

BMG RESOURCES LIMITED
ANNUAL REPORT - 30 JUNE 2024
ABN: 96 107 118 678

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CORPORATE DIRECTORY

DIRECTORS	John Prineas Greg Hancock John Dawson	(Chairman) (Non-Executive Director) (Non-Executive Director)
COMPANY SECRETARY	Sean Meakin	
REGISTERED AND PRINCIPAL OFFICE	Level 13 37 St Georges Terrace PERTH WA 6000	Telephone: (08) 9424 9390 Facsimile: (08) 9321 5932 Website: www.bmgl.com.au Email: enquiry@bmgl.com.au
AUDITORS	BDO Audit Pty Ltd Level 9, Mia Yellagonga Tower 2 5 Spring Street PERTH WA 6000	
SHARE REGISTRY	Automic Group Level 5, 191 St Georges Terrace PERTH WA 6000	Telephone: 1300 288 664 (within Australia) +61 (0) 2 96985414 (international)
HOME EXCHANGE	Australian Securities Exchange Ltd Central Park 152-158 St Georges Terrace PERTH WA 6000 ASX Code: BMG	
SOLICITOR	Blackwall Legal Level 26 140 St Georges Terrace PERTH WA 6000	
BANKER	St George Bank Level 3, Brookfield Place Tower 2 123 St Georges Terrace PERTH WA 6000	

CHAIRMAN'S REPORT

Dear Shareholder

On behalf of the Board of BMG Resources, I am pleased to present this Annual Report for the 2024 financial year.

Market conditions for gold strengthened throughout the year, creating a favourable background for the Company to assess options to create value from its flagship Abercromby Gold Project. The combination of a large maiden resource, granted mining lease and location in an established gold mining region make Abercromby an attractive gold asset for potential development.

We initiated a strategic review of Abercromby following the receipt of unsolicited expressions of interest. BMG is continuing to consider a range of opportunities for value creation at Abercromby, including sales, mine development, and development partnerships. BMG believes that Abercromby is a compelling gold development opportunity – particularly in the current high gold price environment.

Unlike gold, lithium – our other target commodity – has seen deteriorating market conditions during the year which have dramatically impacted on investor sentiment across the entire value chain, particularly early-stage lithium exploration. We have adjusted our work programmes accordingly.

At our Bullabulling Project, several wide pegmatites have been identified along a significant 4km pegmatite corridor. This corridor remains largely untested by drilling, presenting a substantial opportunity for further discoveries and resource delineation. The project is located in a region gaining a reputation as a 'lithium super province' – attracting significant attention from major mining companies.

Notwithstanding the prevailing market conditions, lithium remains an important commodity for the clean energy transition. We are confident that positive developments will return for this key commodity and that our project portfolio offers sound growth optionality.

I thank our technical team and various contractors for their loyalty and efforts during the year.

On behalf of the Board of Directors, I thank Shareholders for your support and patience during what has been a year of challenges. We look forward to progressing the Company's opportunities in the coming year.



Mr John Prineas

Non-executive Chairman

BMG Resources Ltd

Dated 30th September 2024

OPERATIONAL REPORT

BMG Resources Limited (ASX: BMG) is pleased to present its review of operations for the financial year ended 30 June 2024.

BMG has achieved notable progress at its wholly-owned projects – particularly with its Abercromby Gold Project situated in the Agnew-Wiluna greenstone belt, and with the Bullabulling Lithium and Gold Project near Coolgardie.

Abercromby – An Emerging Gold Development Opportunity

Abercromby is located in an established mining region and on a granted mining lease providing an expedited pathway to mining approvals.

Studies have already confirmed free milling gold across all zones of the Abercromby orebody, with high recoveries from conventional CIL processing.

The maiden MRE for Abercromby is **11.12Mt @ 1.45 g/t Au for 518,000 oz Au**.

Significantly, the MRE includes high-grade zones with an attractive **4.6Mt @ 2.4 g/t Au for 360,000 oz Au** (cut-off of 1.2 g/t).

Classification	Type	Cut-Off	Tonnes	Au g/t	Ounces
Inferred	Open Pit	0.4	5,565,000	1.16	208,000
	Underground	1.25	1,401,000	3.24	146,000
Total Inferred			6,966,000	1.58	353,000
Indicated	Open Pit	0.4	3,858,000	1.18	146,000
	Underground	1.25	294,000	1.94	18,000
Total Indicated			4,152,000	1.23	165,000
Total Indicated and Inferred			11,117,000	1.45	518,000

The resource figure of 518koz is a subset of a global resource estimate containing some 670koz at a 0g/t Au lower cut-off. The quoted resource figure has been delineated by reporting the resource at varying cut-off grades for areas considered amenable to either underground or open pit mining. BMG has used a lower cut-off of 0.4g/t for the 'open pit area', which is between 0 and 200m below surface and a 1.25g/t lower cut-off for material between 200 and 500m below surface.

Metallurgical testwork completed by Extreme Metallurgy and GR Engineering Services has confirmed the ore at Abercromby is free milling with high gold recoveries via conventional processing. Testwork highlights are:

- High overall gold recoveries (93% to 95% after 48 hours, with majority of gold leaching in first 8 hours) and low residue grades
- Low reagent consumption
- A typical gravity/cyanide flowsheet process as per conventional CIL milling processes was used

For further information on the Abercromby resource, see our ASX announcement dated 6 February 2023 'High Gold Recoveries – Abercromby Met Testwork' and 17 April 2023 '518,000oz Au Maiden Mineral Resource for Abercromby Gold Project'.

OPERATIONAL REPORT

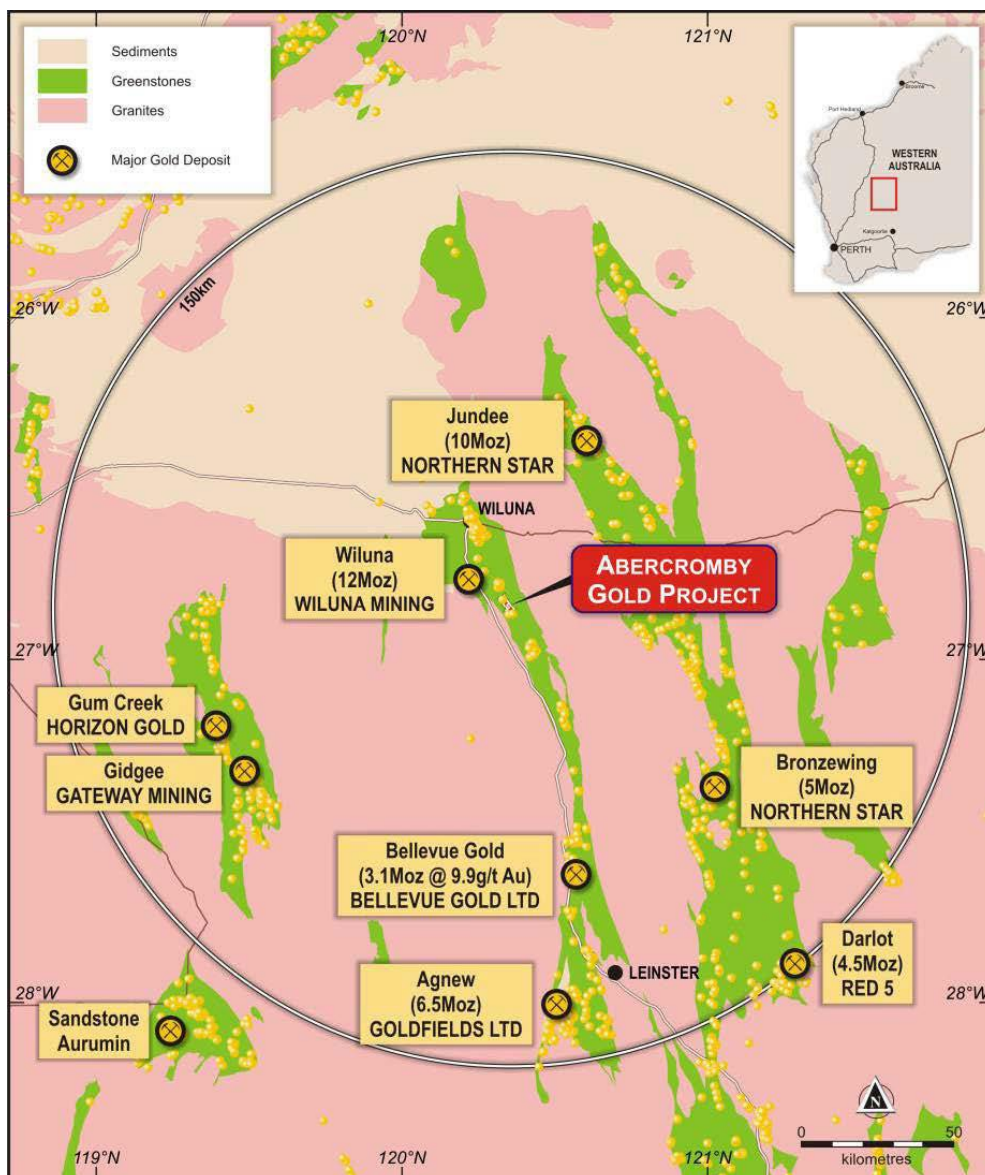


Figure 1 – Regional map of the Abercromby Project with nearby major gold mines highlighted.

The maiden resource for Abercromby comprises the Capital Deposit which remains open in all directions.

In addition to potential extensions to the Capital Deposit, drilling to the south of Capital has delineated compelling exploration targets with substantial supergene mineralisation indicative of the potential for high-grade deposits akin to the Capital Deposit.

Initial scoping work is continuing at Abercromby to assist in assessing various economic and developmental pathways to enhance shareholder value.

During the year, the Company received unsolicited expressions of interest in Abercromby, underlining the high-quality of the gold project. BMG is continuing to consider a range of opportunities for value creation including a sale or development partnership.

OPERATIONAL REPORT

Bullabulling Project – A Premier Lithium and Gold Address

Bullabulling is strategically well located in the Coolgardie region – an area of growing significance for lithium mining with substantial lithium mines and projects including the Mt Marion mine (71.3Mt @ 1.37% Li₂O) of Mineral Resources (ASX: MIN), the Buldania deposit (15Mt @ 1.0% Li₂O) of Liontown (ASX: LTR), the Pioneer Dome deposit (11.2Mt @ 1.21% Li₂O) of Develop Global (ASX: DVP), and the Kangaroo Hills Lithium project of Future Battery Minerals (ASX: FBM).

Significant discoveries were made by BMG at Bullabulling following the acquisition in June 2023. BMG has detected extensive pegmatite occurrences within the tenement areas, which have shown Lithium-Caesium-Tantalum (LCT) geochemical signatures. Drilling programmes have confirmed multiple instances of pegmatite, highlighting the Ubini prospect as a prime candidate for lithium mineralisation.

In addition to Ubini, a number of prospective pegmatites – identified by BMG through a review of historical data and field mapping – have been identified and will be prioritised for exploration.

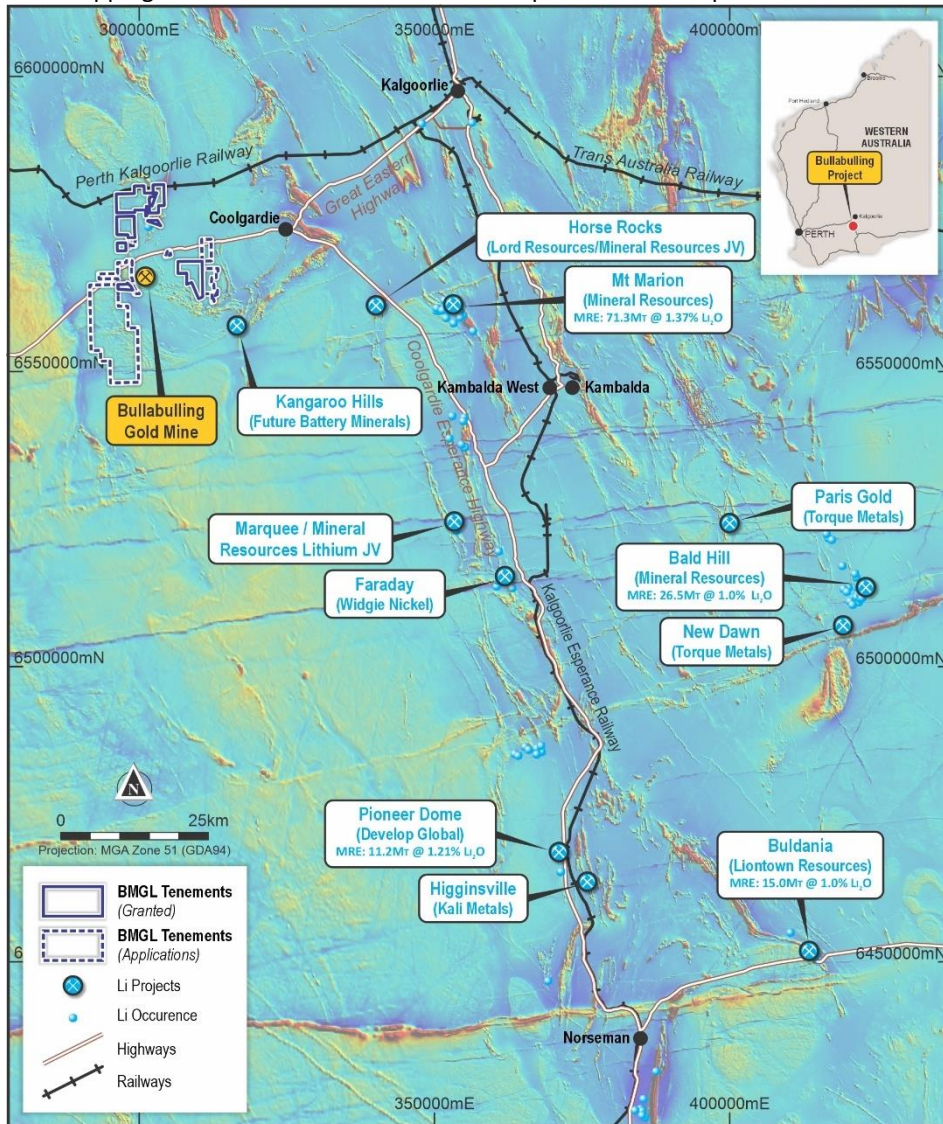


Figure 2 – Map showing the regional location of Bullabulling Project, including significant regional lithium projects

OPERATIONAL REPORT

Other Projects

The Company also owns the Invincible Project and the South Boddington Project.

The Invincible Gold and Lithium Project, encompassing Exploration Licences E45/4553 and E45/5222, is strategically situated in the burgeoning gold and lithium region of the Central Pilbara. E45/4553 lies directly along the continuation of the geological strike from Calidus Resources' (ASX: CAI) substantial 1.5Moz Au resource and shares the same host stratigraphy.

The project's tenure includes an extensive stretch of over 12.5km of the Warrawoona Shear Zone, which is known for its mineralisation trends including the Klondyke deposit and is a significant gold-bearing structure in the district. This zone, along with additional promising structures, positions Invincible as a prime candidate for further gold discovery.

