WESTERN MINES GROUP LTD

ACN 640 738 834

ANNUAL REPORT 30 JUNE 2023

Western Mines Group Ltd
Corporate Directory
30 June 2023

Directors	Mr Rex Turkington (Non-Executive Chairman) Dr Caedmon Marriott (Managing Director) Mr Francesco Cannavo (Non-Executive Director) Dr Benjamin Grguric (Non-Executive Director)
Company Secretary	Mr Ian Gregory
Registered Office	Level 3, 33 Ord Street, West Perth WA 6005
Principal Place of Business	Level 3, 33 Ord Street, West Perth WA 6005 Tel: +61 475 116 798 Email: contact@westernmines.com.au
Share Register	Automic Group, Level 5, 126 Phillip Street Sydney NSW 2000 Tel: 1300 288 664
Auditor	HLB Mann Judd (Vic) Partnership Level 9, 550 Bourke Street Melbourne VIC 3000
Solicitors	Moray & Agnew Lawyers Level 6, 505 Collins Street, Melbourne VIC 3000
Stock Exchange Listing	Western Mines Group Ltd shares are listed on the Australian Securities Exchange (ASX code: WMG)

LETTER FROM THE CHAIRMAN

I am pleased to report that the last financial year has been an exciting and transformational one for your Company. We have continued to focus on our flagship Mulga Tank Ni-Cu-PGE Project, where we have recently demonstrated the discovery of a significant nickel sulphide mineral system, with an extensive footprint across the Mulga Tank Ultramafic Complex.

With the aid of our Exploration Incentive Scheme (EIS) grant the Company was able to drill two deep diamond holes through the centre of the Mulga Tank intrusion. Both of these showed extensive visible nickel sulphide mineralisation returning assay results of **MTD023 (EIS1) 693.5m at 0.28% Ni, 128ppm Co, 61ppm Cu, 27ppb Pt+Pd with S:Ni 1.1** and **MTD026 (EIS2) 840m at 0.28% Ni, 140ppm Co, 103ppm Cu, 24ppb Pt+Pd with S:Ni 1.6.**

There is clearly a significant Mt Keith-style disseminated sulphide system within the Mulga Tank Complex and encouragingly broad intervals of shallow mineralisation are seen in the top 250 vertical metres that could potentially be amenable to large scale open pit mining, especially considering the sand cover is essentially “free-dig” overburden - for example MTD026 returned 130m at 0.31% Ni from 116m, including 13m at 0.35% Ni from 157m.

The addition of Technical Director Dr Ben Grguric to our Board and exploration team during the year has significantly enhanced our capabilities. As a leading expert on WA nickel sulphide exploration, in particular Mt Keith-style disseminated mineralisation, Ben brings with him a wealth of experience in nickel and gold exploration and development, with a distinguished 25 year track record here in WA.

The Company successfully completed two capital raises during the year, raising a total of $3.4m, which along with the frugal and efficient use of last years IPO funds, has enabled us to vigorously drill and explore the exciting Mulga Tank Project. We hope to continue to deliver further positive results from the project over the coming months.

On behalf of the Board, I would like to thank you for your interest and your ongoing support.

Rex Turkington
Non-Executive Chairman

REVIEW OF OPERATIONS

Western Mines Group Ltd (WMG or Company) (**ASX:WMG**) is pleased to provide shareholders with the following Review of Operations for the financial year ended 30 June 2023.

The Company's principal focus for the year was the flagship Mulga Tank Ni-Cu-PGE Project where results during the period demonstrate the discovery of a major nickel sulphide mineral system. Extensive disseminated nickel sulphide mineralisation has been encountered in a number of drill holes, characteristic of the Type 2 Mt Keith-style model. Numerous intersections of thin, high-tenor massive sulphide veins and immiscible globules were also observed in the drill core, suggesting the strong likelihood that there is actually a hybrid Type 1/2 Perseverance-style system within the Mulga Tank Complex, with the possibility of discovering basal massive sulphide deposits at depth - greatly enhancing the prospectivity of the project.

The Mulga Tank Phase 2 diamond drilling program commenced at the end of November 2022 (*ASX, Phase 2 Drilling has Commenced at Mulga Tank, 28 November 2022*), with continuous exploration drilling at the project over the last ten months. The program has included two deep co-funded EIS holes that were drilled with the aid of WMG's EIS award (*ASX, WMG Wins $220,000 EIS Award to Drill Mulga Tank, 17 October 2022*).

The two EIS holes MTD023 (EIS1) and MTD026 (EIS2) were designed to test the centre of the Mulga Tank Ultramafic Complex, drilling the inferred deepest part, in order to capture and characterise a complete cross-section of the intrusion. Both holes were drilled to >1,400m and intersected significant intervals of disseminated sulphide mineralisation along with remobilised massive sulphide veinlets (*ASX, Completion of EIS Hole MTD023, 6 March 2023; Completion of MTD026 and Upcoming MobileMT Survey, 27 June 2023*).

Assay results from the holes highlight multiple broad intersections of disseminated nickel sulphide mineralisation (*ASX, MTD023 Assays Confirm Discovery of Significant Nickel System, 5 April 2023; MTD026 Assays - 840m of Nickel Sulphide Mineralisation, 30 August 2023*), which cumulatively totalled:

MTD023 (EIS1)	**693.5m at 0.28% Ni, 128ppm Co, 61ppm Cu, 27ppb Pt+Pd with S:Ni 1.1**
MTD026 (EIS2)	**840m at 0.28% Ni, 140ppm Co, 103ppm Cu, 24ppb Pt+Pd with S:Ni 1.6**

Subsequent to the year end the Company has completed a further deep diamond hole MTD027, in a previously undrilled area on the eastern margin of the Complex, which also encountered >950m of visible sulphide mineralisation (*ASX, MTD027 Expands Mineralisation 4km Across Mulga Tank, 28 August 2023*). Together with EIS holes MTD023 (~1.7km to WNW) and MTD026 (~1km to WSW), hole MTD027 further demonstrates a very extensive magmatic nickel sulphide mineral system within the Mulga Tank Complex, which has now been shown across the entire ~4.5km wide main body.

The Company successfully completed two capital raises during the year, raising $693,750 in November 2022, through a placement of 5,550,000 shares at $0.125 per share to cornerstone investor Equentia Natural Resources ($550,000) and Company Directors Marriott, Cannavo and Grguric; with a second raising of $2,726,630 (before costs) through the issue of 8,019,500 shares at $0.34 per share in April 2023.

The Company was active with field exploration and targeting work across a number of its other projects. Field reconnaissance work and high-resolution ground magnetic surveys were completed at the Jasper Hill and Youanmi Gold Projects. Satellite based remote sensing work, targeting both gold and lithium pegmatite mineralisation, was also completed at the Jasper Hill and Pinyalling Projects.

MULGA TANK

The Mulga Tank Project comprises exploration licences E39/2132 and E39/2223 and exploration licence application E39/2299, covering 395km^2 of the Minigwal Greenstone Belt, 190km east-northeast of Kalgoorlie. The Minigwal Greenstone Belt is a NNW trending linear sequence of predominantly mafic and ultramafic lithologies; it is very under explored due to the presence of shallow sand cover and presents a “frontier” exploration opportunity for major Ni-Cu-PGE and orogenic gold deposits.

WMG has been undertaking an ongoing diamond drilling program at the Mulga Tank Project since November 2022 (*ASX, Phase 2 Drilling has Commenced at Mulga Tank, 28 November 2022*), with exciting exploration results demonstrating significant nickel sulphide mineralisation and an extensive nickel sulphide mineral system within the Mulga Tank Ultramafic Complex (*ASX, MTD023 Assays Confirm Discovery of Significant Nickel Sulphide System, 5 April 2023; MTD026 Assays - 840m of Nickel Sulphide Mineralisation, 30 August 2023; MTD027 Expands Mineralisation 4km Across Mulga Tank, 28 August 2023*). This program has included two deep co-funded EIS diamond holes that have been drilled with the aid of WMG’s EIS award (*ASX, WMG Wins $220,000 EIS Award to Drill Mulga Tank, 17 October 2022*).

A second multipurpose RC drill rig has recently mobilised to site and has commenced a systematic shallow drilling program across the centre of the main body of the Complex looking to build on these results to date.

DRILLING RESULTS

Holes MTD022, MTD023 (EIS1), MTD024, MTD025 and MTD026 (EIS2) were completed during the year, with hole MTD027 completed after the end of the period (*ASX, Nickel Sulphide Mineralisation Seen in Hole MTD022, 14 December 2022; Completion of EIS Hole MTD023, 6 March 2023; Completion of Hole MTD024 At Mulga Tank, 28 March 2023; MTD025 Extends Nickel Mineralisation, 17 April 2023; Completion of MTD026 and Upcoming MobileMT Survey, 27 June 2023; MTD027 Expands Mineralisation 4km Across Mulga Tank, 28 August 2023*).

Hole MTD022 was designed to test the centre of the *W Conductor* MLEM anomaly (~2,000-3,000S) and follow-up on Phase 1 holes MTD012 and MTD013 that showed multiple occurrences of visible nickel sulphide veins (*ASX, Two Zone of Visible Nickel Sulphides in Hole MTD012, 4 May 2022; Multiple Zones of Visible Nickel Sulphides in Hole MTD013, 16 May 2022*).

MTD022 and MTD022W1 intersected a ~506m thick package of high MgO adcumulate dunite ultramafic containing disseminated magmatic sulphides (trace to 2%) that in places coalesced into interstitial blebs (3 to 5% sulphide). The sulphides started from ~120m downhole, with multiple broad +10m zones with pXRF readings >0.4% Ni (*ASX, Nickel Sulphide Mineralisation Seen in Hole MTD022, 14 December 2022*).

Towards the end of the hole, near the basal contact of the complex, three intersections of high-tenor remobilised massive nickel sulphide were observed (confirmed by spot pXRF readings up to 57% Ni). These remobilised sulphide intersections (10-30cm in width) were significantly larger than those previously seen in holes MTD012 and MTD013.

Hole MTD023 (EIS1) was designed to test the centre of the Mulga Tank Complex, drilling the inferred deepest part, in order to capture and characterise a complete cross-section of the intrusion.

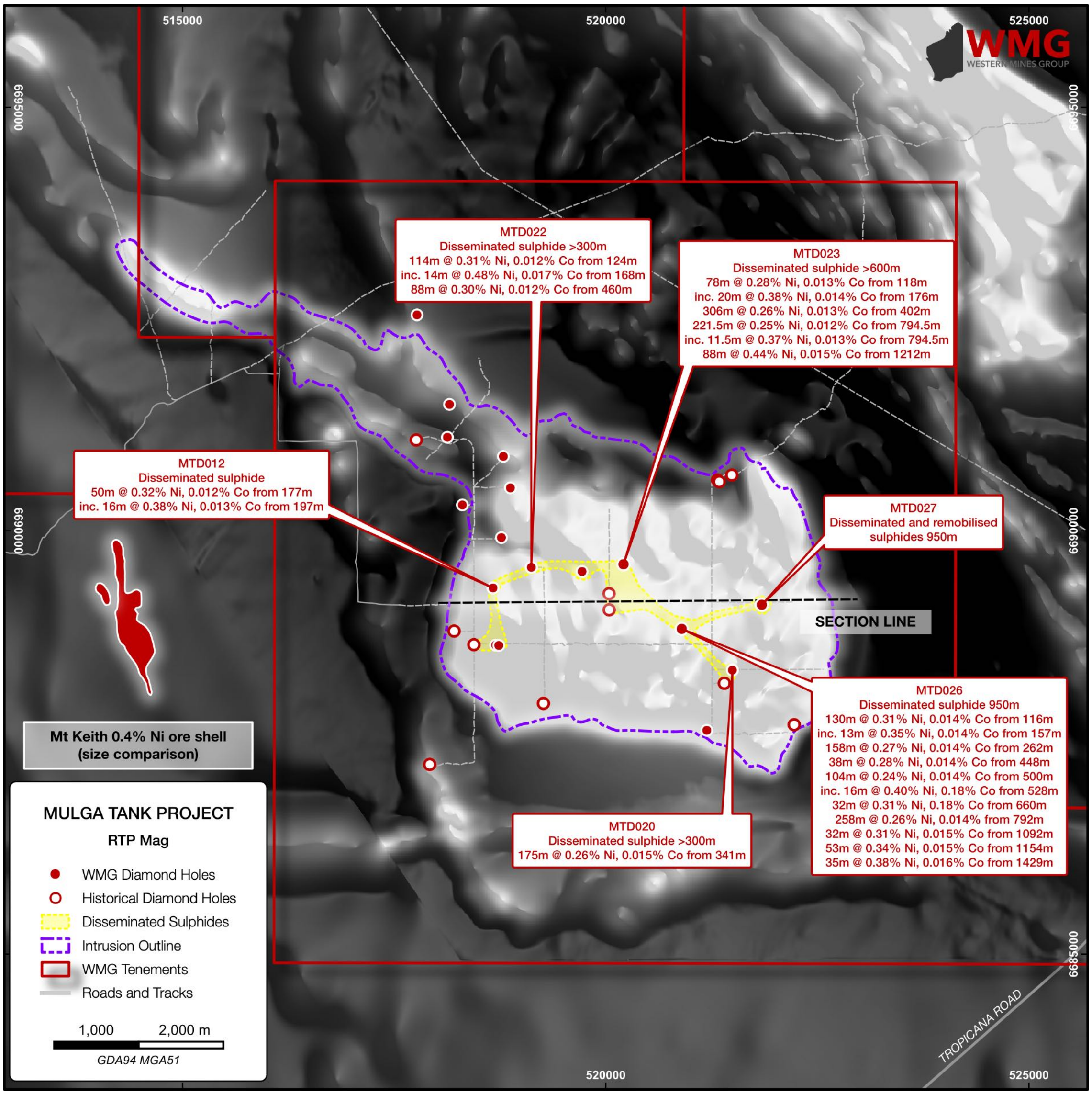


Figure 1: Mulga Tank disseminated sulphide mineralisation

The hole was drilled to a total depth of 1,401.3m and intersected ~1,200m of variably serpentinised and locally talc-carbonate altered high MgO adcumulate to extreme adcumulate dunite ultramafic (56.5-1,299m), beneath 56.5m of sand cover (0-56.5m), before encountering a footwall of predominantly basalt and minor shales at 1,299m depth (*ASX, Completion of EIS Hole MTD023, 6 March 2023*).

Disseminated magmatic sulphides (trace to 2%) were observed down the majority of the hole for ~623m, starting from around 156m depth. In a number of places the disseminated sulphides coalesced into coarser interstitial blebs (3 to 5% sulphide) between former olivine crystals and also approached net textured (~10% sulphide). At the base of the hole multiple intersections of remobilised massive nickel sulphide veinlets were observed (1,220-1,291m) (*ASX, Completion of EIS Hole MTD023, 6 March 2023*).

Hole MTD024 was designed to test DHEM and MLEM geophysical anomalies in the *Panhandle* area of the Mulga Tank Ultramafic Complex. The *Panhandle* is interpreted to represent komatiite flow sequences extending from the main body of the Complex.

MTD024 intersected a ~450m assemblage of komatiite ultramafic and interbedded basalts, cherts and sulphidic black shales. The hole supports WMG's geological model for the Complex and *Panhandle* area, however the highly variable sequence of flows suggests the hole targeted a distal flank environment away from a main komatiite channel. An intersection of remobilised nickel sulphide blebs and veinlets was seen at 573m depth but DHEM and MLEM geophysical anomalies tested by the hole are thought to be explained by intersections of semi massive pyrrhotite seen within black shales at target depths of 515m and 659m.

Hole MTD025 was designed to test a DHEM geophysical anomaly and follow-up on Phase 1 hole MTD018. The DHEM survey identified a strong (~5,000-15,000S) shoot-like offhole anomaly.

MTD025 intersected a ~446m thick package of high MgO adcumulate dunite ultramafic. Two shallow intervals of disseminated magmatic sulphides (trace to 1%) were seen in the top 200m of the hole, in a similar zone to that seen in previous holes MTD012, MTD022 and MTD023.

Hole MTD026 (EIS2) was located approximately halfway between holes MTD023 (EIS1) and MTD020. Both of these holes showed extensive intersections of disseminated sulphide mineralisation, with hole MTD020 being the first significant occurrence during the Phase 1 drilling program (*ASX, Disseminated Sulphides Seen Over 300m in Hole MTD020, 26 July 2022; MTD020 Assays Confirm Extensive Working Mineral System, 7 November 2022*).

Hole MTD026 was drilled to a total depth of 1,548.3m and intersected ~1,400m of variably serpentinised and talc-carbonate altered high MgO adcumulate to extreme adcumulate dunite ultramafic (60.2-1,469.7m), beneath 60.2m of sand cover (0-60.2m), before encountering a footwall of predominantly basalt and silicified shales at 1,479.7m depth (1,469.7-1,548.3m).

Disseminated magmatic sulphides (trace to 2%) were observed down the majority of the hole, starting from around 117m depth. In a number of places the disseminated sulphides coalesced into interstitial blebs (3 to 5% sulphide) between former olivine crystals and also approached net textured (5 to 10% sulphide).

