDEPENDENCE DECLARATION & NON-ASSURANCE SERVICES

The lead auditor's independence declaration for the year ended 30 June 2022 has been received and can be found on page 76 of the Directors' report.

The Company engaged Ernst & Young Australia to assist with preparation and lodgement of FY 2021 R&D Tax at a fee of $68,138 (2021: $0) The Board of Directors has considered the position and are satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The Directors are satisfied that the provision of non-audit services by the auditor did not compromise the auditor independence requirements of the Corporations Act 2001 for the following reasons:

(a) all non-audit services have been reviewed by the Board to ensure they do not impact the impartiality and objectivity of the auditor;

(b) none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants.

Signed in accordance with a resolution of the Board of Directors.

Scott Williamson
Managing Director

Perth, Western Australia, 30 September 2022

Competent Persons Statement

Sampling Techniques and Data, and the Reporting of Exploration Results

The information in this report that relates to Exploration Results and Exploration Targets is based on information compiled by Mr. Chris Ramsay, Manager of Resource Geology for the Company and a Member of The Australasian Institute of Mining and Metallurgy. Mr. Chris Ramsay has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr. Chris Ramsay consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Estimation and Reporting of Mineral Resources

The information in this report which relates Mineral Resources (JORC Table 1, section 3) for the Ban Phuc, Ban Khoa, Ban Chang and King Snake Mineral Resources is based on, and fairly represents, information compiled by Mr. Kahan Mit-hat Cervoj. Mr Cervoj is a full-time employee of Optiro Pty Ltd, consulting to Blackstone Minerals Limited, and is a Member of Australian Institute of Mining and Metallurgy. Mr. Cervoj has sufficient experience which is relevant to the style and type of mineralisation under consideration, and to the activity which he is undertaking, to qualify as a Competent Person as defined in the 2012 edition of the 'Australian Code of Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr. Cervoj consents to the inclusion in the report of the matter based on his information in the form and context in which it appears.

Reporting of Ore Reserves

The information in this announcement that relates to Ore Reserves is based on and fairly represents information compiled by Mr. Richard Jundis, Director of Mining for Optimize Group and a Member of the Professional Engineers of Ontario. Professional Engineers of Ontario is a 'Recognised Professional Organisation'. Mr. Richard Jundis is an employee of Optimize Group and has sufficient experience in the style of mineralisation and type of deposit under consideration and qualifies as a Competent Person as defined in the 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr. Jundis consents to the inclusion of all technical statements based on his information in the form and context in which it appears. Mr. Jundis holds no securities in Blackstone Minerals Limited. Ore Reserves are a sub-set of Minerals Resources. Blackstone Minerals owns 90% of the tenure owner – Ban Phuc Nickel Mines of Vietnam.

No New Information or Data

The Company confirms that it is not aware of any new information or data that materially affects the information including in the original market announcements or the information on this page, and in the case of estimates of Mineral Resources and Ore Reserves, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed.

The Company confirms that the form and context in which the Competent Persons' finding are presented have not been materially modified from the original market announcements.

Indicated Resources

Mining Centre	Mt	Ni (%)	NiEQ (%)	Cu (%)	Co (%)	Au (g/t)	Pd (g/t)	Pt (g/t)	Ni (kt)	NiEQ (kt)	Cu (t)	Co (t)	Au (kOz)	Pd (kOz)	Pt (kOz)	Mt	Ni (%)	NiEQ (%)	Cu (%)	Co (%)	Au (g/t)	Pd (g/t)	Pt (g/t)	Ni (kt)	NiEQ (kt)	Cu (t)	Co (t)	Au (kOz)	Pd (kOz)	Pt (kOz)
Ban Phuc (DSS)																														
Oxide	**4**	**0.54**	**0.64**	0.07	0.01	0.02	0.07	0.07	**23**	**27**	3.1	0.5	2.9	10	9.3	**8**	**0.36**	**0.41**	0.02	0.01	0.01	0.03	0.03	**28**	**31**	1.6	0.7	2.4	8.2	8.5
Transitional	**6**	**0.47**	**0.55**	0.05	0.01	0.02	0.06	0.06	**29**	**34**	3.3	0.7	3.5	13	12	**4**	**0.34**	**0.39**	0.02	0.01	0.01	0.03	0.03	**13**	**15**	0.6	0.3	1.2	3.9	4.1
Fresh	**91**	**0.36**	**0.42**	0.02	0.01	0.01	0.05	0.04	**331**	**384**	21	9.2	36	137	124	**10**	**0.29**	**0.33**	0.01	0.01	0.01	0.02	0.02	**28**	**32**	0.6	0.8	2.2	6.2	6.9
Ban Phuc total	**102**	**0.38**	**0.44**	**0.03**	**0.01**	**0.01**	**0.05**	**0.04**	**383**	**445**	**27**	**10**	**42**	**159**	**145**	**21**	**0.33**	**0.37**	**0.01**	**0.01**	**0.01**	**0.03**	**0.03**	**69**	**78**	**2.8**	**1.9**	**5.9**	**18.3**	**19**
Ban Khoa (DSS)																														
Oxide	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.2**	**0.33**	**0.41**	0.05	0.01	0.01	0.06	0.06	**0.8**	**1.0**	0.1	0.0	0.1	0.4	0.4
Transitional	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.1**	**0.33**	**0.40**	0.05	0.01	0.01	0.04	0.04	**0.3**	**0.4**	0.0	0.0	0.0	0.1	0.1
Fresh	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**5.9**	**0.31**	**0.38**	0.05	0.01	0.01	0.04	0.04	**19**	**23**	2.8	0.8	2.0	7.8	7.8
Ban Phuc total	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**6.2**	**0.31**	**0.39**	**0.05**	**0.01**	**0.01**	**0.04**	**0.04**	**20**	**24**	**2.9**	**0.8**	**2.1**	**8.4**	**8.4**
Sub-total - DSS	**102**	**0.38**	**0.44**	**0.03**	**0.01**	**0.01**	**0.05**	**0.04**	**383**	**445**	**27**	**10**	**42**	**159**	**145**	**27**	**0.32**	**0.37**	**0.02**	**0.01**	**0.01**	**0.03**	**0.03**	**88**	**101**	**5.7**	**2.7**	**8.0**	**27**	**28**
Ban Chang (MSV)																														
Oxide	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.01**	**0.88**	**1.46**	0.55	0.05	0.05	0.22	0.20	**0.1**	**0.2**	0.1	0.0	0.0	0.1	0.1
Transitional	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.04**	**0.91**	**1.51**	0.54	0.06	0.05	0.25	0.23	**0.4**	**0.6**	0.2	0.0	0.1	0.3	0.3
Fresh	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.6**	**1.20**	**2.00**	0.73	0.07	0.05	0.36	0.30	**7.8**	**13**	4.8	0.5	1.1	7.5	6.2
Ban Chang total	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.70**	**1.18**	**1.96**	**0.72**	**0.07**	**0.05**	**0.35**	**0.29**	**8.3**	**14**	**5.1**	**0.5**	**1.2**	**8.0**	**6.6**
King Snake (MSV																														
Oxide	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.002**	**1.00**	**1.72**	0.51	0.04	0.16	0.46	0.70	**0.0**	**0.0**	0.0	0.0	0.0	0.0	0.0
Transitional	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.01**	**1.05**	**1.92**	0.64	0.04	0.12	0.60	0.98	**0.1**	**0.3**	0.1	0.0	0.1	0.3	0.4
Fresh	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.4**	**1.30**	**2.40**	0.82	0.05	0.14	0.74	1.28	**5.3**	**9.8**	3.4	0.2	1.8	9.7	16.8
King Snake total	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.43**	**1.29**	**2.38**	**0.82**	**0.05**	**0.14**	**0.73**	**1.27**	**5.5**	**10.1**	**3.5**	**0.2**	**1.9**	**10.0**	**17.3**
Subtotal - MSV	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**1.1**	**1.22**	**2.12**	**0.76**	**0.06**	**0.08**	**0.49**	**0.66**	**14**	**24**	**8.5**	**0.7**	**3**	**18**	**24**
Ta Khoa Total	**102**	**0.38**	**0.44**	**0.03**	**0.01**	**0.01**	**0.05**	**0.04**	**383**	**445**	**27**	**10**	**42**	**159**	**145**	**28**	**0.36**	**0.44**	**0.05**	**0.01**	**0.01**	**0.05**	**0.06**	**102**	**126**	**14**	**3**	**11**	**45**	**52**

Table 6 – Blackstone Minerals – Mineral Resource Statement (June 30, 2022)

Inferred Resources (continued)

Notes:

1. *JORC (2012) disclosure for this Mineral Resource Estimate can be found on the company's website (December 23rd, 2021).*
2. *Drilling conducted after October 2021 will be included in new Mineral Resource Estimates planned for late 2022. The new information relates to infill drilling and is not expected the result in changes to the current estimates.*
3. *Some numerical differences may occur due to rounding*
4. *The resource reporting lower cut-off grades have changed from the previous 2020 Mineral Resource:*
   (a) *Cut-off grade reporting lower limit:*
      i. *DSS: Ban Phuc, Oxide & Transitional = 0.30% Ni, Fresh = 0.25% Ni – previously reported at 0.30% Ni for all material types*
      ii. *MSV: Ban Chang & King Snake = 0.70% Ni – MSV's not previously reported by Blackstone Minerals*
5. *Nickel Equivalent calculations are:*
   (a) *Ban Phuc Ni Eq (%) = Ni (%) + 0.270 x Cu (%) + 2.76 x Co (%) + 0.336 x Pd (g/t) + 0.139 x Pt (g/t) + 0.190 x Au (g/t)*
   (b) *Ban Khoa Ni Eq (%) = Ni (%) + 0.517 x Cu (%) + 1.95 x Co (%) + 0.314 x Pd (g/t) + 0.129 x Pt (g/t) + 0.244 x Au (g/t)*
   (c) *Ban Chang & King Snake Ni Eq (%) = Ni (%) + 0.617 x Cu (%) + 2.24 x Co (%) + 0.331 x Pd (g/t) + 0.165 x Pt (g/t) + 0.252 x Au (g/t)*
6. *The Ban Phuc Mineral Resource Update includes all available drill holes drilled up to and including BP21-41 (Completed June 2021)*
7. *The Ban Khoa Mineral Resource Update includes all available drill holes drilled up to and including BK21-13 (Completed May 2021) – drilling and testing is ongoing at the prospect (at Dec 2021)*
8. *The King Snake Mineral Resource includes drill holes drilled up to and including KS21-26 (Completed June 2021) – drilling and testing is ongoing at the prospect (at Dec 2021)*
9. *The Ban Chang Mineral Resource includes drill holes drilled up to and including BC21-34 (Completed June 2021) – drilling and testing is ongoing at the prospect (at Dec 2021)*
10. *The effective date of the Mineral Resource reported is 30th of October 2021, (the approximate cut-off date of the information included in the Mineral Resource), however no new data for the DSS deposits was collected after June 2021. Drilling has been continuous at Ban Chang and King Snake for all of 2021*
11. *The Ta Khoa mineral concessions are held by Ban Phuc Nickel Mine LLC, Vietnam (BPNM). Blackstone Minerals owns 90% of BPNM. Resources are presented on a 100 % basis*

Classification	Tonnes (kt)	Ni (%)	Cu (ppm)	Co (ppm)
Proven	–	–	–	–
Probable	48,747	0.43	379	110
Total	**48,747**	**0.43**	**379**	**110**

Table 7 – Blackstone Minerals – Ore Reserve Statement (June 30, 2022)

The Qualified Person for the Ore Reserve estimate is Richard Jundis, P.Eng., of Optimize Group Inc.

1. JORC (2012) disclosure for this Mineral Resource Estimate can be found on the company's website (February 28th, 2022).
2. The estimate has an effective date of 31 Dec, 2021.
3. Ore Reserves are defined within a mine plan and incorporate 2% mining dilution and 2% overall metal losses.
4. Ore Reserves are based on Measured and Indicated Mineral Resource classifications only.
5. Ore Reserves are based on metal prices of US$16,800/tonne Nickel:Cobalt:Manganese 811 (NCM811), US$3.58/lb copper and US$18.60/lb cobalt. The pits are constrained within an optimized pit shell ranging from 17-49° overall wall slopes depending on rock type, and process recoveries that vary according to the recovery curves.
6. For each block, a total revenue and cost is generated. If the net profit is greater than 0, the block is flagged as ore; if profit less than zero, the block is flagged as waste. Mining costs average 1.89 $/t mined, processing costs are 10.40 US$/t processed, site general and administrative 1.00 US$/t processed, and nickel royalties 4.74 US$/t processed.
7. The estimate of Ore Reserves may be materially affected by metal prices, US$/VND$ exchange rate, environmental, permitting, legal, title, taxation, socio-political, marketing, infrastructure development or other relevant issues.
8. Totals may not sum exactly due to rounding.
9. Ore Reserves are a sub-set of Mineral Resources
10. No further resource definition drilling has been carried after the reserve statement was completed. 14 metallurgical drilling holes have been completed after the reserve statement was completed. As the drill core from the 14 holes is depleted by the metallurgical testing – no new 'resource' specific information is expected from this drilling.

Under Section 307C of the Corporations Act 2001 to the Directors of Blackstone Minerals Limited

Building a better working world

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Auditor's independence declaration to the directors of Blackstone Minerals Limited

As lead auditor for the audit of the financial report of Blackstone Minerals Limited for the financial year ended 30 June 2022, I declare to the best of my knowledge and belief, there have been:

a. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit;

b. No contraventions of any applicable code of professional conduct in relation to the audit; and

c. No non-audit services provided that contravene any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Blackstone Minerals Limited and the entities it controlled during the financial year.

Ernst & Young

Ernst & Young

Russel Curtin
Partner
30 September 2022

FINANCIAL STATEMENTS

FINANCIAL STATEMENTS

Contents

These financial statements cover Blackstone Minerals Limited as a Group consisting of Blackstone Minerals Limited and the entities it controlled from time to time during the year ("Group" or "consolidated entity"). The financial statements are presented in the Australian currency.

Blackstone Minerals Limited is a Company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Blackstone Minerals Limited
Level 5, 600 Murray Street
West Perth WA 6005

A description of the nature of the Group's operations and its principal activities is included in the review of operations and activities on pages 10 to 39 in the Directors' report, which is not part of these financial statements.

The financial statements were authorised for issue by the Directors on 30 September 2022. The Company has the power to amend and reissue the financial statements.