The increasing number of lithium projects in the region also suggests the presence of lithium-rich pegmatites, a possibility that BMG is actively assessing. Field investigations, particularly on E45/6222, are aimed at lithium targets, especially given the proximity to lithium-bearing pegmatites identified to the north.

In this financial year, the carrying amount of the Group's Invincible Project has been impaired to nil, being the recognition of \$5,266,264 as impairment expense, which was substantially the value of the project when acquired in October 2020. Whilst exploration activity has been undertaken by the Group at the project area, the directors have formed the view that the carrying amount of the project asset exceeds its Recoverable Amount. We will continue to hold these tenements and carry out further exploration work which we believe could create significant value.

The South Boddington Project, 150km southeast of Perth, is advantageously aligned along the strike from Newmont's extensive Boddington gold deposit, which boasts a resource of more than 40Moz Au. This project area lies within the Saddleback Greenstone Belt, which encompasses the Boddington gold mine.

The greenstone belt's largely untouched or inadequately explored areas present a ripe opportunity for uncovering new gold deposits. BMG's exploration licence applications in this area are believed to overlay a similar stratigraphy to that of the Boddington mine, further enhancing the potential for significant discoveries.

Similarly to the Invincible Project, the carrying amount of the South Boddington project has been impaired to nil in the year, resulting in the recognition of \$88,171. The Company has commenced the process of surrendering the granted tenements in respect of this project, being E70/6206 and E70/6207 and which are not located along the prospective Saddleback Greenstone Belt.

Corporate

Board and management changes

BMG announced Board and management changes with effect from 16 January 2024:

- Non-executive Director John Prineas assumed the role of Non-executive Chairman.
- Non-executive Chairman Greg Hancock transferred to the role of independent Non-executive Director.
- Bruce McCracken resigned as Managing Director of BMG and all its subsidiaries.

Mr Prineas has assumed the day-to-day responsibilities for BMG matters until the appointment of a new Managing Director or CEO.

The Board of Directors of BMG now comprises:

- John Prineas, Non-Executive Chairman
- Greg Hancock, Non-Executive Director
- John Dawson, Non-Executive Director

OPERATIONAL REPORT

Capital Raising

On 17 June 2024, BMG announced a share placement under the Company's ASX LR 7.1 capacity to raise \$500,000 (before costs) in working capital for the Company's ongoing activities.

The Company issued 50,000,000 fully paid ordinary shares at \$0.01 per share to a number of unrelated professional and sophisticated investors.

Eligible investors in the placement will receive JMEI (Junior Minerals Exploration Incentive) tax credits up to 30% of the amount invested under the placement.

More JMEI Tax Credits

In July 2024, BMG was advised by the ATO that it has been allocated further exploration credits for the 2024/2025 income year. The credits are for a total amount of \$364,250.

Under the JMEI scheme, when BMG incurs Greenfields expenditure during the year the Company will generate exploration credits and will be able to distribute these credits to shareholders who are issued shares by the Company during the 12-month period after the grant of the credits. The credit allocation to investors will be dependent on the value of Greenfields expenditure incurred and the level of funds that the Company may raise through capital raisings. For an individual investor the credit is a refundable tax offset, and for a corporate entity the credit is additional franking credits.

ASX Listing Rule Compliance

Competent Persons Requirements

Disclosure in respect to the Abercromby project (on page 4) refers to the maiden MRE for Abercromby with information which was previously released by the Company on 17 April 2023, 518,000oz Maiden Mineral Resource for Abercromby Gold Project, and 18 April 2023, Revision to Announcements on 17 April 2023. These announcements contain a competent person statement which includes the statements and consent pursuant to the requirements of ASX Listing Rule 5.22.

The Company confirms that it is not aware of any new information or data that materially affects the information included in this announcement, and that all material assumptions and technical parameters underpinning the estimates in the announcements of 17 April 2023 and 18 April 2023 '518,000oz Maiden Mineral Resource for Abercromby Gold Project' continue to apply and have not materially changed.

DIRECTORS' REPORT

Your directors present their report on the Consolidated Entity (referred to hereafter as the **Group**) consisting of BMG Resources Limited (**BMG** or **the Company**), being the Company and its subsidiaries (**Consolidated Entity**), at the end of, or during, the year ended 30 June 2024 and the Auditor's report thereon

DIRECTORS

The names and details of the Directors in office during the financial year and until the date of this report are set out below.

- John Prineas (Chairman)
- Bruce McCracken (Managing Director) (resigned 15 January 2024)
- Greg Hancock (Non-Executive Director)
- John Dawson (Non-Executive Director)

PRINCIPAL ACTIVITIES

The principal activities of the Consolidated Entity during the financial year comprised of mineral resource exploration and development.

OPERATING RESULTS

The Consolidated Entity's loss after providing for income tax for the year ended 30 June 2024 amounted to \$7,187,648 (2023: loss of \$2,730,917). This loss includes impairment expenses for the Invincible and South Boddington Projects, for a combined amount of \$5,354,435.

DIVIDENDS PAID OR RECOMMENDED

The Directors' of the Company do not recommend the payment of a dividend in respect of the current financial year ended 30 June 2024.

REVIEW OF OPERATIONS

The Consolidated Entity's operations are discussed in the Operational Report from page 4.

FUTURE DEVELOPMENTS AND KEY BUSINESS RISKS

Possible developments in the operations of the Company are set out in the Operational Report from page 4.

The business, assets and operations of the Company are subject to certain risk factors that have the potential to influence the operating and financial performance of the Company in the future. These risks include a variety of company, industry and general risks including (without limitation):

Exploration and Evaluation

There can be no assurance that future exploration of the Company's tenements will result in the discovery of economic resources. There can be no guarantee that any resources discovered can be economically exploited by the Company.

Additional Funding

The Company requires additional capital to conduct substantive exploration in the future, this funding may be generated potentially by completing a capital raising or from the proceeds of an asset sale. There can be no assurance that

DIRECTORS' REPORT

additional finance will be available when needed or, if available, the terms of the financing may not be favourable to the Company. The raising of capital may also result in dilution of shareholders' interests in the Company.

Key Personnel

The Company is substantially reliant on the expertise and abilities of its key personnel, including its technical consultants to make progress towards generating value from its mineral resources projects. While the Company does not see any particular risks, there can be no assurance that there will be no detrimental impact on the Company if any of the Company's key personnel, including technical consultants, were to cease their relationship with the Company.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which the Board can effectively manage them is limited.

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

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

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

There are no material matters or circumstances that have arisen since the reporting date.

LIKELY DEVELOPMENTS, PROSPECTS AND BUSINESS STRATEGIES

The Directors are of the opinion that further information as to the likely developments in operations of the Consolidated Entity and the expected results of those operations, would be speculative and prejudicial to the interests of the Group and its Shareholders at this point in time.

ENVIRONMENTAL REGULATION

The Board believe that the Consolidated Entity has adequate systems in place for the management of environmental requirements and is not aware of any breach of environmental requirements as they apply to the Consolidated Entity.

National Greenhouse and Energy Reporting Act 2007

This is an Act to provide for the reporting and dissemination of information related to greenhouse gas emissions, greenhouse gas projects, energy production and energy consumption, and for other purposes. The Consolidated Entity is not subject to the *National Greenhouse and Energy Reporting Act 2007*.

DIRECTORS' REPORT

BOARD OF DIRECTORS

John Prineas B Econ, LLB, F Fin – Non-Executive Chairman

Experience and Expertise	Mr Prineas has over 30 years' experience in the resources, banking, and legal sectors. In 1994, joined the global German bank Dresdner Bank AG (now Commerzbank AG) in Sydney and served over the next 10 years as General Counsel, Chief Operating Officer, and Country Head with a focus on project and acquisition finance for resources and infrastructure projects.
Other Current Directorships	Executive Chairman of St George Mining Limited (ASX: SGQ) Non-Executive Director of American West Metals Limited (ASX: AW1)
Former Directorships in last 3 years	None
Special Responsibilities	Chairman of the Board (from 15 January 2024) Chairman of the Nomination and Remuneration Committee Member of the Audit and Risk Committee
Interests in Equity Instruments	52,724,696 Ordinary shares 166,667 Options over ordinary shares (BMGAM)

Greg Hancock – BA(Econs); B Ed (Hons) F Fin – Non-Executive Director

Experience and Expertise	Mr Hancock has over 25 years' experience in capital markets practicing in the area of Corporate Finance. He has extensive experience in both Australia and the United Kingdom. In this time, he has specialised in mining and natural resources and has a background in the finance and management of small companies. Mr Hancock is currently a director of ASX listed companies Ausquest Ltd, Triangle Energy (Global) Ltd, where he serves as Chairman, Group 6 Metals Limited and Golden State Mining Limited as a non-executive director. Mr Hancock is Chairman of LSE listed Cobra Resources Plc. Mr. Hancock has been a director of BMG Resources Limited since 6 February 2017.
Other Current Directorships	Non-Executive Chairman of Ausquest Ltd (ASX: AQD) Non-Executive Chairman of Cobra Resources Plc (LON: COBR) Non-Executive Chairman of Triangle Energy (Global) Limited (ASX: TEG) Non-Executive Director of Golden State Mining Limited (ASX: GSM) Non-Executive Director of Group 6 Metals Limited (ASX: G6M)
Former Directorships in last 3 years	None
Special Responsibilities	Chairman of the Board (until 15 January 2024) Member of the Nomination and Remuneration Committee Member of the Audit and Risk Committee
Interests in Equity Instruments	2,000,000 Performance Rights (Tranche 1, BMGAB) 2,000,000 Performance Rights (Tranche 2, BMGAC) 2,000,000 Performance Rights (Tranche 3, BMGAD) 2,000,000 Performance Rights (Tranche 4, BMGAE)

DIRECTORS' REPORT

John Dawson B Com, MBA, INSEAD – Director

Experience and Expertise Mr Dawson has extensive experience in the finance and mining sectors, having occupied senior roles with global investment banks including Goldman Sachs and Dresdner Kleinwort Wasserstein. At Goldman Sachs, John was a Managing Director of FICC (Fixed Income, Currency, and Commodities) for Australia. At Dresdner Kleinwort Wasserstein, John was Global Head of Commodities as well as Country Head for Australia. John has been a non-executive director of St George Mining Limited (ASX: SGQ) since January 2019.

Other Current Directorships Non-Executive Director of St George Mining Limited (ASX: SGQ)

Former Directorships in last 3 years None

Special Responsibilities Chairman of the Audit and Risk Committee
Member of the Nomination and Remuneration Committee

Interests in Equity Instruments 42,402,936 Ordinary shares
2,613,531 Options over ordinary shares (BMGAM)

Bruce Alexander McCracken B Com, LLB, MBA, GAICD – Managing Director until 15 January 2024

Experience and Expertise Mr McCracken is an experienced business executive having spent over 25 years working across a broad range of industries based in Perth, Melbourne, and Sydney.
Prior to joining BMG Resources Limited Mr McCracken worked in the Corporate sector as a Senior Executive, an Investment Banker in specialist corporate advisory and project finance roles, and has also practiced as a Banking and Finance Solicitor. Mr McCracken holds Bachelor of Commerce and Bachelor of Laws degrees from the University of Western Australia, an MBA from Melbourne Business School and is a graduate of the Australian Institute of Company Directors.

Other Current Directorships None

Former Directorships in last 3 years None

Special Responsibilities Managing Director

COMPANY SECRETARY

Sean Meakin B. Bus (Acc), B. IT (Info Sys), CA, AGIA

Experience and Expertise Mr Meakin has a Bachelor of Business degree majoring in accounting, and a Bachelor of Information Technology degree majoring in Information Systems from Charles Darwin University. Mr Meakin is a Chartered Accountant and an associate of the Governance Institute of Australia.

Mr Meakin was appointed as Company Secretary of the Company in March 2018, he is also the Company Secretary of AssetOwl Limited (ASX: AO1) and Zeta Petroleum PLC.

Mr Meakin leads the preparation of Company's annual report and half yearly financial report. He is an employee of Tribis Pty Ltd, which provides services to the Company pursuant to an Administration Services Agreement.

DIRECTORS' REPORT

DIRECTORS' MEETINGS

During the financial year, 8 Board of Directors' Meetings and 1 Audit and Risk Committee meetings were held. Attendances by each Director during the year were as follows:

	Board of Directors' Meetings		Audit and Risk Committee Meetings	
	Number Eligible to Attend	Number Attended	Number Eligible to Attend	Number Attended
John Prineas	8	8	1	1
Greg Hancock	8	8	1	1
John Dawson	8	6	1	1
Bruce McCracken (resigned 15 January 2024)	3	2	-	-

REMUNERATION REPORT (AUDITED)

This Remuneration Report outlines the Director and Executive remuneration arrangements of the Company and the Consolidated Entity and has been audited in accordance with the requirements by section 308(3C) of the *Corporations Act 2001* and the Corporations Regulations 2001.

For the purposes of this report, Key Management Personnel of the Consolidated Entity are defined as those persons having authority and responsibility for planning, directing, and controlling the major activities of the Company and the Consolidated Entity, directly or indirectly, including any Director (whether Executive or otherwise) of the Company.

KEY MANAGEMENT PERSONNEL DISCLOSED IN THE REPORT

Names and positions held of Parent Entity Directors in office at any time during the financial year are:

John Prineas	(Chairman – 15 January until 30 June 2024, Non-executive Director – 1 July 2023 until 15 January 2024)
Greg Hancock	(Non-executive Director – 15 January until 30 June 2024, Chairman – 1 July 2023 until 15 January 2024)
John Dawson	(Non-executive Director)
Bruce McCracken	(Managing Director – 1 July 2023 until 15 January 2024)

There were no Key Management Personnel of the entity at any time during the financial year other than Directors of the Company.

Remuneration Governance

The Remuneration and Nomination Committee provides assistance to the Board with respect to the following:

- Remuneration policies and practices;
- Remuneration of the Executive Officer and Executive Directors;
- Composition of the Board; and
- Performance Management of the Board and of the Executive Officer.

DIRECTORS' REPORT

Use of Remuneration Consultants

During the year, the Company has not required or used any remuneration consultants for the purpose of soliciting advice in relation to the remuneration of members of the Group's Key Management Personnel.

Membership and Composition

The minimum number of members required on the Committee is two Directors. At least one member of the Committee must be a Non-Executive Director of the Board.

The Chair of the Committee is to be a Non-Executive Director, nominated by the Board, who may be the Chairman of the Board.

The Secretary of the Committee shall be the Company Secretary or such other person as nominated by the Board.

Executive Remuneration Policy and Framework

The Remuneration and Nomination Committee is to review and make recommendations regarding the following:

- (a) strategies in relation to Executive remuneration policies;
- (b) compensation arrangements for the Managing Director, Non-Executive Directors and other Senior Executives as appropriate;
- (c) performance related incentive policies;
- (d) the Company's recruitment, retention and termination policies;
- (e) the composition of the Board having regard to the skills/experience desired and skills/experience represented;
- (f) the appointment of Board members;
- (g) the evaluation of the performance of the Managing Director;
- (h) consideration of potential candidates to act as Directors; and
- (i) succession planning for Board members.

Processes

The Committee shall meet as frequently as required to undertake its role effectively and properly. A quorum for the Committee meeting is when at least two members are present. Any relevant employees may be invited to attend the Committee meetings.