Hole MTD027 was located on the eastern side of the Mulga Tank Complex in an area that has had no previous drilling. The hole was designed to test a coincident gravity and magnetic high, a minor MLEM anomaly, and the presence of nickel sulphide mineralisation in this area.

The hole was drilled to a total depth of 1,662.3m, the deepest hole drilled at the project, and intersected ~1,500m of variably serpentinised and talc-carbonate altered high MgO meso to adcumulate dunite ultramafic (84-1,630.9m), beneath 84m of sand cover (0-84m), before encountering a footwall of basalt and silicified shales at 1,630.9m depth (1,630.9-1,662.3m).

Disseminated magmatic sulphides (trace to 2%) were observed at numerous intervals down the hole, starting from around 216m depth. In a number of places the disseminated sulphides coalesced into interstitial blebs (3 to 5% sulphide) between former olivine crystals. Corresponding pXRF readings of Ni, with elevated Cu and S, support the likelihood of being disseminated magmatic nickel sulphide mineralisation.

Frequent intersections of high-tenor in-situ nickel sulphide globules and remobilised massive nickel sulphide veinlets were also observed down the length of the hole. A number of good examples of high-grade nickel sulphide material filling fractures in the rock were seen, including shallow examples in the top 200m of the hole.

This is a very positive observation, in a new previously undrilled area, and opens up the eastern margin in the search for massive sulphide sources or deposits within the Complex (Perseverance-style basal massive sulphide) and not just limited to the western margin where previously encountered.

Overall hole MTD027 showed a number of similarities with the two EIS deep holes MTD023 (~1.7km to the WNW) and MTD026 (~1km to the WSW) with the meso to adcumulate texture of the host dunite perhaps indicating a sightly higher position in the system. Similar intersections of disseminated sulphides to the EIS holes were observed along with frequent examples of remobilised massive sulphide veinlets logged down the hole.

The visual observations are clearly hallmarks of a very significant working sulphide mineral system that has now been demonstrated in large parts of the Mulga Tank Complex.

GEOCHEMICAL ASSAY RESULTS

MTD022 assay results show adcumulate-extreme adcumulate dunite down the length of the hole, averaging 46.6% MgO, 0.29% Al_2O_3 (volatile free) and 0.29% Ni for all samples assayed over 474.2m. A number of intersections show good evidence for disseminated Mt Keith-style nickel mineralisation and a "live" magmatic sulphide mineral system, including the relatively shallow intercept:

MTD022 **114m at 0.31% Ni, 121ppm Co, 33ppm Cu from 124m**
inc. **14m at 0.48% Ni, 171ppm Co, 152ppm Cu with 0.66% S from 168m**

A number of remobilised massive nickel sulphide veinlets were observed towards the base of holes MTD022 and MTD022W1. Assay results confirm Ni-Cu-PGE mineralisation in the veinlets:

MTD022 **0.5m at 1.42% Ni, 518ppm Cu, 372ppm Co, 0.41g/t Pt+Pd from 553m**

MTD022W1 **0.15m at 2.73% Ni, 812ppm Cu, 595ppm Co, 0.10g/t Pt+Pd from 525.15m**

Assay results for hole MTD023 (EIS1) show prospective high-temperature adcumulate-extreme adcumulate dunite host rock down the length of the hole, averaging 46.8% MgO, 0.24% Al_2O_3 (volatile free), over a cumulative 1,157m. Multiple broad intersections of disseminated nickel mineralisation with elevated Ni and S, in combination with highly anomalous Cu and PGE, show strong evidence for an extensive "live" magmatic sulphide mineral system (*ASX, MTD023 Assays Confirm Discovery of Significant Nickel Sulphide System, 5 April 2023*).

Significant mineralised intersections include:

MTD023 **78m at 0.28% Ni, 131ppm Co, 70ppm Cu, 32ppb Pt+Pd from 118m**
inc. **20m at 0.38% Ni, 137ppm Co, 57ppm Cu, 45ppb Pt+Pd from 176m**

and **306m at 0.26% Ni, 130ppm Co, 47ppm Cu, 24ppb Pt+Pd from 402m**

and **221.5m at 0.25% Ni, 116ppm Co, 68ppm Cu, 23ppb Pt+Pd from 794.5m**
inc. **11.5m at 0.37% Ni, 134ppm Co, 75ppm Cu, 43ppb Pt+Pd from 794.5m**

and **88m at 0.44% Ni, 151ppm Co, 85ppm Cu, 38ppb Pt+Pd from 1,212m**

Which cumulatively total:

693.5m at 0.28% Ni, 128ppm Co, 61ppm Cu, 27ppb Pt+Pd

The assay results confirm Ni-Cu-PGE mineralisation in the remobilised massive nickel sulphide veinlets seen in the hole including:

MTD023 **1.5m at 1.88% Ni, 670ppm Co, 429ppm Cu, 76ppb Pt+Pd from 402m**
inc. **1m at 2.20% Ni, 779ppm Co, 490ppm Cu, 86ppb Pt+Pd from 402.5m**

The assay results for MTD023 demonstrate extensive zones of highly anomalous Cu and PGE's in combination with elevated S, and a S:Ni ratio greater than 0.5. These zones correlate well with the visible sulphides observed in the geological logging and together provide strong evidence for nickel in sulphide.

MTD026 assay results show prospective high-temperature adcumulate-extreme adcumulate dunite host rock down the length of the hole, averaging 48.4% MgO, 0.25% Al_2O_3 (volatile free), over a cumulative 1,374.5m. Near continuous intersections of disseminated nickel mineralisation with elevated Ni and S, in combination with highly anomalous Cu and PGE, are considered strong evidence for an extensive magmatic sulphide mineral system.

Significant mineralised intersections include:

MTD026 **130m at 0.31% Ni, 136ppm Co, 122ppm Cu, 24ppb Pt+Pd from 116m**
inc. **13m at 0.35% Ni, 142ppm Co, 301ppm Cu, 65ppb Pt+Pd from 157m**

and **158m at 0.27% Ni, 136ppm Co, 70ppm Cu, 19ppb Pt+Pd from 262m**

and **38m at 0.28% Ni, 136ppm Co, 64ppm Cu, 16ppb Pt+Pd from 448m**

and **104m at 0.24% Ni, 139ppm Co, 100ppm Cu, 22ppb Pt+Pd from 500m**
inc. **16m at 0.40% Ni, 175ppm Co, 157ppm Cu, 45ppb Pt+Pd from 528m**

and **32m at 0.31% Ni, 177ppm Co, 250ppm Cu, 30ppb Pt+Pd from 660m**

and **258m at 0.26% Ni, 135ppm Co, 95ppm Cu, 24ppb Pt+Pd from 792m**

and **32m at 0.31% Ni, 149ppm Co, 95ppm Cu, 15ppb Pt+Pd from 1,092m**

and **53m at 0.34% Ni, 149ppm Co, 136ppm Cu, 40ppb Pt+Pd from 1,154m**

and **35m at 0.38% Ni, 159ppm Co, 113ppm Cu, 32ppb Pt+Pd from 1,154m**

Which cumulatively total:

840m at 0.28% Ni, 140ppm Co, 103ppm Cu, 24ppb Pt+Pd

In addition to the extensive Mt Keith-style disseminated mineralisation seen in the hole several remobilised massive nickel sulphide veinlets were also observed. Assay results confirm Ni-Cu-PGE mineralisation in the veinlets and the possible nearby presence of massive sulphide accumulations:

MTD026 **0.5m at 1.21% Ni, 490ppm Co, 1,455ppm Cu, 93ppb Pt+Pd from 116.5m**

0.3m at 1.88% Ni, 846ppm Co, 762ppm Cu, 214ppb Pt+Pd from 224.3m

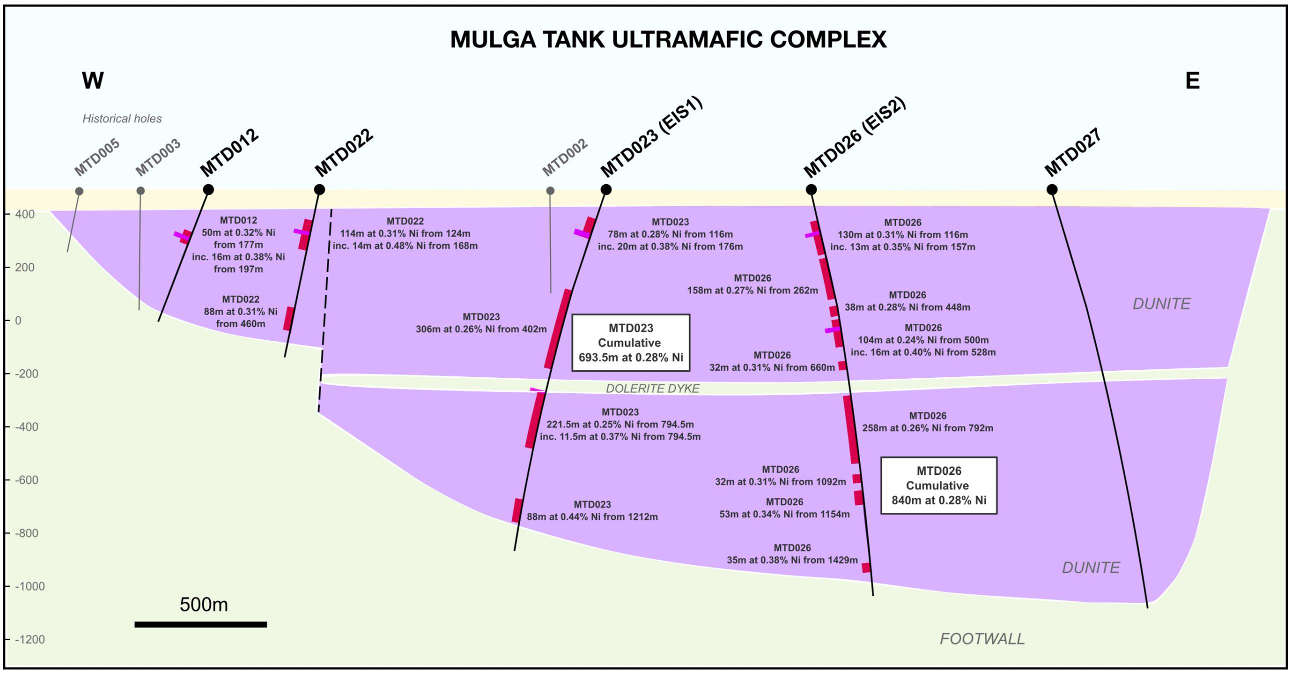


Figure 2: Cross Section through the centre of the Mulga Tank Ultramafic Complex

FOUR ACID AND AQUA REGIA DIGEST COMPARISON

Samples from selected intervals of mineralisation seen in holes MTD012, MTD020, MTD022, MTD023 (EIS1) and MTD026 (EIS2) were submitted for further analysis by aqua regia digest in addition to the standard four acid digest analysis (*ASX, MTD020 Assays Confirm Extensive Working Mineral System, 7 November 2022; Aqua Regia Testwork Confirms Nickel Sulphide Association, 6 April 2023; MTD026 Aqua Regia Testwork Confirms Nickel Sulphide, 31 August 2023*).

A semi-quantitative assessment or comparison can be conducted on the two techniques to indicate the proportion of nickel mineralisation associated with sulphide (and potentially iron), relative to that of nickel in silicate (which is typically unrecoverable during beneficiation processing).

Very positive results indicate nickel is likely predominantly associated with sulphide mineralisation. Broad intervals of shallow mineralisation (within the top 250 vertical metres) were tested by this method in four drill holes over some 2.3km. Assuming this mineralisation is laterally continuous, these results demonstrate the potential for the Complex to host significant volumes of nickel in sulphide form within a large near surface, open pit scenario for the Mulga Tank Project.

HoleID	From (m)	To (m)	Interval (m)	Four Acid			Aqua Regia					
				Ni (%)	Co (ppm)	Cu (ppm)	Ni (%)	Ni AR/ 4A	Co (ppm)	Co AR/ 4A	Cu (ppm)	Cu AR/ 4A
MTD012	177	227	50	0.32	124	25	0.31	**97.1%**	115	**92.8%**	25	**100.0%**
MTD022	108	192	84	0.32	128	49	0.32	**99.9%**	123	**96.0%**	49	**100.0%**
MTD023	118	196	78	0.28	131	70	0.27	**97.2%**	124	**94.3%**	70	**99.8%**
MTD026	116	246	130	0.31	136	122	0.30	**98.6%**	132	**97.6%**	121	**99.6%**

Table 1: Summary of four acid (4A) versus aqua regia (AR) assay results

MINERALOGICAL INVESTIGATION WORK

During the period the Company completed mineralogical thin and polished section work on samples of core from hole MTD022 in order to characterise the rock types and sulphide species observed (*ASX, MTD022 Mineralogical Work Confirms Abundant Pentlandite, 8 February 2023*).

Four samples of core were collected from different depths down the hole and prepared for mineralogical section analysis and identification of sulphide species present. Results of this work confirms the presence of abundant high-tenor disseminated pentlandite in the samples, with little-to-no pyrrhotite and pyrite observed. This has very positive implications for the potential of an extensive working mineral system for Type 2 Mt Keith-style disseminated nickel sulphide mineralisation.

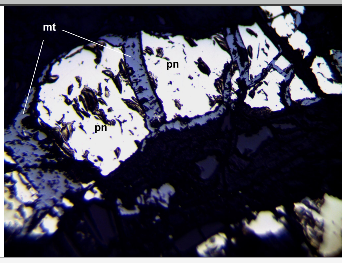
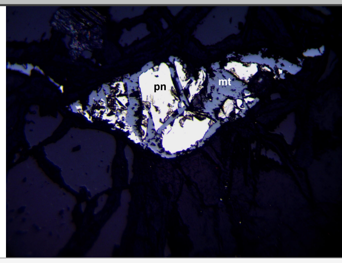
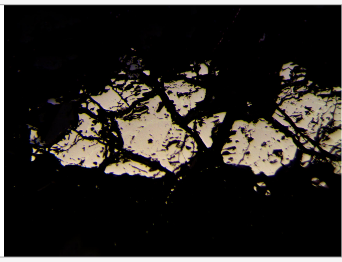
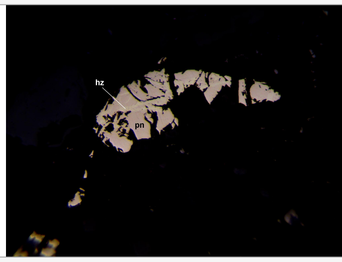
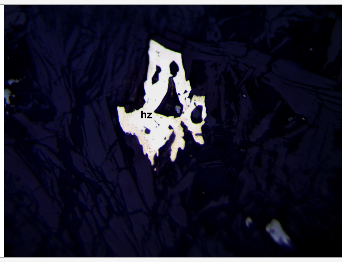
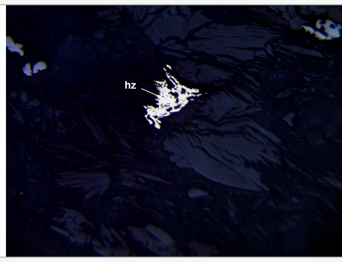
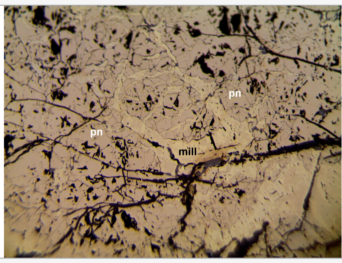
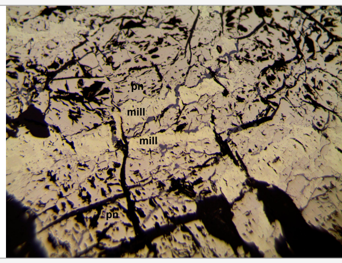
Hole MTD022 Mineralogical Investigation	
	
120.15m: Abundant pentlandite blebs with the usual magnetite rims and crossbars	
	
279.15m: Moderately abundant pentlandite with microveinlets of heazlewoodite. No magnetite rims.	
	
337.1m: Sparse sulphide blebs which are predominantly heazlewoodite.	
	
446m: Very coarse sulphide blebs in ultramafic. Blebs consist of pentlandite with veinlets of millerite and minor magnetite.	

Table 2: Polished section descriptions for hole MTD022
(pn=pentlandite, mill=millerite, hz=heazlewoodite, mt=magnetite)
Field of view either 1.2mm or 0.6mm

SHALLOW MINERALISATION

The limited drilling to date at the Mulga Tank Project has encountered similar broad intervals of shallow disseminated mineralisation across holes MTD012-MTD022-MTD023-MTD026 approximately 2.3km apart. This mineralisation, in the top 250 vertical metres, could potentially be amenable to large scale open pit mining, especially considering the top 50-90m of sand cover is essentially “free-dig”, easily removable overburden.

For example, the uppermost intersection of mineralisation seen in recent diamond hole MTD026 was between 116m to 246m depth with assay results showing 130m at 0.31% Ni from 116m, including 13m at 0.35% Ni from 157m (*ASX, MTD026 Assays - 840m of Nickel Sulphide Mineralisation, 30 August 2023*).