Through the use of the internet, we have ensured that our corporate reporting is timely, complete, and available globally at minimum cost to the Company. All press releases, financial reports and other information are available on our website:

www.blackstoneminerals.com.au

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the Year Ended 30 June 2022

	Notes	Consolidated 30 June 2022 $	30 June 2021 $ (Restated – Note 33)
Interest income	3(a)	35,900	77,247
Other income	3(b)	1,305,251	744,202
Administrative costs		(5,221,595)	(2,905,050)
Consultancy expenses		(1,747,338)	(1,139,531)
Employee benefits expense	4(a)	(3,419,364)	(1,246,116)
Share based payment expenses	29	(2,578,305)	(2,570,248)
Occupancy expenses	4(b)	(166,912)	(63,515)
Compliance and regulatory expenses		(376,913)	(187,400)
Insurance expenses		(112,636)	(49,684)
Exploration expenditure		(25,368,738)	(8,934,772)
Depreciation expense	4(c),9	(827,251)	(683,257)
Depreciation on rights of use assets	4(c),11	(279,394)	(121,300)
Amortisation expense	12	(17,432)	–
Interest expense on lease liabilities	4(d) 11	(23,134)	(17,626)
Finance and Interest Costs	4(d)	(24,941)	(82,575)
Revaluation of share investments in listed entities	13	3,280,235	–
(Loss) before income tax		**(35,542,567)**	**(17,179,625)**
Income tax (expense)/benefit	6	–	–
(Loss) for the year		**(35,542,567)**	**(17,179,625)**
Other comprehensive income:			
Items that may be reclassified to profit or loss			
Effect of changes in foreign exchange rates on translation of foreign operations		(258,096)	353,429
Total - Items that may be reclassified to profit or loss		**(258,096)**	**353,429**
Items that will not be classified to profit or loss		–	–
Total comprehensive (loss)		**(35,800,663)**	**(16,826,196)**
Loss for the year attributable to:			
Non-controlling interests		(3,603,991)	(1,299,346)
Owners of Blackstone Minerals Limited		(31,938,576)	(15,880,279)
		(35,542,567)	**(17,179,625)**
Total comprehensive (loss) attributable to:			
Non-controlling interest		(3,774,659)	(1,257,900)
Owners of Blackstone Minerals Limited		(32,026,004)	(15,568,296)
		(35,800,663)	**(16,826,196)**
Earnings per share for loss attributable to the owners			
Basic and Diluted (loss) per share (cents per share)	23	(7.8)	(5.1)

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

For the Year Ended 30 June 2022

	Notes	Consolidated 2022 $	2021 $ (Restated – Note 33)	2020 $ (Restated – Note 33)
Current Assets				
Cash and cash equivalents	7	40,752,510	21,800,914	6,786,541
Receivables	8	2,184,905	1,050,318	2,226,050
Total Current Assets		**42,937,415**	**22,851,232**	**9,012,591**
Non-Current Assets				
Other financial assets	8	857,792	575,169	114,840
Property, plant and equipment	9	5,211,413	5,097,161	5,471,527
Exploration and evaluation assets	10	7,473,136	7,400,000	7,931,498
Right-of-Use assets	11	684,468	278,640	386,179
Intangible assets	12	87,158	-	-
Investments held in listed entities	13	12,878,310	-	-
Total Non-Current Assets		**27,192,277**	**13,350,970**	**13,904,044**
Total Assets		**70,129,692**	**36,202,202**	**22,916,635**
Current Liabilities				
Trade and other payables	14	4,227,397	4,381,515	6,823,460
Provisions	15	842,128	390,195	901,713
Lease liabilities	16	275,981	158,245	136,722
Total Current Liabilities		**5,345,506**	**4,929,955**	**7,861,895**
Non-Current Liabilities				
Provisions	15	462,529	425,378	465,980
Lease liabilities	16	423,251	138,025	258,804
Other long-term liabilities		385,703	-	-
Total Non-Current Liabilities		**1,271,483**	**563,403**	**724,784**
Total Liabilities		**6,616,989**	**5,493,358**	**8,586,679**
Net Assets		**63,512,703**	**30,708,844**	**14,329,956**
Equity				
Issued capital	17	127,365,110	61,360,348	38,171,741
Reserves	19	8,945,309	7,179,534	2,120,137
Accumulated losses		(73,659,062)	(41,720,486)	(25,840,207)
Equity attributable to the owners		**62,651,357**	**26,819,396**	**14,451,671**
Non-controlling interest	20	861,346	3,889,448	(121,715)
Total Equity		**63,512,703**	**30,708,844**	**14,329,956**

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

BLACKSTONE MINERALS

For the Year Ended 30 June 2022

	Contributed Equity	Accumulated Losses	Foreign Currency Reserve	Option Reserve	Equity Reserve	Attributable to Parent Entity	Non-controlling interest	Total
	$	$	$	$	$	$	$	$
Balance at 1 July 2020 as previously stated	38,171,741	(21,380,716)	(311,151)	1,665,130	-	18,145,004	(111,585)	18,033,419
Corrections of errors (Note 33)	-	(4,459,491)	766,158	-	-	(3,693,333)	(10,130)	(3,703,463)
Balance at 1 July 2020 (restated – Note 33)	**38,171,741**	**(25,840,207)**	**455,007**	**1,665,130**	**-**	**14,451,671**	**(121,715)**	**14,329,956**
Total comprehensive income for the year:								
Loss for the year (restated – Note 33)	-	(15,880,279)	-	-	-	(15,880,279)	(1,299,346)	(17,179,625)
Foreign Exchange Differences (restated – Note 33)	-	-	311,983	-	-	311,983	41,446	353,429
	-	**(15,880,279)**	**311,983**	**-**	**-**	**(15,568,296)**	**(1,257,900)**	**(16,826,196)**
Transactions with owners in their capacity as owners:								
Contributions of equity (net of transaction costs)	23,188,607	-	-	-	-	23,188,607	-	23,188,607
Equity settled share based payment transactions (restated- Note 33)	-	-	-	1,587,147	–	1,587,147	983,101	2,570,248
Issue of Shares to NCI in Subsidiary (restated - Note 33)	-	-	-	-	3,160,267	3,160,267	4,285,962	7,446,229
Balance at 30 June 2021	**61,360,348**	**(41,720,486)**	**766,990**	**3,252,277**	**3,160,267**	**26,819,396**	**3,889,448**	**30,708,844**
Balance at 1 July 2020 as previously stated	61,360,348	(35,839,819)	9,324	4,235,378	-	29,765,231	3,117,576	32,882,807
Corrections of errors (Note 33)	-	(5,880,667)	757,666	(983,101)	3,160,267	(2,945,835)	771,872	(2,173,963)
Balance at 1 July 2021 (restated – Note 33)	**61,360,348**	**(41,720,486)**	**766,990**	**3,252,277**	**3,160,267**	**26,819,396**	**3,889,448**	**30,708,844**
Total comprehensive income for the year:								
Loss for the year	-	(31,938,576)	-	-	-	(31,938,576)	(3,603,991)	(35,542,567)
Foreign Exchange Differences	-	-	(87,428)	-	-	(87,428)	(170,668)	(258,096)
	-	**(31,938,576)**	**(87,428)**	**-**	**-**	**(32,026,004)**	**(3,774,659)**	**(35,800,663)**
Transactions with owners in their capacity as owners:								
Contributions of equity (net of transaction costs)	66,004,762	-	-	-	-	66,004,762	-	66,004,762
Equity settled share based payment transactions	-	-	-	1,843,190	-	1,843,190	735,115	2,578,305
Adjustment to transaction costs in controlled entity	-	-	-	-	10,013	10,013	11,442	21,455
Balance at 30 June 2022	**127,365,110**	**(73,659,062)**	**679,562**	**5,095,467**	**3,170,280**	**62,651,357**	**861,346**	**63,512,703**

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the Year Ended 30 June 2022

	Notes	Consolidated 30 June 2022 $	 30 June 2021 $
Cash Flows from Operating Activities			
Payments to suppliers and employees		(6,648,800)	(3,673,293)
Interest received		35,945	77,515
Cashflow boost		-	50,000
Other income		946,657	634,061
Payments of historical income tax liabilities		(1,705,369)	-
Payments for exploration and evaluation expenditure		(28,452,037)	(12,086,339)
Net cash (outflow) from operating activities	**24**	**(35,823,604)**	**(14,998,056)**
Cash Flows from Investing Activities			
Purchase of property, plant and equipment		(415,946)	(312,260)
Purchase of exploration assets - Minerals Tenements		(71,176)	-
Investments of shares of listed entities		(9,598,075)	-
Purchase of Intangible assets – Software		(104,590)	
Net cash (outflow) from investing activities		**(10,189,787)**	**(312,260)**
Cash Flows from Financing Activities			
Proceeds from issue of shares and other equity securities		68,424,731	23,119,128
Proceeds from issue of initial public offer shares by Codrus Minerals Limited		-	8,000,000
Proceeds from exercise of options		1,104,750	1,011,275
Share issue transaction costs		(4,250,419)	(1,652,541)
Payments for lease liabilities		(248,581)	(130,544)
Net cash inflow from financing activities		**65,030,481**	**30,347,318**
Net increase in cash and cash equivalents		**19,017,090**	**15,037,002**
Cash and cash equivalents at the start of the year		21,800,914	6,786,541
Effect of exchange rate		(65,494)	(22,629)
Cash and cash equivalents at the end of the year	**7**	**40,752,510**	**21,800,914**

Amounts relating to payments to suppliers and employees as set out above are inclusive of goods and services tax. The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

1. Summary of significant accounting policies

This note provides a list of all significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to the financial year presented, unless otherwise stated. The consolidated financial statements cover Blackstone Minerals Limited as a Group consisting of Blackstone Minerals Limited and its subsidiaries ("Group").

(a) Basis of Preparation

These general-purpose consolidated financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the Corporations Act 2001. For the purposes of preparing the consolidated financial statements, the Company is a for-profit entity.

i. Compliance with IFRS

The consolidated financial statements of Blackstone Minerals Limited also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

ii. Historical cost convention

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial assets that have been measured at fair value.

iii. Going Concern

These financial statements have been prepared on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and extinguishment of liabilities in the ordinary course of business.

At 30 June 2022, the Group comprising the Company and its subsidiaries has incurred a loss for the year attributable to the owners of Blackstone amounting to $31,938,576 (Restated 2021: $15,880,279). The Group has a net working capital surplus of $37,876,890 (Restated 2021: $17,921,277) and cash and cash equivalents of $40,752,510 (2021: $21,800,914).

1. Summary of significant accounting policies (continued)

(b) Principals of Consolidation

i. Subsidiaries

The consolidated financial statements incorporate the assets and liabilities of the Group as at 30 June 2022 and the results of the parent and all subsidiaries for the year then ended.

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity.

Generally, there is a presumption that a majority of voting rights results in control. When the Group has less than a majority of the voting, or similar, rights of an investee, it considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement(s) with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. The acquisition method of accounting is used to account for business combinations by the Group.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Where the Group's interest in a subsidiary is less than 100 per cent, the interest attributable to outside shareholders is reflected in non-controlling interests (NCIs). Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the NCIs, even if this results in the non-controlling interests having a deficit balance. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

A list of controlled entities is contained in Note 31 to the financial statements. All controlled entities have a 30 June financial year-end.

(c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of directors.

1. Summary of significant accounting policies (continued)

(d) Foreign currency translation

i. Functional and presentation currency

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Australian dollars, which is Blackstone Minerals Limited's functional and presentation currency. The Company's foreign subsidiaries, AMR Nickel Limited and Ban Phuc Nickel Mines Limited have functional currencies of U.S. Dollars and Cobalt One Energy Corp has a functional currency of Canadian Dollars, and are subject to foreign currency translations as described in (iii) below. There are no other subsidiaries of the Group that have a functional currency that is different from the Group's presentation currency.

ii. Transactions and balances

Where a company in the Group transacts in a currency other than that of its functional currency, those transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at period end exchange rates are recognised in profit or loss. They are deferred in equity if they are attributable to part of the net investment in a foreign operation.

iii. Group Companies

The results and financial position of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the reporting date
- Contributed equity and accumulated losses are translated at historical rates.
- Income and expenses for the statement of comprehensive income are translated at average exchange rates, and
- All resulting exchange differences are recognised in other comprehensive income.

(e) Interest income

Interest income is recognised as the interest accrues (using the effective interest method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument) to the net carrying amount of the financial asset.

1. Summary of significant accounting policies (continued)

(f) Income tax

The income tax expense or benefit for the period is the tax payable in the current period on taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability.

No deferred tax asset or liability is recognised in relation to these temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

(g) Leases – Group as lessee

When a contract is entered into, the Group assesses whether the contract contains a lease. A lease arises when the Group has the right to direct the use of an identified asset which is not substitutable and to obtain substantially all economic benefits from the use of the asset throughout the period of use.

i. Right-of-use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the Group expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The Group has elected not to recognise a right-of-use asset and corresponding lease liability for short- term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

1. Summary of significant accounting policies (continued)

(g) Leases – Group as lessee (continued)

ii. Lease Liabilities

Lease liabilities are initially measured at the present value of future minimum lease payments, discounted using the Group's incremental borrowing rate if the rate implicit in the lease cannot be readily determined, and are subsequently measured at amortised cost using the effective interest rate. Minimum lease payments are fixed payments.

The lease liability is remeasured when there are changes in future lease payments arising from a change in rates, index or lease terms from exercising an extension or termination option. A corresponding adjustment is made to the carrying amount of the lease assets, with any excess recognised in the consolidated profit or loss and other comprehensive income statement.

iii. Short-term and low value leases

The Group has elected not to recognise a right-of-use asset and corresponding lease liability for short- term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

(h) Impairment of non-financial assets

At each reporting date, the group assesses whether there is any indication that an asset may be impaired. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date or more frequently if events or changes in circumstances indicate that they might be impaired.

(i) Cash and cash equivalents

For the purposes of presentation of the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(j) Receivables

Receivables include amounts due from customers for goods and services performed in the ordinary course of business. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets. Receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less an allowance for expected credit losses.

1. Summary of significant accounting policies (continued)

(k) Exploration and evaluation expenditure

The Company's accounting policy is to expense exploration and evaluation expenditure as incurred other than for acquisition costs, which are capitalised as exploration and evaluation assets at cost. Acquired mineral rights comprise exploration and evaluation assets which are acquired as part of asset acquisitions recognised at cost. Exploration and evaluation assets are assessed for recoverability when facts and circumstances suggest that the carrying amount of the assets may exceed its recoverable amount. This includes where one or more of the following facts and circumstances:

(a) the period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;

(b) substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;

(c) exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and

(d) sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the E&E asset is unlikely to be recovered in full from successful development or by sale.

(l) Property, Plant and Equipment

All property, plant and equipment is stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of profit or loss and comprehensive income during the financial period in which they are incurred.

Land is not depreciated. Effective from 1 July 2021, the Group changed its method of depreciation from the diminishing value method to the straight-line method. The straight-line method has been used to allocate their cost, net of their residual values, over their estimated useful lives, as follows:

Plant and equipment – plant	5.0% – 10.0%
Plant and equipment – office	20.0% – 40.0%
Furniture and equipment	40.0%
Plant and equipment – field	40.0%
Motor vehicles	16.0% – 40.0%
Leasehold improvements	25.0% – 50.0%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These are included in the statement of profit or loss and other comprehensive income.

1. Summary of significant accounting policies (continued)

(l) Property, Plant and Equipment (continued)

All property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of profit or loss and comprehensive income during the financial period in which they are incurred.

