audalia resources limited

ACN 146 035 690

ANNUAL REPORT

FOR THE YEAR ENDED 30 JUNE 2020

DIRECTORS

Executive Director	Mr Siew Swan Ong
Chief Executive Officer/Executive Director	Mr Brent Butler
Non-Executive Director	Mr Xu (Geoffrey) Han

COMPANY SECRETARY

Ms Karen Logan

PRINCIPAL PLACE OF BUSINESS AND REGISTERED OFFICE

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SECURITIES EXCHANGE

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Level 40, Central Park
152-158 St George's Terrace
Perth WA 6000

ASX Code: ACP

SHARE REGISTRY

Advanced Share Registry Limited
110 Stirling Highway
NEDLANDS WA 6009
PO Box 1156
NEDLANDS WA 6909
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National Australia Bank
Level 14,
100 St Georges Terrace
PERTH, WA 6000

AUDITOR

BDO Audit (WA) Pty Ltd
38 Station Street
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CONTENTS

Audalia Resources Limited (ASX: **ACP**) is pleased to present its annual report for the year ended 30 June 2020 to shareholders and provide some insights into the advancements the Company has made in its activities to date and progress that it expects to make going forward.

OVERVIEW

MEDCALF PROJECT

The Medcalf Project is a vanadium-titanium-iron project located some 470 kilometres southeast of Perth near Lake Johnston, Western Australia. The Medcalf Project comprises three granted exploration licences E63/1133, E63/1134 and E63/1855 as well as mining lease M63/656 and miscellaneous licence L63/75. Together, these licences cover a total area of 38 km^2.

The Medcalf Project lies in the southern end of the Archaean Lake Johnston greenstone belt. This greenstone belt is a narrow, north-northwest trending belt approximately 110 km in length. It is located near the south margin of the Yilgarn Craton, midway between the southern ends of the Norseman-Wiluna and the Forrestania-Southern Cross greenstone belts.