The issues discussed at each Committee meeting as well as the minutes of each meeting are reported at the next Board Meeting. The Committee Chair shall report the Committee's recommendations to the Board after each meeting.

The Committee reviews, and may recommend to the Board, any necessary actions and/or changes it considers appropriate. The Committee may undertake any other special duties as requested by the Board.

Key Management Personnel Remuneration Policy

The Board's policy for determining the nature and amount of remuneration of Key Management Personnel for the economic entity is as follows:

DIRECTORS' REPORT

The remuneration structure for Key Management Personnel is based on a number of factors, including length of service and the particular experience of the individual concerned. The contracts for service between the Group and Key Management Personnel are on a continuing basis, the terms of which are not expected to change in the immediate future. There is no scheme to provide retirement benefits, other than statutory superannuation.

The Nomination and Remuneration Committee determines the proportion of fixed and variable compensation for each Key Management Personnel.

Executive and Non-Executive Director Remuneration Policy

On appointment to the Board, all Executive and Non-Executive Directors enter into an agreement with the Company. The letter of appointment summarises the Board's policies and terms, including remuneration. Non-Executive Directors do not receive additional fees for chairing or participating on Board committees. Directors do not receive retirement allowances.

For the year to 30 June 2024, and from 1 July 2024, the fee paid to the Chairman of the Company is \$5,000 per month, with non-executive directors paid a fee of \$3,000 per month, exclusive of superannuation. There were no other additional fees paid to the Non-Executive Chairman and Non-Executive Directors for participating as members of the committees of the board.

Greg Hancock, who was the Company's Chairman until 15 January 2024 holds 8,000,000 Performance Rights.

- Vesting conditions of the tranches one and two Performance Rights were satisfied in the year to 30 June 2023 and therefore the value of these rights has been recognised as remuneration in financial years to and including that year.
- Vesting conditions of the tranches three and four Performance Rights pertain to the Company's share price achieving pre-determined values.

The vesting conditions for these Performance Rights are set-out on page 21 below.

The value of these Performance Rights, determined in accordance with accounting standards, is disclosed in the table below.

Tranche	Number of Rights	Accounting Value	% realised during the year
One	2,000,000	\$220,000	n/a
Two	2,000,000	\$220,000	n/a
Three	2,000,000	\$210,000	Nil
Four	2,000,000	\$198,000	Nil

Each Performance Right is valued at, or by incorporating as a valuation input, the price of an Ordinary Share in the Company at the date that shareholders approved the award, 5 October 2020, being \$0.11 per share.

It is not anticipated that Mr Hancock will realise benefit from tranche three and four Performance Rights.

DIRECTORS' REPORT

Remuneration arrangement with Managing Director

Managing Director – Bruce McCracken	
Fixed Remuneration	Mr McCracken's annual remuneration for the period of his employment as Managing Director, for the period from 1 July 2023 to 15 January 2024, was \$210,000 per annum, plus applicable superannuation.

The Executive Service Agreement between BMG and Bruce McCracken was terminated on 15 January 2024 with Mr McCracken resigning from all offices as director held in BMG and group companies.

Upon his resignation, total benefits paid to Mr McCracken amounted to \$187,813 before tax. This included the payment of 6 months' salary, in lieu of notice; accumulated long service leave entitlement; accumulated annual leave entitlement and accrued wages for the month of January 2024.

Performance based remuneration

On 5 October 2020, shareholders approved the award of 12,000,000 Performance Rights to Mr McCracken. These Performance Rights were issued in four equal tranches of 3,000,000 Rights.

- Vesting conditions of the tranches one and two Performance Rights were satisfied in the year to 30 June 2023 and therefore the value of these rights has been recognised as remuneration in financial years to and including that year.
- Vesting conditions of the tranches three and four Performance Rights pertained to the Company's share price achieving pre-determined values.

The vesting conditions for these Performance Rights are set-out on page 21 below.

At the time of Mr McCracken's resignation, he held 3,000,000 Performance Rights, identified as Tranche 3 Rights, and 3,000,000 Performance Rights, identified as Tranche 4 Rights. These Performance Rights were cancelled by the Company at the date of Mr McCracken's resignation.

The value of these Performance Rights, determined in accordance with accounting standards, is disclosed in the table below.

Tranche	Number of Rights	Accounting Value	% realised during the year
One	3,000,000	\$330,000	n/a
Two	3,000,000	\$330,000	n/a
Three	3,000,000	\$315,000	Nil
Four	3,000,000	\$297,000	Nil

Each Performance Right is valued at, or by incorporating as a valuation input, the price of an Ordinary Share in the Company at the date that shareholders approved the award, 5 October 2020, being \$0.11 per share.

Company Performance, Shareholder Wealth and Director and Executive Remuneration

The Remuneration Policy has been tailored to increase goal congruence between Shareholders, Directors and Executives.

DIRECTORS' REPORT

Each year the Board reviews directors' remuneration to balance the need to pay appropriate fees to its directors while balancing the needs of the Company's shareholders.

The Company has an employee incentive scheme for the award of share-based payments, including Shares, Options and Performance Rights, the Board may exercise its discretion to award such payments to encourage the alignment of personal interest and shareholder interests.

Voting and comments made at the Group's 2023 Annual General Meeting

The Company received 99.54% of "yes" votes on its Remuneration Report for the 2023 financial year. The Company did not receive any specific feedback at the AGM or throughout the year on its remuneration practices.

Consequences of Group Performance on Shareholder wealth

An analysis of the Group's performance over the five financial years to 30 June 2024 is provided below:

	2024	2023	2022	2022	2021
Net (Loss) attributable to owners of BMG Resources Limited	\$(7,187,648)	\$(2,730,917)	\$(1,287,912)	\$(1,093,903)	\$(2,182,734)
Share price					
Share Price at 30 June:	\$0.009	\$0.012	\$0.031	\$0.049	\$0.050*
\$ increase / (decrease)	\$(0.003)	\$(0.019)	\$(0.018)	\$(0.001)	\$(0.07)*
Basic profit/(loss) per share (cents per share)	(1.11)	(0.67)	(0.41)	(0.57)	(3.74)*
Diluted loss per share (cents per share)	N/A	N/A	N/A	N/A	N/A

*reflective of the 10:1 share consolidation which took effect on 5 October 2020.

DIRECTORS' REPORT

Details of Remuneration

2024 Key Management Personnel	Fixed Remuneration			Other (\$)	Variable Remuneration	Total (\$)	Performance Related (%)*
	Salary (\$)	Annual and Long Service Leave (\$)	Post-employment benefits (\$)		Performance Rights (\$)		
DIRECTORS							
John Prineas	47,000	-	5,170	-	-	52,170	Nil
Greg Hancock ^{1, 2}	49,000	-	-	-	81,779 ¹	130,779	62.53%
John Dawson	36,000	-	3,960	-	-	39,960	Nil
Bruce McCracken ^{1, 3}	113,468	8,953	12,481	116,550 ³	66,697 ¹	318,149	20.96%
TOTAL	245,468	8,953	21,611	116,550	148,476	541,058	27.44%

*For each applicable line in the above table, this % is calculated by dividing the share-based payment expense relating to the Performance Rights over the total remuneration.

1. Further disclosure on these accounting values is provided below on page 20.
2. Mr Hancock's fees are paid to Hancock Corporate Investments Pty Ltd, a company of which he is a director.
3. The Executive Services agreement with the Company was terminated on 15 January 2024, the remuneration in the above table is for the period from 1 July 2023 until that date. Pursuant to the terms of the agreement, upon Mr McCracken's cessation as Managing Director, the Company made a payment of 6 months' salary in lieu of notice (\$105,000), plus superannuation (\$11,550).

DIRECTORS' REPORT

2023 Key Management Personnel	Fixed Remuneration			Variable Remuneration	Total (\$)	Performance Related (%)*
	Salary (\$)	Annual and Long Service Leave (\$)	Post-employment benefits (\$)	Performance Rights (\$)		
DIRECTORS						
John Prineas	36,000	-	3,780	-	39,780	Nil
Greg Hancock ^{1,2}	60,000	-	-	369,025 ¹	429,025	86.01%
John Dawson	36,000	-	3,780	-	39,780	Nil
Bruce McCracken ¹	210,000	8,581	22,050	553,538 ¹	794,169	69.70%
TOTAL	342,000	8,581	29,610	922,563	1,302,754	70.82%

*For each applicable line in the above table, this % is calculated by dividing the share-based payment expense relating to the Performance Rights over the total remuneration.

1. Further disclosure on these accounting values is provided below on page 20.
2. Mr Hancock's fees are paid to Hancock Corporate Investments Pty Ltd, a company of which he is a director.

DIRECTORS' REPORT

	Greg Hancock		Bruce McCracken	
	Accounting value of Rights recognised as remuneration			
Tranche	2024	2023	2024	2023
One	-	\$143,735	-	\$215,602
Two	-	\$143,735	-	\$215,602
Three	\$42,092	\$41,977	\$34,330	\$62,966
Four	\$39,687	\$39,578	\$32,367	\$59,368
Total	\$81,779	\$369,025	\$66,697	\$553,538

The total values above are included within the remuneration tables at pages 18 and 19. In respect of Greg Hancock and Bruce McCracken, the values recognised as an expense is not the value received by them in the respective years. Disclosure of the value of benefits received by Mr Hancock and Mr McCracken is provided on page 24 under "Voluntary Information: Remuneration Received".

For both Greg Hancock and Bruce McCracken, during the year, four tranches of Performance Rights were held. The value of the Performance Rights awarded is calculated, and recognised as an expense, consistent with the requirements of accounting standard AASB 2 *Share Based Payments*.

Performance Rights in Tranches One and Two were issued with vesting conditions pertaining to the size of a resource reported on any Oracle project. In the 2023 year the vesting conditions for these Performance Rights were satisfied, with the previously unrecognised value of those rights recognised as an expense in that year.

The vesting conditions for the Performance Rights in Tranches Three and Four were set in October 2020 and are share price targets of \$0.15 and \$0.25 respectively. It is considered very unlikely that the above share price targets will be achieved by 5 October 2025. Irrespective of whether the Rights vest, accounting standard AASB2 *Share Based Payments* requires that the value of the award (as calculated in October 2020) be recognised as remuneration.

In respect to the Tranche three and Tranche four Performance Rights held by Greg Hancock, \$81,779 is recognised as remuneration of Mr Hancock during the year.

In respect to Bruce McCracken, as described above, during the year he held a total of 6,000,000 Tranche three and Tranche four Performance Rights. On 15 January 2024, upon termination of his Executive Services Agreement these Rights were cancelled. The amount recognised as remuneration in the year reflects the 199 days in the year that the Rights were held by Mr McCracken.

DIRECTORS' REPORT

Where Performance Rights are cancelled, accounting standard AASB2 *Share Based Payments* requires that the value of the award (as calculated in October 2020) not already recognised as expense by the Company be recognised as expense in full in the year that the Rights are cancelled. Accordingly, in this year, an expense of \$210,815 is recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income, within Share based payment expense.

TERMS AND CONDITIONS OF SHARE BASED PAYMENTS AFFECTING REMUNERATION IN THE CURRENT FINANCIAL YEAR

Performance Rights

Following shareholder approval in October 2020, Share-based payments were awarded to the Group's then Chairman and Managing Director, who were awarded 8,000,000 and 12,000,000 Performance Rights respectively. For each recipient, the Rights are structured in four equal tranches, with vesting conditions pertaining to the level of resources which may be reported on any of the Group's 100% owned Gold Projects and increase of the Company's share price. The vesting conditions for these Performance Rights are set-out below:

Tranche	Vesting Conditions
One	The Company reporting a 250,000-ounce gold Mineral Resource on any Oracle Project ¹ with a minimum cut-off grade of 0.5g/t gold in accordance with the JORC Code in respect of any Project before 5 October 2025.
Two	The Company reporting a 500,000-ounce gold Mineral Resource on any Oracle Project ¹ with a minimum cut-off grade of 0.5g/t gold in accordance with the JORC Code in respect of any Project before 5 October 2025.
Three	VWAP of at least \$0.15 per share for at least 15 business days before 5 October 2025.
Four	VWAP of at least \$0.25 per share for at least 15 business days before 5 October 2025.

¹Oracle Projects are those which were acquired with the acquisition of Oracle Mining Pty Ltd in October 2020. These projects are the Abercromby Gold Project, Invincible Gold Project and the South Boddington Gold Project.

DIRECTORS' REPORT

EQUITY INSTRUMENTS DISCLOSURE RELATING TO KEY MANAGEMENT PERSONNEL.

Shares

Number of shares held by Parent Entity Directors, including their personally related parties, are set out below.

2024	Balance at the start of the year	Other*	Balance at the end of the year
Greg Hancock	-	-	-
Bruce McCracken	7,018,000	(7,018,000)	-
John Prineas	52,724,696	-	52,724,696
John Dawson	42,402,936	-	42,402,936

Options over Ordinary Shares

Number of Options held by Parent Entity Directors, including their personally related parties, are set out below.

2024	Balance at the start of the year	Other*	Balance at the end of the year
Greg Hancock	-	-	-
Bruce McCracken	380,443	(380,443)	-
John Prineas	166,667	-	166,667
John Dawson	2,613,531	-	2,613,531

Performance Rights

The number of Performance Rights held by the Mr Greg Hancock and Mr Bruce McCracken is set out below:

	Balance at the start of the year	Cancelled	Other*	Balance at the end of the year	Vested
Greg Hancock					
Tranche 1	2,000,000	-	-	2,000,000	2,000,000
Tranche 2	2,000,000	-	-	2,000,000	2,000,000
Tranche 3	2,000,000	-	-	2,000,000	Nil
Tranche 4	2,000,000	-	-	2,000,000	Nil
Bruce McCracken					
Tranche 1	3,000,000	-	(3,000,000)	-	Nil
Tranche 2	3,000,000	-	(3,000,000)	-	Nil
Tranche 3	3,000,000	(3,000,000)	-	-	Nil
Tranche 4	3,000,000	(3,000,000)	-	-	Nil

Disclosure on these Performance Rights is provided on pages 15, 16, 20 and 21 above.

*Mr McCracken left the board on 15 January 2024, his holding of Equity Securities has been removed from the above tables.

DIRECTORS' REPORT

Loans to/from Key Management Personnel

There were no loans to individuals or directors of the Company during the year ended 30 June 2024.

OTHER TRANSACTIONS WITH KEY MANAGEMENT PERSONNEL

Engagement for Consultancy Services

On 16 January 2024 the Company entered into an agreement with Mr Bruce McCracken for the provision of consultancy services for a three-month period to 16 April 2024.

The Company agreed to pay Mr McCracken a fee of \$1,500 per day, based on two (2) workdays per week. Accordingly, for the three-month period, the Company paid Mr McCracken total fees of \$42,000.

Royalty arrangements

Three of the Company's gold projects are subject to Royalties arrangements with counterparties including Gold Growth Pty Ltd, of which BMG non-executive directors Messrs John Prineas and John Dawson are shareholders.

- In relation to the Abercromby Project, a 1% net smelter return is held by Gold Growth Pty Ltd in regard to the net proceeds of any mineral production at the project.
- In relation to the Invincible Project, a 2% net smelter return is held by Gold Growth Pty Ltd in regard to the net proceeds of any mineral production at the project.
- In relation to the South Boddington Project, Gold Growth Pty Ltd holds a 2% net smelter royalty in regard to the net proceeds of any mineral production from E70/4590 (when granted), and a 1% net smelter royalty in regard to the net proceeds of any mineral production from E70/4225 (when granted).