(m) Intangible Assets – Software

Computer software is recorded at cost. Software costs are amortised once the software is ready for use. Software has a finite life and is carried at cost less accumulated amortisation and any impairment losses. Software has an estimated useful life of between one and three years. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance date.

(n) Financial Instruments

Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument. Financial instruments are measured initially at fair value adjusted by transactions costs, except for those carried "at fair value through profit or loss", in which case transaction costs are expensed to profit or loss. Subsequent measurement of financial assets and financial liabilities are described below.

Classification and subsequent measurement

Financial assets

All financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

- amortised cost;
- fair value through other comprehensive income (FVOCI); and
- fair value through profit or loss (FVPL).

Classifications are determined by both:

- The contractual cash flow characteristics of the financial assets; and
- The entities business model for managing the financial asset.

1. Summary of significant accounting policies (continued)

(n) Financial Instruments (continued)

i. Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents and other receivables fall into this category of financial instruments.

ii. Financial assets at fair value through profit or loss (FVPL)

Financial assets at fair value through profit or loss include only the company's investments in listed securities. These financial assets are initially recorded at the fair value of the consideration paid to acquire the assets and remeasured at fair value at each reporting date, with all gains and losses presented in profit or loss.

Financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss.

Where applicable, gains and losses arising on changes in fair value are recognised in profit or loss.

Impairment – expected credit losses

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For short term receivables, the Group applies the simplified approach, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(o) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial period which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

1. Summary of significant accounting policies (continued)

(p) Provisions

Provisions are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the balance date. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Rehabilitation Provisions

Rehabilitation costs will be incurred by the Group either while operating, or at the end of the operating life of, the Group's facilities. The Group assesses its rehabilitation provision at each reporting date. The Group recognises a rehabilitation provision where it has a legal and constructive obligation as a result of past events, and it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount of obligation can be made. The nature of these restoration activities includes dismantling and removing structures; dismantling operating facilities; closing plant and waste sites; and restoring, reclaiming and revegetating affected areas.

The obligation generally arises when the asset is installed or the ground/environment is disturbed at the operation's location. When the liability is initially recognised, the present value of the estimated costs is capitalised by increasing the carrying amount of the related assets to the extent that it was incurred. Additional disturbances which arise due to further development/construction are recognised as additions or charges to the corresponding assets and rehabilitation liability when they occur.

Changes in the estimated timing of rehabilitation or changes to the estimated future costs are dealt with prospectively by recognising an adjustment to the rehabilitation liability and a corresponding adjustment to the asset to which it relates.

Any reduction in the rehabilitation liability and, therefore, any deduction from the asset to which it relates, may not exceed the carrying amount of that asset. If it does, any excess over the carrying value is taken immediately to the statement of profit or loss and other comprehensive income.

If the change in estimate results in an increase in the rehabilitation liability and, therefore, an addition to the carrying value of the asset, the Group considers whether this is an indication of impairment of the asset as a whole, and if so, tests for impairment.

Over time, the discounted liability is increased for the change in present value based on the discount rates that reflect current market assessments and the risks specific to the liability.

1. Summary of significant accounting policies (continued)

(q) Employee benefits

i. Short-term obligations

Liabilities for wages and salaries, including nonmonetary benefits and annual leave expected to be settled within 12 months of the reporting date are recognised in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when liabilities are settled. The liability for annual leave is recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented as other payables.

ii. Other long-term employee benefit obligations

The liability for long service leave which is not expected to be settled within 12 months after the end of the period in which the employees render the related service is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on high quality bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

The obligations are presented as current liabilities in the balance sheet if the Group does not have an unconditional right to defer settlement for at least twelve months after the reporting date, regardless of when the actual settlement is expected to occur.

iii. Share-based payments

The Company provides benefits to employees (including directors) of the Group in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares ("equity-settled transactions"). There is currently an Employee Incentive Scheme (IOS), which provides benefits to directors and senior executives. The cost of these equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of shares of Blackstone Minerals Limited ("market conditions"). The number of shares expected to vest is estimated based on the non-market vesting conditions and the probability the option will be exercised.

1. Summary of significant accounting policies (continued)

(r) Contributed equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares for the acquisition of a business are not included in the cost of the acquisition as part of the purchase consideration.

(s) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial period, adjusted for bonus elements in ordinary shares issued during the period.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after-tax effect of interest and other financing costs associated with the dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

(t) Goods and services tax ("GST")

Income, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flow.

(u) Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is offset against the related asset.

1. Summary of significant accounting policies (continued)

(v) New accounting standards and interpretations adopted by the Group

The Group has considered the implications of all the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ("AASB") that are mandatory for the current reporting period. The adoption of these standards do not have significant impact on the financial performance or position of the consolidated entity.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

(w) New and amended accounting standards and interpretations issued but not yet effective

AASB 2020-1: Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current

The amendment amends AASB 101 to clarify whether a liability should be presented as current or non-current. The Group plans on adopting the amendment for the reporting period ending 30 June 2024. The amendment is not expected to have a material impact on the financial statements once adopted.

AASB 2020-3: Amendments to Australian Accounting Standards – Annual Improvements 2018-2020 and Other Amendments

AASB 2020-3: Amendments to Australian Accounting Standards – Annual Improvements 2018-2020 and Other Amendments is an omnibus standard that amends AASB 1, AASB 3, AASB 9, AASB 116, AASB 137 and AASB 141. The Group plans on adopting the amendment for the reporting period ending 30 June 2023. The impact of the initial application is still being assessed by the Group and is not yet known.

AASB 2021-2: Amendments to Australian Accounting Standards – Disclosure of Accounting Policies and Definition of Accounting Estimates

The amendment amends AASB 7, AASB 101, AASB 108, AASB 134 and AASB Practice Statement 2. These amendments arise from the issuance by the IASB of the following International Financial Reporting Standards: Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) and Definition of Accounting Estimates (Amendments to IAS 8). The Group plans on adopting the amendment for the reporting period ending 30 June 2024. The amendment is not expected to have a material impact on the financial statements once adopted.

AASB 2021-5: Amendments to Australian Accounting Standards – Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendment amends the initial recognition exemption in AASB 112: Income Taxes such that it is not applicable to leases and decommissioning obligations – transactions for which companies recognise both an asset and liability and that give rise to equal taxable and deductible temporary differences. The Group plans on adopting the amendment for the reporting period ending 30 June 2024. The impact of the initial application is still being assessed by the Group and is not yet known.

2. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

The group makes estimates and assumptions concerning the future. The resulting accounting estimates and judgements may differ from the related actual results and may have a significant effect on the carrying amount of assets and liabilities within the next financial year and on the amounts recognised in the financial statements. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Capitalisation of acquisition costs on exploration projects and impairment

Acquisition costs incurred in acquiring exploration assets are carried forward where right of tenure of the area of interest is current. These costs are carried forward in respect of an area that has not at balance sheet date reached a stage that permits reasonable assessment of the existence of economically recoverable reserves. The decision as to whether costs are recoverable or to be impaired are based on management's judgement.

Key judgements are applied to make certain estimates as to future events and circumstances, in particular whether an economically viable extraction operation can be established. Any such estimates and assumptions may change as new information becomes available. To the extent that capitalised exploration and evaluation expenditure is determined not to be recoverable in the future, profits and net assets will be reduced in the period in which the determination is made.

Lease term

The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease commencement date.

Factors considered may include the importance of the asset to the Group's operations; comparison of terms and conditions to prevailing market rates; incurrence of significant penalties; existence of significant leasehold improvements; and the costs and disruption to replace the asset. The Group reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

2. Critical accounting estimates and judgements (continued)

Shared based payments

Blackstone measures the options issued by reference to the fair value of the equity instruments at the date at which they are granted using a Black-Scholes model, taking into account the terms and conditions upon which the instruments were granted.

For performance rights, Blackstone makes a judgment around whether performance conditions, linked to market and non market conditions, are more than probable to be met at each reporting date and are recognised over the service period. This judgment is made based on management's knowledge of the performance condition and how Blackstone is tracking based on activities as at the report date and with reference to facts and circumstances as of the reporting date.

The fair value of the performance rights with non-market conditions are measured based on the fair value of the security. The fair value of performance rights for market conditions is measured at the date at which they are granted and are determined using a Black- Scholes model, considering the terms and conditions upon which the instruments were granted.

Consolidation of entities in which the Group holds less than a majority of voting rights (de facto control)

The Group considers that it controls Codrus Mineral Limited ("Codrus") even though it owns less than 50% of the voting rights. This is because the Group is the single largest shareholder of Codrus with a 46.67% equity interest. The remaining 53.33% of the equity shares in Codrus are widely held by many other shareholders, none of which individually hold more than 3% of the equity shares (as recorded in the company's shareholders' register from 1 July 2021 to 30 June 2022). There is no history of the other shareholders outvoting the Group.

Accounting for contingent consideration payable

Contingent consideration payable in connection with the purchase of assets outside of a business combination is recognised as a financial liability only when the consideration is contingent upon future events that are beyond the Group's control. In cases where the crystallisation of contingent payments is dependent on the future actions of the Group, the liability is recognised as it accrues at the date a non-contingent obligation arises. Contingent consideration linked to the purchase of individual assets primarily relates to future royalty and milestone payments in connection with the acquisition of the Gold Bridge Project and Record Mine as disclosed in Note 25.

The Group has determined that these obligations do not meet the definition of a financial liability and accordingly have accounted for the royalty and milestone payments as a contingent liability under AASB 137 Provisions, Contingent Liabilities and Contingent Assets.

2. Critical accounting estimates and judgements (continued)

Rehabilitation

A provision has been made for the present value of anticipated costs for future rehabilitation of land explored or mined. The Group's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. The Group recognises management's best estimate for assets retirement obligations and site rehabilitations in the period in which they are incurred. Actual costs incurred in the future periods could differ materially from the estimates. These factors may include estimate of the extent, timing and costs of rehabilitation activities, technological changes, regulatory changes and cost increases as compared to inflation rates. Additionally, future changes to environmental laws and regulations, life of mine estimates and discount rates could affect the carrying amount of this provision. When these factors change or become known in the future, such differences will impact the mine rehabilitation in the period in which the change becomes known.

Foreign currencies

The functional currency for AMR Nickel Limited, Ban Phuc Nickel Mines Limited and Cobalt One Energy Corp is the currency of the primary economic environment in which the entity operates. In this sense, the Group has judged that the functional currency for AMRN Nickel Limited and Bank Phuc Nickel Mines Limited as US dollar and Cobalt One Energy Corp as Canadian dollar. Determination of functional currency involves certain judgements to identify the primary economic environment and the parent entity reconsiders the functional currency of its entities if there is a change in events and conditions which determined the primary economic environment.

3. Revenue

		Consolidated	
		30 June 2022 $	30 June 2021 $
(a)	Revenue from continuing operations		
	Interest received	35,900	77,247
	Total revenue from continuing operations	**35,900**	**77,247**
(b)	Other Income		
	Rent Income	55,780	54,147
	Exploration Tax Incentive Refund – Canada	482,670	–
	ATO Cashflow Boost	–	50,000
	R&D Rebate	470,077	634,061
	Other income	296,724	5,994
	Total Other Income	**1,305,251**	**744,202**

4. Expenses

		Consolidated	
		30 June 2022 $	30 June 2021 $ (Restated)
Profit before income tax includes the following specific expenses:			
(a)	Employee benefits expense		
	Salary and wages expense	2,411,179	867,763
	Superannuation expense	324,718	122,488
	Other employee costs	683,467	255,865
	Total employee benefits expense	**3,419,364**	**1,246,116**
(b)	Occupancy expense		
	Other occupancy costs	166,912	63,515
	Total occupancy expense	**166,912**	**63,515**
(c)	Depreciation of non-current assets		
	Right-of-use assets	279,394	121,300
	Plant and equipment – office	308,067	158,567
	Plant and equipment – Plant	520,259	520,259
	Leasehold Improvements *	(1,075)	4,431
	Total depreciation of non-current assets	**1,106,645**	**804,557**

* *The total net impact of the change in this depreciation estimate for leasehold improvements and plant and equipment - office was $49,901. See Note 1(l).*

(d)	Finance costs in respect of finance leases		
	Other bank and finance charges	24,941	82,575
	Interest expense on lease liabilities	23,134	17,626
	Total finance costs in respect of finance leases	**48,075**	**100,201**

5. Auditor's Remuneration

	Consolidated	
	30 June 2022 $	30 June 2021 $ (Restated)
Payable to the auditors of the group:		
Auditing or reviewing the financial statements – EY	76,000	–
Auditing or reviewing the financial statements – Stantons	67,551	75,386
Auditing or reviewing the financial statements – other group auditors	24,034	12,500
Other non-assurance services	5,640	10,700
Total auditor remuneration	**173,225**	**98,586**

BLACKSTONE MINERALS

6. Income Tax Expense

		Consolidated	
		30 June 2022 $	30 June 2021 $ (Restated)
(a)	Income tax expense		
	Current tax	-	-
	Deferred tax	-	-
	Total income tax (expense)/benefit	**-**	**-**
(b)	Numerical reconciliation of income tax expense to prima facie tax payable		
	Loss from continuing operations before income tax expense	(35,542,567)	(17,179,625)
	Tax (tax benefit) at the tax rate of 30% (2021: 30%)	(10,662,770)	(5,153,888)
	Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
	Tax Differential	1,414,635	779,879
	Share based payments	773,492	771,194
	Other non-deductible amounts	4,655,594	3,511,680
	Non-assessable income	(141,023)	(2,305,218)
	Unrecognised tax losses	3,960,072	2,396,353
	Income tax expense	-	-
(c)	**Deferred tax liabilities**		
	Unrealised gain on investments in listed securities	984,071	–
	Other deferred tax liabilities	227,367	87,523
		1,211,438	**87,523**
	Off-set of deferred tax assets	(1,211,438)	(87,523)
	Net deferred tax liabilities recognised	**-**	**-**
(d)	Unrecognised deferred tax assets		
	Tax Losses	3,871,947	2,936,900
	Expenses taken into equity	419,785	66,658
	Other temporary differences	353,617	244,933
		4,645,350	**3,248,490**
	Set-off deferred tax liabilities (Note 6(c))	(1,211,438)	(87,523)
	Net deferred tax assets unrecognised	**3,433,912**	**3,160,968**
(e)	Tax losses*		
	Unused tax losses for which no DTA has been recognized	12,906,491	9,789,605
	Potential tax benefit at 30% (2021: 30%)	3,871,947	2,936,900
(f)	Unrecognised temporary differences*		
	Unrecognised deferred tax asset relating to capital raising costs	2,578,008	1,038,636
	Potential tax benefit at 30% (2021: 30%)	438,036	224,068

* *Deferred tax assets from losses and temporary differences pertain strictly to the Australian entities within the Group, whereas these balances associated with the foreign subsidiaries, tax effected, are not material to the financial report as a whole*

7. Cash & Cash Equivalents

		Consolidated 2022 $	Consolidated 2021 $
(a)	Cash & cash equivalents		
	Cash at bank and in hand	36,691,865	14,360,135
	Cash at bank and in hand – Codrus Minerals Limited *	4,060,645	7,440,779
	Total cash and cash equivalents	**40,752,510**	**21,800,914**

* *Cash and Cash Equivalents related to Codrus Minerals Limited are consolidated under the principals of AASB 10 Consolidated Financial Statements. Although the Group has de facto control of Codrus (see note 2 for key judgements), statutory and regulatory restrictions and the protective rights of the NCI restrict the ability of the Company to access these funds and to transfer cash within the Group.*

(b) Cash at bank and on hand

Cash on hand is non-interest bearing.