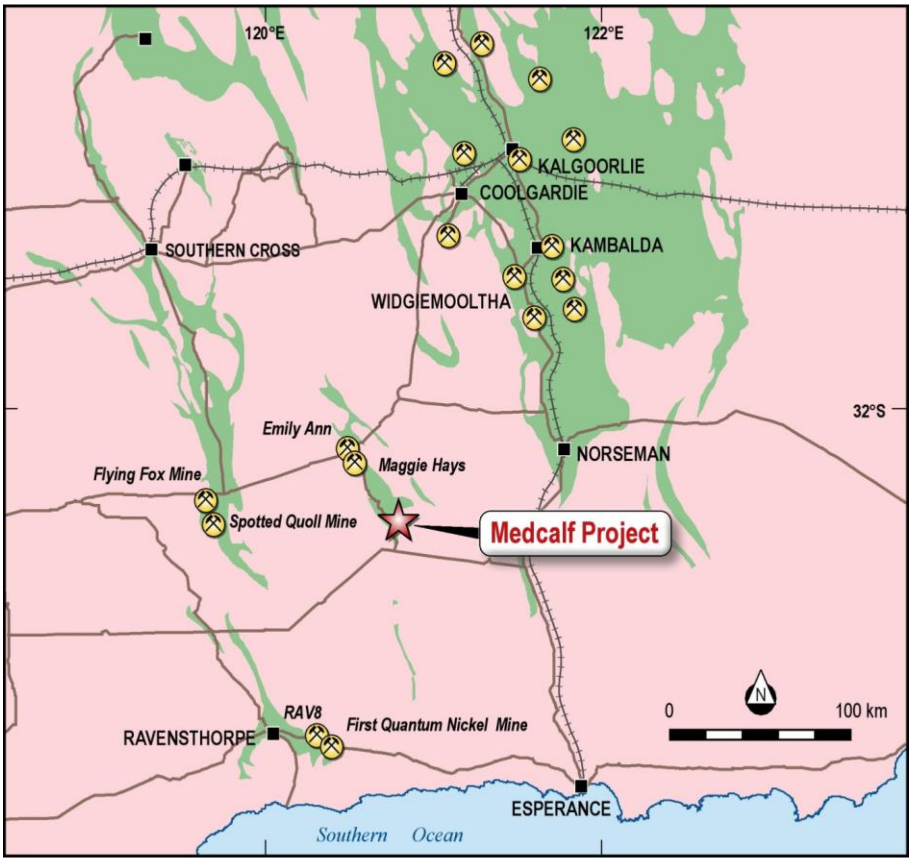

Figure 1: Medcalf Project location map

Activities conducted during the year

Metallurgical Testwork

Guangzhou Research Institute of Non-ferrous Metals (GZRINM) undertook an interim metallurgical testwork during 2017 and developed a viable metallurgical flowsheet to process the ore from the Medcalf Project. The flowsheet includes: two-stage magnetic separation, flash magnetising roasting, magnetic separation and gravity separation. The flowsheet provides a feasible technical rout for the comprehensive recovery of iron, vanadium and titanium metals from the Medcalf Project.

It is recommended that a pilot scale testwork programme be carried out to evaluate the process in a continuous mode. The pilot scale testwork results will provide technical parameters and design basis required for engineering design and equipment selection of the processing plant.

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GZRINM developed a pilot scale testwork programme to examine the reliability and stability of the process flowsheet under continuous operation. Audalia delivered approximate 5.5 tonnes of ore samples to GZRINM for the purpose of pilot scale testwork.

GZRINM has successfully completed the pilot scale testwork during the financial year with outstanding results. Individual processing circuits of the process flowsheet have been investigated, including magnetic beneficiation, flash magnetising roasting, calcine magnetic separation and gravity separation. All process parameters of the flowsheet have been verified and optimised in the pilot scale testwork. The pilot scale testwork has produced two concentrate end products: 1) vanadium iron concentrate with TFe 61.06%, V2O5 1.03%, and TiO2 7.63% and recovery of Fe 73.12%, V2O5 76.43% TiO2 29.69%; and 2) titanium concentrate with TiO2 50.96% and recovery of TiO2 40.40%. The pilot scale testwork performance is close or excel to the bench scale testwork results.

The developed process has been demonstrated as simple and reliable. The pilot scale testwork operation is stable, producing high quality market acceptable products with high recovery of iron, vanadium and titanium. The pilot scale testwork has provided a solid basis for the commercialisation of the developed process flowsheet.

Environmental Approval

A groundwater drilling programme was undertaken by the Company during the financial year. The groundwater drilling programme was to identify suitable water supply to meet the water demand of the proposed Medcalf Project. The results of the groundwater drilling programme indicated that the project water demand can be met by a combination of two fractured rock bores and two palaeochannel bores.

During the financial year, Audalia and its environmental consultants continued to complete the studies required to support the Environmental Review Document (ERD) for the Medcalf Project. Audalia and its environmental consultants finalised the ERD and submitted to the Environmental Protection Authority (EPA) of Western Australia on 14 July 2020.

The submission represents a significant milestone in the approval process for the Medcalf Project, and the ERD document confirms that the Project can meet the scope of work outlined in the EPA approved Environmental Scoping Document (ESD).

CORPORATE

During the year, the Company completed two placements and issued 80,000,000 Shares at an issue price of $0.012 raising $960,000 before costs.

During the year ended 30 June 2020, the Company received an Australian Government R&D tax incentive rebate of $296,970 (2019: $579,502) for eligible expenditure incurred in the 2019 financial year.

On 31 January 2020, the COVID-19 pandemic was announced by the World Health Organisation and is having a negative impact on world stock markets, currencies and general business activity. The Company has developed a policy and is evolving procedures to address the health and wellbeing of employees, consultants and contractors in relation to COVID-19. The timing and extent of the impact and recovery from COVID-19 is unknown but it may have an impact on activities and potentially impact the ability for the Group to raise capital in the current prevailing market conditions.