VOLUNTARY INFORMATION: REMUNERATION RECEIVED

The amounts disclosed below as KMP remuneration reflect the actual benefits received by each KMP during the reporting period. The remuneration values disclosed below have been determined as follows:

Fixed remuneration

Fixed remuneration includes base salaries received and payments made to superannuation funds. Fixed remuneration excludes any accruals of annual or long-service leave.

Long-term incentives

Long-term incentives are Performance Rights awarded to the then Non-Executive Chairman Mr Greg Hancock and Managing Director Mr Bruce McCracken in the 2021 financial year, which are described at pages 15 and 16 above. In the 2024 year, no long-term incentives vested.

DIRECTORS' REPORT

Remuneration received during the 2024 financial year reporting period.

	Fixed Remuneration	Vested LTI	Total Value
J Prineas - Non-Executive Chairman	\$52,170	Nil	\$52,170
B McCracken – Managing Director	\$125,949	Nil	\$125,949
G Hancock - Non-Executive Director	\$49,000	Nil	\$49,000
J Dawson - Non-Executive Director	\$39,960	Nil	\$39,960
Total	\$267,079	Nil	\$267,079

The amounts disclosed above are not the same as the remuneration expensed in relation to each KMP (as disclosed on page 18).

The directors believe that the remuneration received is more relevant to users for the following reasons:

- The statutory remuneration expensed is based on historic cost and does not reflect the value of the equity instruments when they are actually received by the KMPs.
- The statutory remuneration shows benefits before they are actually received by the KMPs.
- Where Options or Performance Rights do not vest because a market-based performance condition is not satisfied (e.g.: an increase in the Company's share price), the company must still recognise the full amount of expenses even though the KMPs will never receive any benefits.
- Share-based payment awards are treated differently under the accounting standards depending on whether the performance conditions are market conditions (no reversal of expense) or non-market conditions (reversal of expense where shares fail to vest), even though the benefit received by the KMP is the same (nil where equity instruments fail to vest).

This is the end of the Audited Remuneration Report.

SHARES UNDER OPTION

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

Grant Date	Expiry Date	Issue price of Shares	Number under option
12 June 2023	30 June 2025	\$0.025	15,000,000
12 June 2023	30 September 2024	\$0.025	72,157,507
6 February 2024	6 February 2026	\$0.020	25,000,000
11 March 2024	11 March 2027	\$0.030	2,000,000
11 March 2024	11 March 2027	\$0.040	2,000,000
25 June 2024	25 June 2027	\$0.020	5,000,000
Total			121,157,507

DIRECTORS' REPORT

The Options do not carry any right under the options to participate in any share issue of the Company or any other entity.

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied for leave of the Court to bring proceedings on behalf of the Entity or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

The Company was not a party to any such proceedings during the year.

INDEMNIFYING DIRECTORS AND OFFICERS

The Company has made an Agreement to indemnify all the Directors and Officers of the Company against all losses or liabilities incurred by each Director and Officer in their capacities as Directors and Officers of the Company. During the year ended 30 June 2024, the Company paid insurance premiums in respect of Directors and Officers Liability Insurance for Directors and Officers of the Company. The liabilities insured are damages and legal costs that may be incurred in defending civil or criminal proceedings that may be brought against the Directors and Officers in their capacity as Directors and Officers of the Entity and related joint venture companies to the extent permitted by the Corporations Act 2001. On 10 May 2024, the Company paid a premium of \$21,990 covering the period 30 April 2024 to 30 April 2025 (2023: On 15 May 2023, the Company paid an insurance premium of \$21,990 covering the period 30 April 2023 to 30 April 2024).

NON-AUDIT SERVICES

There were no non-audit services provided by the Auditor of the Group, BDO Audit Pty Ltd or its related practices during the year.

AUDITORS INDEPENDENCE DECLARATION

The Auditors Independence Declaration for the year ended 30 June 2024 has been received and can be found on page 27.

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



John Prineas

Chairman

Dated this 30th September 2024.

CORPORATE GOVERNANCE STATEMENT

The Board is responsible for the overall Corporate Governance of the Company, and it recognises the need for the highest standards of ethical behaviour and accountability. It is committed to administering its corporate governance structures to promote integrity and responsible decision making.

The Company's corporate governance structures, policies and procedures are described in its Corporate Governance Statement which is available on the Company's website at

<http://www.bmgl.com.au/corporate/corporate-governance.html>

DECLARATION OF INDEPENDENCE BY NEIL SMITH TO THE DIRECTORS OF BMG RESOURCES LIMITED

As lead auditor of BMG Resources Limited for the year ended 30 June 2024, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of BMG Resources Limited and the entities it controlled during the period.



Neil Smith

Director

BDO Audit Pty Ltd

Perth

30 September 2024

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE
INCOME
FOR THE YEAR ENDED 30 JUNE 2024**

	Notes	30 June 2024 (\$)	30 June 2023 (\$)
Other Income		13,702	12,069
Directors remuneration		(366,202)	(380,191)
Administration services fee		(144,000)	(144,000)
Share based payment expense	3	(580,395)	(1,448,716)
Exploration and evaluation expenditure		(181,833)	(287,577)
Depreciation and amortisation expense		(1,647)	(790)
Accounting & audit fees		(71,692)	(61,262)
Investor Relations		(136,081)	(131,981)
Corporate and administration expenses		(270,046)	(183,827)
Other expenses from ordinary activities		(95,019)	(108,088)
Exchange gain/(loss) from ordinary activities		-	3,446
Impairment Expense	6	(5,354,435)	-
(LOSS) BEFORE INCOME TAX		(7,187,648)	(2,730,917)
Income tax expense	4	-	-
(LOSS) AFTER INCOME TAX		(7,187,648)	(2,730,917)
TOTAL COMPREHENSIVE (LOSS) FOR THE YEAR		(7,187,648)	(2,730,917)
Total comprehensive (loss) for the year is:			
Attributable to the owners of BMG Resources Limited		(7,187,648)	(2,730,917)
Basic (loss) per share (cents per share)	14	(1.11)	(0.67)

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income is to be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2024

	Notes	30 June 2024 (\$)	30 June 2023 (\$)
CURRENT ASSETS			
Cash and cash equivalents	5	474,698	2,071,978
Prepayments		3,500	1,460
Other receivables		13,003	19,544
TOTAL CURRENT ASSETS		491,201	2,092,982
NON-CURRENT ASSETS			
Property, Plant & Equipment		-	1,647
Exploration and Evaluation Assets	6	14,576,088	19,171,713
TOTAL NON-CURRENT ASSETS		14,576,088	19,173,360
TOTAL ASSETS		15,067,289	21,266,342
CURRENT LIABILITIES			
Trade and other payables	7	171,694	163,070
Employee benefits payable		-	89,425
TOTAL CURRENT LIABILITIES		171,694	252,495
TOTAL LIABILITIES		171,694	252,495
NET ASSETS		14,895,595	21,013,847
EQUITY			
Contributed equity	9	68,086,342	67,351,702
Reserves	10	3,405,104	3,070,348
Accumulated Losses	11	(56,595,851)	(49,408,203)
TOTAL EQUITY		14,895,595	21,013,847

The above Consolidated Statement of Financial Position is to be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2024

	Notes	Issued Capital Ordinary	Accumulated Losses	Share Based Payment Reserve	Shares/ Options Reserve	Total Reserves	Total
		\$	\$	\$	\$	\$	\$
BALANCE AT 1 JULY 2023		67,351,702	(49,408,203)	2,755,896	314,452	3,070,348	21,013,847
(Loss) for the year		-	(7,187,648)	-	-	-	(7,187,648)
Total comprehensive loss for the year		-	(7,187,648)	-	-	-	(7,187,648)
Transactions with owners in their capacity as owners:							
Capital Raising	9	500,000	-	-	-	-	500,000
Share based payments	3	291,000	-	309,647	-	309,647	600,647
Less Capital Raising Costs	9	(56,360)	-	25,109	-	25,109	(31,251)
BALANCE AT 30 JUNE 2024		68,086,342	(56,595,851)	3,090,652	314,452	3,405,104	14,895,595

The above Consolidated Statement of Changes in Equity is to be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2023

	Notes	Issued Capital Ordinary	Accumulated Losses	Share Based Payment Reserve	Shares/ Options Reserve	Total Reserves	Total
		\$	\$	\$	\$	\$	\$
BALANCE AT 1 JULY 2022		63,317,829	(46,677,286)	2,612,563	314,452	2,927,015	19,567,558
(Loss) for the year		-	(2,730,917)	-	-	-	(2,730,917)
Total comprehensive loss for the year		-	(2,730,917)	-	-	-	(2,730,917)
Transactions with owners in their capacity as owners:							
Capital Raising	9	2,754,138	-	-	-	-	2,754,138
Consideration for acquisition of Fairplay Gold Pty Ltd	13	165,000	-	-	-	-	165,000
Share based payments	3	1,400,000	-	48,716	-	48,716	1,448,716
Less Capital Raising Costs	9	(285,265)	-	94,617	-	94,617	(190,648)
BALANCE AT 30 JUNE 2023		67,351,702	(49,408,203)	2,755,896	314,452	3,070,348	21,013,847

The above Consolidated Statement of Changes in Equity is to be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2024

	Notes	30 JUNE 2024 \$	30 JUNE 2023 \$
CASH FLOWS FROM OPERATING ACTIVITIES			
Payments to suppliers and employees		(1,102,784)	(1,001,277)
Payments for exploration and evaluation activity		(197,946)	(214,186)
Interest received		13,702	12,069
NET CASH (OUTFLOW) FROM OPERATING ACTIVITIES	12	(1,287,028)	(1,203,394)
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for exploration and evaluation activity		(789,132)	(2,156,867)
Receipt from disposal of investment		-	179,782
Payments for acquisition of Fairplay Gold Pty Ltd	13	-	(203,707)
NET CASH (OUTFLOW) FROM INVESTING ACTIVITIES		(789,132)	(2,180,792)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from share issue	9	500,000	2,754,138
Transaction costs related to issues of shares	9	(21,120)	(190,648)
NET CASH INFLOW FROM FINANCING ACTIVITIES		478,880	2,563,490
NET (DECREASE) IN CASH HELD		(1,597,280)	(820,696)
Cash and cash equivalents at the beginning of the year		2,071,978	2,892,674
CASH AND CASH EQUIVALENTS AT THE END OF YEAR	5	474,698	2,071,978

The above Consolidated Statement of Cash Flows is to be read in conjunction with the accompanying notes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. STATEMENT OF MATERIAL ACCOUNTING POLICIES

The primary 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.

(a) General Information

BMG Resources Limited is a Company domiciled in Australia. BMG Resources Limited is a Company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange. The Consolidated Financial Report of the Company as at and for the year ended 30 June 2024 comprises the Company and its subsidiaries (together referred to as the '**Group**' or '**Consolidated Entity**').

The nature of the operations and principal activities of the Consolidated Entity are described in the Directors' Report.

(b) Basis of Preparation

Statement of Compliance

The Consolidated Financial Statements are general purpose Financial Statements for the reporting year ended 30 June 2024 and have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board, Interpretations and the *Corporations Act 2001*. BMG Resources Limited is a for profit entity for the purpose of preparing the Financial Statements.

Compliance with IFRS

The Consolidated Financial Statements of BMG Resources Limited Group also comply with the International Financial Reporting Standards (IFRS and IFRIC interpretations) issued by the International Accounting Standards Board (IASB).

The Board of Directors have prepared the financial report on a going concern basis, any additional funding that may be required is anticipated to be obtainable and will allow the Group to continue to fund its operations and further develop their mineral exploration and evaluation assets during the twelve-month period from the date of this financial report.

The Financial Statements were approved by the Board of Directors on 30 September 2024.

Historical cost convention

The financial report has been prepared on an accrual basis and is based on historical costs *modified* by the revaluation of selected non-current assets, financial assets and financial liabilities for which the fair value basis of accounting has been applied.

All amounts are presented in Australian dollars, unless otherwise noted.

(c) Going Concern

The Directors are satisfied that the going concern assumption has been appropriately applied in preparing the financial statements and the historical financial information has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

For the year ended 30 June 2024 the Group made a loss of \$7,187,648 (2023: loss of \$2,730,917) and had cash outflows from operating activities of \$1,287,028 (2023: cash outflows of \$1,203,394). As at 30 September 2024, the Group has Cash and Cash equivalents on hand of \$94,886, and trade and other payables of \$23,471. These conditions indicate a material uncertainty that may cast a significant doubt about the Group's ability to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

The ability of the Group to continue as a going concern will be dependent on the Company sourcing additional working capital, by completing a capital raising or from the proceeds of an asset sale.

As at 30 September 2024, the Group has:

- cash and cash equivalents on hand of \$94,886;
- liabilities of only \$23,471; and
- sufficient placement capacity under ASX listing rules 7.1 and 7.1A to issue up to 74,449,290 equity securities, without shareholder approval.

and accordingly, the Directors believe that there are reasonable grounds that the Group will continue as a going concern.

Should the Group be unable to continue as a going concern, it may be required to realise its assets and discharge its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial statements. The financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or liabilities that might be necessary should the entity not continue as a going concern.

(d) Principles of Consolidation

The Consolidated Financial Statements incorporate the assets and liabilities of all the subsidiaries that BMG Resources Limited ('the **Parent Entity**') has the power to control. A subsidiary is controlled when the Parent Company is exposed to, or has rights to, variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power to direct the activities of the subsidiary, and determine the financial and operating policies of the subsidiary. All inter-company balances and transactions between entities within the Group, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistencies with those policies applied by the Consolidated Entity.

Subsidiaries

Subsidiaries are all entities controlled by the Parent Company. The Financial Statements of subsidiaries are included in the Consolidated Financial Statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Consolidated Entity.

In the Consolidated Entity's Financial Statements, investments in subsidiaries are carried at cost. The Financial Statements of the subsidiary are prepared for the same reporting period as the Company, using consistent accounting policies.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

In preparing the Consolidated Financial Statements, all intercompany balances and transactions, income and expenses and profit or losses resulting from inter-entity transactions have been eliminated in full. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The investments in subsidiaries held by BMG Resources Limited are accounted for at cost in the separate Financial Statements of the Company less any impairment charges. The acquisition of subsidiaries is accounted for using the acquisition method of accounting. The acquisition method of accounting involves allocating the cost of the business combination to the fair value of the assets acquired and the liabilities and contingent liabilities assumed at the date of acquisition.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(e) Comparatives

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

(f) Changes in and adoption of new accounting policies

In the year ended 30 June 2024, the Company adopted all new and revised Standards and interpretations issued by the AASB that are relevant to its operations and effective for the current reporting period. At the date of authorisation of these financial statements, the Company has not applied the new and revised Australian Accounting Standards, Interpretations and amendments that have been issued but are not yet effective. Based on a preliminary review of the standards and amendments, the Directors do not anticipate a material change to the Company's accounting policy, however, further analysis will be performed when the relevant standards are effective.