Cash at bank bears interest rates between 0.00% and 0.29% (2021: 0.00% and 0.41%)

8. Trade & Other Receivables & Other Financial Assets

	Consolidated 2022 $	Consolidated 2021 $
Current - Receivables		
Other receivables	2,184,905	1,049,010
Tax and other receivables from foreign authorities	–	1,308
	2,184,905	**1,050,318**
Non-Current – Other Financial Assets		
Deposits [1]	315,075	114,964
Deposits pertaining to rehabilitation provisions [2]	542,717	460,205
Total trade and other receivables	**857,792**	**575,169**

1 *Deposits include cash of $294,468 (2021: $114,964) as security deposits of which $224,429 is required as security by the relevant authority for the Group office premises and $70,000 held as security against a credit card facilities. ($30,000 Blackstone, $40,000 Codrus).*

2 *Monies held at bank to address mine closure and rehabilitation provisions in Vietnam.*

Past due and impaired receivables

As at 30 June 2022, there were no other receivables that were past due or impaired. (2021: Nil)

Effective interest rates and credit risk

Information concerning effective interest rates and credit risk of both current and non-current trade and other receivables is set out in Note 22.

9. Property, Plant & Equipment

Consolidated	Plant & Equipment $	Leasehold Inprovements $	Motor Vehicles – Codrus $	Mining Plant & Properties $	Total $
30 June 2021 (Restated – Note 33)					
Opening net book amount	262,291	6,645	-	5,202,591	5,471,527
Additions	242,516	-	-	69,744	312,260
Depreciation charge	(158,567)	(4,431)	-	(520,259)	(683,257)
Disposal	(3,513)	-	-	-	(3,513)
Reversal of depreciation on disposal	144	-	-	-	144
Closing net book amount (Restated – Note 33)	**342,871**	**2,214**	**-**	**4,752,076**	**5,097,161**
At 30 June 2021 (Restated – Note 33)					
Gross carrying amount at cost	608,971	37,720	–	5,272,335	5,919,026
Accumulated depreciation	(266,100)	(35,506)	–	(520,259)	(821,865)
Net book amount (Restated – Note 33)	**342,871**	**2,214**	**-**	**4,752,076**	**5,097,161**
30 June 2022					
Opening net book amount (Restated – Note 33)	342,871	2,214	–	4,752,076	5,097,161
Additions	291,872	-	36,353	609,846	938,071
Depreciation charge	(302,251)	1,075	(5,816)	(520,259)	(827,251)
Disposal	–	–	–	–	–
Net exchange differences	–	–	–	3,432	3,432
Closing net book amount	**332,492**	**3,289**	**30,537**	**4,845,095**	**5,211,413**
At 30 June 2022					
Gross carrying amount at cost	900,843	37,720	36,353	5,885,613	6,860,529
Accumulated depreciation	(568,351)	(34,431)	(5,816)	(1,040,518)	(1,649,116)
Net book amount	**332,492**	**3,289**	**30,537**	**4,845,095**	**5,211,413**

10. Exploration & Evaluation Assets

		Consolidated 2022 $	Consolidated 2021 $ (Restated)
(a)	Non-current		
	Opening balance (restated - Note 33)	7,400,000	7,931,498
	Acquisition/(write off) of assets	73,136	–
	Transferred to Other Financial Assets	–	(460,205)
	Effect of Exchange Rates	–	(71,293)
	Total non-current exploration and evaluation expenditure	**7,473,136**	**7,400,000**

(b) The value of the group's interests in exploration expenditure is dependent upon:

- the continuance of the Group's rights to tenure of the areas of interest;
- the results of future exploration; and
- the recoupment of costs through successful development and exploitation of the areas of interest, or alternatively, by their sale.

The Group's exploration properties may be subjected to claim(s) under native title, or contain sacred sites, or sites of significance to Aboriginal people for Australian Assets and First Nations People for its Canadian Assets. As a result, exploration properties or areas within the tenements may be subject to exploration restrictions, mining restrictions and/or claims for compensation. At this time, it is not possible to quantify whether such claims exist, or the quantum of such claims.

Acquisition of Exploration Assets – 30 June 2022

During the year, the company recognised $73,135 (CAD 65,000) of acquisitions costs related to the Twilight Project in Labrador, Canada (30 June 2021: Nil)

11. Right of Use Assets – At Cost

	Consolidated	
	2022 $	2021 $
Cost		
Opening Balance	526,408	512,647
On initial recognition	-	-
Other Additions	725,847	15,756
Disposal of lease	(362,798)	-
Effect of exchange rates	(40,625)	(1,995)
At 30 June 2022	**848,832**	**526,408**
Depreciation		
Opening Balance	(247,768)	(126,468)
Depreciation for the year	(279,394)	(121,300)
Disposal of lease	362,798	-
At 30 June 2022	**(164,364)**	**(247,768)**
Net carrying amount	**684,468**	**278,640**
Amounts recognised in profit and loss		
Other income – Recharges	55,780	54,147
Depreciation expense on right of use assets	(279,394)	(121,300)
Interest expense on lease liabilities	(23,134)	(17,626)
Low value asset leases expenses	(3,979)	(3,074)
Payments of lease liabilities	270,131	130,544

The Group has a lease over the premises at Level 5, 600 Murray Street, West Perth with an average estimated life of 2.5 years remaining. The lease held over 24 Outram Street, West Perth was transferred to another party and therefore written off in the Group as at 30 June 2022.

The discount rate used in calculating the present value of the Right of Use Assets is 4.75% per annum (was 5.5% for the 24 Outram Street lease), representing the Group's incremental cost of borrowings.

The lease liabilities are disclosed in Note 16.

12. Intangible Assets

	Consolidated	
	2022 $	2021 $
Gross carrying amount at cost		
Opening Balance	–	–
Additions – Computer Software	104,590	–
At 30 June 2022	**104,590**	**-**
Amortisation		
Opening Balance	–	–
Amortisation for the year	(17,432)	–
At 30 June 2022	**(17,432)**	**-**
Net carrying amount	**87,158**	**-**

Computer Software is amortised over a useful life of 3 years.

13. Investments in Listed Entities

	Consolidated	
	2022 $	2021 $
Opening balance	–	–
Listed equity investments acquired	9,598,075	–
Fair value adjustment through profit or loss	3,280,235	–
Total Investments in listed entities at 30 June 2022	**12,878,310**	**-**

During the year, the Company invested $9,598,075 in shares of listed entities. Fair value of these equity shares are determined by reference to published price quotations in an active market, and are recognised through profit or loss. This is considered Level 1 in the fair value hierarchy.

The quoted price of each listed security as at balance date is as follows:

NICO Resources Limited – AUD $0.730
Corazon Mining Limited – AUD $0.018
Flying Nickel Mining Corp – AUD $0.236 (CAD $0.210)

14. Trade & Other Payables

	Consolidated	
	2022 $	2021 $
Current		
Trade Payables	2,392,062	1,242,425
Other Payables	1,779,059	723,182
Taxes Payables to foreign authorities [1]	56,276	2,415,908
Total current trade & other payables	**4,227,397**	**4,381,515**

1 *The tax payable to foreign authorities are past due. These payables represent historical tax liabilities associated with previous mining activities.*

15. Provisions

	Consolidated	
	2022 $	2021 $
Current		
Employee entitlements	421,797	164,716
Other provisions	420,331	225,479
Total current provisions	**842,128**	**390,195**
Non-Current		
Mine Rehabilitation [1]	462,529	425,378
Total non-current provisions	**462,529**	**425,378**

1 *The rehabilitation provision represents the rehabilitation costs relating to the Ban Phuc mine site, which is expected to be incurred when mining operations cease. . These provisions were acquired as part of the 100% acquisition of AMRN (and 90% of BPNM) in April 2020. Assumptions relating to cash outflows were made based on the company's assessment of its legal obligations under the laws and regulations of Vietnam. These estimates are reviewed regularly to take into account any material changes to the assumptions. However, actual rehabilitation costs will ultimately depend upon the timing of the cash flows and future market prices for the necessary rehabilitation works required that will reflect market conditions at the relevant time. Furthermore, the timing and extent will depend on any further environmental responsibilities in restoring the should Vietnamese regulations change.*

16. Lease Liabilities

	Consolidated 2022 $	Consolidated 2021 $
Maturity analysis:		
Year 1	293,542	158,245
Year 2	296,823	153,233
Year 3	136,933	–
At 30 June 2022	**727,298**	**311,478**
Less: Finance charges allocated to future periods	(28,066)	(15,208)
Total liabilities at 30 June 2022	**699,232**	**296,270**
The lease liabilities split between current and non-current are as follows:		
Current	275,981	158,245
Non-current	423,251	138,025
Total lease liabilities	**699,232**	**296,270**

17. Contributed Equity

		Consolidated		Consolidated	
		2022 Shares	2022 $	2021 Shares	2021 $
(a)	Issued and unissued share capital				
	Ordinary shares – fully paid	471,447,565	127,365,110	331,832,190	61,360,348
	Total issued and unissued share capital	**471,447,565**	**127,365,110**	**331,832,190**	**61,360,348**

Included in the above total is 20,000,000 treasury shares held by Acuity Capital (30 June 2021: 8,000,000 shares). These shares, while held by Acuity are held for the benefit of the Group and therefore represent treasury shares.

(b) Ordinary Shares

Ordinary shares participate in dividends and the proceeds on winding up of the Company in proportion to the number of shares held and in proportion to the amount paid up on the shares held.

(c) Options

Information relating to options including details of options issued, exercised and lapsed during the financial period and options outstanding at the end of the financial period, is set out in Note 18.

BLACKSTONE MINERALS

17. Contributed Equity (continued)

		Date Issued	Number of Shares	Issue Price $	Total $
(d)	Movements in issued capital				
	Opening Balance 1 July 2020		**251,768,816**		**38,171,741**
	Conversion of Director Performance Options	24 July 2020	1,750,000	0.001	1,750
	Issue of share - Acuity	21 Aug 2020	8,000,000	0.2875	2,300,000
	Conversion of Performance Options	28 Aug 2020	6,175,000	0.001	6,178
	Issue of share - Consultants	28 Aug 2020	419,162	0.334	140,000
	Issue of shares - Placement	17 Sep 2020	42,426,356	0.420	17,819,070
	Issue of shares - Share Purchase Plan	12 Oct 2020	7,142,856	0.420	3,000,055
	Conversion of Employee Performance Options	16 Oct 2020	2,650,000	0.001	2,650
	Conversion of Unquoted Performance Options	24 Dec 2020	1,500,000	0.001	1,500
	Conversion of Advisor Options	5 Mar 2021	5,000,000	0.100	500,000
	Conversion of Advisor Options	9 Apr 2021	5,000,000	0.100	500,000
	Less: Transaction costs				(1,082,596)
	Closing Balance at 30 June 2021		**331,832,190**		**61,360,348**
	Opening Balance 1 July 2021		**331,832,190**		**61,360,348**
	Conversion of Performance Options	27 Aug 2021	1,400,000	0.001	1,400
	Issue of shares - Acuity	24 Sep 2021	8,000,000	0.4644	3,715,000
	Conversion of Performance Options	8 Oct 2021	200,000	0.001	200
	Conversion of Director Performance Options	22 Oct 2021	1,000,000	0.001	1,000
	Issue of shares - Placement Tranche 1	10 Nov 2021	38,134,805	0.580	22,118,187
	Conversion of Director Performance Options	12 Nov 2021	1,500,000	0.001	1,500
	Collateral share funds - Acuity	12 Nov 2021	-	0.000	4,400,000
	Issue of shares - Share Purchase Plan	26 Nov 2021	9,137,788	0.580	5,299,917
	Conversion of Advisor Options	15 Nov 2021	1,500,000	0.600	900,000
	Conversion of Advisor Options	15 Nov 2021	200,000	0.001	200
	Issue of shares - Placement Tranche 2	26 Nov 2021	56,692,782	0.580	32,881,814
	Issue of shares - Acuity collateral	22 Mar 2022	20,000,000	0.000	-
	Conversion of Performance Options	22 Mar 2022	650,000	0.001	650
	Conversion of Advisor Options	27 May 2022	1,000,000	0.200	200,000
	Conversion of Performance Options	27 May 2022	200,000	0.001	200
	Less: Transaction costs				(3,515,306)
	Closing Balance at 30 June 2022		**471,447,565**		**127,365,110**

18. Issued Share Options and Performance Shares

Expiry date	Exercise price	Balance at start of year	Granted during the year	Issued/ (Exercised) during the year	Forfeited/ lapsed during the year	Balance at end of the year
2021 unlisted share option details						
20 Aug 2025	0.1 cents	–	5,900,000	(750,000)	(1,000,000)	4,150,000
20 Feb 2025	0.1 cents	3,400,000	200,000	(1,400,000)	(200,000)	2,000,000
30 Sep 2024	0.1 cents	9,000,000	–	(6,500,000)	–	2,500,000
26 Mar 2023	0.1 cents	975,000	–	(925,000)	(50,000)	–
12 Jun 2022	0.1 cents	1,750,000	–	(1,750,000)	–	–
12 Jun 2022	20 cents	1,000,000	–	–	–	1,000,000
11 Dec 2021	0.6 cents	–	4,000,000	–	–	4,000,000
17 May 2021	10 cents	10,000,000	–	(10,000,000)	–	–
6 Nov 2020	0.1 cents	750,000	–	(750,000)	–	–
		26,875,000	**10,100,000**	**(22,075,000)**	**(1,250,000)**	**13,650,000**
2022 unlisted share option details						
20 Aug 2025	0.1 cents	4,150,000	–	(1,550,000)	–	2,600,000
20 Feb 2025	0.1 cents	2,000,000	–	(1,100,000)	–	900,000
30 Sep 2024	0.1 cents	2,500,000	–	(2,500,000)	–	–
12 Jun 2022	20 cents	1,000,000	–	(1,000,000)	–	–
11 Dec 2021	0.6 cents	4,000,000	–	(1,500,000)	(2,500,000)	–
3 Dec 2026	0 cents	–	2,679,739 *	–	–	2,679,739
3 Dec 2026	0 cents	–	3,092,235	–	–	3,092,235
3 Dec 2026	0 cents	–	1,033,988	–	–	1,033,988
3 Dec 2026	0 cents	–	212,465	–	–	212,465
		13,650,000	**7,018,427**	**(7,650,000)**	**(2,500,000)**	**10,518,427**

* *30 June 2022, the Board assessed that the vesting conditions of STI Tranche 2 had not been met as at the 30 June 2022 measurement date, and therefore the options were cancelled following 30 June 2022. 1,339,873 STI Tranche 2 options were forfeited and cancelled subsequent to 30 June 2022.*

19. Reserves

		Consolidated 2022 $	2021 $ (Restated)
(a)	Option reserve		
	Opening balance	3,252,277	1,665,130
	Share based payments	1,843,190	1,587,147
	Total Option reserve	**5,095,467**	**3,252,277**

The option reserve records the value of options and rights granted by the Company to directors, employees and contractors in share-based payment transactions. Information relating to options issued, exercised and lapsed during the financial year and options outstanding at the end of the financial year, is set out in Note 18.