An initial 18 hole, 5,400m RC drilling program has recently commenced to test the extent of the shallow disseminated nickel sulphide mineralisation observed across the centre of the Mulga Tank Ultramafic Complex (*ASX, RC Drilling Program Commences at Mulga Tank, 20 September 2023*). The holes are spread over a 2,000m x 1,000m area across the centre of the main body of the Complex, at approximately 500m x 300m spacing, and will attempt to drill to ~300m target depth.The planned RC holes are intended to systematically test the central area, to confirm if the mineralisation is laterally continuous between the holes and whether richer zones of disseminated mineralisation can be found.

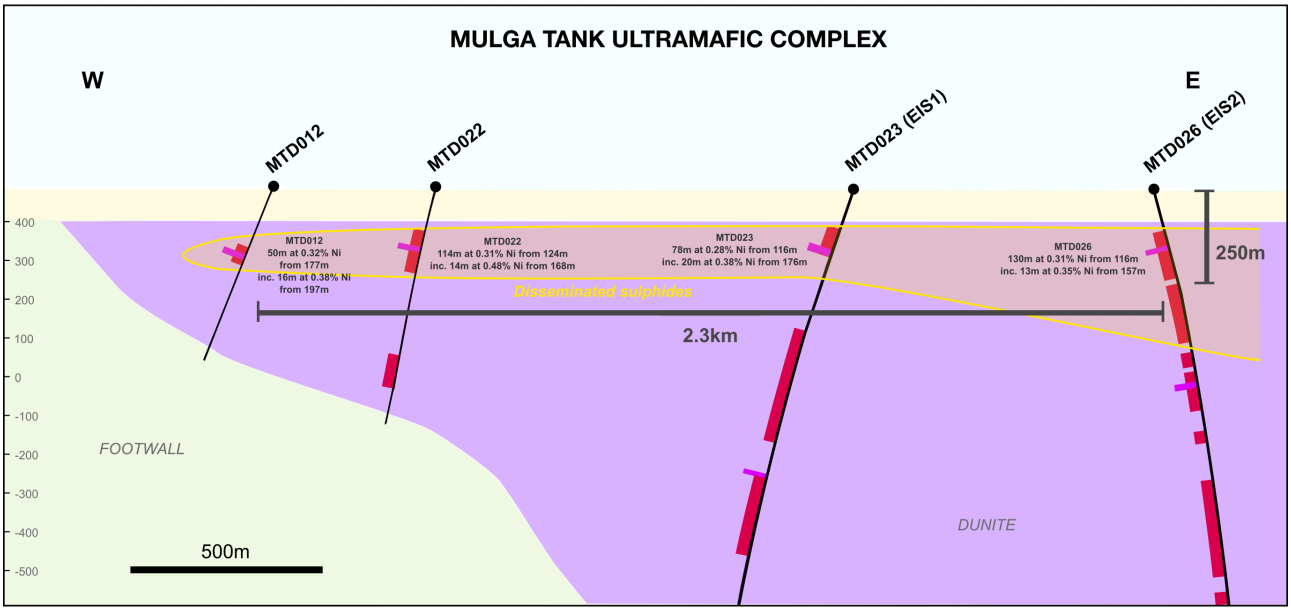


Figure 3: Cross Section through the western side of the Mulga Tank Ultramafic Complex through holes MTD012 to MTD026

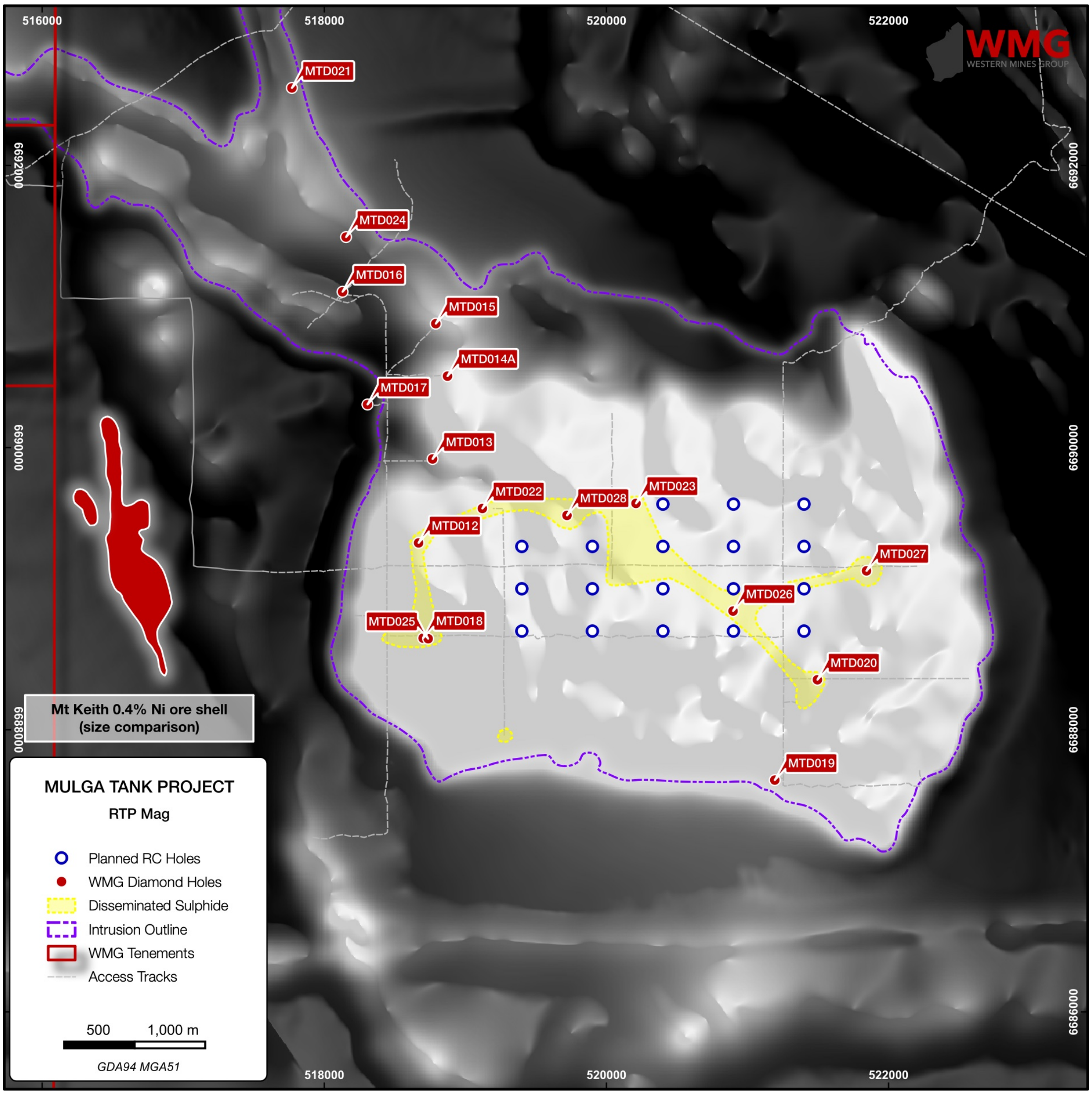


Figure 4: Mulga Tank planned RC drill holes

JASPER HILL

The Jasper Hill Project comprises tenements E39/2073, E39/2079 and prospecting licence application P39/6267. The project is located approximately 80km southeast of Laverton and covers part of the poorly exposed Merolia Greenstone Belt, a NNW trending belt, up to 20km wide, that can be traced over 110km in a SSE direction from the Burtville Mining Centre. The project area is lightly explored, due to being partly under shallow cover, but is contiguous to the historic producing mines of Lord Byron (160,000oz at 1.0g/t Au) immediately to the south and Fish (87,000oz at 4.1g/t Au), to the east.

Jasper Hill is the Company's primary gold project containing a mineralised gold trend over 3km strike. Historical shallow, wide spaced, RAB and RC drilling during the 1980's highlights a number of robust gold results within the tenements including: **AJ10 14m at 1.58g/t Au** from 14m, including **2m at 8.1g/t Au** from 16m, **PDH02 13m at 1.44g/t Au** from 15m, including **5m at 3.11g/t Au** from 15m and **PDH03 18m at 1.28g/t Au** from 14m, including **4m at 3.35g/t Au from 14m** - with little or no follow up work since that time.

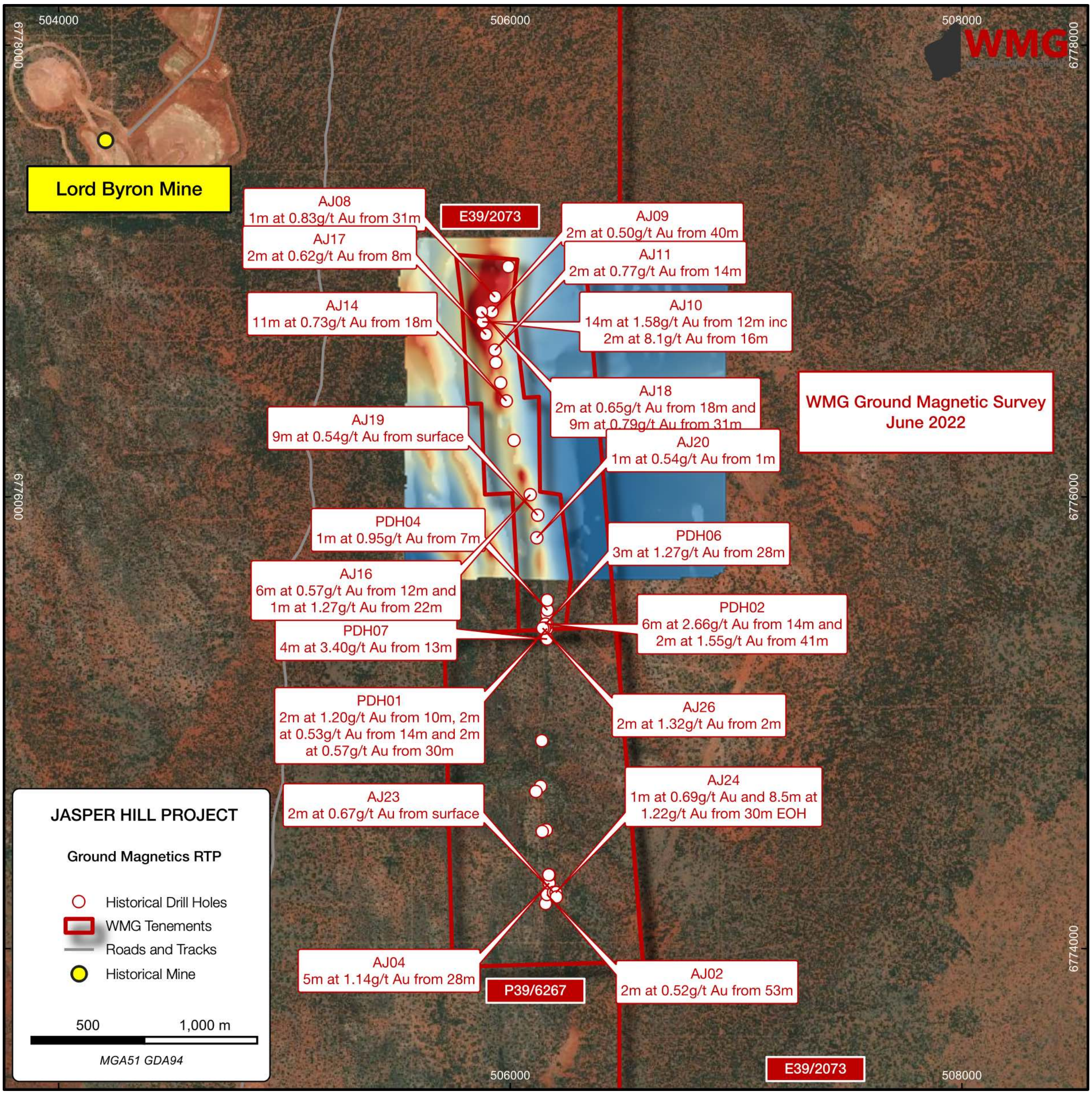


Figure 5: WMG ground magnetic survey and significant historical drill intersections (E39/2073 and P39/6267)

Further field reconnaissance work involving geological mapping, ground-truthing the results of the high-resolution ground magnetic survey over part of tenement E39/2073 and locating significant aboriginal heritage sites was conducted during the period. The Company plans to complete a litho-structural interpretation and drill targeting work, to advance the project ready for an initial RC drilling program.

The Company engaged remote sensing specialists Earthscan Pty Ltd to complete satellite based remote sensing work over the project area, using ASTER multispectral imagery. This work was completed during the previous period and was principally focused on mapping alteration signatures of possible gold targets. Numerous new and existing alteration targets were identified by the work which will be ground-truthed during the next field visit.

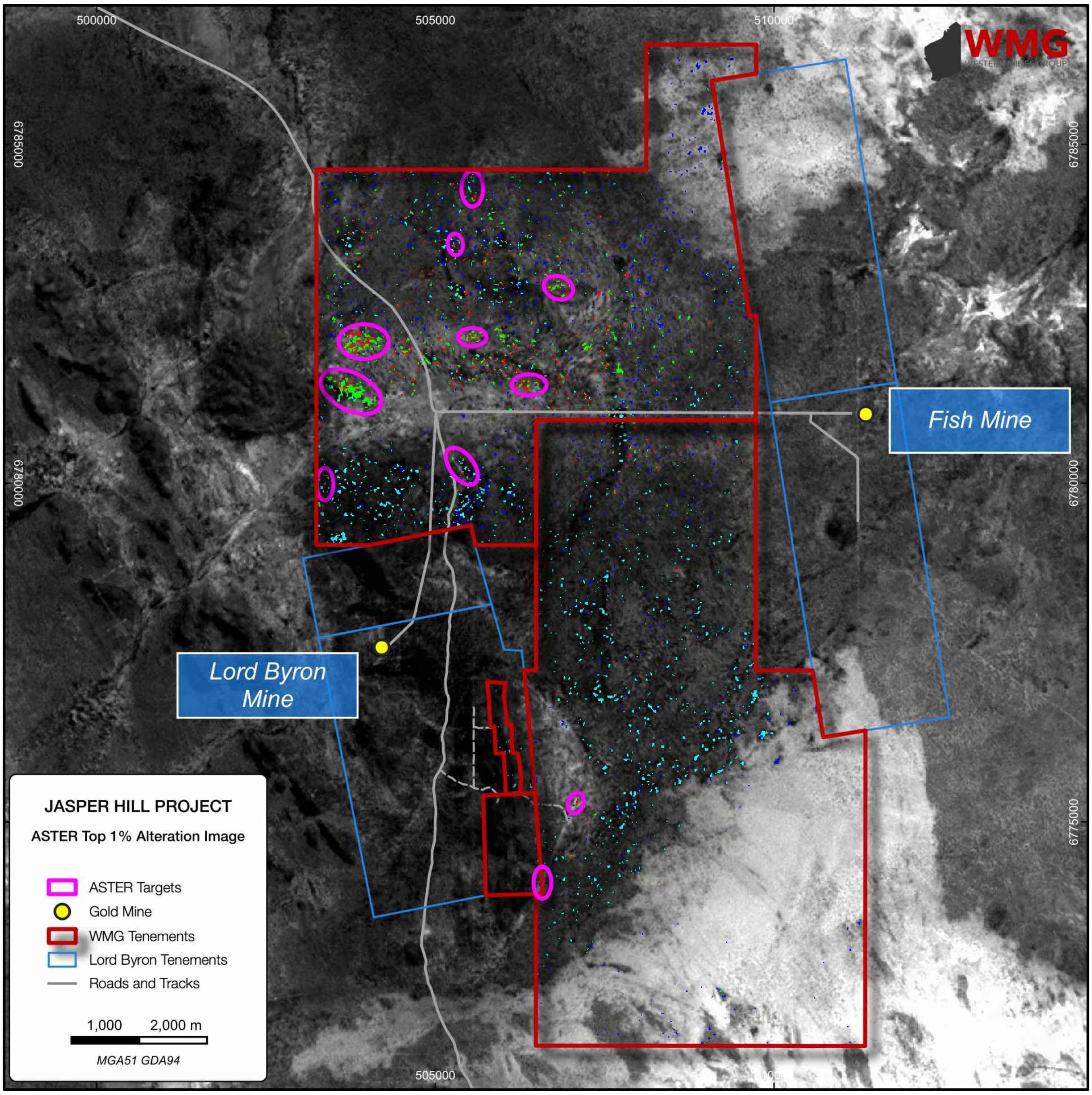


Figure 6: Jasper Hill ASTER alteration targets (E39/2073, E39/2079, P39/6267)

PINYALLING

The Pinyalling Project comprises exploration licence E59/2486 covering 55km^2. The project is located approximately 25km NW of Paynes Finds and lies at the south-eastern end of the Yalgoo-Singleton Greenstone Belt, within an area known as the Warriedar Fold Belt that comprises a folded sequence of gabbro and dolerite intercalated with basalt, ultramafics, sediments and BIF. The Warriedar Fold Belt hosts a number of historic gold workings at the Pinyalling Mining Centre, 3km north of the tenement area, as well as the Baron Rothschild prospect drilled by Thundelarra Exploration during the 1990s.