(g) Significant accounting judgements and key estimates

The preparation of the Financial Statements requires Management to make judgments, estimates and assumptions that affect the reported amounts in the Financial Statements. Management continually evaluates its judgments and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgments and estimates on historical experience and on other various factors it believes to be reasonable under the circumstances, the result of which form the basis of the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amount recognised in the Financial Statements are outlined below:

Impairment of Exploration and Evaluation Assets

The ultimate recoupment of the value of exploration and evaluation assets is dependent on the successful development and commercial exploitation, or alternatively sale, of the underlying mineral exploration properties. The Group undertakes at least on an annual basis, a comprehensive review for indicators of impairment of those assets. Judgement is applied in determining whether an indicator of impairment exists. Should an indicator of impairment exist, there is significant estimation and judgement is also required in determining the inputs and assumptions used in determining the recoverable amounts.

Asset acquisition

The Group has determined that the acquisition of Fairplay Gold Pty Ltd on 23 June 2023 is not deemed a business combination. The transaction has been accounted for as an asset acquisition. In assessing the requirements of AASB3 Business Combinations, the Group has determined that the assets acquired do not constitute a business.

When an asset acquisition does not constitute a business combination, the assets and liabilities are assigned a carrying amount based on their relative fair values in an asset purchase transaction and no deferred tax will arise in relation to the acquired assets and assumed liabilities as the initial recognition exemption for deferred tax under IAS 12 applies. No goodwill will arise on the acquisition and transactions costs of the acquisition are included in the capitalised cost of the asset.

In determining when an acquisition is determined to be an asset acquisition and not a business, significant judgment is required to assess whether the assets acquired constitute a business in accordance with AASB 3. Under AASB 3 a business is an integrated set of activities and assets that is capable of being conducted or managed for the purposes of providing a return, and consists of inputs and processes which, when applied to those inputs has the ability to create

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

outputs. Judgement is also required in determining whether the transaction constitutes a reverse acquisition. Judgement is also required in determining who is the acquirer and the acquiree.

The net assets acquired are disclosed in note 13.

Share Based Payments

Judgement is exercised in assessing the likelihood that vesting conditions attached to Share Based Payment awards will be achieved, and accordingly, that the awards will vest. Judgement is also applied in anticipating the time frame over which the awards may vest. Subsequent re-assessments of one or either of these considerations may have a material impact in the level of expense recognised in future reporting periods.

Valuation of share-based payment awards is a material source of estimation as valuation of share payment awards involves the use of inputs including those not externally verifiable, including volatility.

(h) Foreign Currency

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Consolidated Financial Statements are presented in Australian dollars (A\$), which is BMG Resources Limited's functional and presentation currency.

Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded in the functional currency by applying the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the Consolidated Statement of Financial Position date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

(i) Segment Reporting

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

(j) Other Income

Interest

Interest accrues using the effective interest method. The effective interest method uses the effective interest rate which is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial asset.

(k) Cash and Cash Equivalents

'Cash and cash equivalents' includes cash at bank and in hand, deposits held at call with financial institutions, other short-term highly liquid deposits with an original maturity 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, and bank overdrafts.

For the purposes of the Consolidated Statement of Cash Flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(l) Other Receivables

Other receivables represent amounts expected to be received from the Australian Taxation office, being Goods and Services Tax (GST) for expenditure incurred by the Group.

(m) Trade and Other Payables

Liabilities are recognised for amounts to be paid in the future for goods or services received, whether or not billed to the Consolidated Entity. Trade accounts payable are normally settled within 60 days.

(n) Employee Benefits

Short-term Employee Benefit Obligations

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' service up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. Short Term employee benefit liabilities are included within employee benefits payable on the Consolidated Statement of Financial Position.

Other long-term Employee Benefit Obligations

Liabilities for long service leave and annual leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. Consideration is given to expect future salaries and wages levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the end of the reporting period of government bonds with terms and currencies that match, as closely as possible, the estimated future cash outflows. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit or Loss and Other Comprehensive Income.

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

(o) Financial Assets

Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI.

The group reclassifies debt investments when and only when its business model for managing those assets changes.

Recognition and derecognition

A financial asset is recognised when the Group becomes a party to the contractual provisions of the instrument. Financial assets are derecognised if the Group's contractual rights to the cash flows from the financial assets expire or if the Group transfers the financial asset to another party without retaining control or substantially all risks and rewards of the asset.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Measurement

At initial recognition, the Group measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in the profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

All of the Group's financial assets are debt instruments, subsequent measurement of the assets depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Group classifies its debt instruments, which are described below. The Group has no financial assets which are measured at Fair Value Through Other Comprehensive Income (FVOCI):

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.
- **FVPL:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

(p) Financial Liabilities

Classification

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or financial liabilities measured at amortised cost. Financial liabilities of the Group in the former category include derivatives, financial liabilities in the latter category include trade payables and borrowings.

Recognition and derecognition

A financial liability is recognised when the Group becomes a party to the contractual provisions of the instrument. An entity shall remove a financial liability (or a part of a financial liability) from its statement of financial position when, and only when, it is extinguished – ie when the obligation specified in the contract is discharged or cancelled or expires.

The difference between the carrying amount of a financial liability (or part of a financial liability) extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, shall be recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. These liabilities are subsequently measured at amortised cost using the effective interest rate method.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. Derivatives are classified as fair value through profit or loss with changes in FV recognised in Profit or Loss.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

(q) Derivatives

A derivative is a financial instrument or other contract with all three of the following characteristics.

- its value changes in response to the change in a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract (sometimes called the 'underlying').
- it requires no initial net investment or an initial net investment that is smaller than would be required for other types of contracts that would be expected to have a similar response to changes in market factors.
- it is settled at a future date.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. Derivatives are classified as fair value through profit or loss with changes in FV recognised in Profit or Loss.

(r) Current assets held for sale

Assets (whether current or non-current, pursuant to the definitions in accounting standard AASB 101 Presentation of Financial Statements) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use.

Such assets are available for immediate sale in their present condition and their sale is regarded as highly probable. To be regarded as highly probable, the below criteria is satisfied:

- the appropriate level of management is committed to a plan to sell the asset;
- an active programme to locate a buyer and complete the plan has been initiated;
- The asset must be actively marketed for sale at a price that is reasonable in relation to its current fair value; and
- The sale should be expected to qualify for recognition as a completed sale within one year from the date of classification

Assets classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

(s) Exploration and Evaluation Expenditure

Exploration, evaluation and development expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

assessment of the existence of economically recoverable reserves. Exploration and evaluation assets are measured at cost at recognition.

An area of interest refers to an individual geological area whereby the presence of a mineral deposit or is considered favorable or has been proven to exist.

Exploration and evaluation expenditure incurred by the group is accumulated for each area of interest and recorded as an asset if:

- A. the rights to tenure of the area of interest are current; and
- B. at least one of the following conditions is also met:
 - i. the exploration and evaluation expenditures are expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale; and
 - ii. exploration and evaluation activities in the area of interest have not at the reporting date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the areas of interest are continuing.

At the end of each reporting period, an assessment is performed to understand if there are any indicators of impairment identified and therefore that the Exploration and Evaluation asset may be impaired. If necessary, recoverable amount for each exploration and evaluation asset is then estimated and the carrying amount of the exploration and evaluation asset is reduced to the value of the recoverable amount. Recoverable amount is the higher of an assets or Cash Generating Unit's fair value less costs of disposal and its value in use. Impairment is assessed, and if necessary, recognised at a level not larger than an area of interest.

For areas of interest that are not considered to have any commercial value, or where exploration rights are no longer current, the recognised amounts are written off against the provision and any remaining amounts are charged against profit. Recoverability of the carrying amount of the exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Exploration and Evaluation expenditure incurred by the Group before rights to tenure of a potential area of interest are granted is recognised as an expense as incurred.

(t) Income Tax Expenses or Benefit

The income tax expense or benefit (revenue) for the period is the tax payable on the current period's taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax base of assets and liabilities and their carrying amounts in the Financial Statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for all temporary differences, between carrying amounts of assets and liabilities for financial reporting purposes and their respective tax bases, at the tax rates expected to apply when the assets are recovered or liabilities settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. Exceptions are made for certain temporary differences arising on initial recognition of an asset or a liability if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit. Deferred tax assets are only recognised for deductible temporary differences and unused tax losses if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities, associates and interests in joint ventures where the Parent Entity is able to

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

control the timing of the reversal of the temporary differences and it is probable that the differences will not be reversed in the foreseeable future. Current and deferred tax balances relating to amounts recognised directly in equity.

BMG Resources Limited and its resident subsidiaries have unused tax losses. However, no deferred tax balances have been recognised, as it is considered that asset recognition criteria have not been met at this time.

BMG Resources Limited (the 'head entity') and its wholly-owned Australian subsidiaries, other than BMG Dragon Pty Ltd, have formed an income tax consolidated group under the tax consolidation regime. The head entity and each subsidiary in the tax consolidated group continue to account for their own current and deferred tax amounts. The tax consolidated group has applied the 'separate taxpayer within the group' approach in determining the appropriate amount of taxes to allocate to members of the tax consolidated group.

In addition to its own current and deferred tax amounts, the head entity also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from each subsidiary in the tax consolidated group.

Assets or liabilities arising under tax funding agreements within the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the tax consolidated group. The tax funding arrangement ensures that the intercompany charge equals the current tax liability or benefit of each tax consolidated group member, resulting in neither a contribution by the head entity to the subsidiaries nor a distribution by the subsidiaries to the head entity.

(u) Goods and Services Tax

Revenues, expenses and assets are recognised net of GST except where GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the Statement of Financial Position.

Cash flows are included in the Statement of Cash Flow on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authorities are classified as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

(v) Share based payments

Share-based payments may be provided by the Group for the acquisition of goods or services, or to incentivise employees (including Key Management Personnel) or other service providers to the Group.

For equity settled share-based payment transactions, the value of goods or services received, and the corresponding increase in equity is measured at the fair value of the goods or services received, unless that fair value cannot be estimated reliably. If the fair value of the goods or services received cannot be estimated reliably, they are measured, and a corresponding increase in equity recognised, indirectly, by reference to the fair value of the equity instruments granted.

The grant date fair value of share-based payments granted to employees (including Key Management Personnel) is recognised as a share-based payment expense, with a corresponding increase in equity, over the period that the payments are estimated to vest. Share based payments awarded to employees (including Key Management Personnel) and consultants are measured at the fair value of the services received by reference to the fair value of equity instruments granted.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Where share-based payment awards are granted to employees (including key management personnel) or other service providers with vesting conditions other than market conditions (such as a target share price upon vesting (or exercisability)), the total amount recognised as an expense will reflect the actual number of equity instruments which ultimately vest to the recipient.

Where share-based payments awarded to employees (including key management personnel) or other service providers vest upon the satisfaction of market conditions, the market conditions are taken into account when estimating the fair value of the equity instruments granted. For such awards, where all other vesting conditions are satisfied, the group recognises the goods or services received, irrespective of whether the market conditions are satisfied.

Where a grant of equity instruments is cancelled during the vesting period (other than a grant cancelled by forfeiture when the vesting conditions are not satisfied), the cancellation is accounted for as an acceleration of vesting, and therefore the amount that otherwise would have been recognised over the remainder of the vesting period is recognised immediately.

Share-based payment arrangements in which the Consolidated Entity receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions, regardless of how the equity instruments are obtained by the Consolidated Entity.

(w) Contributed Equity

Ordinary shares are classified as equity.

Costs directly attributable to the issue of new shares or options are shown as a deduction from the equity proceeds, net of any income tax benefit. Costs directly attributable to the issue of new shares or options associated with the acquisition of a business are included as part of the purchase consideration.

(x) Earnings or Loss per share

Basic earnings or loss per share are calculated by dividing the net profit or loss attributable to members of the Parent Entity for the reporting period by the weighted average number of ordinary shares of the Company.

In the event of consolidation or subdivision of the Company's ordinary shares ('Capital Reconstruction'), for financial reporting purposes the Basic earnings or loss per share for the comparative reporting period is proportionately adjusted to reflect the effect of the Capital Reconstruction occurring in the current reporting period.

Potential ordinary shares, including Performance Rights which have not vested, and share options which are 'out of the money' are not taken into account when calculating earnings or loss per share.

(y) Fair Value

Determination of Fair Values

A number of the Consolidated Entity's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Where applicable, further information about the assumptions made in determining fair values is disclosed in the note specific to that asset or liability.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. SEGMENT INFORMATION

The Group operates in one reportable segment being Western Australian gold exploration activity. The Chief Operating Decision Maker ('CODM') of the Group is the Board of Directors, which reviews the performance of the entity on a consolidated basis – encompassing corporate activities of the Group and its exploration activities pertaining to its Western Australian gold projects. As a result, no reconciliation is required because the information as presented to CODM is used to make strategic decisions.

Management has determined based on reports reviewed by the Board of Directors and used to make strategic decisions, that the Group operates in one single reportable geographical segment being Australia. As a result, no additional segment information is provided.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. SHARE BASED PAYMENTS

Issue of Share Options pursuant to Option over Niobium-REE project

On 8 February 2024, the Company announced that it entered into a binding agreement for an exclusive option to acquire a 90% interest in three exploration licences (one granted and two in application) located in the West Arunta region of Western Australia. The Company paid a fee of \$30,000 to HJH Nominees Pty Ltd for a 55-day option period (to 1 April 2024), during which the Company completed an assessment of the license areas, however on 2 April 2024 the Company announced that it decided not to exercise the Option.

As announced, BMG agreed to pay a fee to an adviser (Cong Ming Limited) or its nominee for introducing and facilitating the signing of the Option Agreement. The fee comprised 25,000,000 unlisted options in BMG with an exercise price of \$0.02 and expiry of 6 February 2026. Using the Black-Scholes Option Pricing model methodology, with valuation inputs provided in the table below, the options were collectively valued at \$212,574. Cong Ming Limited is not a related party of the Company.

Inputs used in determining valuation	Vesting Conditions	Nil – Vest upon issue
	Number of Options	25,000,000
	Underlying Share Price	\$0.017
	Exercise Price	\$0.020
	Expected volatility	100%
	Expiry Date / Years	6 th February 2026 (2 years)
	Expected Dividends	\$0.00
	Risk free rate	3.83%
Total Value of Options		\$212,574

Issue of Share Options to service providers

From Friday 1st March 2024, the Company has appointed Reign Advisory Pty Ltd ('Reign Advisory') to provide ongoing investor and media relations advice. As an incentive, the Company agreed to issue a total of 4,000,000 Options to Reign Advisory, or its nominee. The 4,000,000 Options all have an expiry date of 11 March 2027, and includes 2,000,000 Options exercisable at \$0.03 and 2,000,000 Options exercisable at \$0.04. Using the Black-Scholes Option Pricing model methodology, with valuation inputs provided in the table below, the Options were collectively valued at \$20,252. Reign Advisory is not a related party of the Company.

On 12th June 2024, the Company entered into a mandate with GBA Capital Pty Ltd ('GBA') for the completion of a capital raising. As part of the fee payable for completion of the capital raising, the Company agreed to issue 5,000,000 Options to GBA or its nominee. Pursuant to the mandate, the Options were issued with an exercise price of \$0.02 and an expiry date of 25 June 2027, being 3 years from the date the Options were issued. Using the Black-Scholes Option Pricing model methodology, with valuation inputs provided in the table below, the options were collectively valued at \$25,109. GBA Capital is not a related party of the Company.