		2022 $	2021 $ (Restated)
(b)	Foreign Currency Translation Reserve		
	Opening balance	766,990	455,007
	Exchange differences arising on translation of foreign operations attributable to parent entity.	(87,428)	311,983
	Closing Balance	**679,562**	**766,990**

The foreign currency translation reserve is used to record exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies into the Group's presentation currency.

		2022 $	2021 $ (Restated)
(c)	Equity Reserve		
	Opening balance	3,160,267	–
	Excess of proceeds raised over the change in the NCI's relative interest in net asset of a controlled entity (see note 20)	–	3,160,267
	Adjustment to transaction costs allocated to parent entity	10,013	–
	Closing Balance	**3,170,280**	**3,160,267**

The equity reserve is used to record the increase in equity attributable to the parent as a result of transaction with the NCI that does not result in the loss of control.

		2022 $	2021 $ (Restated)
(d)	Total reserves		
	Option Reserve	5,095,467	3,252,277
	Foreign Currency Translation Reserve	679,562	766,990
	Equity Reserve	3,170,280	3,160,267
	Closing Balance	**8,945,309**	**7,179,534**

20. Non-Controlling Interest

	Consolidated	
	2022 $	2021 $ (Restated)
Opening Balance	3,889,448	(121,715)
Loss for the year attributable to non-controlling interest	(3,603,991)	(1,299,346)
Net assets attributable to NCI [1]	-	4,839,733
Transaction costs allocated to NCI	11,442	(553,771)
Share based payments in controlled entity	735,115	983,101
Share of foreign currency translation loss on translation of foreign operations.	(170,668)	41,446
Total Non-Controlling Interest	**861,346**	**3,889,448**

1 *On 23 June 2021, Codrus Minerals Limited ("Codrus") successfully listed on the ASX following an $8m IPO through the issue of 40 million shares at $0.20 raising $8m before costs.*

The transaction was accounted for as an equity transaction with the NCI resulting in the following:

Proceeds raised	8,000,000
Net assets attributable to NCI	(4,839,733)
Increase in equity attributable to parent	3,160,267

21. Significant party owned subsidiary - Codrus Minerals Limited

On 23 June 2021, Codrus Minerals Limited ("Codrus") successfully listed on the ASX in an $8m IPO through the issue of 40 million shares at $0.20 raising $8m (before costs) and a further 35,000,000 shares to Blackstone as consideration for the spin-out from the Blackstone Group. As at 30 June 2022, Blackstone owned 46.67% of Codrus shares (2021: 46.67%). Codrus is a listed public company limited by shares, incorporated and domiciled in Australia. The principal activity of Codrus during the year was mineral exploration.

Statutory and regulatory restrictions and the protective rights of the NCI restrict the ability of the Company to access or use the assets of Codrus – see Note 7.

21. Significant party owned subsidiary - Codrus Minerals Limited (continued)

The summarised financial information of Codrus is provided below. This information is based on amounts before inter-company eliminations but after consolidation procedures in order to harmonise the subsidiary's accounting policies with those of the Group and to eliminate unrealised profits and losses on intercompany transactions.

	2022 $	2021 $
Summarised Statement of Financial Position		
Assets		
Current assets	4,180,379	7,529,713
Non-current assets	1,634,374	1,600,000
Total assets	**5,814,753**	**9,129,713**
Current liabilities	301,603	278,027
Total liabilities	**301,603**	**278,027**
Equity		
Contributed equity	11,183,704	11,162,247
Reserves	1,718,216	983,101
Accumulated losses	(7,388,770)	(3,293,662)
Total equity	**5,513,150**	**8,851,686**
Attributable to:		
Equity holders of parent	2,020,207	3,921,380
Non-controlling interest	3,492,943	4,930,306
	5,513,150	**8,851,686**
Summarised Statement of Profit or Loss		
Other incomes	1,087	-
Exploration expenditure	(2,556,013)	(392,863)
Other expenses	(1,540,182)	(1,162,702)
Loss before income tax	**(4,095,108)**	**(1,555,565)**
Attributable to:		
Equity holders of parent	(1,911,051)	(1,024,690)
Non-controlling interest	(2,184,057)	(530,875)*
	(4,095,108)	**(1,555,565)**
Commitments (Exploration commitments)		
Not longer than one year	337,974	347,974
Longer than one year, but not longer than five years	774,614	836,784
Longer than five years	-	-
	1,112,588	**1,184,758**

** Non-controlling interest in loss for the period from 23 June 2021 to 30 June 2021.*

22. Financial Instruments, Risk Management Objectives and Policies

The Group's principal financial instruments comprise cash, short-term deposits and investments in listed securities. The main purpose of the financial instruments is to earn the maximum amount of interest at a low risk to the Group. The Group also has other financial instruments such as trade and other receivables and trade and other payables which arise directly from its operations. For the period under review, it has been the Group's policy not to trade in financial instruments.

The main risks arising from the Group's financial instruments are interest rate risk, liquidity risk, credit risk, foreign currency risk and equity price risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below:

(a) Interest Rate Risk

The Group's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates and the effective weighted average interest rate for each class of financial assets and financial liabilities comprises:

Consolidated	Weighted Average Interest Rate	Floating Interest Rate	Fixed Interest	Non-interest bearing	Total
	%	$	$	$	$
2021					
Financial Assets					
Cash and cash equivalents	0.41%	12,537,416	-	9,263,498	21,800,914
Receivables - current	0.00%	-	-	1,050,318	1,050,318
Other financial assets - non-current	0.22%	-	114,964	-	114,964
		12,537,416	**114,964**	**10,239,588**	**22,891,968**
Financial Liabilities					
Trade & other payables - current	0.00%	-	-	4,381,515	4,381,515
Lease Liabilities	5.50%	-	296,270	-	296,270
		-	**296,270**	**4,381,515**	**4,677,785**

22. Financial Instruments, Risk Management Objectives and Policies (continued)

Consolidated	Weighted Average Interest Rate	Floating Interest Rate	Fixed Interest	Non-interest bearing	Total
	%	$	$	$	$
2022					
Financial Assets					
Cash and cash equivalents	0.29%	38,661,008	-	2,091,502	40,752,510
Trade & other receivables - current	0.00%	-	-	2,184,905	2,184,905
Other financial assets - non-current	0.15%/0.25%	-	315,075	-	315,075
		38,661,008	**315,075**	**4,276,407**	**43,252,490**
Financial Liabilities					
Trade & other payables - current	0.00%	-	-	4,227,397	4,227,397
Lease liabilities	4.75%	-	699,232	-	699,232
		-	**699,232**	**4,227,397**	**4,926,629**

(b) Group sensitivity analysis

The entity's main interest rate risk arises from cash and cash equivalents with variable interest rates. At 30 June 2022, the group had $40,752,510 of cash and cash equivalents (includes $4,060,645 of cash held by Codrus Minerals Limited) and any exposure to changes in interest rate on cash is immaterial to the profit or loss and Equity of the Group.

(c) Liquidity risk

The group manages liquidity risk by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Due to the dynamic nature of the underlying businesses, the group aims at ensuring flexibility in its liquidity profile by maintaining the ability to undertake capital raisings. Funds in excess of short term operational cash requirements are generally only invested in short term bank bills.

The maturity date for all payables is one year or less from balance date other than $423,251 (2021: $138,025) of lease liabilities which are payable over a period greater than one year.

(d) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. The group has adopted the policy of only dealing with credit worthy counterparties and obtaining sufficient collateral or other security where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group holds significant balances of cash with counterparties that are reputable banks in Australia and Vietnam, none of whom present significant credit risk. The carrying amount of financial assets recorded in the financial statements, net of any provisions for losses, represents the group's maximum exposure to credit risk.

22. Financial Instruments, Risk Management Objectives and Policies (continued)

(e) Foreign currency risk

The Group is exposed to currency risk arising from exchange rate fluctuations on purchases that are denominated in currency other than the respective functional currencies of the Group entities, primarily the Australian Dollar (AUD), United States Dollar (USD) and the Canadian (CAD). The currencies in which these transactions are primarily denominated in are AUD, USD and CAD. The Group does not have a hedging policy in place.

At 30 June 2022, the group had the following financial assets and financial liabilities domiciled in both Canadian and USD as follows:

	Canada - CAD	Vietnam - USD
Currency	AUD Equivalent	AUD Equivalent
Financial Assets	43,481	1,482,021
Financial Liabilities	8,057	1,835,725
Net Financial Assets/(liabilities)	35,424	(353,704)

(f) Equity price risk

The Group's listed equity investments are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Group manages the equity price risk through diversification and by placing limits on individual and total equity instruments. Reports on the equity portfolio are submitted to the Group's senior management on a regular basis. The Group's Board of Directors reviews and approves all equity investment decisions. At the reporting date, the exposure to listed equity investments at fair value was $12,878,310 as per Note 13.

The changes in fair values of the equity investments held are strongly positively correlated with changes of the ASX and TSX-V market indices. The Group has determined that an increase/(decrease) of 10% of the ASX index could have an impact of approximately $1,187,000 increase/(decrease) on the income and equity attributable to the Group and an increase/(decrease) of 10% of the TSX-V market index could have an impact of approximately $100,500 increase/(decrease) on the income and equity attributable to the Group.

22. Financial Instruments, Risk Management Objectives and Policies (continued)

(g) Net fair value

The carrying value and net fair values of financial assets and liabilities at balance date are:

2021	Carrying Amount $	Net fair Value $
Financial assets		
Cash and cash equivalents	21,800,914	21,800,914
Receivables - current	1,050,318	1,050,318
Other financial assets - non-current	114,964	114,964
Investments in listed entities	-	-
	22,966,178	**22,966,178**
Financial Liabilities		
Trade and other payables - current	4,381,515	4,381,515
	4,381,515	**4,381,515**

2022	Carrying Amount $	Net fair Value $
Financial assets		
Cash and cash equivalents	40,752,510	40,752,510
Receivables - current	2,184,905	2,184,905
Other financial assets - non-current	315,075	315,075
Investments in listed entities	12,878,310	12,878,310
	56,130,800	**56,130,800**
Financial Liabilities		
Trade and other payables - current	4,227,397	4,227,397
	4,227,397	**4,227,397**

23. Earnings per Share

		Consolidated	
		2022 $	2021 $ (Restated – Note 33)
(a)	Loss		
	Loss used in the calculation of basic EPS	(31,938,576)	(15,880,279)
(b)	Weighted average number of ordinary shares ("WANOS")		
	WANOS used in the calculation of basic earnings per share:	410,131,223	308,845,672
(c)	Loss per share (in cents)	(7.8)	(5.1)

Diluted loss per share is considered to be the same as the basic loss per share, as the potential ordinary shares on issue are anti-dilutive and have not been applied in calculating dilutive loss per share.

(d) The balance of unexercised options and rights at the end of the period is 10,518,427 (2021: 13,650,000). As the Company incurred a loss for each year presented, these options and performance rights are anti-dilutive and are not included in the determination of diluted earnings per share for the current and comparative periods.

24. Cash Flow Information

		Consolidated	
		2022 $	2021 $ (Restated – Note 33)
(a)	Reconciliation of cash flows from operating activities with loss from ordinary activities after income tax:		
	(Loss) from ordinary activities after income tax	**(35,542,567)**	**(17,179,625)**
	Revaluation of listed investments	(3,280,235)	-
	Depreciation	1,124,077	804,557
	Interest on right of use asset	23,134	17,626
	Share based payments	2,578,305	2,570,248
	Non-cash exploration costs	-	140,000
	Foreign currency differences	148,483	71,217
	Changes in assets and liabilities:		
	Decrease in operating receivables & prepayments	(2,346,970)	1,075,426
	(Increase) in capitalised exploration expenditure	(1,960)	-
	Increase /(Decrease) Increase in operating trade and other payables	1,210,971	(2,572,815)
	Increase/(Decrease) in employee provisions	263,158	75,310
	Net cash (used in) Operating Activities	**(35,823,604)**	**(14,998,056)**
(b)	Non-cash investing and financing		
	During the 30 June 2022 and 30 June 2021 financial years, there were no significant non-cash financing and investing activities.		

25. Commitments

(a) Exploration commitments

Not longer than one year	412,670	504,480
Longer than one year, but not longer than five years	2,058,482	2,145,073
Longer than five years	-	-
	2,471,152*	2,649,553*

*Excludes exploration commitments related to the Codrus Minerals Limited and it's subsidiaries. A table of Codrus' commitments for each reporting period has been disclosed in Note 21.

In order to maintain rights of tenure to mining tenements subject to these agreements, the group would have the above discretionary exploration expenditure requirements up until expiry of leases. These obligations, which are subject to renegotiation upon expiry of the leases, are not provided for in the financial statements and are payable per the above maturities. If the Company decides to relinquish certain leases and/or does not meet these obligations, assets recognised in the statement of financial position may require review to determine the appropriateness of carrying values. The sale, transfer or farm-out of exploration rights to third parties will reduce or extinguish these obligations.

(b) Lease commitments: group as lessee

The Company as sole tenant, entered into a non-cancellable lease for its head office. The option was exercised to extend the lease from 10 July 2020 for a further 3 years as requested by the Company as lessee. On 30 June 2022, the ownership of this lease was transferred out of the Group, and therefore accounted for accordingly at 30 June 2022.

On 1 January 2022, the Company, as either joint or sole tenant, entered into a non-cancellable lease for the head office for 3 years.

The lease commitments have been accounted for as a right of use assets as at 30 June 2022 and the corresponding lease liability accounted for under AASB 16 Leases.

(c) Contingent consideration payable

North America - Gold Bridge

The Company has the following contingent liabilities and commitments as part of the consideration payable for the acquisition of the Gold Bridge Project (Little Gem Gold-Cobalt) Project, the Company will be required to pay the following royalties upon commencement of mining:

i. in respect of the first 10,000 tonnes of ore mined from the Project, a 20% net profits interest and a 1% Net Smelter Return (NSR) royalty shall be payable to the current owner of the Little Gem Gold-Cobalt Project; and an NSR royalty equal to 2.5% thereafter (over 10,000 tonnes) shall be payable to the current owner of the Little Gem Gold-Cobalt Project.