The Company recently engaged remote sensing specialists Earthscan Pty Ltd to complete satellite based remote sensing work over the project area, using ASTER multispectral imagery. This work was completed during the previous period and was principally focused on mapping pegmatite sequences that could potentially host lithium mineralisation. The Company notes the upswing in lithium focused exploration in the area at Golden State Mining's (ASX:GSM) nearby Paynes Find Lithium Project (*ASX:GSM, Lithium Exploration and Drilling Update, 22 December 2022*). An initial field reconnaissance visit is planned to ground-truth these interesting early results.

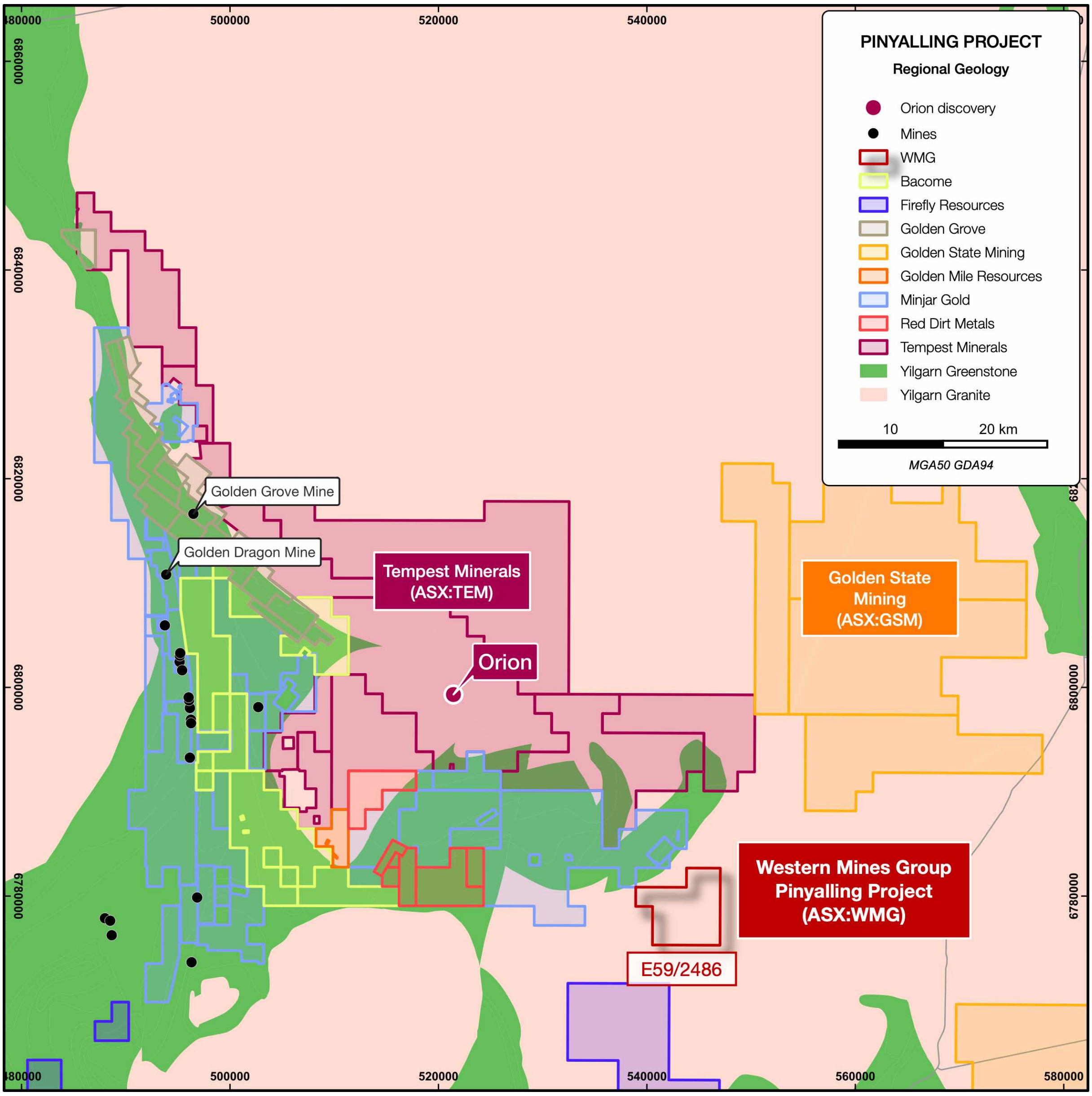


Figure 7: Location of Pinyalling Project

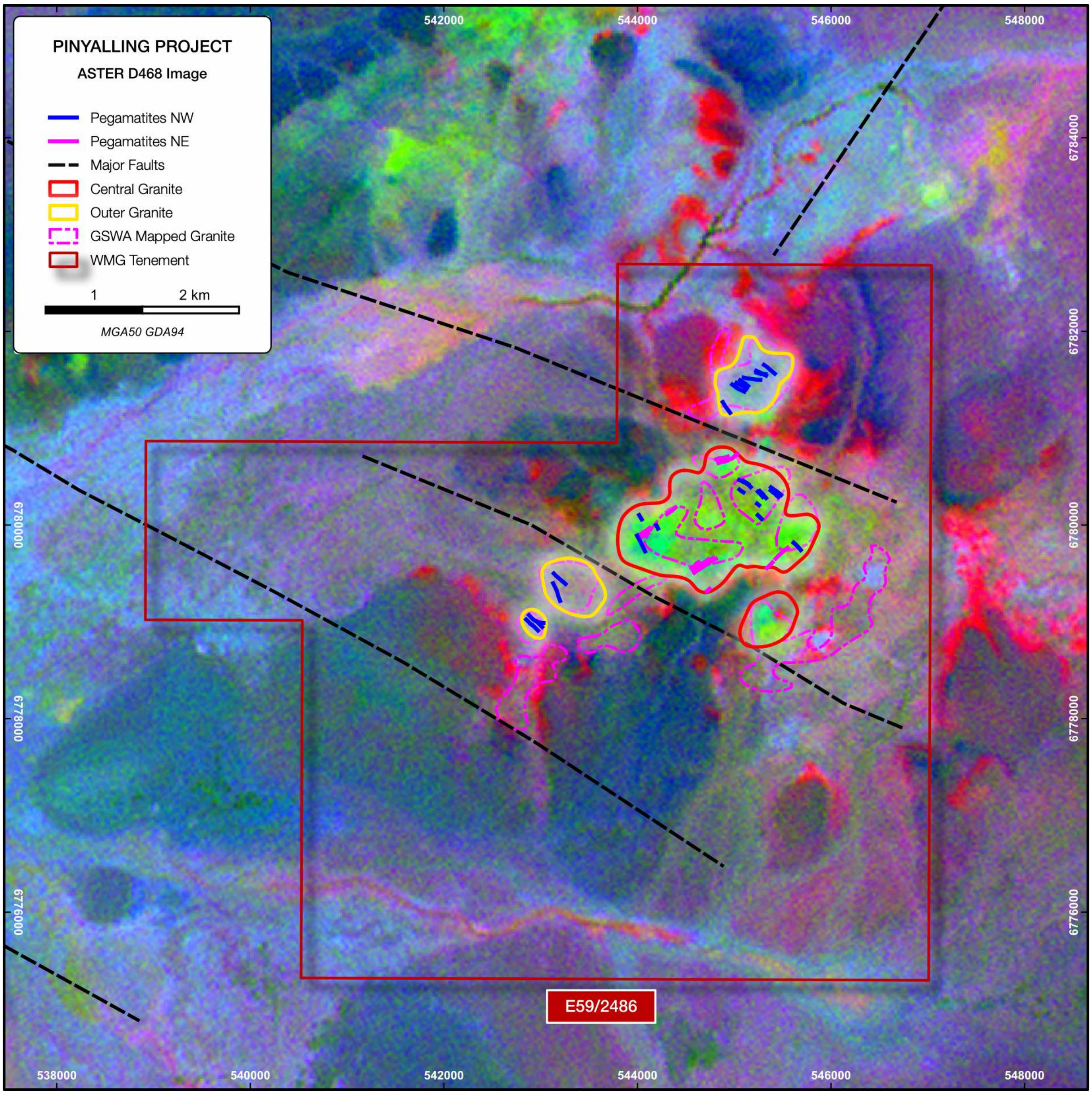


Figure 8: Pinyalling ASTER image with mapped granite and pegmatites

ROCK OF AGES

The Rock of Ages Project comprises prospecting licence P38/4203 and is located approximately 32km southeast of Laverton. The project lies on the Laverton Greenstone Belt, around 4.5km south of the historical Burtville Mining Centre and is surrounded by Focus Minerals (ASX:FML) Laverton Gold Project, with the neighbouring deposits of Burtville (206,000oz at 0.96g/t Au) and Karridale (1.19Moz at 1.33g/t Au) within a 5km radius. The tenement contains the historical Rock of Ages workings, a series of shallow mine workings over approximately 600m strike, associated with quartz veining and ferruginous cherts, within felsic volcanics. Historical records indicate 2,074oz Au was mined from the workings between 1902 and 1911 at an average grade of 50g/t Au.

The Company completed an initial drilling program at the project in September 2021 which identified some encouraging high-grade gold intersections including **RARC005 5m at 3.12g/t Au** from 91m, including **1m at 10.85g/t Au** from 91m and **RARC006 3m at 2.66g/t Au** from 85m, including **1m at 6.82g/t Au** from 86m, and **1m at 1.88g/t Au** from 58m (*Further Assays Confirm High-Grade Gold at Rock of Ages, 21 December 2021*).

Mineralisation remains open at depth and along strike to the north and south and shows evidence for up to 5 stacked gold lodes that appear to correlate well between drill holes. Generally better assay results were seen in fresher, less weathered rock versus the highly weathered upper saprolite.

The combination of these three factors (grade, multiple lodes, better results in fresh rock) lends strong support for further drill testing, where broader high-grade zones may hopefully be encountered at depth.

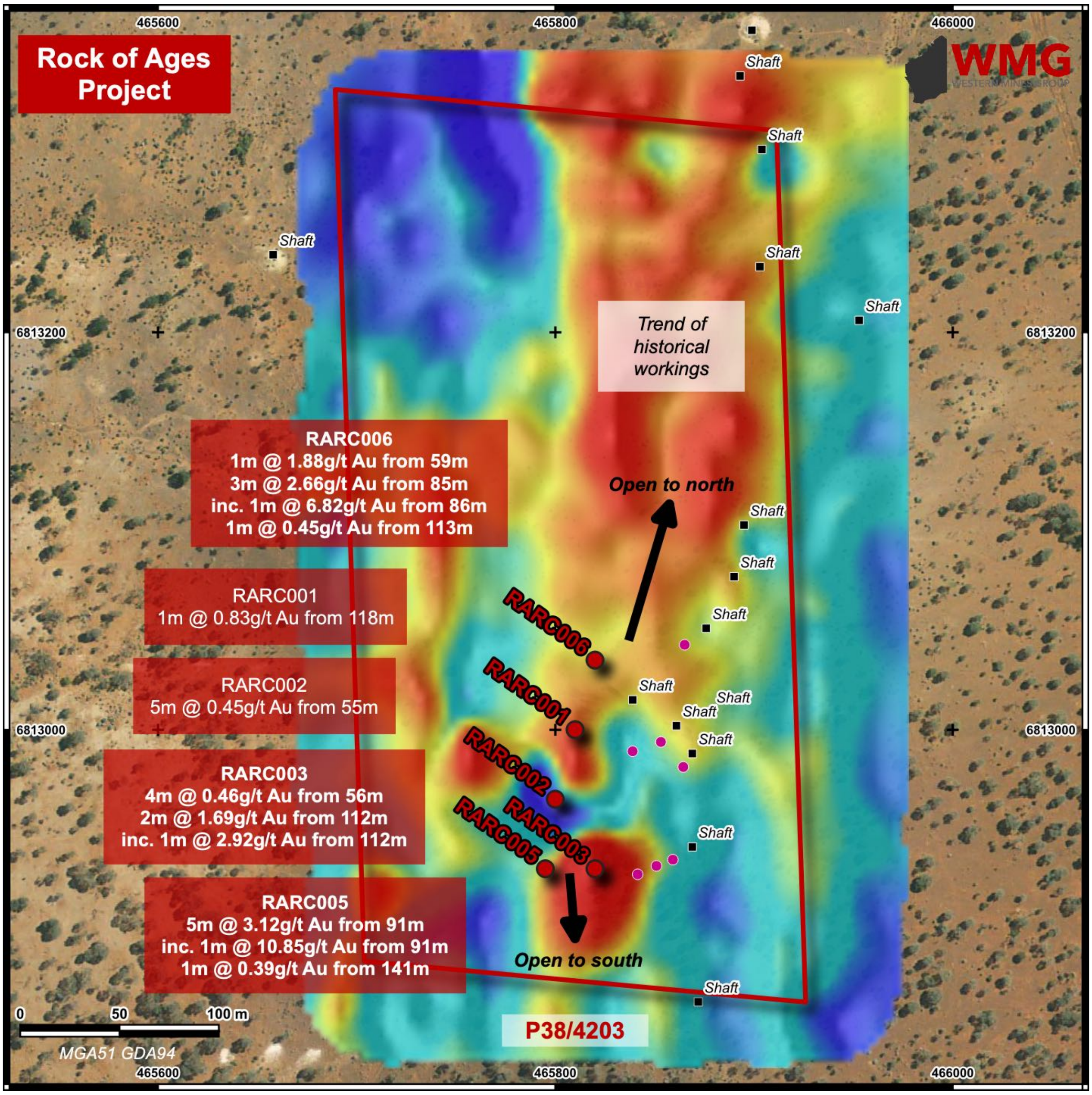


Figure 9: Rock of Ages Drilling Results on Ground Magnetics RTP Image

MELITA

The Melita Project comprises exploration licence E40/379, covering an area of approximately 105km^2. The project is located 20km south-southeast of Leonora and to the north of the Kookynie, Niagara and Orient Well-Butterfly gold mining centres, in the heart of the WA Goldfields. The Kookynie area has seen recent upswing in exploration activity, with WMG's Melita Project surrounded by the likes of Genesis Minerals (ASX:GMD), Saturn Metals (ASX:STN), Azure Minerals (ASX:AZS), KIN Mining (ASX:KIN) and the recently listed Mt Malcolm Mines (ASX:M2M) and Iris Metals (ASX:IR1).

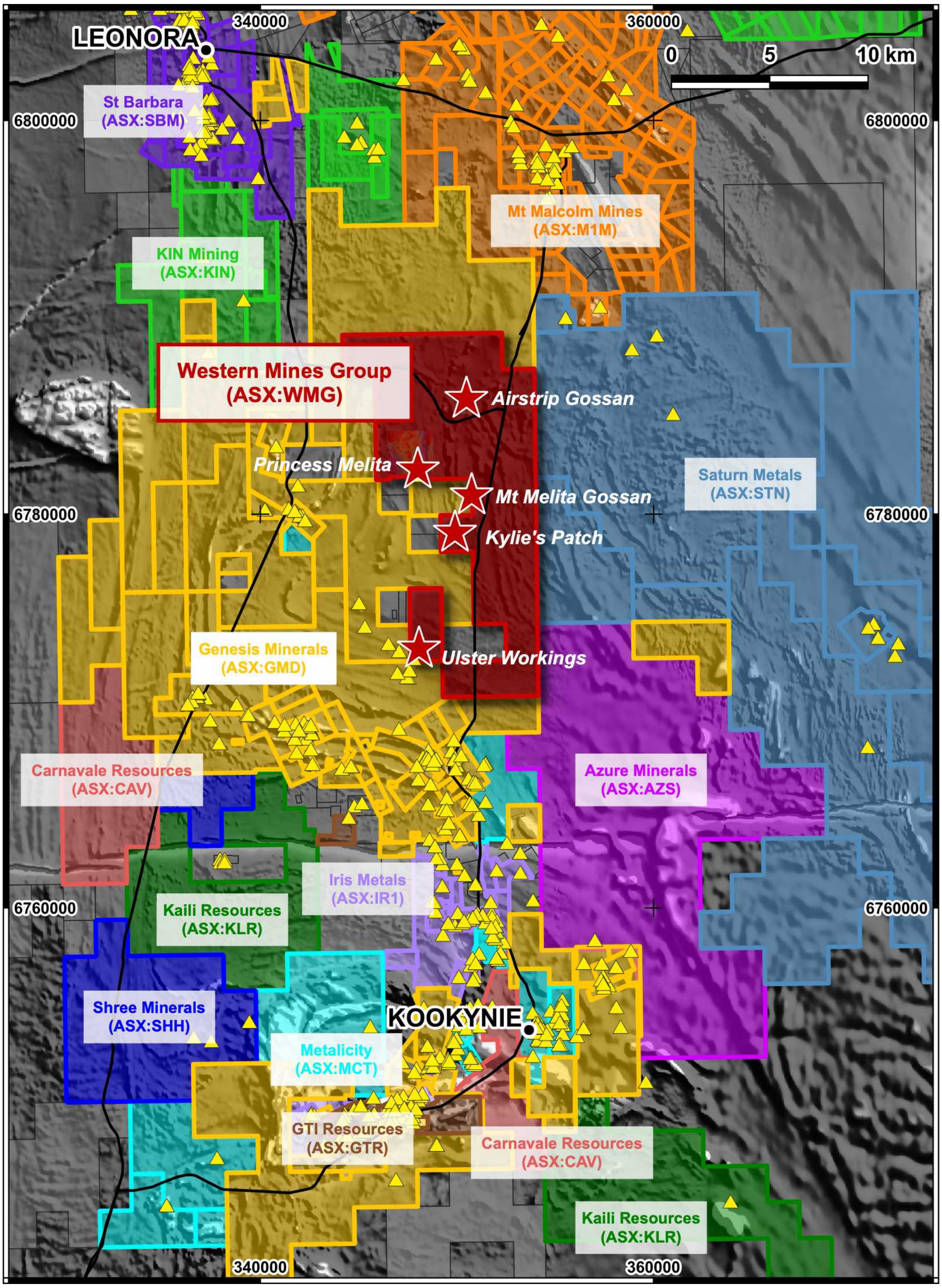


Figure 10: Location of Melita Project

A historical review of the Company's tenement area highlights it to be prospective for both gold and Cu-Pb-Zn VMS-style mineralisation. Limited exploration was done on the project during the period. The Company continues to review initial soil geochemical and ground magnetic data collected during a series of field campaigns during the previous year (*ASX, Major Field Program Commences at Melita, 11 August 2021; Completion of Initial Field Program at Melita, 16 September 2021*).