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	Recipient	Nominee of Reign Advisory		Nominee of GBA Capital
	Vesting Conditions	Nil – Vest upon issue	Nil – Vest upon issue	Nil – Vest upon issue
Inputs used in determining valuation	Number of Options	2,000,000	2,000,000	5,000,000
	Underlying Share Price	\$0.012	\$0.012	\$0.010
	Exercise Price	\$0.030	\$0.040	\$0.020
	Expected volatility	100%	100%	100%
	Expiry Date / Years	11 th March 2027 (3 years)	11 th March 2027 (3 years)	25 th June 2027 (3 years)
	Expected Dividends	\$0.00	\$0.00	\$0.00
	Risk free rate	3.71%	3.71%	3.97%
	Total Value of Options	\$10,827	\$9,425	\$25,109

A summary of the share options on issue by the Company at any time during the year are shown in the table below.

Grant Date	Exercise Price	Expiry Date	Number as at 1 July 2023	Granted	Movement	
					Expired	Number as at 30 June 2024
23 August 2021	\$0.10	31/08/2023	6,000,000	-	6,000,000	-
7 June 2022	\$0.075	30/06/2024	6,187,500	-	6,187,500	-
12 June 2023	\$0.025	30/06/2025	15,000,000	-	-	15,000,000
6 February 2024	\$0.020	06/02/2026	-	25,000,000	-	25,000,000
11 March 2024	\$0.030	11/03/2027	-	2,000,000	-	2,000,000
11 March 2024	\$0.040	11/03/2027	-	2,000,000	-	2,000,000
25 June 2024	\$0.020	25/06/2027	-	5,000,000	-	5,000,000
Total			27,187,500	34,000,000	(12,187,500)	49,000,000
Weighted Average Exercise Price			\$0.053	\$0.022	\$0.087	\$0.021

At the end of the reporting period, all of the Options in the above table have vested and are exercisable. No Options were exercised during the financial year.

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Weighted average remaining contractual life of Options outstanding at the end of the reporting period: 1.65 years (30 June 2023: 1.37 years).

Performance Rights

A total of 28,000,000 Performance Rights were issued in the 2021 financial year. This included 20,000,000 Performance Rights issued on 13 October 2020 to then Chairman, Mr Greg Hancock and then Managing Director, Mr Bruce McCracken, and 8,000,000 Performance Rights issued on 9 February 2021 to members of the technical and management team.

The performance rights were issued in four tranches, and the terms of the Performance Rights is as set-out below. Subject to the Performance Rights in any or all of the Tranches vesting, the holder will be entitled to receive one fully paid ordinary share in the Company for every Performance Right which vests.

Tranche 1

The vesting condition applicable to this Tranche of Performance Rights is the Company reporting a 250,000-ounce gold Mineral Resource on any Oracle Project with a minimum cut-off grade of 0.5g/t gold in accordance with the JORC Code in respect of any Project before the End Date (5 October 2025).

Tranche 2

The vesting condition applicable to this Tranche of Performance Rights is the Company reporting a 500,000-ounce gold Mineral Resource on any Oracle Project with a minimum cut-off grade of 0.5g/t gold in accordance with the JORC Code in respect of any Project before the End Date (5 October 2025).

Tranche 3

The vesting condition applicable to this Tranche of Performance Rights is the Company's shares achieving a VWAP of at least \$0.15 per share (post-Consolidation) for at least 15 business days.

Tranche 4

The vesting condition applicable to this Tranche of Performance Rights is the Company's shares achieving a VWAP of at least \$0.25 per share (post-Consolidation) for at least 15 business days.

By 1 July 2023, the vesting conditions applicable to Performance Rights in Tranches 1 and 2 were satisfied. The expense recognised in the current period relates only those Tranche 3 and Tranche 4 performance rights. The details of these Tranche 3 and Tranche 4 Rights is set out in the table below.

The Executive Service Agreement between BMG and Bruce McCracken was terminated on 15 January 2024 with Mr McCracken resigning from all offices as director held in BMG and group companies.

At the time of Mr McCracken's resignation he held 3,000,000 Tranche 3 Performance Rights and 3,000,000 Tranche 4 Performance Rights. These Performance Rights were cancelled by the Company at the date of Mr McCracken's resignation. The table below shows only those Rights held by Greg Hancock and the Company Secretary as at 30 June 2024.

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	Awarded to Chairman and Managing Director			Awarded to Technical and Management Team			Total
	Number of Rights	Value of one Right	Total value of Rights	Number of Rights	Value of one Right	Total value of Rights	Total Value of Rights
'Tranche 1'	5,000,000	\$0.11	\$550,000	2,300,000	\$0.0970	\$223,100	\$773,100
'Tranche 2'	5,000,000	\$0.11	\$550,000	2,300,000	\$0.0970	\$223,100	\$773,100
'Tranche 3'	2,000,000	\$0.1050	\$210,000	-	-	-	\$210,000
'Tranche 4'	2,000,000	\$0.0990	\$198,000	400,000	\$0.0990	\$39,600	\$237,600
Total	14,000,000			5,000,000			\$1,993,800

The Performance Rights in all tranches vest over a maximum period of 5 years from the date that shareholders approved the award of the Performance Rights which was 5 October 2020. Any Performance Rights which have not vested by that time will lapse. In relation to each tranche, the Performance Rights will either vest in their entirety or be forfeited in their entirety.

In the reporting period, the expense recognised in relation to the Performance Rights which were outstanding at any time in the year amounted to \$367,821, this included:

- Recognition of the continued vesting of Performance Rights held by Greg Hancock and the Company Secretary, plus, for the period until the Performance Rights were cancelled, the vesting of Performance Rights held by Bruce McCracken - \$157,006.
- Acceleration of the recognition of the value of Performance Rights held by Bruce McCracken at the commencement of the period which were cancelled on 15 January 2024 - \$210,815.

Tranche	Vesting condition	Number as at 1 July 2023	Movement		Number as at 30 June 2024	Expense in Period
			Exercised	Cancelled		
One	(1)	8,800,000	(1,500,000)	-	7,300,000	-
Two	(2)	8,800,000	(1,500,000)	-	7,300,000	-
Three	(3)	5,000,000	-	(3,000,000)	2,000,000	\$184,929
Four	(4)	5,400,000	-	(3,000,000)	2,400,000	\$182,892
		28,000,000	(3,000,000)	(6,000,000)	19,000,000	\$367,821

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

- (1) The Company reporting a 250,000-ounce gold Mineral Resource on any Oracle Project with a minimum cut-off grade of 0.5g/t gold in accordance with the JORC Code in respect of any Project before 5 October 2025.
- (2) The Company reporting a 500,000-ounce gold Mineral Resource on any Oracle Project with a minimum cut-off grade of 0.5g/t gold in accordance with the JORC Code in respect of any Project before 5 October 2025.
- (3) VWAP of at least \$0.15 per share for at least 15 business days.
- (4) VWAP of at least \$0.25 per share for at least 15 business days.

In the comparative period, the share-based payment expense was substantially higher (\$1,448,716). On 12 June 2023, the directors determined that the vesting conditions applicable to the Tranche 1 and Tranche 2 Performance Rights were satisfied, and accordingly, consistent with application of the Company's accounting policy for share based payments, in that year, it was necessary to recognise as an expense the value of the Tranche 1 and Tranche 2 Performance Rights which had not been expensed to the start of the current financial year.

Subsequently, in July 2023, 3,000,000 Performance Rights held by a member of the Groups' technical team were exercised, with 3,000,000 fully paid ordinary shares being issued. Upon the exercise of these Rights, an amount of \$291,000 has been transferred from the Share Based Payments reserve to contributed equity (note 9). This amount is the value of one Performance Right at the time that the Rights were issued, in February 2021 \$0.097, multiplied by the number of Rights.

Further, in the comparative reporting period, vesting conditions applicable to Performance Shares which were issued in October 2020 when BMG acquired Oracle Mining Limited ("Oracle") were satisfied. The vesting conditions which applied to the Performance Shares are as set-out below:

	Number of Performance Shares	Milestone
Performance Shares	6,666,667 (Tranche 1)	The Company reporting a 250,000-ounce gold Mineral Resource on any Oracle Project, with a minimum cut-off grade of 0.5g/t gold in accordance with the JORC Code in respect of any Project before 5 October 2025.
	6,666,666 (Tranche 2)	The Company reporting a 500,000-ounce gold Mineral Resource with a minimum cut-off grade of 0.5g/t gold in accordance with the JORC Code in respect of any Project before 5 October 2025.

On 12 June 2023, the directors determined that the vesting conditions applicable to the Performance Shares were satisfied, and accordingly, the 13,333,333 Performance Shares converted into Ordinary Shares in the Company. At acquisition date, the total value of these Performance Shares was \$1,400,000.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

A summary of the Group's share-based payments relating to the current or comparative financial year, including a reconciliation of the Group's share-based payments at the end of the reporting period is provided below:

Share Based Payment Reserve (\$)	
Balance at 1 July 2022	2,612,563
Share based payment expense –Performance Rights	1,448,716*
Issue of Share Options as part of fee for capital raisings	
15,000,000 Share Options	94,617
Conversion of Performance Shares	
13,333,333 Performance Shares	(1,400,000)*
Balance at 30 June 2023	2,755,896
Balance at 1 July 2023	
Share based payment expense –Performance Rights	367,821
Settlement of Performance Rights	(291,000)
Options pursuant to Option over Niobium-REE project	
Share Options to nominees of Cong Ming Pty Ltd	212,574
Subtotal	580,395
Issue of Share Options to Service Providers	
Share Options to nominee of Reign Advisory Pty Ltd	20,252
Share Options to nominee of GBA Capital Pty Ltd	25,109
Balance at 30 June 2024	3,090,652

*The Consolidated Statement of Changes in Equity includes an amount of \$48,716, this is the net amount of:

- ❖ An increase in the reserve to recognise the vesting expense pertaining to the 28,000,000 Performance Rights (\$1,448,716); and
- ❖ A reduction in the reserve of \$1,400,000 relating to the Performance Shares which has been transferred from the reserve to Issued Ordinary Capital during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. INCOME TAX

	2024 (\$)	2023 (\$)
Income tax benefit		
Tax Rate	25%	25%
The potential tax benefit in respect of tax losses not brought into account has been calculated at 25%		
Numerical reconciliation between tax expenses and pre-tax net loss		
Income tax benefit at the beginning of the year	-	-
(Loss) before income tax expense	(7,187,648)	(2,730,917)
Income tax benefit/(expenses) calculated at rates noted above	(1,796,912)	(682,729)
Tax effect on amounts which are not tax deductible	145,099	382,369
Tax effect on timing differences	1,347,039	6,527
Tax effect on deductible exploration costs	(189,702)	(481,301)
Tax effect on deductible capital raising costs/other	(82,629)	(92,411)
Deferred tax asset on tax losses not brought to account	577,105	867,546
Net deferred tax assets not brought to account		
Unused tax losses	36,591,146	34,252,726
Timing differences		
- Attributable to intangible assets (Exploration expenditure)	(12,984,222)	(17,653,155)
- Attributable to accrued liabilities and other assets	31,705	115,159
Other capital expenditure – non equity	24,670	41,673
Capital raising cost in equity	703,077	953,463
Total	24,474,508	17,709,866
Tax at 25% (2023: 25%)	6,091,594	4,427,467

The tax note values for the current financial year relates to BMG Resources Limited and its 100% owned subsidiaries listed at note 19, with the exception of BMG Dragon Pty Ltd which has not yet been added to the income tax consolidated group.

The value of revenue losses included in the Unused tax losses values above is \$31,241,321 for the 2024 financial year (year ended 30 June 2023: \$28,824,375). The value of capital losses included in the Unused tax losses values above is \$5,428,351 for the 2024 financial year (year ended 30 June 2023: \$5,428,351).

The benefit for tax losses will only be obtained if:

- (a) the Company derives future assessable income of a nature and an amount sufficient to enable the benefit from the deductions for the losses to be realised;
- (b) the Company continues to comply with the conditions for deductibility imposed by Law; and
- (c) no changes in tax legislation adversely affect the ability of the Company to realise these benefits.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5. CASH AND CASH EQUIVALENTS

	2024 (\$)	2023 (\$)
Cash at bank and in hand	474,698	2,071,978
	474,698	2,071,978

(a) Reconciliation to cash at the end of the year

	2024 (\$)	2023 (\$)
The above figures are reconciled to cash at the end of the financial year as shown in the Consolidated Statement of Cash Flows as follows:		
Balances as above	474,698	2,071,978
Balances per Statement of Cash Flows	474,698	2,071,978

(b) Risk exposure

The Group's exposure to interest rate risk is discussed in Note 8. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of cash and cash equivalents mentioned above. The Consolidated Entity's exposure to interest rate risk and a sensitivity analysis for financial assets and liabilities are discussed in Note 8.

6. EXPLORATION AND EVALUATION ASSETS

The below reconciliation is the costs attributed to the Group's mineral projects

Financial Year ended 30 June 2024

	Note	Balance at the start of the period	Expenditure in the period	Recognition of Impairment	Balance at the end of the period
Exploration activity					
Abercromby Project		\$13,533,048	\$164,860	-	\$13,697,908
Invincible Project		\$5,234,587	\$31,677	(\$5,266,264)	-
South Boddington Gold Project		\$16,164	\$72,007	(\$88,171)	-
Bullabulling Project	13	\$387,914	\$490,265	-	\$878,179
Total		\$19,171,713	\$758,809	(\$5,354,435)	\$14,576,087

Impairment of Invincible Project

In this financial year, the carrying amount of the Group's Invincible Project has been impaired to nil. The Invincible project, comprising Exploration Licenses E45/4553 and E45/6222, is located in the Central Pilbara. In October 2020, the Invincible project was acquired through the acquisition of Oracle Mining Pty Ltd and its then 100% owned subsidiaries, Delphi Resources Pty Ltd and South Boddington Gold Pty Ltd. At this time, the Abercromby project was also acquired.

The carrying amount of the Invincible project, prior to recognition of impairment, is substantially the value of the consideration deemed to have been paid for the project (\$4,950,762).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Since the acquisition of the project, whilst exploration activity has been undertaken by the Group at the project area, the directors have formed the view that the carrying amount of the project asset exceeds its Recoverable Amount. The project asset has been impaired to a recoverable amount of nil, which has been determined on a fair value less costs to sell basis.

Notwithstanding that we have impaired the carrying value of this project to nil, we intend to continue to hold these tenements as we may still be able to generate value from further exploration work at these tenements.

7. TRADE AND OTHER PAYABLES

	2024 (\$)	2023 (\$)
Trade payables	135,881	128,132
Other Accruals	30,000	25,734
Statutory Liabilities	5,813	9,204
	171,694	163,070

(a) Risk exposure

Information about the Group's exposure to risk in relation to trade creditors and other payables is provided in note 8.

8. FINANCIAL RISK MANAGEMENT

(a) Overview

The Group has exposure to the following risks from their use of financial instruments:

- Credit risk
- Liquidity risk

This note presents information about the Group's exposure to each of the above risks, their objectives, policies and processes for measuring and managing risk and the management of capital.