Under the Cartier Option Agreement acquired as part of Cobalt One Energy Corp acquisition is a Net Smelter Royalty of 2% and Net Smelter Returns Royalty on the Mineral Claims.

25. Commitments (continued)

Oregon, United States - Record Mine

On 29th of January 2019, the Company entered into an agreement to acquire tenements in Oregon, United States known as the Record Mine, for an option fee of US$20,000 payable on agreement, with an option fee payable annually on 1 February each year for four years for US$25,000 per year (included in exploration commitments per 22 (a)). After the fourth year the purchase price is contingent upon the option being exercised for a total payment of US$1 million dollars. The holding of the record mine was transferred to Codrus Minerals Limited as part of the spin-out from Blackstone along with all commitments.

Owners shall retain Net Smelter Royalty (NSR) equal to 1.5% and shall be payable to the current owner of the Record mine in Oregon USA.

26. Events Occurring After Balance Date

- On 8 July 2022, the Company announced the issue of 6,000,000 unlisted options issued to corporate advisors Harp Capital with an exercise price of $0.28 per option.
- On 12 August 2022, the Company announced the issue of 1,777,660 ordinary fully paid shares were issued upon conversion of 477,660 Short Term Zero Exercise Price Options and 1,300,000 performance options with an exercise price of $0.001 per share. The Incentives were awarded to key management personnel and employees in 2021 under the Performance Rights and Options Plan approved by shareholders on 29 November 2021.

There are no further post balance date events.

27. Segment Information

(a) Description of segments

Management has determined the operating segments based on the reports reviewed by the chief operating decision maker that are used to make strategic decisions. For the purposes of segment reporting the chief operating decision maker has been determined as the Board of directors. The amounts provided to the Board of directors with respect to total assets and profit or loss is measured in a manner consistent with that of the financial statements. Assets are allocated to a segment based on the operations of the segment and the physical location of the asset.

The Board monitors the entity primarily from a geographical perspective, and has identified three operating segments, being exploration for mineral reserves within Australia, North America and Vietnam.

(b) Segment information provided to the Board of directors

The segment information provided to the Board of directors for the reportable segments is as follows:

27. Segment Information (continued)

(b) Segment information provided to the Board of directors (continued)

Consolidated	North America $ (Restated - Note 33)	Vietnam $ (Restated - Note 33)	Australia $ (Restated - Note 33)	Unallocated $ (Restated - Note 33)	Total $ (Restated - Note 33)
2021 (Restated)					
Interest revenue	-	25,072	-	52,175	77,247
Other income	-	6,928	-	737,274	744,202
Total segment revenue and other income	**-**	**32,000**	**-**	**789,449**	**821,449**
Depreciation and amortisation expense	-	-	-	(804,557)	(804,557)
Total segment loss before income tax	**(228,339)**	**(7,258,801)**	**(392,863)**	**(9,299,622)**	**(17,179,625)**
Total segment assets	**5,999,284**	**1,377,742**	**1,600,000**	**27,225,176**	**36,202,202**
Total segment liabilities	**(50,187)**	**(3,648,893)**	**-**	**(1,794,278)**	**(5,493,358)**

Consolidated	North America $	Vietnam $	Australia $	Unallocated $	Total $
2022					
Interest revenue	-	2,684	-	33,216	35,900
Other income	482,671	282,293	-	540,287	1,305,251
Total segment revenue and other income	**482,671**	**284,977**	**-**	**573,503**	**1,341,151**
Depreciation and amortisation expense	-	-	-	(1,124,077)	(1,124,077)
Total segment loss before income tax	**(529,779)**	**(13,679,071)**	**(2,556,013)**	**(18,777,704)**	**(35,542,567)**
Total segment assets	**6,340,537**	**4,333,823**	**1,600,000**	**7,855,332**	**70,129,692**
Total segment liabilities	**(8,057)**	**(3,385,773)**	**-**	**(3,223,159)**	**(6,616,989)**

Significant unallocated assets include: cash and cash equivalents $40,752,510 (30 June 2021: $21,800,914), trade and other receivables $2,184,905 (30 June 2021: $1,050,318) and plant & equipment $4,528,391 (30 June 2021: $5,027,417)

Significant unallocated liabilities include: trade and other payables $2,413,899 (30 June 2021: $1,370,759)

(c) Measurement of segment information

All information presented in part (b) above is measured in a manner consistent with that in the financial statements.

28. Related Party Transactions

(a) Parent entity

The ultimate parent entity within the group is Blackstone Minerals Limited.

(b) Subsidiaries

Interests in subsidiaries are set out in Note 31.

(c) Key Management Personnel compensations

	Consolidated	
	2022 $	2021 $ (Restated)
Key Management Personnel Compensation within the Group		
Blackstone Minerals Limited		
Short-term employee benefits	1,346,804	901,001
Post-employment benefits	92,400	60,692
Share-based payments – Options and Rights	522,533	527,187
Total key management personnel compensation	**1,961,737**	**1,488,880**

(d) Transactions with entities with joint KMPs

The following transactions occurred with a party where both the Company and the party shared KMPs during the reporting period:

		2022 $	2021 $
	Recharges to entities with joint KMP		
(i)	Recharge of rent and shared office costs		
	Recharges to Venture Minerals Limited	170,167	281,798
	Purchases from entities with joint KMP		
(ii)	Shared office costs and other supplier services on arms' length terms:		
	Payments to Venture Minerals Limited	10,908	163,939
(iii)	Balances outstanding to entities with joint KMP		
	Venture Minerals Limited	–	17,605

Mr Radonjic is a Director of Venture Minerals Limited which shares office and administration service costs on normal commercial terms and conditions.

Mr Halliday was a Non-Executive Director of Venture Minerals Limited until 26 November 2021, which shares either office and administration service costs on normal commercial terms and conditions.

Details of remuneration disclosures are included in the Remuneration Report on pages 47 to 67.

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29. Share Based Payments

(a) Fair value of listed options granted

There are no listed options on issue.

(b) Fair value of zero exercise price options grated to Employees

During the period, the Company issued 6,805,962 zero exercise price options ("ZEPOs") to employees over three classes/tranches, Short Term Incentives ("STI"), Long Term Incentives ("LTI") and Retention, under the vesting conditions as specified in the table below.

The fair value for all tranches at grant date is determined using a Black Scholes Model applying the following inputs:

- Weighted average exercise price of $0.000;
- Weighted average life of the option (years) of 5;
- Weighted average underlying share price: refer below for each tranche;
- Expected share price volatility of 85%;
- Weighted average risk-free interest rate between 0.87% & 1.35%.

Volatility is calculated based on share price history of the company and used as the basis for determining expected share price volatility. The expected volatility reflects the assumptions that the historical volatility over a period similar to the life of the options is indicative of future trends which may not be the actual outcomes. The life of the options is agreed upon by the Board to ensure long term goal congruence between Directors, Management and Shareholders.

29. Share Based Payments (continued)

Class	Milestones	Description of milestones	Vesting Date***	Number issued	Grant Date	Exercise Price $	Underlying Share Price on Grant Date $	Total Fair Value $	Share based payment expense recognised during the period $
BSXOPT10	Short Term Incentives – Tranche 1	Complete life cycle carbon analysis on integrated upstream and downstream PFS for the Ta Khoa Project demonstrating NCM production impact (Kg CO2 eq/Kg NCM) in lowest 50th percentile of similar producers. The analysis will be completed with reference to an independent third party report	30 June 2022	559,452	7 Oct 2021	0.000	0.470	262,942	246,915 *
			30 June 2022	88,385	29 Nov 2021	0.000	0.570	50,380	50,380
BSXOPT10	Short Term Incentives – Tranche 2	Completion of Phase One Pilot Plant Program for the Downstream Refinery (Ta Khoa Project) to supply battery grade sample products to potential downstream partners.	30 June 2022	1,118,910	7 Oct 2021	0.000	0.470	525,888	– **
			30 June 2022	220,963	29 Nov 2021	0.000	0.570	125,949	– **
BSXOPT10	Short Term Incentives – Tranche 3	Achieve a JORC compliant resource of 500,000 tonnes (inferred and indicated) of Nickel or metal equivalents reported in accordance with clause 50 of JORC code, for the Ta Khoa Project and greater than 50% conversion of Resource to Reserve.	30 June 2022	559,452	7 Oct 2021	0.000	0.470	262,942	246,915*
			30 June 2022	132,577	29 Nov 2021	0.000	0.570	75,569	75,569
				2,679,739				**1,303,670**	**619,779**

* *Prior to vesting, the value of options related to employees who resigned and therefore forfeited the options were reversed out from share-based payments expenses. 34,101 options from Tranche 1 and 34,101 options from Tranche 3 related to those employees were cancelled following 30 June 2022.*

** *The vesting conditions of STI Tranche 2 had not been met as at the 30 June 2022 measurement date, and therefore the options were cancelled following 30 June 2022. The accumulated value attributed to those options was reversed out through share-based payments expense recorded during the period.*

*** *The holder must be in service at the vesting date*

29. Share Based Payments (continued)

Class	Milestones	Description of milestones	Vesting Date***	Number issued	Grant Date	Exercise Price $	Underlying Share Price on Grant Date $	Total Fair Value $	Share based payment expense recognised during the period $
BSXOPT11	Long Term Incentives – Tranche 1	Securing a binding downstream offtake and a downstream partner to develop the Ta Khoa Project	30 Jun 2023	441,676	7 Oct 2021	0.000	0.470	207,588	-*
			30 Jun 2023	176,771	29 Nov 2021	0.000	0.570	100,759	-*
BSXOPT11	Long Term Incentives – Tranche 2	Achieve a final investment decision and commence development of the Ta Khoa Project	30 Jun 2023	441,676	7 Oct 2021	0.000	0.470	207,588	-*
			30 Jun 2023	176,771	29 Nov 2021	0.000	0.570	100,759	-*
BSXOPT11	Long Term Incentives – Tranche 3	· Zero fatalities at the Ta Khoa Project · Total Recordable Incident Frequency Rate target is 30% off 3.9% = 3% · Zero material breaches of any permits · A net zero carbon DFS (Scope 1 and 2 emissions)	30 Jun 2023	441,676	7 Oct 2021	0.000	0.470	207,588	197,841**
			30 Jun 2024	176,771	29 Nov 2021	0.000	0.570	100,759	100,759
BSXOPT11	Long Term Incentives – Tranche 4	Proportional vesting will occur based on the Absolute Total Shareholder Return ("ATSR") from 1 July 2021 to 30 June 2024 (the "Measurement Period")	30 Jun 2024	441,676	7 Oct 2021	0.000	0.470	69,210	17,598**
			30 Jun 2024	176,771	29 Nov 2021	0.000	0.570	33,593	7,580
BSXOPT11	Long Term Incentives – Tranche 5	Proportional vesting will occur where the Relative Total Shareholder Return ("RTSR") exceeds the median TSR over the Measurement Period from 1 July 2021 and 30 June 2024 of the selected peer group (See Notice of Meeting 26/10/2021).	30 Jun 2024	441,676	7 Oct 2021	0.000	0.470	69,210	17,598**
			30 Jun 2024	176,771	29 Nov 2021	0.000	0.570	33,593	7,580
				3,092,235				**1,130,647**	**348,957**

* *As at reporting date, no value was expensed as the Company assessed that the most likely outcome as at 30 June 2022 was that none of the instruments will vest (i.(e) probability of less than 50%). Following 30 June 2022, 29,397 options related to Tranche 1 and 29,397 options related to Tranche 2 issued to employees who resigned prior to 30 June 2022 have been cancelled. No value was previously recorded against those options cancelled*

** *As the options have not yet vested, the value of options related to employees who resigned and therefore forfeited the options were reversed out from the share-based payments. 29,397 options from Tranche 3, 29,397 options from Tranche 4 and 29,397 options from Tranche 5 related to those employees were officially cancelled following 30 June 2022.*

*** *The holder must be in service at the vesting date*

29. Share Based Payments (continued)

Class	Milestones	Description of milestones	Vesting Date	Number issued	Grant Date	Exercise Price $	Underlying Share Price on Grant Date $	Total Fair Value $	Share based payment expense recognised during the period $
BSXOPT12	Retention	18 Months Retention	18 months from issue date	1,033,988	7 Oct 2021	0.000	0.470	485,974	199,224*
				1,033,988				**485,974**	**199,224**

* *As the options have not yet vested, the value of options related to employees who resigned, and therefore forfeited the options, were reversed out from the share-based payments expense. Following 30 June 2022, 162,323 options related to employees who resigned prior to 30 June 2022 were officially cancelled*

(c) Fair value of performance rights granted to its Managing Directors, Employees and Consultants by Codrus Minerals Limited

During the year, Codrus issued 7,100,000 performance rights to its employees and consultants subject to various performance conditions. The share based payments expense recognised during the year related to the rights was $372,785 as per the below table.

The fair value for all the performance rights at grant date is determined using = the following inputs:

- Underlying share price on date of grant: $0.200 / $0.140
- CDRPRA – Market based condition discounted for assessed probability of vesting of 50%, determined by management of Codrus
- Weighted average life of the option (years) of 5;
- Weighted average underlying share price: refer below for each tranche;

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29. Share Based Payments (continued)

Class	Milestones	Description of milestones**	Number issued	Grant Date	Exercise Price $	Underlying Share Price on Grant Date $	Total Fair Value $	Share based payment recognised during the period $
CDRPRA	Performance & Market Based	(a) Codrus shares achieving a VWAP per share of $0.40 or more calculated over any 20 consecutive trading days on which days are on which trades in the shares are recorded on the ASX; and;	1,100,000	23 Jul 2021	0.000	0.200	110,000	103,068
		(b) The holder completing 12 months of continous employment at the company	1,350,000	3 Dec 2021	0.000	0.140	94,500	85,131
CDRPRB	Performance & Non-Market	(a) Codrus achieving, in respect of any mining tenements or projects it hold an interest in at the issue date of the performance rights or acquires at any date in the future, a drill result greater or equal to: i. A 30, gram x metre gold intersection (with a minimum cut-off grade of 0.2 g/t Au); or	1,200,000	23 Jul 2021	0.000	0.200	240,000	112,438
		ii. A 10, % x metre Nickel intersection (with a minimum cut off grade of 0.2%/t Ni); or iii. A 18, % x metre Copper intersection (with a minimum cut off grade of 0.3%/t Cu) (b) The holder completing 24 months of continuous employment at the Company	1,800,000	3 Dec 2021	0.000	0.140	252,000	72,148
CDRPRC	Performance & Non-Market	Codrus achieving a JORC compliant inferred mineral resource estimate of either: (a) 500,000 ounces of Gold, with a minimum cut off grade of 0.2g/t Au; or (b) 50,000 tonnes of Nickel, with a minimum cut off grade of 0.2% Ni; or	300,000	23 Jul 2021	0.000	0.200	-*	-*
		(c) 90,000 tonnes of Copper, with a minimum cut off grade of 0.3% Cu. In respect of any mining tenements or projects it holds an interest in at the issue date of the performance rights or acquires at any date in the future, as signed off by an independent geologist	1,350,000	3 Dec 2021	0.000	0.140	-*	-*
			7,100,000				**696,500**	**372,785**

* *Codrus management has assessed the probability of achieving the vesting conditions as less than 50%, and therefore no value has been attributed to these rights or recognised during the years*

** *For each of the above awards, the holder must be in service at the vesting date*

29. Share Based Payments (continued)

(d) Share-Based Payments recognised for options issued by Blackstone in prior years.