YOUANMI

The Youanmi Project comprises exploration licence E57/1119 and prospecting licence P57/1450. The project is located 70km southwest of Sandstone and lies on the eastern side of the Youanmi Greenstone Belt, along the major Youanmi Shear.

The tenements are just 2km to 7km from the historic Youanmi Gold Mining Centre, which has produced over 600,000oz of gold since its discovery in the late 1800's, currently owned by Rox Resources (ASX:RXL) and Venus Metals (ASX:VMC). The area has seen a resurgence in exploration activity with the recent discovery of the high-grade Penny North (ASX:RMS) and Grace (ASX:RXL) deposits along the Youanmi Shear.

A site visit for field reconnaissance and high-resolution ground magnetic surveys we completed during the period. Data from this fieldwork will feed into the Company's ongoing exploration targeting.

PAVAROTTI

The Pavarotti Project comprises exploration licence E77/2478 and exploration licence application E77/2746. The project is located approximately 50km north-northeast of Southern Cross and lies on the western side of the Koolyanobbing Greenstone Belt, a northwest trending sequence of mafic and ultramafic volcanic and intrusive rocks with lesser sediments intercalated with BIF horizons forming prominent ridges. The BIF horizons have been exploited since the 1960s, with several open pit iron ore mines that are currently owned by Mineral Resources (ASX:MIN).

Historical rock chip samples from Jock's Fury show anomalous results of up to **0.74% Ni, 0.11% Cu and 0.22g/t Pt+Pd over 140m strike**. BHP drilled several shallow holes at Jocks Fury in the late 1960's including **H202** intersecting **4.6m at 1.28% Ni, 597ppm Cu, 293ppm Co** from 42.7m to the end of hole (EOH) and **H273** intersecting **16.8m at 0.78% Ni, 360ppm Cu, 285ppm Co** from 12.2m, including **3.1m at 1.60% Ni, 865ppm Cu, 700ppm Co** from 24.4m.

Limited exploration work was done on the project during the quarter. The Company continues to wait on the grant of tenement application E77/2746, containing Jock's Fury, in order to commence exploration.

During the previous year the Company negotiated the sale of the iron ore rights at the project to Mineral Resources Ltd, receiving a cash payment of $200,000 ex GST and a future production royalty of up to 1.25% as the sale consideration (*ASX, Sale of Pavarotti Project Iron Ore Rights, 4 April 2022*).

BROKEN HILL BORE

The Broken Hill Bore Project comprises exploration licence E31/1222 and is located approximately 160km northeast of Kalgoorlie, near Edjudina. The Edjudina region hosts a number of significant gold deposits such as Northern Star's (ASX:NST) Carosue Dam Project, the Edjudina Gold Camp, 9km south of the project and the Patricia workings along strike. The Yarri and Porphyry Gold Camps are located in the Murrin Domain 18km to the west and the Deep South Deposits in the Linden Domain to the north east.

A review of historical WAMEX reports and a site visit were undertaken during the period.

DIRECTORS' REPORT

The Directors present their report, together with the Financial Statements, on the Company for the year ended 30 June 2023.

DIRECTORS

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

Mr Rex Turkington (Non-Executive Chairman)
Dr Caedmon Marriott (Managing Director)
Mr Francesco Cannavo (Non-Executive Director)
Dr Benjamin Grguric (Non-Executive Director) (appointed 19 September 2022)
Mr Paul Burton (Non-Executive Director) (resigned 10 October 2022)

PRINCIPAL ACTIVITIES

During the financial year the principal continuing activities of the company consisted of exploration and development of its tenement assets.

DIVIDENDS

There were no dividends paid, recommended or declared during the current or previous financial year.

OPERATING RESULTS AND FINANCIAL POSITION

During the year, the Company made a loss after providing for income tax of $1,050,145 (2022: $1,071,653). The focus of the Company during the year was the continuing mineral exploration of various projects in Western Australia, in particular the Company's flagship Mulga Tank Ni-Cu-PGE Project. A description of the Company's mineral projects and exploration activities was detailed in the Review of Operations prior to the Directors' Report.

As at the year end 30 June 2023 the Company held cash and cash equivalents of $3,271,415 (2022: $3,682,150).

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

During the year, the Company issued 13,569,500 fully paid ordinary shares raising a total of $3,420,280 before costs. In addition, during the year the Company issued a further 1,483,000 fully paid ordinary shares, upon the exercise of options, raising a further $444,999 before costs

There were no other significant changes in the state of affairs of the Company during the financial year.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL PERIOD

On 7 July 2023, the Company issued 600,000 full paid ordinary shares upon the conversion of performance rights.

On 25 August 2023, the Company issued 250,000 fully paid ordinary shares upon the exercise of options with an exercise price of $0.30, raising $75,000.

No other matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

Information on likely developments in the operations of the Company and the expected results of operations have not been included in this report because the Directors believe it would be likely to result in unreasonable prejudice to the Company.

ENVIRONMENTAL REGULATION

The Company holds interests in a number of exploration tenements. The various authorities granting such tenements require the tenement holder to comply with the terms of the grant of the tenement and all directions given to it under those terms of the tenement. There has been no known breaches of the tenement conditions and no such breaches have been notified by any government agency during the year ended 30 June 2023.

INFORMATION ON DIRECTORS

Name:	**Rex Turkington**
Title:	Non-Executive Chairman
Qualifications:	Rex holds a First Class Honours degree in Economics, is a Graduate of the Australian Institute of Company Directors (GAICD) and is an Associate of the Financial Services Institute of Australia (AFINSIA).
Experience and Expertise:	Rex Turkington is a highly experienced Corporate Advisor and Economist who has worked extensively in the Financial Services and Stockbroking Industry in Australia, specialising in the natural resources sector. Rex has extensive experience with equities, derivatives, foreign exchange and commodities and has participated in numerous Initial Public Offerings and Capital Raising for ASX listed companies. Currently Rex is Managing Director of South Pacific Securities, an Advisory Company, offering Corporate Finance and Investor Relations advice to Listed Companies. He was previously Chairman of ASX oil and gas explorer Key Petroleum Ltd (ASX:KEY) and Non-Executive Director of TNG Ltd (ASX:TNG), developing the world class Mt Peake V-Ti-Fe Project in the Northern Territory.
Other Current Directorships:	Nil
Former Directorships (last 3 years):	Key Petroleum (ASX:KEY) (resigned August 2020)
Special Responsibilities:	Member of the Audit and Risk Committee
Interests in Shares:	Nil
Interests in Options:	4,000,000 options over ordinary shares
Interests in Rights:	750,000 performance rights

Name:	**Dr Caedmon Marriott**
Title:	Managing Director
Qualifications:	Caedmon graduated with MSci (Geological Sciences) and MA (Natural Sciences – Geology) from the University of Cambridge, has obtained a PhD in Earth Sciences from the University of Oxford and is also a Chartered Financial Analyst. Caedmon is a member of the Australasian Institute of Mining and Metallurgy (MAusIMM), the Australian Institute of Geoscientists (MAIG) and the Society of Economic Geologists (MSEG).
Experience and Expertise:	Caedmon has over 19 years' experience in mineral exploration and equity capital markets, in various roles across geological exploration, fund management, mining project evaluation and corporate finance. Caedmon was previously Managing Director of Western Australian gold and nickel explorer Aldoro Resources (ASX:ARN) and prior to that Managing Director of private exploration company Hanno Resources, responsible for establishing and managing the company's frontier exploration in Western Sahara. Prior to Hanno Resources, Caedmon worked as a buy-side mining analyst at GLG Global Mining Fund, Och-Ziff Capital and JPMorgan Natural Resources Fund, and in mining corporate finance and equity research with Ambrian Partners and GMP Securities.
Other Current Directorships:	Nil
Former Directorships (last 3 years):	Managing Director, Aldoro Resources Ltd (ASX:ARN) (November 2019 to November 2020) and Non-Executive Director, Golden Mile Resources Ltd (ASX:G88) (January 2020 to August 2021)
Interests in Shares:	1,000,000 fully paid ordinary shares
Interests in Options:	3,000,000 options over ordinary shares
Interests in Rights:	3,000,000 performance rights

Name:	**Francesco Cannavo**
Title:	Non-Executive Director
Experience and Expertise:	Francesco is an experienced public company director with significant business and investment experience working with companies operating across various industries, including in particular mining exploration companies, and has been instrumental in assisting several listed and unlisted companies achieve their growth strategies through the raising of investment capital and the acquisition of assets.
Other current Directorships:	Golden Mile Resources Ltd (ASX:G88), Lightning Minerals Ltd (ASX:L1M) and StemCell United Limited (ASX:SCU)
Former Directorships (last 3 years):	Magnum Mining and Exploration Limited (ASX:MGU) (resigned 10 March 2021), Lifespot Health (ASX:LSH) (resigned 20 July 2021) and I-Global Holdings Limited (NSX:IGH) (resigned October 2022)
Special Responsibilities:	Member of the Audit and Risk Committee

Interests in Shares:	3,900,001 fully paid ordinary shares
Interests in Options:	3,000,000 options over ordinary shares
Interests in Rights:	250,000 performance rights

Name:	**Dr Benjamin Grguric**
Title:	Non-Executive Director (appointed 19 September 2022)
Qualifications:	Ben graduated with BSc (Honours) in Geology from the University of Adelaide and has obtained a PhD in Earth Sciences from the University of Cambridge. Ben is a fellow of the Australian Institute of Geoscientists (FAIG) and the Society of Economic Geologists (FSEG).
Experience and Expertise:	Ben has extensive experience in mineral exploration and scientific research, with direct involvement in a number of gold and nickel discoveries of the last 30 years. Ben is considered a leading expert on WA nickel sulphide exploration with over 50 peer-reviewed scientific papers. Ben is currently an independent consultant to a number of listed exploration and mining companies (including WMG) having spent his early career with WMC Resources/BHP, in particular at the Mt Keith Nickel Operation and was Geoscience Manager - Australia for Norilsk Nickel, directly involved in the discovery of their West Jordan Type 2 nickel sulphide deposit.
Other current Directorships:	Nil
Former Directorships (last 3 years):	Nil
Special Responsibilities:	Member of the Audit and Risk Committee
Interests in Shares:	443,531 fully paid ordinary shares
Interests in Options:	1,000,000 options over ordinary shares
Interests in Rights:	Nil

Name:	**Paul Burton**
Title:	Non-Executive Director (resigned 10 October 2022)
Qualifications:	Paul is a graduate of the Australian Institute of Company Directors (GAICD), a fellow of the Association of Applied Geochemists (FAAG), a member of the Australasian and Canadian Institutes of Mining and Metallurgy (MAusIMM, MCIM) and a member of the British Institute of Directors (MIoD).
Experience and Expertise:	Paul is currently the Managing Director and CEO of Surefire Resources Limited, an ASX listed resources company (ASX:SRN) and previously Managing Director and CEO of TNG Limited (ASX:TNG) focused on developing the Mt Peake V-Ti-Fe Project in the Northern Territory.
Other current Directorships:	N/A
Former Directorships (last 3 years):	TNG Limited (ASX:TNG)
Special Responsibilities:	N/A

Interests in Shares: N/A

Interests in Options: N/A

Interests in Rights: N/A

"Other Current Directorships" quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

"Former Directorships (last 3 years)" quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

COMPANY SECRETARIES

Ian Gregory was appointed Company Secretary on 3 February 2023. Mr Gregory is a professional Company Secretary and Director with over 30 years' experience in the provision of company secretarial, governance and business administration services with listed and unlisted companies. He also has expertise which includes launching successful start-up operations through the development of the company secretarial role and board reporting process. Mr Gregory currently consults on company secretarial and governance matters to a number of listed and unlisted companies.

Prior to Mr Gregory's appointment, Mr Lee Tamplin and Ms Elizabeth Spooner acted as joint Company Secretaries.

MEETINGS OF DIRECTORS

The number of meetings of the Company's Board of Directors ("the Board") and of each Board committee held during the year ended 30 June 2023, and the number of meetings attended by each Director were:

	Full Board		Audit and Risk	
	Attended	Held	Attended	Held
Rex Turkington	12	12	2	2
Caedmon Marriott	12	12	-	-
Francesco Cannavo	12	12	2	2
Benjamin Grguric	9	10	1	1
Paul Burton	2	3	1	1

Held: Represents the number of meetings held during the time the Director held office or was a member of the relevant committee.

REMUNERATION REPORT (AUDITED)

The remuneration report details the Key Management Personnel remuneration arrangements for the Company, in accordance with the requirements of the *Corporations Act 2001* and its Regulations.

Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all Directors.

The remuneration report is set out under the following main headings:

- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to Key Management Personnel

Principles Used to Determine the Nature and Amount of Remuneration

The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ("the Board") ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency

The reward framework is designed to align executive reward to shareholders' interests. The Board have considered that it should seek to enhance shareholders' interests by:

- having economic profit as a core component of plan design
- focusing on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value
- attracting and retaining high calibre executives

Additionally, the reward framework should seek to enhance executives' interests by:

- rewarding capability and experience
- reflecting competitive reward for contribution to growth in shareholder wealth
- providing a clear structure for earning rewards.

In accordance with best practice corporate governance, the structure of non-executive director and executive director remuneration is separate.

Non-Executive Directors Remuneration

Fees and payments to Non-Executive Directors reflect the demands and responsibilities of their role. Non-Executive Directors' fees and payments are reviewed by the Board which serves as the nomination and remuneration Committee.

ASX listing rules require the aggregate non-executive directors' remuneration be determined periodically by a general meeting. The most recent determination was at the Annual General Meeting held on 2 November 2021, where the shareholders approved a maximum annual aggregate remuneration of $300,000.

Executive Remuneration

The Company aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has three components:

- base pay and non-monetary benefits
- share-based payments and short-term performance incentives
- other remuneration such as superannuation and long service leave.

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed by the board based on individual and business unit performance, the overall performance of the Company and comparable market remunerations.

The short-term incentives ("STI") program is designed to align the targets of the business units with the performance hurdles of executives. STI payments are granted to executives based on specific annual targets and key performance indicators ("KPI's") being achieved. KPI's include share price.

The long-term incentives ("LTI") include long service leave and share-based payments. Options and performance rights are awarded to executives based on long-term incentive measures. These include increase in shareholders value relative to the entire market and the increase compared to the Company's direct competitors.

Company Entity Performance and Link to Remuneration

Remuneration for certain individuals is directly linked to the performance of the Company. A portion of cash bonus and incentive payments are dependent on share price targets being met. The remaining portion of the cash bonus and incentive payments are at the discretion of the Board, inline with the Company's Bonus Evaluation Criteria. During the year the Board approved the payment of a bonus of $30,000 plus superannuation to Managing Director, Dr Caedmon Marriott. Refer to section *Additional Information* below for details of the earnings and total shareholder return for the last three years.

Use of Remuneration Consultants

During the financial year ended 30 June 2022 the Company did not engage remuneration consultants.

Voting and Comments Made at the Company's 25 November 2022 Annual General Meeting (AGM)

At the 25 November 2022 AGM 98.47% of the votes received supported the adoption of the remuneration report for the period ended 30 June 2022. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

Details of Remuneration

Amounts of Remuneration

Details of the remuneration of Key Management Personnel of the Company are set out in the following tables.