The Group's Risk Management Framework is supported by the Board, Management and the Audit and Risk Committee. The Board is responsible for approving and reviewing the Company's and Consolidated Entity's Risk Management Strategy and Policy. Management is responsible for monitoring appropriate processes and controls that are in place to effectively and efficiently manage risk. The Audit and Risk Committee is responsible for identifying, monitoring and managing significant business risks faced by the Group and considering the effectiveness of its internal control system. Management and the Audit and Risk Committee report to the Board.

The Board has established an overall Risk Management Policy which sets out the Group's system of risk oversight, management of material business risks and internal control.

The Group holds the following financial instruments:

	2024 (\$)	2023 (\$)
Financial assets		
Cash and cash equivalents	474,698	2,071,978
	474,698	2,071,978
Financial liabilities		
Trade and other payables	165,881	153,866
	165,881	153,866

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(b) Financial Risk Management Objectives

The overall Financial Risk Management Strategy focuses on the unpredictability of the finance markets and seeks to minimise the potential adverse effects on financial performance and protect future financial security.

(c) Credit Risk

Credit risk is the risk of financial loss to the Group if a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's Cash and cash equivalents, and Other Financial Assets at Amortised Cost. The Consolidated Entity does not hold any credit derivatives to offset its credit exposure.

	2024 (\$)	2023 (\$)
Cash and cash equivalents	474,698	2,071,978
	474,698	2,071,978

Exposure to Credit Risk

The carrying amount of the Group's financial assets represents the maximum credit exposure. The Group's maximum exposure to credit risk at the reporting date was:

	2024 (\$)	2023 (\$)
Cash and cash equivalents	474,698	2,071,978
Total	474,698	2,071,978

Impairment of financial assets

While cash and cash equivalents are also subject to the impairment requirements of AASB 9, no impairment loss was recognised.

(d) Liquidity Risk

Liquidity risk arises from the financial liabilities of the Group and its ability to settle these liabilities as and when they fall due.

Ultimate responsibility for Liquidity Risk Management rests with the Board of Directors. The Board has determined an appropriate Liquidity Risk Management Framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves and continuously monitoring budgeted and actual cash flows and matching the maturity profiles of financial assets, expenditure commitments and liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not significant.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Contractual maturities of financial liabilities

	Less than 6 months	Total	Carrying Amount
Group – as at 30 June 2024	\$	\$	\$
Trade payables and other payables	165,881	165,881	165,881
Total	165,881	165,881	165,881
Group – as at 30 June 2023	\$	\$	\$
Trade payables and other payables	153,866	153,866	153,866
Total	153,866	153,866	153,866

(e) Capital Management

When managing capital, the Board's objective is to ensure the Group continues as a going concern as well as to maintain optimal returns to Shareholders and benefits for other Stakeholders. The Board also aims to maintain a capital structure that ensures the lowest cost of capital available to the Group.

The Board seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position although there is no formal policy regarding gearing levels. This position has not changed from the previous year.

(f) Fair value measurements

The fair values of financial assets and liabilities are determined in accordance with generally accepted pricing models based on estimated future cash flow. There are currently no assets and liabilities which require fair valuing under the measurement hierarchy. Due to their short-term nature, the carrying amounts of the current payables is assumed to approximate their fair value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

9. CONTRIBUTED EQUITY

Ordinary Shares

	30 June 2024			30 June 2023		
	No. of shares	Issue price (\$)	\$	No. of shares	Issue price (\$)	\$
Start of year	630,797,162		67,351,702	385,991,658		63,317,829
Capital Raising						
Issue of shares under Placement ⁽¹⁾	50,000,000	\$0.01	500,000	120,000,000	\$0.0125	1,500,000
Issue of shares under Entitlement Offer	-	-	-	96,472,171	\$0.013	1,254,138
	680,797,162		500,000	216,472,171		2,754,138
Acquisition of Fairplay Gold Pty Ltd ⁽³⁾						
Issue of Consideration Shares	-	-	-	15,000,000	\$0.011	165,000
Other						
Exercise of Performance Rights ⁽²⁾	3,000,000	\$0.097	291,000	-	-	-
Conversion of Performance Shares	-	-	-	13,333,333	\$0.105	1,400,000
Cost of Shares Issued ⁽¹⁾	-	-	(56,360)	-	-	(285,265)
Balance at the end of the year	683,797,162		68,086,342	630,797,162		67,351,702

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

⁽¹⁾ **Completion of Capital Raisings**

The company completed a placement of to raise \$500,000 in working capital for the Company's ongoing activities. The Company issued 50,000,000 fully paid ordinary shares at \$0.01 per share to a number of Institutional and Sophisticated investors

For the placement, pursuant to the mandate entered into with GBA Capital Pty Ltd, as part of the fee for their service the Company issued a total of 5,000,000 Share Options. Collectively, these Options were valued at \$25,109. Disclosure on the value of these Options is provided at note 3.

Additional costs of completing the capital raising amounted to \$31,251 which are paid or payable in cash to GBA Capital, other professional advisors and the ASX. To 30 June 2024, only \$21,120 of these fees had been paid.

⁽²⁾ **Exercise of Performance Rights**

In July 2023, 3,000,000 Performance Rights held by a member of the Groups' technical team were exercised, with 3,000,000 fully paid ordinary shares being issued. Further disclosure is provided at note 3 above.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Holders of Ordinary Shares are entitled to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held. Upon a poll every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote. Ordinary Shares have no par value, and the Company does not have a limited amount of authorised capital.

Performance Rights and Performance Shares

At the commencement of the comparative financial year there were 13,333,333 Performance Shares on issue, in June 2023, the directors of the Company determined that the performance milestones attached to these Shares had been achieved, and these Shares converted into Ordinary Shares in the Company. Refer to note 3 above for full disclosure.

At 30 June 2024 there are 19,000,000 Performance Rights on issue (30 June 2023: 28,000,000). Of these Performance Rights, 14,600,000 have vested and may be converted into Ordinary Shares upon exercise of the Rights by the holder. Performance Rights do not carry an entitlement to vote. Refer to note 3 above for full disclosure.

10. RESERVES

	Share Based Payment Reserve (\$)	Options Reserve (\$)	Total (\$)
Balance as at 1 July 2023	2,755,896	314,452	3,070,348
Vesting of Performance Rights	367,821	-	367,821
Issue of Share Options for investor relations services	20,252	-	20,252
Issue of Share Options for exploration project	212,574	-	212,574
Issue of Share Options for capital raising	25,109	-	25,109
Settlement of Performance Rights	(291,000)	-	(291,000)
Balance as at 30 June 2024	3,090,652	314,452	3,405,104

	Share Based Payment Reserve (\$)	Options Reserve (\$)	Total (\$)
Balance as at 1 July 2022	2,612,563	314,452	2,927,015
Vesting of Performance Rights	1,448,716	-	1,448,716
12,187,500 Share Options as consideration for capital raising	94,617	-	94,617
conversion of Performance Shares issued for acquisition of Oracle Mining Limited	(1,400,000)	-	(1,400,000)
Balance as at 30 June 2023	2,755,896	314,452	3,070,348

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(a) Share Based Payment Reserve

This reserve is used to record the value of the share-based payment awards provided to employees, related parties and consultants in exchange for services.

(b) Options Reserve

The Options reserve is used to recognise the net amount of funds received by the Group during the year ended 30 June 2020 for the issue of 346,502,263 BMGOB Options to investors for net proceeds after costs of \$314,452.

All of the BMGOB Options expired unexercised at 31 December 2019.

11. ACCUMULATED LOSSES

	2024 (\$)	2023 (\$)
Accumulated (loss) at the beginning of the year	(49,408,203)	(46,677,286)
Net (loss) attributable to shareholders	(7,187,648)	(2,730,917)
Accumulated (loss) at end of the year	(56,595,851)	(49,408,203)

12. CASH FLOW INFORMATION

Reconciliation of cash flow from operating activities with the loss from continuing operations after income tax:

	2024 (\$)	2023 (\$)
Net (Loss) after Income Tax	(7,187,648)	(2,730,917)
Depreciation	1,646	790
Share based payment expense	580,395	1,448,716
Impairment expense	5,354,434	-
Investor relations expense (non-cash expense)	20,252	-
Changes in assets & liabilities		
(Increase)/decrease in prepayments	(2,040)	4,960
Decrease in other receivables	6,987	19,330
Increase in trade and other payables	28,371	45,146
(Decrease) / Increase in Employee Benefits payable	(89,425)	8,581
Net Cash (Outflow) from Operating Activities	(1,287,028)	(1,203,394)

Non-cash investing and financing activities:

The Company acquired 100% of the Ordinary Shares of Fairplay Gold Pty Ltd on 23 June 2023, part of the consideration for the acquisition was the issue of 15,000,000 BMG Ordinary shares. Further disclosure is provided at note 13.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

13. ACQUISITION OF FAIRPLAY GOLD PTY LTD

On 15 February 2023, BMG announced that it had entered into a binding option agreement to the Bullabulling Project located in the Eastern Goldfields of Western Australia. The terms of the agreement provided that BMG could acquire the tenements which comprise the Bullabulling project, or by acquiring 100% of the shares in Fairplay Gold Pty Ltd, which holds the tenements.

The option terms afforded BMG a 4-month exclusive option period, until 14 June 2023. BMG paid the shareholder of Fairplay a \$40,000 Option Fee, with consideration of \$200,000 cash, and 15,000,000 Ordinary Shares in BMG payable if the Company exercised the Option.

Following the completion of an initial Reverse Circulation drilling program, which returned anomalous lithium and gold intercepts, confirming strong prospectivity for both lithium and gold, the Company elected to exercise the Option. Completion of the acquisition occurred on Friday 23rd of June 2023, when the Company paid the cash consideration and issued the necessary Ordinary Shares to the vendor.

The board of BMG has concluded that the acquisition of Fairplay Gold Pty Ltd is an Asset Acquisition and it is accounted for accordingly. The portion of consideration issued for the acquisition which is Ordinary Shares in the Company is a share-based payment ("Fairplay Acquisition Share based payment").

The value of the Fairplay Acquisition Share based payment is measured at fair value of the equity instruments issued by BMG Resources Limited, calculated on the date when the Acquisition was completed, 23rd June 2023, as the fair value of the asset acquired could not be reliably determined. The Shares are valued at \$0.011 each, being the Company's closing share price on 23 June 2023, therefore the value of the Ordinary Shares component of the consideration is \$165,000.

Further disclosure on the Fairplay acquisition Share based payment is provided at note 3, Share based payments.

	Number of Equity Instruments	Value
Consideration payable		
Ordinary Shares	15,000,000	\$165,000
Cash		\$200,000
Total		\$365,000
Transaction costs incurred		\$3,707
Total purchase price, including capitalised transaction costs		\$368,707

The fair values of the assets and liabilities assumed were as disclosed below. The total amount of cash required to complete the acquisition was \$203,707.

Assets	
Exploration and Evaluation Assets	\$368,707
Total	\$368,707
Net Assets Acquired	\$368,707

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

14. LOSS PER SHARE

The following reflects the net (loss) and share data used in the calculation of basic loss per share:

	30 June 2024	30 June 2023
(a) Reconciliation of earnings to profit or loss		
Net (loss) used in calculating basic loss per share	\$(7,187,648)	\$(2,730,917)
(b) Weighted average number of ordinary shares outstanding during the half year		
Weighted average number of ordinary shares used in calculating basic loss per share	649,082,105	407,306,691
Weighted average number of ordinary shares used in calculating basic loss per share	649,082,105	407,306,691
Calculated Basic (Loss) per share (cents per share)	(1.11)	(0.67)

Information concerning the classification of securities

Options

Options granted to service providers and investors who have participated in capital raisings completed by the Company are considered to be potential ordinary shares. These are not included in the determination of basic loss per share.

The Company issued a total of 34,000,000 Options during the year, and at the end of the year had a total of 121,157,507 Options on issue (30 June 2023: 87,157,507 Options issued during the year and 99,345,007 on issue at end of the year). These are not included in the calculation of diluted earnings per share because they are antidilutive for the reporting periods presented. The Options could potentially dilute basic earnings per share in the future. Further detail on the Options issued during the year is provided at note 3.

Performance Rights

Performance Rights on issue are considered to be potential ordinary shares. There is a total of 19,000,000 Performance Rights on issue (2023: 28,000,000). These Performance Rights are in four tranches.

A total of 14,600,000 Performance Rights, which are those in tranches 1 and 2 are regarded as contingently issuable shares because the vesting conditions applicable to these Performance Rights have been satisfied (30 June 2023: 17,600,000). Accordingly, the potential issue of these shares is included in the calculation of the weighted average number of ordinary shares above and consequentially, included in determining the basic (loss) per share. The Company is obliged to issue one ordinary share for every performance right within these two tranches which may be exercised.

The remaining 4,400,000 Performance Rights, which are those in tranches 3 and 4 are not regarded as contingently issuable shares because the vesting conditions applicable to these Performance Rights have not been satisfied. These Performance Rights could potentially dilute basic earnings per share in the future.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

15. RELATED PARTY TRANSACTIONS

Key Management Personnel Compensation

The remuneration of the Company's directors is disclosed below, there are no key management personnel other than the Company's Directors.

	2024 (\$)	2023 (\$)
Short-term employee benefits	254,421	350,581
Post-employment benefits	21,611	29,610
Termination benefits	116,550	-
Share-based payments	148,476	922,563
	541,058	1,302,754

Detailed remuneration disclosures are provided in the Remuneration Report on pages 13 to 24.

Transactions with Key Management Personnel

Related Party Transactions within the 2024 Financial Year.

Engagement for Consultancy Services

On 16 January 2024 the Company entered into an agreement with the Company's former Managing Director, Mr Bruce McCracken for the provision of consultancy services for a three-month period to 16 April 2024.

The Company agreed to pay Mr McCracken a fee of \$1,500 per day, based on two (2) workdays per week. Accordingly, for the three-month period, the Company paid Mr McCracken total fees of \$42,000.

Related Party Transactions within the 2023 Financial Year.

Director participation in capital raisings

In April 2023, the Company announced a one for four non-renounceable pro-rata entitlement issue, directors of the Company participated in the Entitlement Offer and collectively acquired 9,481,917 Ordinary Shares for a total investment of \$123,265.

Royalties

Mr John Prineas and Mr John Dawson are shareholders of Gold Growth Pty Ltd. Gold Growth holds a royalty in relation to the Group's three gold projects in Western Australia. Further detail on these royalties is disclosed at note 16 below.

Conversion of Performance Shares

In June 2023, a total of 9,600,000 Ordinary Shares were issued to Non-Executive Directors, Mr John Prineas and Mr John Dawson, these shares were issued upon the conversion of 9,600,000 Performance Shares.

The Performance Shares had been issued to Mr Prineas and Mr Dawson in October 2020 in their capacity as two of the four vendors of the transaction when BMG Resources Limited acquired Oracle Mining Pty Ltd and its subsidiaries.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

16. CONTINGENT LIABILITIES

The Group had contingent liabilities at 30 June 2024 in respect of:

Royalties

The financial impact to the Group of the below royalties has not been included as consideration for the acquisition Oracle Mining Pty Ltd on 13th October 2020. The value of the royalties are contingent in nature and cannot be reliably measured at the date of acquisition because they are dependent on future events not wholly within the control of the entity.