During the year, $650,230 of share based payments was recognised for unlisted options issued by Blackstone in the previous years, which were being amortised over their relevant vesting periods.

(e) Share-Based Payments recognised for options issued by Codrus in prior years.

During the year, $362,330 of share based payments was recognised for unlisted options issued by Codrus in the previous years, which were being amortised over their relevant vesting periods.

Total share-based payment transactions recognised during the year are set out below.

	30 June 2022 $	30 June 2021 $
Share based payments expense		
Options issued to Blackstone directors, employees and consultants1	1,843,190	1,296,768
Options issued to Codrus directors, employees and consultants2	735,115	571,081
Options issued to Blackstone Corporate Advisors	-	290,379
Options issued to Codrus Corporate Advisors	-	412,020
Total Share based payments expense	**2,578,305**	**2,570,248**

A portion of the share based payments expenses for both 30 June 2022 and 30 June 2021, represent the expense related to the options issued in prior years that relate to current period of service for employees, directors and consultants.

1 *Expenses relating to Options issued during FY2022: $1,192.960 (30 June 2021: $878,801); Expenses relating to Options issued in prior period: $650,230 (30 June 2021: $417,967)*

2 *Expenses relating to Options issued during FY2022: $372,785 (30 June 2021: $571,081) ; Expenses relating to Options issued in prior period: $362,330 (30 June 2021: $Nil)*

30. Contingent Liabilities

There are no contingent liabilities outstanding at the end of the year, other than those disclosed in Note 25.

31. Subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1(b):

Name of entity	Country of incorporation	Class of Shares	Equity Holding[A] 2022 %	Equity Holding[A] 2021 %
Codrus Minerals Limited (Formerly Black Eagle (WA) Pty Ltd)[B]	Australia	Ordinary	46.67[C]	46.67[C]
Blackstone Minerals (Canada) Pty Ltd	Australia	Ordinary	100	100
Black Eagle (US) LLC[B]	United States	Ordinary	46.67	46.67
Cobalt One Energy Corp	Canada	Ordinary	100	100
AMR Nickel Limited	Cook Islands	Ordinary	100	100
Ban Phuc Nickel Mines Limited	Vietnam	Ordinary	90	90

A The proportion of ownership interest is equal to the proportion of voting power held.

B Black Eagle (US) LLC is a wholly owned subsidiary of Codrus Minerals Limited.

C See Note 2 for key judgement regarding de facto control

32. Parent Entity Information

		Consolidated 2022 $	Consolidated 2021 $ (Restated – Note 33)
(a)	Assets		
	Current assets	35,547,187	14,466,228
	Non-current assets	26,761,603	13,482,766
	Total assets	**62,308,790**	**27,948,994**
(b)	Liabilities		
	Current liabilities	2,534,092	1,257,448
	Non-current liabilities	417,747	258,804
	Total liabilities	**2,951,839**	**1,516,252**
(c)	Equity		
	Contributed equity	127,365,109	61,360,347
	Reserves	5,095,467	3,252,277
	Accumulated losses	(73,103,626)	(38,179,882)
	Total equity	**59,356,950**	**26,432,742**
(d)	Total Comprehensive loss for the year		
	Loss for the period after income tax	(34,923,744)	(15,706,611)
	Other comprehensive income for the year	-	-
	Total comprehensive loss for the year	**(34,923,744)**	**(15,706,611)**
(e)	The parent entity has not guaranteed any loans for any entity during the year.		
(f)	The parent entity has no contingent liabilities at the end of the financial year.		

33. Restatements of Prior Periods

i. Restatements associated with the Group's acquisition of AMR Nickel Limited

During the year ended 30 June 2022, the Group reviewed the accounting applied for the acquisition of the 100% interest in AMR Nickel Limited ("AMRN"), which owns 90% of Ban Phuc Nickel Mines Limited ("BPNM"), in the financial statements for the year ended 30 June 2020 financial year and the accounting applied in subsequent years.

In the consolidated financial statements for the year ended 30 June 2020, the Company accounted for the acquisition of AMRN and BPNM as a business combination. The Group gained control of these entities after exercising an option it held to acquire the 100% interest in AMRN. Upon review, the Group identified that this transaction should have been accounted for as an asset acquisition on the basis that the net assets acquired within the two legal entities, which relate to the Ta Khoa Nickel Project, did not meet the definition of a business. As such, the value of the consideration paid should have been allocated to individual identifiable assets acquired and liabilities assumed on a relative fair value basis. Furthermore, as an asset acquisition, the initial recognition exemption for deferred tax liabilities applies.

Accordingly, the discount on acquisition of $1,722,326 and a deferred tax liability of $2,337,918 recognised in the consolidated financial statements for the year ended 30 June 2020 have been reversed. In addition, expenditure incurred by the Group during the option period prior to gaining control of the two entities in the amount of $2,737,165 has been expensed in accordance with the Group's accounting policy for exploration and evaluation expenditure. This expenditure was previously included in the total cost of the acquisition. These adjustments reduced the value of the Plant acquired, which was considered to be the principal asset, and have increased accumulated losses

Following the initial accounting, adjustments have also been made in subsequent reporting periods to reverse deferred tax movements, account for translation differences, restate the depreciation charge on the Plant and recognised the NCI interest therein.

The full effect of the restatement on 30 June 2020 balances, by major category, are disclosed in the table below as adjustment (i). In addition, the effect of the restatement on balances and transactions reported as at 30 June 2021 are demonstrated in a separate table below.

Restatements relating to the Group's interest in Codrus Minerals Limited and associated transactions

ii. Restatement of historical acquisition costs related to tenements transferred to Codrus.

In the 2021 financial statements, the Group accounted for the dilution of its interest in Codrus following Codrus' successful issue of shares and listing on the ASX ("IPO"). As part of the transaction, the Company received 35,000,000 shares in Codrus as consideration for the project and tenements that were transferred to Codrus (previously a wholly owned subsidiary). The Group and Company had recognised $1,600,000 in acquisition costs relating to these tenements in 2017, which were carried as an asset in accordance with the Group's accounting policy.

33. Restatements of Prior Periods (continued)

Following the IPO, the Group wrote this asset off on the basis the Company no longer held these tenements. Upon reviewing the transaction, the Group has determined that the acquisition costs related to these tenements should not have been written off in financial year ended 30 June 2021 as the Group maintained control of Codrus. Accordingly, an adjustment has been recognised to increase Exploration Assets and decrease accumulated losses within the Group by an amount of $1,600,000.

The entry is tabled below as adjustment (ii).

iii. Restatements relating to the calculation of the non-controlling interest in Codrus

In the consolidated financial statements for the year ended 30 June 2021, the Company consolidated Codrus notwithstanding the dilution of its interest in the controlled entity. As part of the transaction, the Group recognised an NCI which holds 53.33% of Codrus.

In reviewing the accounting applied to the transaction, the full IPO proceeds net of transaction costs were allocated to the NCI in the consolidated statement of financial position. In accordance with the Accounting Standards, when the proportion of equity held by an NCI changes, the Group should have adjusted the carrying amount of the NCI in the consolidated statement of financial position to reflect the NCI's relative interest in the net assets of Codrus. Any difference between the amount by which the NCI is adjusted and the value of the consideration received for the shares issued should have been recognised in equity and attributed to the owners of the parent. According, an amount of $3,160,267 has been transferred from the NCI to an equity reserve.

In addition, the loss for the year ended 30 June 2021 attributable to the NCI in Codrus was incorrectly calculated as it was based on Codrus' reported results for the full year ended 30 June 2021, rather than on the consolidated results of Codrus from 23 June 2021 (the date on which the NCI arose) to 30 June 2021.

As a result, the calculation of the NCI was adjusted to reduce its allocated share of the 30 June 2021 loss of Codrus by $2,946,381. The net impact of these restatements on the restated 1 July 2021 NCI was a reduction of $213,786.

A summary of the entries is tabled below as adjustment (iii).

iv. Restatement of share-based payment reserve and non-controlling interest for equity instruments issued by Codrus

Included in the Codrus loss for the year ended 30 June 2021, was $983,101 of share-based payments recognised in relation to options and performance rights issued to Directors, employees and corporate advisors. Whilst the costs were split between the parent entity interest and the NCI based on the holding percentages (Blackstone 46.67%, NCI 53.33%), the Group has identified that the credit entry amounting to $983,101 should be recognised within NCI in equity, rather than the option reserve for the Group.

The entry is tabled below as adjustment (iv).

33. Restatements of Prior Periods (continued)

Restatement of comparative financial information as at 1 July 2020

	1 July 2020 previously disclosed $	Adjustment (i) $	1 July 2020 Restated $
Impact on consolidated financial statement of financial position			
Property, plant and equipment	11,512,910	(6,041,383)	5,471,527
Exploration and evaluation assets	7,931,498	-	7,931,498
Total Assets	**28,958,018**	**(6,041,383)**	**22,916,635**
Deferred tax liabilities	2,337,918	(2,337,918)	-
Total Liabilities	**10,924,599**	**(2,337,918)**	**8,586,681**
Net Assets	**18,033,419**	**(3,703,463)**	**14,329,956**
Foreign currency translation reserve	(311,151)	766,158	455,007
Total Reserves	**1,353,979**	**766,158**	**2,120,137**
Accumulated losses	(21,380,716)	(4,459,491)	(25,840,207)
Total Equity attributable to owners	**18,145,004**	**(3,693,333)**	**14,451,671**
Non-controlling interest	(111,584)	(10,131)	(121,715)
Total Equity	**18,033,419**	**(3,703,463)**	**14,329,956**

33. Restatements of Prior Periods (continued)

Restatement of comparative financial information as at 30 June 2021

	1 July 2021 previously disclosed $	Adjustment (i) $	Adjustment (ii) $	Adjustment (iii) $	Adjustment (iv) $	1 July 2021 Restated $
Impact on consolidated financial statement of financial position						
Property, plant and equipment	11,096,604	(5,999,443)			-	5,097,161
Exploration and evaluation assets	5,800,000	-	1,600,000	-	-	7,400,000
Total Assets	**40,601,645**	**(5,999,443)**	**1,600,000**	**-**	**-**	**36,202,202**
Deferred tax liabilities	2,225,478	(2,225,478)	-	-	-	-
Total Liabilities	**7,718,838**	**(2,225,480)**	**-**	**-**	**-**	**5,493,358**
Foreign currency translation reserve	9,324	757,666	–	–	–	766,990
Option reserve	4,235,378	-	-	-	(983,101)	3,252,277
Equity reserve	-	-	-	3,160,267	-	3,160,267
Total Reserves	**4,244,702**	**757,666**		**3,160,267**	**(983,101)**	**7,179,534**
Accumulated losses	(35,839,819)	(4,534,186)	1,600,000	(2,946,481)	**-**	(41,720,486)
Total Equity attributable to owners	**29,765,231**	**(3,776,520)**	**1,600,000**	**213,786**	**(983,101)**	**26,819,396**
Non-controlling interest	3,117,576	2,557	-	(213,786)	983,101	3,889,448
Total Equity	**32,882,807**	**(3,773,963)**	**1,600,000**	**-**	**-**	**30,708,844**
Impact on consolidated statement of profit or loss and other comprehensive income						
Write-off of exploration and evaluation asset	(1,600,000)	-	1,600,000	-	-	-
Depreciation expense	(725,197)	41,940	-	-	-	(683,257)
(Loss) before tax	**(18,821,566)**	**41,941**	**1,600,000**			**(17,179,625)**
Income tax benefit	112,440	(112,440)	-	-	-	-
(Loss) for the year	**(18,709,126)**	**(70,501)**	**1,600,000**	**-**	**-**	**(17,179,625)**
Total Comprehensive loss	**(18,355,696)**	**(70,500)**	**1,600,000**	**-**	**-**	**(16,826,196)**
Total Comprehensive loss attributable to:						
Non-controlling interest	(4,217,068)	12,687	-	2,946,481	-	(1,257,900)
Owners of Blackstone Minerals Limited	(14,138,628)	(83,187)	1,600,000	(2,946,481)	-	(15,568,296)
	(18,355,696)	**(70,500)**	**1,600,000**	**-**	**-**	**16,826,196**

33. Restatements of Prior Periods (continued)

v. Restatement of consolidated interim financial statement for the half-year ended 31 December 2021

In the interim financial statements for the half year ended 31 December 2021, the Company accounted for the deconsolidation of Codrus effective 12 November 2021, following a trigger event which the Company originally believed resulted in the deconsolidation of Codrus. As a result, from 12 November 2021 the Group equity accounted its investment in Codrus. Upon further review, the Group has determined that it has de facto control of Codrus (see Note 2 for key judgements). As a result, Codrus has been consolidated for the year ended 30 June 2022.

For the half year ended 31 December the following adjustments are required to consolidate Codrus:

- Reversal of deconsolidation gain recognised in profit and loss of $4,677,850
- Reversal of the equity accounted share of losses amounting to $403,387
- Reversal of the impairment loss amounting to $1,346,613 recognised on the equity accounted investment
- Consolidation of Codrus' loss for the period 12 November 2021 to 31 December 2021 of $741,386, recognition of the portion of this loss attributable to the NCI and the corresponding movement in net assets.