1 July 2022 to 30 June 2023	Short-term benefits			Post-employment Benefits	Share-based payments	Totals
	Cash salary and fees ($)	Cash bonus ($)	Non-Monetary ($)	Superannuation/ Long service leave ($)	Equity-settled ($)	Total ($)
Non-Executive Directors:						
Rex Turkington	52,500	-	-	5,512	48,470	**106,482**
Francesco Cannavo	51,110	-	-	-	24,026	**75,136**
Benjamin Grguric**	35,360	-	-	-	47,407	**82,767**
Paul Burton*	11,000	-	-	-	3,087	**14,087**
Executive Directors:						
Caedmon Marriott***	220,500	30,000	7,076	27,360	99,188	**384,124**
Totals	**370,470**	**30,000**	**7,076**	**32,872**	**222,178**	**662,596**

* *Resigned on 10 October 2022*
** *Appointed on 19 September 2022*
*** *During the year the Board approved the payment of a bonus of $30,000 plus superannuation to Caedmon Marriott.*

1 July 2021 to 30 June 2022	Short-term benefits			Post-employment Benefits	Share-based payments	Totals
	Cash salary and fees ($)	Cash bonus ($)	Non-Monetary ($)	Super-annuation ($)	Equity-settled ($)	Total ($)
Non-Executive Directors:						
Rex Turkington	50,000	-	-	5,000	88,477	**143,477**
Paul Burton	44,000	-	-	-	88,477	**132,477**
Francesco Cannavo	44,000	-	-	-	10,777	**54,777**
Executive Directors:						
Caedmon Marriott	210,000	-	13,623	21,000	99,453	**344,076**
Totals	**348,000**	**-**	**13,623**	**26,000**	**287,184**	**674,807**

** On 11 April 2022, the Company entered into agreements to grant performance rights to the Directors subject to shareholder approval at the AGM. An expense has been recognised in relation to these rights even though they are yet to be issued as required under AASB2: Share Base Payments.*

The proportion of remuneration linked to performance and the fixed proportion are as follows:

	Fixed remuneration		At risk - STI		At risk - LTI	
	2023	2022	2023	2022	2023	2022
Non-Executive Directors:						
Rex Turkington	54%	38%	-	-	46%	62%
Francesco Cannavo	68%	80%	-	-	32%	20%
Benjamin Grguric	43%	-	-	-	57%	-
Paul Burton	78%	33%	-	-	22%	67%
Executive Directors:						
Caedmon Marriott	66%	70%	8%	-	26%	30%

Service Agreements

Remuneration and other terms of employment for Key Management Personnel are formalised in service agreements. Details of these agreements are as follows:

Name:	**Caedmon Marriott**
Title:	Managing Director
Term of Agreement:	Remuneration totalling $231,000 per annum (plus superannuation). The contract can be terminated with 1 month notice by the Company for cause, and with 3 months notice by either party
Name:	**Rex Turkington**
Title:	Non-Executive Chairman
Term of Agreement:	Remuneration totalling $55,000 per annum (plus superannuation)
Name:	**Francesco Cannavo**
Title:	Non-Executive Director
Term of Agreement:	Remuneration totalling $44,000 per annum (plus superannuation)
Name:	**Benjamin Grguric**
Title:	Non-Executive Director
Term of Agreement:	Remuneration totalling $44,000 per annum (plus superannuation)

Share-based Compensation

Issue of Shares

There were no shares issued to Directors and other Key Management Personnel as part of compensation during the year ended 30 June 2023.

Options

The terms and conditions of each grant of options over ordinary shares affecting remuneration of Directors and other Key Management Personnel in this financial year or future reporting years are as follows:

Grant Date	Vesting Date and Exercisable Date	Expiry Date	Exercise Price	Fair Value per Option at Grant Date
26 March 2021	20 July 2023	20 July 2025	$0.300	$0.049
3 February 2023	18 September 2023	15 July 2025	$0.300	$0.061

Name	Number of Options Granted	Grant Date	Vesting Date and Exercisable Date	Expiry Date	Exercise Price	Fair Value per Option at Grant Date
Rex Turkington	1,000,000	26 March 2021	20 July 2023	20 July 2025	$0.300	$0.049
Benjamin Grguric	1,000,000	3 February 2023	18 September 2023	15 July 2025	$0.300	$0.061

Options granted carry no dividend or voting rights.

All options were granted over unissued fully paid ordinary shares in the Company. The number of options granted was determined having regard to non-market based vesting conditions. KMP's options vest based on the provision of service over the vesting period whereby the affected KMP becomes beneficially entitled to the option on vesting date. Options are exercisable by the holder as from the vesting date. There has not been any alteration to the terms or conditions of the grant since the grant date. There are no amounts paid or payable by the recipient in relation to the granting of such options other than on their potential exercise.

Performance Rights

The following performance rights were granted to each of the KMP under the Plan. The terms of the performance rights were agreed in 2022, subject to shareholder approval at the Company's AGM held on 25 November 2022.

Class	Number Granted	Grant Date	Vesting Conditions	Expiry Date	Fair Value $
PR1	1,500,000	25/11/2022	WMG's share price remains above 40 cents/share for a period of 20 business days and holder remains with the Company	14/03/2025	0.066
PR2	1,500,000	25/11/2022	WMG's share price remains above 60 cents/share for a period of 20 business days and holder remains with the Company	14/03/2025	0.046
PR3	1,500,000	25/11/2022	WMG's share price remains above 80 cents/share for a period of 20 business days and holder remains with the Company	14/03/2025	0.035

The table below summarises the number of performance rights granted to each member of KMP.

Performance Rights	PR1	PR2	PR3	Total
Caedmon Marriott	1,000,000	1,000,000	1,000,000	**3,000,000**
Rex Turkington	250,000	250,000	250,000	**750,000**
Francesco Cannavo	250,000	250,000	250,000	**750,000**
Totals	**1,500,000**	**1,500,000**	**1,500,000**	**4,500,000**

On vesting, each right automatically converts into one ordinary share. The executives do not receive any dividends and are not entitled to vote in relation to the rights during the vesting period. If an executive ceases employment before the rights vest, the rights will be forfeited, except in limited circumstances that are approved by the Board on a case-by-case basis.

The fair value of the rights were determined using a valuation model.

Additional information

The earnings of the Company for the last three years to 30 June 2023 are summarised below:

	2023 ($)	**2022 ($)**	**2021 ($)**
Other income	-	200,000	-
Loss after income tax	(1,050,145)	(1,071,653)	(902,949)

The factors that are considered to affect total shareholders return (“TSR") are summarised below:

	2023	**2022**	**2021**
Share price at financial year end ($)	0.47	0.12	-
Basic earnings per share (cents per share)	(2.13)	(2.48)	(10.20)

Additional Disclosures Relating to Key Management Personnel

Shareholding

The number of shares in the Company held during the financial year by each Director and other members of Key Management Personnel of the Company, including their personally related parties, is set out below:

Ordinary Shares	Balance at the Start of the Year	Held at Time of Appointment	Additions	Disposals/Other	Balance at the End of the Year
Caedmon Marriott	600,000	-	400,000	-	**1,000,000**
Rex Turkington	-	-	-	-	**-**
Francesco Cannavo	3,000,001	-	400,000	-	**3,400,001**
Benjamin Grguric	-	93,531	350,000	-	**443,531**
Totals	**3,600,001**	**93,531**	**1,150,000**	**-**	**4,843,532**

Option Holding

The number of options over ordinary shares in the Company held during the financial year by each Director and other members of Key Management Personnel of the Company, including their personally related parties, is set out below:

Options over Ordinary Shares	Balance at the Start of the Year	Granted	Exercised	Expired/Forfeited/ Other	Balance at the End of the Year
Caedmon Marriott	3,000,000	-	-	-	**3,000,000**
Rex Turkington	4,000,000	-	-	-	**4,000,000**
Francesco Cannavo	3,000,000	-	-	-	**3,000,000**
Benjamin Grguric	-	1,000,000		-	**1,000,000**
Paul Burton	4,000,000	-	-	(4,000,000)	**-**
Totals	**14,000,000**	**1,000,000**	**-**	**(4,000,000)**	**11,000,000**

Performance Rights Holding

The number of performance rights over ordinary share in the Company held during the financial year by each Director and other members of Key Management Personnel of the Company, including their personally related parties, is set out below:

Performance Rights over Ordinary Shares	Balance at the Start of the Year	Granted	Expired/Forfeited/Other	Balance at the End of the Year
Caedmon Marriott	-	3,000,000	-	**3,000,000**
Rex Turkington	-	750,000	-	**750,000**
Francesco Cannavo	-	750,000	-	**750,000**
Totals	**-**	**4,500,000**	**-**	**4,500,000**

Performance Rights over Ordinary Shares	Vested and Exercisable	Unvested and Unexercisable	Balance at the End of the Period
Caedmon Marriott	2,000,000	1,000,000	**3,000,000**
Rex Turkington	500,000	250,000	**750,000**
Francesco Cannavo	500,000	250,000	**750,000**
Totals	**3,000,000**	**1,500,000**	**4,500,000**

Other transactions with Key Management Personnel and their Related Parties

During the financial year, payments for exploration work performed by Nomad Exploration Pty Ltd (an entity related to Caedmon Marriott) totalled $65,481 (2022: $73,468), investor relations fees paid to Katarina Corporation Pty Ltd (an entity related to Rex Turkington) totalled $3,506 (2022: $4,647), exploration work performed by Mineralium Pty Ltd (an entity related to Benjamin Grguric) totalled $10,074 and rent paid to Golden Mile Resources Ltd (an entity related to Francesco Cannavo and formerly related to Caedmon Marriott) totalled $10,285 (2022: $10,200) (Note 20 of the Financial Statements).

This concludes the remuneration report, which has been audited.

SHARES UNDER OPTION

Unissued ordinary shares of the Company under option at the date of this report are as follows:

Grant Date	Expiry Date	Exercise Price	Number Under Option
18 November 2020	7 November 2023	$0.300	**1,400,000**
26 March 2021	15 July 2025	$0.300	**16,000,000**
25 June 2021	15 July 2024	$0.300	**1,750,000**
11 November 2021	11 November 2024	$0.300	**466,670**
15 February 2022	21 February 2025	$0.300	**500,000**
3 February 2023	15 July 2025	$0.300	**1,000,000**
8 April 2023	13 April 2026	$0.500	**200,000**
Total			**21,316,670**

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the Company or of any other body corporate.

SHARES UNDER PERFORMANCE RIGHTS

There are a total of 4,050,000 performance rights on issue at the date of this report.

SHARES ISSUED ON THE EXERCISE OF OPTIONS

The following ordinary shares of the Company were issued during the year ended 30 June 2023 and up to the date of this report on the exercise of options granted:

Date of Conversion	Exercise Price	Number of Shares Issued
24 April 2023	$0.300	750,000
4 May 2023	$0.300	733,330
25 August 2023	$0.300	250,000
		1,733,330

SHARES ISSUED ON THE EXERCISE OF PERFORMANCE RIGHTS

The following ordinary shares of the Company were issued during the year ended 30 June 2023 and up to the date of this report on the exercise of performance rights granted:

Date of Conversion		Number of Shares Issued
7 July 2023		600,000
		600,000

INDEMNITY AND INSURANCE OF OFFICERS

The Company has indemnified the Directors and executives of the Company for costs incurred, in their capacity as a Director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Company paid a premium in respect of a contract to insure the Directors and executives of the Company against a liability to the extent permitted by the *Corporations Act 2001*. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

INDEMNITY AND INSURANCE OF AUDITOR

The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied to the Court under *Section 237* of the *Corporations Act 2001* for leave to bring proceedings on behalf of the Company, or to 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 part of those proceedings.

NON-AUDIT SERVICES

There were no non-audit services provided during the financial year by the auditor.

OFFICERS OF THE COMPANY WHO ARE FORMER PARTNERS OF HLB MANN JUDD (VIC) PARTNERSHIP

There are no officers of the Company who are former partners of HLB Mann Judd (Vic) Partnership.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the Auditor's Independence Declaration as required under *Section 307C of the Corporations Act 2001* is set out immediately after this Directors' Report.

AUDITOR

HLB Mann Judd (Vic) Partnership was appointed in accordance with *Section 327* of the *Corporations Act 2001*.

This report is made in accordance with a resolution of Directors, pursuant to *Section 298(2)(a) of the Corporations Act 2001*.

On behalf of the Directors

Dr Caedmon Marriott
Managing Director
27 September 2023

HLB MANN JUDD

Auditor's independence declaration

As lead auditor for the audit of the financial report of Western Mines Group Ltd for the year ended 30 June 2023, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

(a) the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and

(b) any applicable code of professional conduct in relation to the audit.

HLB Mann Judd

HLB Mann Judd
Chartered Accountants

Jude Lau
Partner

Melbourne
27 September 2023

hlb.com.au

HLB Mann Judd (VIC Partnership) ABN 20 696 861 713
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Contents

GENERAL INFORMATION

The Financial Statements cover Western Mines Group Ltd as an individual entity. The Financial Statements are presented in Australian dollars, which is Western Mines Group Ltd's functional and presentation currency.

Western Mines Group Ltd is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Level 3, 33 Ord Street
West Perth WA 6005

A description of the nature of the Company's operations and its principal activities are included in the Directors' Report, which is not part of the Financial Statements.

The Financial Statements were authorised for issue, in accordance with a resolution of Directors, on 27 September 2023. The Directors have the power to amend and reissue the Financial Statements.

Western Mines Group Ltd
Statement of Profit or Loss and Other Comprehensive Income
For the year ended 30 June 2023

	Note	2023 ($)	2022 ($)
Revenue and income			
Other income	4	-	200,000
Interest income		47,256	-
Expenses			
Administration expenses		(530,701)	(436,711)
Tenement expenses		(44,775)	(190,878)
Employee benefits expense		(284,937)	(299,623)
Depreciation and amortisation expense	9	(8,835)	(1,598)
Share based payment expense		(228,153)	(342,843)
Loss before income tax expense		**(1,050,145)**	**(1,071,653)**
Income tax expense	6	-	-
Loss after income tax expense for the year attributable to the owners of Western Mines Group Ltd		**(1,050,145)**	**(1,071,653)**
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year attributable to the owners of Western Mines Group Ltd		**(1,050,145)**	**(1,071,653)**

		Cents	Cents
Basic earnings per share	24	(2.13)	(2.48)
Diluted earnings per share	24	(2.13)	(2.48)

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

Western Mines Group Ltd
Statement of Financial Position
As at 30 June 2023

	Note	2023 ($)	2022 ($)
Assets			
Current assets			
Cash and cash equivalents	7	3,271,415	3,682,150
Trade and other receivables	8	389,635	98,726
Other		21,855	41,024
Total current assets		**3,682,905**	**3,821,900**
Non-current assets			
Property, plant and equipment	9	209,313	8,012
Exploration and evaluation	10	5,023,660	2,205,079
Total non-current assets		**5,232,973**	**2,213,091**
Total assets		**8,915,878**	**6,034,991**
Liabilities			
Current liabilities			
Trade and other payables	11	831,192	820,347
Employee benefits		20,699	13,623
Total Current liabilities		**851,891**	**833,970**
Non-current liabilities			
Employee benefits		**1,058**	**-**
Total non-current liabilities		**1,058**	**-**
Total liabilities		**852,949**	**833,970**
Net assets		**8,062,929**	**5,201,021**
Equity			
Issued capital	12	9,466,704	5,847,767
Reserves	13	1,465,987	1,327,856
Accumulated losses		(2,869,762)	(1,974,602)
Total equity		**8,062,929**	**5,201,021**

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

Western Mines Group Ltd
Statement of Changes in Equity
For the year ended 30 June 2023

	Issued Capital ($)	Reserves ($)	Accumulated Losses ($)	Total Equity ($)
Balance at 1 July 2021	1,048,172	843,793	(902,949)	989,016
Loss after income tax expense for the year	-	-	(1,071,653)	(1,071,653)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive income for the year	-	-	(1,071,653)	(1,071,653)
Transactions with owners in their capacity as owners:				
Contributions of equity, net of transaction costs (Note 12)	4,799,595	-	-	4,799,595
Share based payment (Note 13)	-	484,063	-	484,063
Balance at 30 June 2022	**5,847,767**	**1,327,856**	**(1,974,602)**	**5,201,021**

	Issued Capital ($)	Reserves ($)	Accumulated Losses ($)	Total Equity ($)
Balance at 1 July 2022	5,847,767	1,327,856	(1,974,602)	5,201,021
Loss after income tax expense for the year	-	-	(1,050,145)	(1,050,145)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive income for the year	-	-	(1,050,145)	(1,050,145)
Transactions with owners in their capacity as owners:				
Contributions of equity, net of transaction costs (Note 12)	3,618,937	-	-	3,618,937
Transfer on lapse of options (Note 13)	-	(32,941)	32,941	-
Transfer on exercise of options (Note 13)	-	(122,044)	122,044	-
Share based payment (Note 13)	-	293,116	-	293,116
Balance at 30 June 2023	**9,466,704**	**1,465,987**	**(2,871,762)**	**8,062,929**

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

Western Mines Group Ltd
Statement of Cash Flows
For the year ended 30 June 2023

	Note	2023 ($)	2022 ($)
Cash flows from operating activities			
Payments to suppliers and employees (inclusive of GST)		(872,289)	(891,198)
Interest received		33,239	-
Net cash (used) in operating activities	22	**(839,050)**	**(891,198)**
Cash flows from investing activities			
Payments for property, plant and equipment	9	(210,136)	(9,610)
Payments for exploration and evaluation		(3,034,149)	(1,060,006)
Proceeds from the sale of mineral rights		-	200,000
Net cash (used) in investing activities		**(3,244,285)**	**(869,616)**
Cash flows from financing activities			
Proceeds from issue of shares and conversion of options		3,865,379	5,500,000
Share issue transaction costs		(192,779)	(392,526)
Net cash from financing activities		**3,672,600**	**5,107,474**
Net increase/(decrease) in cash and cash equivalents		(410,735)	3,346,660
Cash and cash equivalents at the beginning of the financial year		3,682,150	335,490
Cash and cash equivalents at the end of the financial year	7	**3,271,415**	**3,682,150**

The above statement of cash flows should be read in conjunction with the accompanying notes

NOTE 1. SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the Financial Statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

NEW OR AMENDED ACCOUNTING STANDARDS AND INTERPRETATIONS ADOPTED

The Company has adopted all of the new or amended Accounting Standards and Interpretations issued by the *Australian Accounting Standards Board ('AASB')* that are mandatory for the current reporting period.