Abercromby Project

Outokumpu Mining Australia Pty Ltd is entitled to a royalty of US\$0.04 per pound of payable nickel or nickel equivalent produced, and 2% of gold mined and removed from those Abercromby Project tenements held by Nova Energy Pty Ltd. The tenements are M53/1095 and M53/336.

A 1% net smelter return is held by Gold Growth Pty Ltd in regard to the net proceeds of any mineral production at the Project.

Invincible Project

A 2% net smelter return is held by Gold Growth Pty Ltd in regard to the net proceeds of any mineral production at the Project.

South Boddington Project

Geotech International Limited holds a 1% net smelter royalty in regard to the net proceeds of any mineral production from exploration licence E70/4225 (when granted).

Gold Growth Pty Ltd holds a 2% net smelter royalty in regard to the net proceeds of any mineral production from E70/4590 (when granted), and a 1% net smelter royalty in regard to the net proceeds of any mineral production from E70/4225 (when granted).

17. REMUNERATION OF AUDITOR

During the year the following fees were paid or payable for services provided by the Auditor of the Entity and its related parties.

	2024 (\$)	2023 (\$)
Audit and Other Assurance Services		
BDO Audit Pty Ltd		
Audit and Review of Financial Statements	54,592	49,220
Total remuneration for Audit and Other Assurance Services	54,592	49,220

No other services were provided by the auditor of the parent company (BDO Audit Pty Ltd), its related practices or non-related audit firms in the relation to the 2024 nor 2023 financial year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

18. COMMITMENTS

Management Fees Commitment

Tribis Pty Ltd provides corporate administration services to the Company for a monthly fee of \$12,000 plus reasonable reimbursements for certain costs, expenses and liabilities incurred and/or paid by Tribis on behalf of the Company during that month.

	2024 (\$)	2023 (\$)
Not later than one year	72,000	72,000
TOTAL	72,000	72,000

The Company has no commitments of any other nature as at 30 June 2024.

19. INTERESTS IN OTHER ENTITIES

Name of Entity	Place of incorporation	Ownership Interest		Principal Activities
		30 June 2024	30 June 2023	
Oracle Mining Pty Ltd	Australia	100%	100%	Abercromby Gold Project
Delphi Resources Pty Ltd	Australia	100%	100%	Invincible Gold Project
South Boddington Gold Pty Ltd	Australia	100%	100%	South Boddington Gold Project
Treasure Development Limited	Cyprus	10%	10%	Free carried interest in Treasure Project (Cyprus). This project is operated by New Cyprus Copper P.A. Limited.
Lithium Dragon Pty Ltd (formerly Fairplay Gold Pty Ltd)	Australia	100%	100%	Bullabulling Gold Project
BMG Dragon Pty Ltd	Australia	100%	-	Nil

20. EVENTS OCCURRING AFTER THE REPORTING PERIOD

There are no material matters or circumstances that have arisen since the reporting date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

21. PARENT ENTITY INFORMATION

The following details information related to the Parent Entity, BMG Resources Limited, as at 30 June 2024. The information presented here has been prepared using consistent accounting policies as presented in Note 1.

	2024 (\$)	2023 (\$)
Current assets	491,201	2,092,982
Non-current assets	14,576,088	19,173,360
Total Assets	15,067,289	21,266,342
Current liabilities	(171,694)	(252,496)
Total Liabilities	(171,694)	(252,496)
Net Assets	14,895,595	21,013,847
Contributed equity	68,086,342	67,038,231
Retained earnings/(accumulated losses)	(56,595,851)	(49,408,203)
Reserve	3,405,104	3,383,819
Total Equity	14,895,595	21,013,847
(Loss) for the year	(7,187,648)	(2,730,918)
Total Comprehensive (Loss) for the Year	(7,187,648)	(2,730,918)

Retained Earnings/(Accumulated Losses) reconciliation

	2024 (\$)	2023 (\$)
Balance at beginning of year	(49,408,204)	(46,677,286)
Current year loss	(7,187,648)	(2,730,918)
Balance at end of year	(56,595,851)	(49,408,204)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Reserves reconciliation

	2024 (\$)	2023 (\$)
Balance at beginning of year	3,070,348	2,927,015
Net share-based payment reserve transactions	334,756	143,333
Balance at end of year	3,405,104	3,070,348

There are no other separate commitments and contingencies for parent entity as at 30 June 2024.

CONSOLIDATED ENTITY DISCLOSURE STATEMENT

Name of Entity	Type of entity	30 June 2024	Place of incorporation	Australian resident or foreign resident	Foreign jurisdiction of foreign residents
BMG Resources Limited	Body Corporate	-	Australia	Australia	n/a
Oracle Mining Pty Ltd	Body Corporate	100%	Australia	Australia	n/a
Delphi Resources Pty Ltd	Body Corporate	100%	Australia	Australia	n/a
South Boddington Gold Pty Ltd	Body Corporate	100%	Australia	Australia	n/a
Treasure Development Limited	Body Corporate	10%	Cyprus	Foreign	Cyprus.
Lithium Dragon Pty Ltd (formerly Fairplay Gold Pty Ltd)	Body Corporate	100%	Australia	Australia	n/a
BMG Dragon Pty Ltd	Body Corporate	100%	Australia	Australia	n/a

DIRECTORS' DECLARATION

In the opinion of the Directors of BMG Resources Limited (**Company**):

- (a) the Financial Statements and Notes set out on pages 28 to 65, are in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the Consolidated Entity's financial position as at 30 June 2024 and of their performance, for the financial year ended on that date; and
 - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and Corporations Regulations 2001; and other mandatory professional reporting requirements.
- (b) the Financial Report also complies with International Financial Reporting Standards as disclosed in Note 1;
- (c) the consolidated entity disclosure statement on page 66 is true and correct; and
- (d) 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 the declarations required by Section 295A of the *Corporations Act 2001* by the Financial Officer for the financial year ended 30 June 2024.

Signed in accordance with a resolution of the Directors.



John Prineas

Chairman

Dated 30th September 2024.

INDEPENDENT AUDITOR'S REPORT

To the members of BMG Resources Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of BMG Resources Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

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

- (i) Giving a true and fair view of the Group's financial position as at 30 June 2024 and of its financial performance for the year ended on that date; and
- (ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

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

We 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.

Material uncertainty related to going concern

We draw attention to Note 1(c) in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the group's ability to continue as a going concern and therefore the group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in respect of this matter.

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. In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Recoverability of Exploration and Evaluation Asset

Key audit matter	How the matter was addressed in our audit
<p>As at 30 June 2024, the carrying value of exploration and expenditure asset was disclosed in Note 6 of the Financial Report.</p> <p>As the carrying value of exploration and expenditure assets represents a significant asset of the Group, we considered it necessary to assess whether any facts or circumstances exist to suggest that the carrying amount of this asset may exceed its recoverable amount.</p> <p>In accordance with AASB 6 <i>Exploration for and Evaluation of Mineral Resources</i> (“AASB 6”), the recoverability of exploration and evaluation expenditure requires significant judgement by management in determining whether there are any facts or circumstances that exist to suggest that the carrying amount of this asset may exceed its recoverable amount.</p> <p>During the year, the Group undertook an impairment assessment and recognised an impairment charge as disclosed in Note 6 of the Financial Report.</p> <p>As a result of the above matters, recoverability of exploration and evaluation assets was considered a key audit matter.</p>	<p>Our audit procedures in respect of this are included but were not limited to the following:</p> <ul style="list-style-type: none"> • Obtaining a schedule of the areas of interest held by the Group and assessing whether the rights to tenure of those areas of interest remain current at balance date; • Considering the status of ongoing exploration programmes in the respective areas of interest by holding discussions with management, and reviewing the Group’s exploration budgets, ASX announcements and director’s minutes; • Considering whether any areas of interest had reached a stage where a reasonable assessment of economically recoverable reserves existed; • Considering whether any facts or circumstances existed to suggest impairment testing was required; • Evaluating the Group’s calculation of impairment recognised for the year ended 30 June 2024; and • Assessing the adequacy of the related disclosures in Note 6 of the Financial Report.

Other information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 30 June 2024 but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

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:

- a) the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001*; and
- b) the consolidated entity disclosure statement that is true and correct in accordance with the *Corporations Act 2001*, and

for such internal control as the directors determine is necessary to enable the preparation of:

- i) the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- ii) the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the group 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 Group or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at:

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf



This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 13 to 24 of the directors' report for the year ended 30 June 2024.

In our opinion, the Remuneration Report of BMG Resources Limited, for the year ended 30 June 2024, 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.

BDO Audit Pty Ltd

A handwritten signature in black ink, appearing to read 'Neil Smith', is written over a small, faint BDO logo.

Neil Smith

Director

Perth, 30 September 2024

ASX ADDITIONAL INFORMATION

Additional information required by the Australian Securities Exchange Ltd and not shown elsewhere in this report is as follows. The information is current as at 10 September 2024.

(a) Distribution of equity securities

Holding	Shares	
	Number of Holders	
1 - 1,000	381	
1,001 - 5,000	105	
5,001 - 10,000	72	
10,001 - 100,000	386	
100,001 and over	412	
	1,356	

There were 853 holders of less than a marketable parcel of ordinary shares.

(b) Top twenty shareholders

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

	Name	Ordinary Shares	
		Number held	Percentage
1	MR JOHN PRINEAS	50,224,696	7.34%
2	BNP PARIBAS NOMINEES PTY LTD	44,591,199	6.52%
3	IMPULZIVE PTY LTD	44,402,936	6.49%
4	MR GEOFFREY JAMES HARRIS	34,458,656	5.04%
5	ST BARNABAS INVESTMENTS PTY LTD	30,000,000	4.39%
6	CITICORP NOMINEES PTY LIMITED	15,343,048	2.24%
7	MR JIUMIN YAN	14,750,000	2.16%
8	MS YI CHEN	12,100,000	1.77%
9	MR ANTANAS GUOGA	11,699,115	1.71%
10	MR YONGLU YU	11,020,370	1.61%
11	SYMINGTON PTY LTD	10,000,000	1.46%
12	MR JOSEPH MELEDATH JOSEPH & MRS NITHA JAISON THRIKKUKARAN	8,150,000	1.19%
13	BLJ TECHNOLOGIES PTY LTD	7,993,045	1.17%
14	TEGAR PTY LTD	7,747,307	1.13%
15	MR MALIK MOHAMMED EASAH	7,550,000	1.10%
16	WAFERBELL LTD	7,200,000	1.05%
17	MR BRUCE MCCRACKEN	7,000,000	1.02%
18	MS XUEQING YANG	6,178,515	0.90%
19	OCEANIC CAPITAL PTY LTD	5,975,000	0.87%
20	MR KIERAN HATCHER	5,400,000	0.79%
		341,783,887	49.95%

ASX ADDITIONAL INFORMATION

(c) Substantial Shareholders

The names of Substantial Shareholders who have notified the Company in accordance with section 671B of the *Corporations Act 2001* are:

	Number of Shares	Percentage
MR JOHN PRINEAS	52,724,696	7.71%
BNP PARIBAS NOMINEES PTY LTD	44,591,199	6.52%
IMPULZIVE PTY LTD	44,402,936	6.49%
MR DAVID MICHAEL	40,975,000	5.99%
MR GEOFFREY JAMES HARRIS	34,458,656	5.04%

(d) Voting rights

- (i) All ordinary shares carry one vote per share without restriction.
- (ii) There are no voting rights attached to Options on issue.
- (iii) There are no voting rights attached to the Performance Rights on issue.

(e) Unquoted equity securities

- (i) There are 49,000,000 Unlisted Options on issue (BMGAA), these Options are held by six holders including Argonaut Investments Pty Limited <Argonaut Invest No 3 A/C> (15,000,000, being 31%). All other holders hold less than 20%.
- (ii) 7,300,000 Performance Rights (Tranche 1)(ASX: BMGAB) issued under an employee incentive scheme, held by four holders. Three people hold more than 20% of the Performance Rights.
- (iii) 7,300,000 Performance Rights (Tranche 2)(ASX: BMGAC) issued under an employee incentive scheme, held by four holders. Three people hold more than 20% of the Performance Rights.
- (iv) 2,000,000 Performance Rights (Tranche 3)(ASX: BMGAD) issued under an employee incentive scheme, held by one holder, Hancock Corporate Investments Pty Ltd.
- (v) 2,400,000 Performance Rights (Tranche 4)(ASX: BMGAE) issued under an employee incentive scheme, held by two holders. One person holds more than 20% of the Performance Rights.
- (vi) 72,157,507 Options on issue (BMGAM), held by 290 holders. No person holds more than 20% of the Options.

SCHEDULE OF MINING TENEMENTS AND INTERESTS

Abercromby Gold Project

Tenement ID	Registered Holder	Project / Location	Interest (%)
<u>M53/1095</u>	<u>Nova Energy Pty Ltd⁽¹⁾</u>	<u>Abercromby</u>	<u>100</u>
<u>M53/336</u>	<u>Nova Energy Pty Ltd⁽¹⁾</u>	<u>Abercromby</u>	<u>100</u>

⁽¹⁾ BMG holds the non-uranium and thorium mineral rights associated with mining leases M53/1095 and M53/336. Nova Energy is a wholly owned subsidiary of Toro Energy Limited.

Invincible Gold Project

Tenement ID	Registered Holder	Project / Location	Interest (%)
<u>E45/4553</u>	<u>Delphi Resources Pty Ltd⁽²⁾</u>	<u>Invincible</u>	<u>100</u>
<u>E45/6222</u>	<u>Delphi Resources Pty Ltd⁽²⁾</u>	<u>Invincible</u>	<u>100</u>

⁽²⁾ Delphi Resources Pty Ltd is a wholly owned subsidiary of BMG Resources Limited.

South Boddington Gold Project

Tenement ID	Registered Holder	Project / Location	Interest (%)
<u>E70/6206</u>	<u>South Boddington Gold Pty Ltd⁽³⁾</u>	<u>South Boddington</u>	<u>100</u>
<u>E70/6207</u>	<u>South Boddington Gold Pty Ltd⁽³⁾</u>	<u>South Boddington</u>	<u>100</u>

⁽³⁾ South Boddington Gold Pty Ltd is a wholly owned subsidiary of BMG Resources Limited.

Bullabulling Project

Tenement ID	Registered Holder	Project / Location	Interest (%)
<u>P 15/6411</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6412</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6413</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6414</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6535</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6281</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6282</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6283</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>

SCHEDULE OF MINING TENEMENTS AND INTERESTS

<u>P 15/6284</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6285</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6286</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6533</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6519</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6524</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6525</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6526</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6527</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6502</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6503</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6504</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6505</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6507</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6508</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6510</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6511</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6514</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6501</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6509</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6521</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6522</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6523</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6547</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6671</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6672</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6675</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6676</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>

SCHEDULE OF MINING TENEMENTS AND INTERESTS

<u>P 15/6683</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6686</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6687</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6673</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6692</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6685</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6688</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>P 15/6689</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>
<u>E 15/1866</u>	<u>Lithium Dragon Pty Ltd⁽⁴⁾</u>	<u>Bullabulling</u>	<u>100</u>

⁽⁴⁾Lithium Dragon Pty Ltd is a wholly owned subsidiary of BMG Resources Limited.