The full effect of the restatements above on 31 December 2021 half-year balances, by major category, are disclosed in the table below:

	31 December 2021 previously disclosed	Adjustment (i)	Adjustments (ii), (iii) & (iv)	Adjustment (v)	31 December 2021 Restated
	$	$	$	$	$
Impact on consolidated statement of financial position					
Cash and cash equivalents	60,150,658	-	-	6,055,403	66,206,061
Receivables	1,880,445			79,502	1,959,947
Property, plant and equipment	10,859,822	(5,999,443)	-	-	4,860,379
Exploration and evaluation asset	5,870,237		1,600,000	-	7,470,237
Investment in Associate	4,725,000	-	-	(4,725,000)	-
Current liabilities	(4,683,307)	2	–	(695,671)	(5,378,976)
Deferred tax liabilities	(2,018,053)	2,018,053	-	-	-
Net assets	**83,507,431**	**(3,981,388)**	**1,600,000**	**714,234**	**81,840,277**
Issued Capital	127,184,515	-	-	-	127,184,515
Reserves	5,038,967	757,666	2,041,624	983,100	8,821,357
Accumulated losses	(47,391,225)	(4,741,611)	(1,346,481)	(3,273,855)	(56,753,172)
Total Equity attributable to owners	**84,832,257**	**(3,983,945)**	**695,143**	**(2,290,755)**	**79,252,700**
Non-controlling interest	(1,324,826)	2,557	904,857	3,004,989	2,587,577
Total Equity	**83,507,431**	**(3,981,388)**	**1,600,000**	**714,234**	**81,840,277**

BLACKSTONE MINERALS

33. Restatements of Prior Periods (continued)

	31 December 2021 previously disclosed	Adjustment (i)	Adjustments (ii), (iii) & (iv)	Adjustment (v)	31 December 2021 Restated
	$	$	$	$	$
Impact on consolidated statement of profit or loss and other comprehensive income					
Exploration expenditure	(8,230,427)	-	-	(687,326)	8,917,753
Administration expenses	(2,906,214)	-	-	(54,060)	2,960,274
Effective of deconsolidation	4,677,850	-	-	(4,677,850)	-
Share of loss from equity accounted investment	(403,387)	-	-	403,387	-
Provision for impairment of Investments	(1,346,613)	-	-	1,346,613	-
Loss before income tax	**(12,822,322)**	**-**	**-**	**(3,669,236)**	**(16,491,558)**
Income tax benefit	207,425	(207,425)	-	-	-
Loss for the year	**(12,614,897)**	**(207,425)**	**-**	**(3,669,236)**	**(16,491,558)**
Other comprehensive income	(23,027)	-	-	-	(23,027)
Total Comprehensive loss	**(12,637,924)**	**(207,425)**	**-**	**(3,669,236)**	**(16,514,585)**
Total Comprehensive loss attributable to:					
Non-controlling interest	(993,968)	-	-	(395,381)	(1,389,349)
Owners of Blackstone Minerals Limited	(11,643,956)	(207,425)	-	(3,273,855)	(15,125,236)
	(12,637,924)	**(207,425)**	**-**	**(3,669,236)**	**(16,514,585)**
Earnings per share for loss attributable to the owners					
Basic and diluted loss per share (cents)	(3.3)				(4.3)

DIRECTORS' DECLARATION

In the Directors' Declaration

(a) the financial statements and notes set out on pages 70 to 133 are in accordance with the Corporations Act 2001, including:

   i. complying with Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements; and

   ii. giving a true and fair view of the Group's financial position as at 30 June 2022 and of its performance for the period ended on that date; and

(b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and

(c) the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.

The Directors have been given the declarations by the chief executive officer and chief financial officer required by section 295A of the Corporations Act 2001.

This declaration is made in accordance with a resolution of the Board of Directors.

Scott Williamson
Managing Director

Perth, Western Australia, 30 September 2022

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Independent auditor's report to the members of Blackstone Minerals Limited

Report on the audit of the financial report

Opinion

We have audited the financial report of Blackstone Minerals Limited (the Company) and its subsidiaries (collectively the Group), which comprises the consolidated financial position as at 30 June 2022, the consolidated statement of profit and loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

a. Giving a true and fair view of the consolidated financial position of the Group as at 30 June 2022 and of its consolidated financial performance for the year ended on that date; and

b. Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the financial report* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial report. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial report.

Restatement of comparative information

Why significant	How our audit addressed the key audit matter
As set out in Note 33 to the financial report, the prior period comparative financial information has been restated to adjust for the following errors identified during the current year's audit: (i) Accounting for the acquisition of the Ta Khoa Nickel Project ("Ta Khoa") during the 30 June 2020 financial year, including the classification of the transaction as an asset acquisition rather than as a business combination; (ii) Accounting for transactions associated with the Group's interest in its subsidiary Codrus Minerals Limited ("Codrus") during the 30 June 2021 financial year, including the recognition of a non-controlling interest on dilution of the Group's interest in Codrus. Due to the judgement involved in determining the accounting treatment for the above transactions and the quantum of the amounts involved, we consider these restatements to be a key audit matter.	Our audit procedures performed in connection with evaluating the appropriateness of the restatements included the following: ► Re-assessing the interpretation of the Ta Khoa transaction as an asset acquisition against the accounting principles of Australian Accounting Standard AASB 3 *Business Combinations;* ► Auditing the Group's allocation of the Ta Khoa purchase consideration to the net assets acquired; ► Auditing the allocation of proceeds received by the Group from the issue of shares by Codrus, as part of that company's initial public offering, between the Non-Controlling Interest recognised and equity attributable to the owners of the parent company; ► Auditing the calculations of the restatements and their impacts on the consolidated financial statements for all periods presented; and ► Reviewing the adequacy of the disclosures in relation to the restatement of prior periods.

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Carrying Amount of Exploration and Evaluation Expenditure Assets

Why significant	How our audit addressed the key audit matter
As disclosed in Note 10 as at 30 June 2022, the Group held exploration and evaluation expenditure assets of $7,473,136. The carrying amount of exploration and evaluation expenditure assets is assessed for impairment by the Group when facts and circumstances indicate that the exploration and evaluation expenditure assets may exceed its recoverable amount. The determination as to whether there are any indicators to require an exploration and evaluation expenditure asset to be assessed for impairment, involves a number of judgments including whether the Group has tenure, will be able to perform ongoing expenditure and whether there is sufficient information for a decision to be made that the area of interest is not commercially viable. During the year the Group determined that there had been no indicators of impairment. Given the size of the balance relative to the Group's balance sheet and the judgmental nature of impairment indicator assessments associated with exploration and evaluation expenditure assets, we consider this a key audit matter.	We evaluated the Group's assessment as to whether there were any indicators of impairment to require the carrying amount of exploration and evaluation expenditure assets to be tested for impairment. In performing our audit procedures, we: ▶ Considered the Group's right to explore in the relevant areas of interests, which included obtaining and assessing supporting documentation such as tenure documents. ▶ Considered the Group's intention to carry out significant exploration and evaluation activities in the relevant exploration area which included assessing whether the Group's cash-flow forecasts provided for expenditure for planned exploration and evaluation activities, and enquiring with senior management and Directors as to the intentions and strategy of the Group. ▶ Considered the Group's assessment of whether the commercial viability of extracting mineral resources had been demonstrated and whether it was appropriate to continue to classify the capitalised expenditure for the area of interest as an exploration and evaluation expenditure asset. ▶ Considered whether there was any other data or information that indicated the carrying amount of the exploration and evaluation expenditure asset would not be recovered in full from successful development or by sale. ▶ Assessed the adequacy of the disclosure in the financial report

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Information other than the financial report and auditor's report thereon

The directors are responsible for the other information. The other information comprises the information included in the Company's 2022 annual report, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the financial report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

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As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

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From the matters communicated to the directors, we determine those matters that were of most significance in the audit of the financial report of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the audit of the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report in the directors' report for the year ended 30 June 2022.

In our opinion, the Remuneration Report of Blackstone Minerals Limited for the year ended 30 June 2022, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Ernst & Young

Russell Curtin
Partner
Perth
30 September 2022

BLACKSTONE MINERALS

Corporate Governance Statement

In accordance with ASX Listing Rule 4.10.3 the Company's Corporate Governance Statement can be found on the Company's website, refer to http://blackstoneminerals.com.au/corporate/

Distribution of equity securities

Analysis of numbers of equity security holders by size of holding as at 20 September 2022 were as follows:

Holding	Number of Shareholders
1,000	276
1,001 - 5,000	1,401
5,001 - 10,000	804
10,001 - 100,000	1,898
100,001 and over	374
	4,753

Holders of less than a marketable parcel: 1,050

Substantial Shareholders

The names of the substantial shareholders as at 23 September 2022:

Shareholder	Number
CITICORP NOMINEES PTY LIMITED	85,826,450
DELPHI UNTERNEHMENSBERATUNG AKTIENGESELLSCHAFT	25,969,750
BNP PARIBAS NOMS PTY LTD	24,105,825
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	24,085,812
ACUITY CAPITAL INVESTMENT MANAGEMENT PTY LTD	20,000,000

Voting Rights - Ordinary Shares

In accordance with the holding Company's Constitution, on a show of hands every member present in person or by proxy or attorney or duly authorised representative has one vote. On a poll every member present in person or by proxy or attorney or duly authorised representative has one vote for every fully paid ordinary share held.

Voting Rights - Ordinary Shares

In accordance with the holding Company's Constitution, on a show of hands every member present in person or by proxy or attorney or duly authorised representative has one vote. On a poll every member present in person or by proxy or attorney or duly authorised representative has one vote for every fully paid ordinary share held.

Unquoted Securities

	Exercise price	Vesting conditions	Expiry date	Number of options	Number of holders
Employee Options	$0.001	1,000,000 vesting on decision to mine, 300,000 vesting on Completion of DFS and Downsteam Pilot Plant	20 August 2025	1,300,000	4
Employee Options	$0.001	Tranche 2 - 50% to vest upon 18 months service and 50% vested.	20 February 2025	600,000	1
STI ZEPOs	$0.000	Tranche 1 - Complete life cycle carbon analysis on integrated upstream and downstream PFS for the Ta Khoa Project demonstrating NCM production impact (Kg CO2 eq/Kg NCM) in lowest 50th percentile of similar producers. The analysis will be completed with reference to an independent third party report Tranche 3 - Achieve a JORC compliant resource of 500,000 tonnes (inferred and indicated) of Nickel or metal equivalents reported in accordance with clause 50 of JORC code, for the Ta Khoa Project and greater than 50% conversion of Resource to Reserve.	3 December 2026	732,010	6
LTI ZEPOs	$0.000	Tranche 1 - Securing a binding downstream offtake and a downstream partner to develop the Ta Khoa Project Tranche 2 - Achieve a final investment decision and commence development of the Ta Khoa Project Tranche 3: -Zero fatalities at the Ta Khoa Project ·Total Recordable Incident Frequency Rate target is 30% off 3.9% = 3% ·Zero material breaches of any permits ·A net zero carbon DFS (Scope 1 and 2 emissions) Tranche 4 - Proportional vesting will occur based on the Absolute Total Shareholder Return ("ATSR") from 1 July 2021 to 30 June 2024 (the "Measurement Period") Tranche 5 - Proportional vesting will occur where the Relative Total Shareholder Return ("RTSR") exceeds the median TSR over the Measurement Period from 1 July 2021 and 30 June 2024 of the selected peer group (See Notice of Meeting 26/10/2021).	3 December 2026	2,441,005	10
Retention ZEPOs	$0.000	18 months service from date of issue	3 December 2026	577,704	7
Advisor Options	$0.28	Nil	7 July 2025	1,000,000	3
Director Performance Rights	$0.000	36 months of continuous service	3 December	212,465	1

Equity Security holders

The names of the twenty largest ordinary fully paid shareholders as at 23 September 2022 are as follows:

Shareholder	Number	% Held of Issued Ordinary Capital
CITICORP NOMINEES PTY LIMITED	85,826,450	18.14%
DELPHI UNTERNEHMENSBERATUNG AKTIENGESELLSCHAFT	25,969,750	5.49%
BNP PARIBAS NOMS PTY LTD	24,105,825	5.09%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	24,085,812	5.09%
ACUITY CAPITAL INVESTMENT MANAGEMENT PTY LTD	20,000,000	4.23%
BNP PARIBAS NOMINEES PTY LTD	17,684,070	3.74%
DEUTSCHE BALATON AKTIENGESELLSCHAFT	15,045,391	3.18%
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	12,916,639	2.73%
SPARTA AG	8,050,000	1.70%
MRS CANDICE MARIE WILLIAMSON	6,650,000	1.41%
MR HAMISH PETER HALLIDAY	6,547,632	1.38%
TA KHOA MINING LIMITED	5,670,000	1.20%
SPARTA AG	5,500,000	1.16%
BNP PARIBAS NOMINEES PTY LTD ACF CLEARSTREAM	5,173,016	1.09%
NATIONAL NOMINEES LIMITED	4,043,000	0.85%
MR HAMISH PETER HALLIDAY	4,000,000	0.85%
MRS LENORE THERESA RADONJIC	3,500,001	0.74%
ELUTION METALS PTY LTD	3,499,825	0.74%
2INVEST AG	3,350,000	0.71%
CCRD ENTERPRISES PTY LTD	3,102,005	0.66%
	284,719,416	**60.17%**

SCHEDULE OF TENEMENTS

As at 23 September 2022

Project	Location	Tenement	Interest
Gold Bridge	British Columbia, Canada	501174, 502808	100%
	British Columbia, Canada	503409, 564599	100%
	British Columbia, Canada	573344, 796483	100%
	British Columbia, Canada	844114, 1020030	100%
	British Columbia, Canada	1047915, 1055449	100%
	British Columbia, Canada	1046246, 1046253	100%
	British Columbia, Canada	1050797, 1052563	100%
	British Columbia, Canada	1052564, 1052989	100%
	British Columbia, Canada	1052990, 1052991	100%
	British Columbia, Canada	1052992, 1052993	100%
	British Columbia, Canada	1055836, 1055837	100%
	British Columbia, Canada	1055838, 1055839	100%
	British Columbia, Canada	1055840, 1055859	100%
	British Columbia, Canada	1055860, 1055861	100%
	British Columbia, Canada	1055862, 1055863	100%
	British Columbia, Canada	1055864, 1052630	100%
		1052893, 1065892	100%
		1066580,1066581	100%
Ta Khoa	Vietnam	ML 1211/GPKT-BTNMT and 522 G/P	90%
Twilight Ni-Cu	Labrador, Canada	026822M, 025183M,	0% [1]
		025744M, 019447M,	0% [1]
		019456M, 026615M,	0% [1]
		033850M, 033849M,	0% [1]
		033848M, 033851M	0% [1]
Bull Run (Record Mine) [2]	Oregon, USA	OR152073, OR152074	0% [3]
	Oregon, USA	OR152076, OR152077	0% [3]
	Oregon, USA	OR152078, OR152627	0% [3]
	Oregon, USA	OR17242 – OR17246	0% [3]
	Oregon, USA	OR176469 – OR176514	100%
	Oregon, USA	OR178405 – OR178437	100%
	Oregon, USA	OR105272173 – OR105272184	100%
Silver Swan South [2]	Western Australia	P27/2191 – P27/2196	100%
	Western Australia	E27/545	100%
Red Gate [2]	Western Australia	E31/1096	100%
Middle Creek [2]	Western Australia	P46/1900 - P46/1912	95%
	Western Australia	P46/1914 - P46/1920	95%
	Western Australia	P46/1924	100%
	Western Australia	P46/2091 – P46/2095	Under application
	Western Australia	E46/1428, E46/1429, E46/1431	Under application
	Western Australia	P46/2046 – P46/2052	Under application
Waladdi Soak [2]	Western Australia	E27/682, E27/684, E27/685, E29/1176	Under application

Note 1: held under option agreement with Big Land Exploration Ltd to earn up to 100% interest in the project.

Note 2: Projects and Tenements held by Codrus Minerals Limited. Codrus Minerals Limited has been consolidated under the principals of AASB 10 Consolidated Financial Statements. Although the Group has de facto control of Codrus (see note 2 for key judgements), statutory and regulatory restrictions and the protective rights of the NCI restrict the ability of the Company to make direct the activities of these projects.

Note 3: held under option agreement to acquire 100% of the Record Mine.

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