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

BASIS OF PREPARATION

These general purpose Financial Statements have been prepared in accordance with *Australian Accounting Standards* and Interpretations issued by the *Australian Accounting Standards Board ('AASB')* and the *Corporations Act 2001*, as appropriate for for-profit oriented entities. These Financial Statements also comply with *International Financial Reporting Standards* as issued by the I*nternational Accounting Standards Board ('IASB')*.

Historical Cost Convention

The Financial Statements have been prepared under the historical cost convention.

Critical accounting estimates

The preparation of the Financial Statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Financial Statements, are disclosed in Note 2.

OPERATING SEGMENTS

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

REVENUE AND INCOME RECOGNITION

The Company recognises revenue and income as follows:

Interest

Interest revenue is recognised as interest accrues using the effective interest method.

Other Income and Revenue

Other income and revenue is recognised when it is received or when the right to receive payment is established.

NOTE 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

INCOME TAX

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

CURRENT AND NON-CURRENT CLASSIFICATION

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Company's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the Company's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

NOTE 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

CASH AND CASH EQUIVALENTS

Cash and cash equivalents includes 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.

TRADE AND OTHER RECEIVABLES

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

INVESTMENTS AND OTHER FINANCIAL ASSETS

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the company has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

Financial Assets at Amortised Cost

A financial asset is measured at amortised cost only if both of the following conditions are met: (i) it is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and (ii) the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

Impairment of Financial Assets

The company recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the company's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets mandatorily measured at fair value through other comprehensive income, the loss allowance is recognised in other comprehensive income with a corresponding expense through profit or loss. In all other cases, the loss allowance reduces the asset's carrying value with a corresponding expense through profit or loss.

NOTE 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

PROPERTY PLANT AND EQUIPMENT

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Plant and Equipment	10 years
Motor Vehicles	5 years
Computer Equipment	3 years

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the Company. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

EXPLORATION AND EVALUATION ASSETS

Exploration and evaluation expenditure in relation to separate areas of interest for which rights of tenure are current is carried forward as an asset in the statement of financial position where it is expected that the expenditure will be recovered through the successful development and exploitation of an area of interest, or by its sale; or exploration activities are continuing in an area and activities have not reached a stage which permits a reasonable estimate of the existence or otherwise of economically recoverable reserves. Where a project or an area of interest has been abandoned, the expenditure incurred thereon is written off in the period in which the decision is made.

Government grants received in relation exploration and evaluation assets are offset against the carrying value of the asset, and are recognised at their fair value when there is a reasonable assurance that the grant will received by the Company and all conditions attached to the grant have or will be fulfilled.

TRADE AND OTHER PAYABLES

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

PROVISIONS

Provisions are recognised when the Company has a present (legal or constructive) obligation as a result of a past event, it is probable the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability.

NOTE 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

EMPLOYEE BENEFITS

Short-term Employee Benefits

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled

Other Long-term Employee Benefits

The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are measured at 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 corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows

Defined Contribution Superannuation Expense

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

SHARE-BASED PAYMENTS

Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, performance rights over shares, or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or 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 price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Company receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the Binomial or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:

NOTE 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the Company or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the Company or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

ISSUED CAPITAL

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

EARNINGS PER SHARE

Basic Earnings per Share

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

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 income tax effect of interest and other financing costs associated with 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.

NOTE 1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

GOODS AND SERVICES TAX ('GST') AND OTHER SIMILAR TAXES

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the 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 tax authority is included in other receivables or other 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 tax authority, are presented as operating cash flows.

NEW ACCOUNTING STANDARDS AND INTERPRETATIONS NOT YET MANDATORY OR EARLY ADOPTED

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Company for the annual reporting period ended 30 June 2023. The Company has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

NOTE 2. CRITICAL ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the Financial Statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Share-based Payment Transactions

The company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

NOTE 2. CRITICAL ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS (CONTINUED)

Exploration and Evaluation Costs

Exploration and evaluation costs have been capitalised on the basis of the accounting policies previously outlined (i.e. position where it is expected that the expenditure will be recovered through the successful development and exploitation of an area of interest, or by its sale; or exploration activities are continuing in an area and activities have not reached a stage which permits a reasonable estimate of the existence or otherwise of economically recoverable reserves). Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised. In addition, costs are only capitalised that are expected to be recovered either through successful development or sale of the relevant mining interest. Factors that could impact the future commercial production at the mine include the level of reserves and resources, future technology changes, which could impact the cost of mining, future legal changes and changes in commodity prices. To the extent that capitalised costs are determined not to be recoverable in the future, they will be written off in the period in which this determination is made.

NOTE 3. OPERATING SEGMENTS

Identification of Reportable Operating Segments

The Company is organised into one operating segment, exploration for minerals within Australia. This operating segment is based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources.

NOTE 4. OTHER INCOME

	2023 ($)	2022 ($)
Sale of mineral rights	-	200,000
	-	**200,000**

During the prior year the Company sold all iron ore rights at the Pavarotti Project (tenement E77/2478 and tenement application E77/2746). The consideration was $200,000 and up to a 1.25% future production royalty payable to the Company. The Company maintains a 100% interest in all other minerals at the Pavarotti Project.

NOTE 5. EXPENSES

Loss before income tax includes the following specific expenses:

	2023 ($)	2022 ($)
Superannuation expense		
Defined contribution superannuation expense	31,815	26,000
	31,815	**26,000**

NOTE 6. INCOME TAX EXPENSE

	2023 ($)	2022 ($)
Numerical reconciliation of income tax expense and tax at the statutory rate		
Loss before income tax expense	(1,050,145)	(1,071,653)
Tax at the statutory rate of 25% (2021: 26%)	(262,536)	(267,913)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Non deductible expenses	57,094	85,710
Temporary differences	(25,603)	(74,832)
Tax losses not recognised	231,045	257,035
Income tax expense	-	-

	2022 ($)	2022 ($)
Tax losses not recognised		
Unused tax losses for which no deferred tax asset has been recognised	2,526,500	1,345,366
Potential tax benefit at 25%	631,625	336,342

The above potential tax benefit for tax losses has not been recognised in the statement of financial position. These tax losses can only be utilised in the future if the continuity of ownership test is passed, or failing that, the same business test is passed.

NOTE 7. CURRENT ASSETS - CASH AND CASH EQUIVALENTS

	2022 ($)	2022 ($)
Cash at bank	668,489	3,682,150
Cash on deposit with less than 3 months to maturity	2,602,926	-
	3,271,415	**3,682,150**

NOTE 8. CURRENT ASSETS - TRADE AND OTHER RECEIVABLES

	2023 ($)	2022 ($)
Other receivables	439	2,000
Government grant receivable	220,000	-
Interest receivable	14,017	-
BAS receivable	155,179	96,726
	389,635	**98,726**

NOTE 9. NON-CURRENT ASSETS - PROPERTY, PLANT AND EQUIPMENT

	2023 ($)	2022 ($)
Plant and equipment - at cost	81,817	-
Less: Accumulated depreciation	(1,278)	-
	80,539	-
Motor vehicles - at cost	123,735	-
Less: Accumulated depreciation	(4,136)	-
	119,599	-
Computer equipment - at cost	14,194	9,610
Less: Accumulated depreciation	(5,019)	(1,598)
	9,175	8,012
	209,313	**8,012**

Reconciliations

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

	Plant and Equipment ($)	Motor Vehicles ($)	Computer Equipment ($)	Total ($)
Balance at 1 July 2021	-	-	-	-
Additions	-	-	9,610	9,610
Depreciation Expense	-	-	(1,598)	(1,598)
Balance at 30 June 2022	-	-	8,012	8,012
Additions	81,817	123,735	4,584	210,136
Depreciation Expense	(1,278)	(4,136)	(3,421)	(8,835)
Balance at 30 June 2023	**80,539**	**119,599**	**9,175**	**209,313**

NOTE 10. NON-CURRENT ASSETS - EXPLORATION AND EVALUATION

	2023 ($)	2022 ($)
Exploration and evaluation - at cost	5,023,660	2,205,079

NOTE 10. NON-CURRENT ASSETS - EXPLORATION AND EVALUATION (CONTINUED)

Reconciliations

Reconciliations of the carrying values at the beginning and end of the current and previous financial year are set out below:

	Exploration and Evaluation ($)
Balance at 30 June 2021	373,810
Additions	1,648,342
Acquisitions of tenements	182,927
Balance at 30 June 2022	2,205,079
Additions	3,038,581
Government grants	(220,000)
Balance at 30 June 2023	5,023,660

Exploration and evaluation expenditure in relation to separate areas of interest for which rights of tenure are current is carried forward as an asset in the statement of financial position where it is expected that the future expenditure will be recovered through the successful development and exploitation of an area of interest, or by its sale; or exploration activities are continuing in an area and activities have not reached a stage which permits a reasonable estimate of the existence or otherwise of economically recoverable reserves.

NOTE 11. CURRENT LIABILITIES - TRADE AND OTHER PAYABLES

	2023 ($)	2022 ($)
Trade payables	754,112	796,193
Other payables	77,080	24,154
Total trade and other payables	831,192	820,347

Refer to Note 15 for further information on financial instruments.

All trade and other payables are unsecured.

NOTE 12. EQUITY - ISSUED CAPITAL

	2023 Shares	2022 Shares	2023 ($)	2022 ($)
Ordinary shares - fully paid	59,702,831	44,650,001	9,466,704	5,847,767

NOTE 12. EQUITY - ISSUED CAPITAL (CONTINUED)

Movements in Ordinary Share Capital

Details	Date	Shares	Issue Price	$
Balance	1 July 2021	16,300,001		1,048,172
Shares on issue on initial public offering	16 July 2021	27,500,000	$0.200	5,500,000
Shares issued to acquire tenement	11 November 2021	350,000	$0.190	66,500
Shares issued to acquire tenement application	9 December 2021	500,000	$0.170	85,000
Less cost of capital raised				(851,905)
Balance	30 June 2022	44,650,001		5,847,767
Issue of shares	1 December 2022	4,400,000	$0.125	550,000
Issue of shares	21 April 2023	8,019,500	$0.340	2,726,630
Exercise of options	24 April 2023	750,000	$0.300	225,000
Issue of shares	28 April 2023	1,150,000	$0.125	143,750
Exercise of options	4 May 2023	733,330	$0.300	219,999
Less cost of capital raised				(246,442)
Ordinary shares - fully paid	**30 June 2023**	**59,702,831**		**9,466,704**

Ordinary Shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Share Buy-back

There is no current on-market share buy-back.

Capital Risk Management

The Company's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Company would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current Company's share price at the time of the investment. The Company is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

The capital risk management policy remains unchanged from the 30 June 2022 Annual Report.

NOTE 13. EQUITY RESERVES

	2023 ($)	2022 ($)
Share-based payments reserve	1,465,987	1,327,856

Share-based Payments Reserve

The reserve is used to recognise the value of equity benefits provided to employees, Directors and consultants as part of their remuneration, and other parties as part of their compensation for services.

Movements in Reserves

Movements in each class of reserve during the current financial year are set out below:

	Share base payments ($)
Balance at 1 July 2021	843,793
Share based payments	484,063
Balance at 30 June 2022	1,327,856
Transfer to accumulated loss on exercise of options	(122,044)
Transfer to accumulated loss on lapse of options	(32,941)
Share based payments	293,116
Balance at 30 June 2023	1,465,987

NOTE 14. EQUITY - DIVIDENDS

There were no dividends paid, recommended or declared during the current or previous financial year.

NOTE 15. FINANCIAL INSTRUMENTS

Financial Risk Management Objectives

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Company.

Risk management is carried out by senior finance executives by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the Company and appropriate procedures, controls and risk limits.

Market Risk

Foreign Currency Risk

The Company is not exposed to significant foreign currency risk.

Price Risk

The Company is not exposed to any significant price risk.

NOTE 15. FINANCIAL INSTRUMENTS (CONTINUED)

Interest Rate Risk

The Company's main interest rate risk arises from its cash holdings. It does not hold any interest bearing liabilities. An official increase/decrease in interest rates of 200 (2022: 100) basis points on the expected volatility of interest rates using market data and analysts forecasts would have a favourable/adverse effect on loss before tax of $65,428 (2022: $36,822) per annum. The percentage change is based a favourable/adverse on the expected volatility of interest rates using market data and analysts forecasts.

Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company is not exposed to significant credit risk because it is an early stage exploration company that does not generate revenue. The Company ensures that it banks with reputable financial institutions.

Liquidity risk

Vigilant liquidity risk management requires the Company to maintain sufficient liquid assets (mainly cash and cash equivalents) to be able to pay debts as and when they become due and payable.

The Company manages liquidity risk by maintaining adequate cash reserves by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Remaining Contractual Maturities

The following tables detail the Company's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

2023	Weighted Average Interest Rate (%)	1 Year or Less	Between 1 and 2 Years	Between 2 and 5 Years	Over 5 Years	Remaining Contractual Maturities ($)
Non-derivatives						
Non-interest bearing						
Trade and Other Payables	-	831,192	-	-	-	831,192
Total non-derivatives		**831,192**	**-**	**-**	**-**	**831,192**

2022	Weighted Average Interest Rate (%)	1 Year or Less	Between 1 and 2 Years	Between 2 and 5 Years	Over 5 Years	Remaining Contractual Maturities ($)
Non-derivatives						
Non-interest bearing						
Trade and Other Payables	-	820,347	-	-	-	820,347
Total non-derivatives		**820,347**	**-**	**-**	**-**	**820,347**

NOTE 15. FINANCIAL INSTRUMENTS (CONTINUED)

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Fair Value of Financial Instruments

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value, and none of the Company's financial instruments are recorded at fair value after initial recognition.

NOTE 16. KEY MANAGEMENT PERSONNEL DISCLOSURES

Compensation

The aggregate compensation made to Directors and other members of key management personnel of the Company is set out below:

	2023 ($)	2022 ($)
Short-term employee benefits	407,546	361,623
Post-employment benefits	32,872	26,000
Share-based payments	222,178	287,184
	662,596	674,807

NOTE 17. REMUNERATION OF AUDITORS

During the financial period the following fees were paid or payable for services provided by HLB Mann Judd (Vic) Partnership, the auditor of the Company, and its network firms:

	2022 ($)	2022 ($)
Audit services - HLB Mann Judd (Vic) Partnership		
Audit or review of the Financial Statements	38,720	33,400

NOTE 18. CONTINGENT LIABILITIES

The Company had no contingent liabilities at 30 June 2023 and 30 June 2022.

NOTE 19. COMMITMENTS

	2023 ($)	2022 ($)
Exploration		
Committed at the reporting date but not recognised as liabilities, payable:		
Within one year	242,520	189,020
One to five years	234,130	305,297
More than five years	-	-
	476,650	494,317

NOTE 19. COMMITMENTS (CONTINUED)

In order to maintain current rights of tenure to exploration tenements, the Company is required to outlay rentals and to meet the minimum expenditure requirements of the Mineral Resources Authority. Minimum expenditure commitments may be subject to renegotiation and with approval may otherwise be avoided by sale, farm out or relinquishment. These obligations are not provided in the accounts.

NOTE 20. RELATED PARTY TRANSACTIONS

Key Management Personnel

Disclosures relating to key management personnel are set out in Note 16 and the remuneration report included in the Directors' Report.

Transactions with Related Parties

The following transactions occurred with related parties:

	2023 ($)	2022 ($)
Payment for goods and services:		
Office rent paid to Golden Mile Resources Ltd (an entity related to Francesco Cannavo and formerly related to Caedmon Marriott)	10,285	10,200
Exploration and management invoices paid to Nomad Exploration Pty Ltd (an entity related to Caedmon Marriott)	65,481	73,468
Investor relations fees paid to Katrina Corporation Pty Ltd (an entity related to Rex Turkington)	3,506	4,647
Exploration consulting invoices paid to Mineralium Pty Ltd (an entity related to Benjamin Grguric)	10,074	-

Receivable from and Payable to Related Parties

The following balances are outstanding at the reporting date in relation to transactions with related parties:

	2023 ($)	2022 ($)
Current payables:		
Trade payable to Golden Mile Resources Ltd (an entity related to Francesco Cannavo)	-	935
Trade payable to Nomad Exploration Pty Ltd (an entity related to Caedmon Marriott)	-	5,812
Trade payable to Caedmon Marriott	-	751
Accrued fees payable to Benjamin Grguric	13,355	-

Nomad Exploration Pty Ltd, an entity related to Caedmon Marriott, provides ground magnetic and gravity surveying, equipment rental and soil sampling services to a number of mineral exploration companies including Western Mines Group Ltd. These services are provided to WMG on arms length terms and conditions. The Board has implemented suitable protocols to ensure compliance in this regard and that all related party transactions are conducted on an arm's length basis.

All other transactions were made on normal commercial terms and conditions and at market rates.

NOTE 21. EVENTS AFTER THE REPORTING PERIOD

On 7 July 2023, the Company issued 600,000 full paid ordinary shares upon the conversion of performance rights.

On 25 August 2023, the Company issued 250,000 fully paid ordinary shares upon the exercise of options with an exercise price of $0.30, raising $75,000.

No other matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

NOTE 22. RECONCILIATION OF LOSS AFTER INCOME TAX TO NET CASH USED IN OPERATING ACTIVITIES

	2023 ($)	2022 ($)
Loss after income tax expense for the year	(1,050,145)	(1,071,653)
Adjustments for:		
Depreciation and amortisation	8,835	1,598
Share based payments	228,153	342,843
Sale of mineral rights	-	(200,000)
Application for tenement settled via issue of shares and options	-	115,552
Change in operating assets and liabilities:		
Increase in trade and other receivables	(70,909)	(80,331)
Decrease/(increase) in other operating assets	19,169	(41,024)
Increase in trade and other payables	17,713	28,194
Increase in employee benefits	8,134	13,623
Net cash (used) in operating activites	(839,050)	(891,198)

NOTE 23. NON-CASH INVESTING AND FINANCING ACTIVITIES

	2023 ($)	2022 ($)
Shares and options issued as consideration for tenements	-	132,928
Shares and options issued as part of fundraising costs	53,663	-
	53,663	132,928

NOTE 24. EARNINGS PER SHARE

	2023 ($)	2022 ($)
Loss after income tax attributable to the owners of Western Mines Group Ltd	(1,050,145)	(1,071,653)
	Number	**Number**
Weighted average number of ordinary shares used in calculating basic earnings per share	49,223,473	43,171,782
Weighted average number of ordinary shares used in calculating diluted earnings per share	49,223,473	43,171,782

NOTE 24. EARNINGS PER SHARE (CONTINUED)

	Cents	Cents
Basic earnings per share	(2.13)	(2.48)
Diluted earnings per share	(2.13)	(2.48)

Options that could potentially dilute basic earnings per share in the future, were not included in the calculation of diluted earnings per share because they are anti-dilutive.

NOTE 25. SHARE BASED PAYMENTS

Set out below are the details of the options and performance rights granted by the Company:

	Number of Options 2023	Weighted Average Exercise Price 2023	Number of Options 2022	Weighted Average Exercise Price 2022
Outstanding at the beginning of the financial year	22,850,000	$0.300	20,400,000	$0.300
Granted	1,200,000	$0.333	2,450,000	$0.300
Exercised	(1,483,330)	$0.300	-	$0.000
Expired	(1,000,000)	$0.300	-	$0.000
Outstanding at the end of the financial year	21,566,670	$0.300	22,850,000	$0.300
Exercisable at the end of the financial year	19,566,670	$0.300	16,350,000	$0.300

Grant Date	Expiry Date	Exercise Price	Balance at the Start of the Period	Granted	Exercised	Expired/ Forfeited/ Other	Balance at the End of the Period
18/11/2020	18/11/2023	$0.300	1,400,000	-	-	-	1,400,000
26/03/2021	20/07/2025	$0.300	17,000,000	-	-	(1,000,000)	16,000,000
25/06/2021	20/07/2024	$0.300	2,000,000	-	-	-	2,000,000
11/11/2021	11/11/2024	$0.300	700,000	-	(233,330)	-	466,670
09/12/2021	09/12/2023	$0.300	500,000	-	-	-	500,000
21/01/2022	27/01/2024	$0.300	750,000	-	(750,000)	-	-
15/02/2022	21/02/2025	$0.300	500,000	-	(500,000)	-	-
03/02/2023	15/07/2025	$0.300	-	1,000,000	-	-	1,000,000
08/04/2023	13/04/2026	$0.500	-	200,000	-	-	200,000
At 30 June 2023			**22,850,000**	**1,200,000**	**(1,483,330)**	**(1,000,000)**	**21,566,670**

NOTE 25. SHARE BASED PAYMENTS (CONTINUED)

Grant Date	Expiry Date	Exercise Price	Balance at the Start of the Period	Granted	Exercised	Expired/ Forfeited/ Other	Balance at the End of the Period
18/11/2020	18/11/2023	$0.300	1,400,000	-	-	-	1,400,000
26/03/2021	20/07/2025	$0.300	17,000,000	-	-	-	17,000,000
25/06/2021	20/07/2024	$0.300	2,000,000	-	-	-	2,000,000
11/11/2021	11/11/2024	$0.300	-	700,000	-	-	700,000
09/12/2021	09/12/2023	$0.300	-	500,000	-	-	500,000
21/01/2022	27/01/2024	$0.300	-	750,000	-	-	750,000
15/02/2022	21/02/2025	$0.300	-	500,000	-	-	500,000
At 30 June 2022			**20,400,000**	**2,450,000**	**-**	**-**	**22,850,000**

Set out below are the options exercisable at the end of the financial year:

Grant Date	Expiry Date	2023 Number	2022 Number
18/11/2020	18/11/2023	1,400,000	1,400,000
26/03/2021	20/07/2025	15,000,000	10,500,000
25/06/2021	20/07/2024	2,000,000	2,000,000
11/11/2021	11/11/2024	466,670	700,000
09/12/2021	09/12/2023	-	500,000
21/01/2022	27/01/2024	-	750,000
15/02/2022	21/02/2025	500,000	500,000
08/04/2023	13/04/2026	200,000	-
		19,566,670	**16,350,000**

The weighted average share during the financial period was $0.30 (2022: $0.30).

The weighted average remaining contractural life of options outstanding at the end of the financial period was 1.84 years (2022: 2.78 years).

For the options granted during the current financial year, the valuation model inputs used to determine fair value at the grant date, are as follows:

Grant Date	Expiry Date	Share Price at Grant Date	Exercise Price	Expected Volatility	Dividend Yield	Risk-free Interest Rate	Fair Value at Grant Date
03/02/2023	15/07/2025	$0.165	$0.300	86.00%	-	3.01%	$0.061
08/04/2023	13/04/2026	$0.400	$0.500	118.00%	-	2.81%	$0.268

Performance Rights

The incentive performance rights ("PR") plan was established by the Company and approved by shareholders at a general meeting on 25 February 2022, whereby the Company may, at the discretion of the Board, grant performance rights over ordinary shares in the Company to certain Key Management Personnel and management of the Company. The PR are issued for nil consideration and are granted in accordance with performance guidelines established by the Board.

NOTE 25. SHARE BASED PAYMENTS (CONTINUED)

The following table shows the performance rights granted and outstanding at the beginning and end of the reporting period:

	2023 ($)	2022 ($)
Opening balance	5,250,000	-
Granted	150,000	5,250,000
Forfeited*	(750,000)	-
Closing balance	4,650,000	5,250,000
Of closing balance:		
Vested and exercisable	3,100,000	-
Unvested and not exercisable	1,550,000	-

* *Paul Burton resigned on 10 October 2022, the performance rights issued to him lapsed*

Class	Number Granted	Grant Date	Expiry Date	Vesting Condition	Fair Value
PR1	1,500,000	25/11/2022	14/03/2025	WMG's share price remains above 40 cents/share for period of 20 business days and holder remains with the Company	$0.066
PR2	1,500,000	25/11/2022	14/03/2025	WMG's share price remains above 60 cents/share for period of 20 business days and holder remains with the Company	$0.046
PR3	1,500,000	25/11/2022	14/03/2025	WMG's share price remains above 80 cents/share for period of 20 business days and holder remains with the Company	$0.035
PR1	50,000	03/02/2023	14/03/2025	WMG's share price remains above 40 cents/share for period of 20 business days and holder remains with the Company	$0.099
PR2	50,000	03/02/2023	14/03/2025	WMG's share price remains above 60 cents/share for period of 20 business days and holder remains with the Company	$0.072
PR3	50,000	03/02/2023	14/03/2025	WMG's share price remains above 80 cents/share for period of 20 business days and holder remains with the Company	$0.055

Weighted average remaining contractural life of performance rights is 1.7 (2022: 2.7)

On vesting, each right automatically converts into one ordinary share. The executives do not receive any dividends and are not entitled to vote in relation to the rights during the vesting period. If an executive ceases employment before the rights vest, the rights will be forfeited, except in limited circumstances that are approved by the Board on a case-by-case basis.

The fair value of the rights was determined using a valuation model.

DIRECTORS' DECLARATION

In the Directors' opinion:

- the attached Financial Statements and notes comply with the *Corporations Act 2001*, the *Australian Accounting Standards*, the *Corporations Regulations 2001* and other mandatory professional reporting requirements;
- the attached Financial Statements and notes comply with *International Financial Reporting Standards* as issued by the *International Accounting Standards Board* as described in Note 1 to the Financial Statements;
- the attached Financial Statements and notes give a true and fair view of the Company's financial position as at 30 June 2023 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

The Directors have been given declarations required by *Section 295A* of the *Corporations Act 2001*.

Signed in accordance with a Resolution of Directors.

On behalf of the Directors

Dr Caedmon Marriott
Managing Director
27 September 2023

Independent Auditor's Report to the Members of Western Mines Group Ltd

REPORT ON THE AUDIT OF THE FINANCIAL REPORT

Opinion

We have audited the financial report of Western Mines Group Ltd ("the Company") which comprises the statement of financial position as at 30 June 2023, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and 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 Company is in accordance with the *Corporations Act 2001*, including:

(a) giving a true and fair view of the Company's financial position as at 30 June 2023 and of its financial performance for the year then ended; 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 Company 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* ("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 confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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 judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the key audit matter
Carrying value of exploration and evaluation asset Refer to note 10 of the financial report	
In accordance with AASB 6 *Exploration for and Evaluation of Mineral Resources ("AASB 6")*, for each of area of interest,	Our procedures included but were not limited to: • tested the capitalised exploration expenditure incurred in respect of the Company's area of

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the Company capitalises expenditure incurred in the exploration for and evaluation of mineral resources. These capitalised assets are recorded using the cost model. Our audit focussed on the Company's assessment of the carrying amount of the capitalised exploration and evaluation asset, because this is one of the material assets of the Company. There is a risk that the capitalised expenditure no longer meets the recognition criteria of AASB 6. In addition, we considered it necessary to assess whether facts and circumstances existed to suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount.	interest by evaluating supporting documentation for consistency to the capitalisation requirements of the Company's accounting policies and the requirements of AASB 6; • we obtained an understanding of the key processes associated with management's review of the exploration and evaluation asset carrying value; • we considered and assessed the Directors' assessment of potential indicators of impairment; • we obtained the exploration budget for 2023/24 and discussed with management the nature of planned on-going activities; • we enquired with management, read ASX announcements and minutes of Directors' meetings to ensure that the Company had not decided to discontinue exploration and evaluation at its areas of interest; and • we examined the disclosures made in the financial report against the requirements of applicable Australian Accounting Standards.
Share based payments Refer to note 13 and 25 of the financial report	
The Company pays its employees and directors via the granting options over shares and performance rights. During the year, there were several share-based payments made to employees and directors. The valuation and accounting for share-based payments is complex and is subject to management's estimates and judgement, especially those with market based terms and conditions.	Our procedures included but were not limited to: • verifying the key terms and conditions of equity settled share-based payments in respect of the options over shares and performance rights to the relevant agreements, for services rendered by employees and directors; • assessing and testing the fair value calculation of the share-based payments by checking the accuracy of the inputs to source documents and performing a cross check against our own findings; • testing the accuracy of the share-based payments amortisation over the vesting periods (where applicable) and the recording of expenses in the statement of profit or loss and movement in the share-based payment reserve; and • checking the adopted disclosures for compliance with the requirements of applicable Australian Accounting Standards.

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 annual report for the year ended 30 June 2023, 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.

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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 ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company 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 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.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement 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 Company'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 Company'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

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report. However, future events or conditions may cause the Company 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.

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, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period 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 REMUNERATION REPORT

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 26 to 33 of the annual report for the year ended 30 June 2023.

In our opinion, the Remuneration Report of Western Mines Group Ltd for the year ended 30 June 2023 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.

HLB Mann Judd

HLB Mann Judd	**Jude Lau**
Chartered Accountants	**Partner**

Melbourne
27 September 2023

SHAREHOLDER INFORMATION

The shareholder information set out below was applicable as at 20 September 2023.

DISTRIBUTION OF EQUITABLE SECURITIES

Analysis of number of equitable security holders by size of holding:

Ordinary Shares	Number of Holders	Percentage of Total Shares	Number of Shares Issued
1 to 1,000	78	0.08	47,573
1,001 to 5,000	286	1.39	843,939
5,001 to 10,000	148	1.95	1,181,113
10,001 to 100,000	406	26.15	15,833,983
100,001 and over	109	70.43	42,646,223
	1,027	100.00	60,552,831
Holdings less than a marketable parcel, based on a share price of $0.28 per share	144	0.23	139,109

EQUITY SECURITY HOLDERS

Twenty Largest Quoted Equity Security Holders

The names of the twenty largest security holders of quoted equity securities are listed below:

Ordinary Shares	Number Held	Percentage of Total Shares Issued
BNP PARIBAS NOMS PTY LTD (DRP)	5,102,750	8.43
APERTUS CAPITAL PTY LTD	3,900,000	6.44
MR CHRISTOPHER WYNNE	1,850,000	3.06
BELLAIRE CAPITAL PTY LTD (BELLAIRE CAPITAL INVEST A/C)	1,500,000	2.48
MR YI XIAO	1,500,000	2.48
BUTTONWOOD NOMINEES PTY LTD	1,334,065	2.20
BNP PARIBAS NOMINEES PTY LTD (IB AU NOMS RETAILCLIENT DRP)	1,199,368	1.98
MUNCHA CRUNCHA PTY LTD	1,118,248	1.85
DR CAEDMON MARRIOTT	1,000,000	1.65
MR HONG QIAN	871,908	1.44
MRS LUYE LI	851,293	1.41
WARBONT NOMINEES PTY LTD (UNPAID ENTREPOT A/C)	776,139	1.28
MR BRUCE LEGENDRE	710,000	1.17
VA BEN CAPITAL PTY LTD (LGPR INVESTMENT A/C)	615,000	1.02
MR JOSEPHUS JEFFREY VERHEGGEN	588,235	0.97
DR CHONG IT TAN	538,538	0.89
MS PUI CHING ANGELIQUE YIP	524,399	0.87
GHJC PTY LIMITED	502,312	0.83
ALTA ECM PTY LTD	500,000	0.83
HAPPYBUGS PTY LTD (HAPPYBUGS FAMILY A/C)	500,000	0.83
Top 20 Total	**25,482,255**	**42.11**

Unquoted Equity Securities

There are 21,116,670 unlisted options over ordinary shares held by 14 holders. No holder has 20% or more of the options on issue.

There are 4,050,000 performance rights held by four holders. Vencera Investments Pty Ltd holds 3,000,000 performance rights being 74.07% of the total on issue. The remaining three holders are each below 20% of the total on issue.

SUBSTANTIAL HOLDERS

Substantial holders in the Company are set out below:

Ordinary Shares	Number Held	Percentage of Total Shares Issued
BNP PARIBAS NOMS PTY LTD (DRP)	5,102,750	8.43
APERTUS CAPITAL PTY LTD	3,900,000	6.44

VOTING RIGHTS

The voting rights attached to securities on issue are set out below:

Ordinary Shares

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Options and Performance Rights

Do not have voting rights.

There are no other classes of equity securities.

ON-MARKET BUY BACK

There is no current on-market buy back.

ASX LISTING RULE 4.10.19 DISCLOSURE

The Company has used the cash and assets in a form readily convertible to cash that it had at the time of admission in a way consistent with its business objectives.

CORPORATE GOVERNANCE STATEMENT

The 2023 Corporate Governance Statement can be found on the Company's website at:

www.westernmines.com.au/corporate/corporate-governance

TENEMENTS

Description	Tenement Number	Interest Owned (%)
Broken Hill Bore	E31/1222	100.00
Jasper Hill	E39/2073	100.00
Jasper Hill	E39/2079	100.00
Melita	E40/379	100.00
Mulga Tank	E39/2132	100.00
Mulga Tank	E39/2223	100.00
Pavarotti	E77/2476	100.00
Pinyalling	E39/2485	100.00
Rock of Ages	P38/4203	100.00
Youanmi	E57/1119	100.00
Youanmi	P57/1450	100.00

All tenements are located in Western Australia.