Competent Persons Statement

The information in this report that relates to the Exploration Results is based on information compiled by Mr Brent Butler, who is a Fellow of The Australasian Institute of Mining and Metallurgy. Mr Butler has 36 years' experience as a geologist and is CEO and Executive Director of Audalia. Mr Butler has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (JORC Code). Mr Butler has provided his consent to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The Directors present their report together with the financial statements of Audalia Resources Limited (**Audalia** or **Company**) for the year ended 30 June 2020.

DIRECTORS

The Directors of the Company at any time during or since the end of the financial year are:

Mr Brent Butler

Chief Executive Officer and Executive Director – Age 60, appointed: 16 February 2011

Mr Butler is a geologist with over 30 years' experience in the resource industry. He has a geology degree from Otago University and is a Fellow member of the Australasian Institute of Mining and Metallurgy. Mr Butler is also a Fellow member of the Society of Geology (USA), Fellow member of the Geological Society of London (UK) and a member of Prospectors Development of Canada. He is currently the CEO and Director of Power Metals Corp (TSX), President and CEO of Superior Mining International Corporation (TSX), and past Director of Millennial Lithium Corp (TSX) (formerly Redhill Resources Corp). He has significant international exploration and mining experience in the gold industry, having worked in the United States, Brazil, Chile, Argentina, Africa and Australia.

Mr Siew Swan Ong

Executive Director – Age 49, appointed: 9 October 2010

Mr Ong holds a Bachelor of Law degree from Bond University, Australia. He is an advocate & Solicitor for more than 20 years, including managing his own legal practice in the areas of Banking Law, Commercial Law, Land & Mining Law. He was appointed as Legal Adviser and Justice of Peace by the XIV King of Malaysia, Tuanku Halim Mu'adzam Shah.

Mr Ong is also involved in the business of property investments & developments, security products, services & solutions, solid waste management & solutions for the State Government of Malaysia.

Mr Xu (Geoffrey) Han

Non-Executive Director – Age 47, appointed: 30 June 2016

Mr Han holds a Masters in Chemical Engineering from Curtin University and has held senior engineering positions with a number of WA resource companies over the last 10 years. Mr Han specialises in mining project development of all stages from scoping study through to construction and has managed a number of mining projects during his career.

COMPANY SECRETARY

Ms Karen Logan

Appointed: 27 August 2010

Ms Logan is a Chartered Secretary with over 16 years' experience in assisting small to medium capitalised ASX-listed and unlisted companies with compliance, governance, financial reporting, capital raising, merger and acquisition, and IPO matters. She is a Fellow of the Institute of Chartered Secretaries and Administrators, a Fellow of the Financial Services Institute of Australasia and a Graduate Member of the Australian Institute of Company Directors. Ms Logan is presently the principal of a consulting firm and secretary of a number of ASX-listed companies, providing corporate and accounting services to those clients.

DIRECTORSHIPS IN OTHER LISTED ENTITIES

Directorships of other listed entities held by Directors of the Company during the last 3 years immediately before the end of the financial year are as follows:

		Period of Directorship	
Director	Company	From	To
Mr Siew Swan Ong	Not Applicable	-	-
Mr Brent Butler	Millennial Lithium Corp.	2006	2017
	Superior Mining International Corporation	2011	Present
	Power Metals Corp.	2017	Present
Mr Xu (Geoffrey) Han	Not Applicable	-	-

DIRECTORS' INTERESTS

The relevant interests of each director in the securities of the Company at the date of this report are as follows:

Director	Shares	Options
Mr Siew Swan Ong[1]	100,590,000	-
Mr Brent Butler[2]	9,000,000	-
Mr Xu (Geoffrey) Han	-	-

Notes:
1. 4,390,000 Shares are held indirectly through Ms Beng Hong Tan.
2. 9,000,000 Shares are held indirectly through Megan Holdings Pty Ltd <The Butler Investment A/C>.

DIRECTORS' MEETINGS

The number of Directors' meetings and the number of meetings attended by each of the Directors of the Company during the financial year are:

	Board Meetings		Audit and Risk Committee Meetings		Nomination and Remuneration Committee Meetings	
Director	Held	Attended	Held	Attended	Held	Attended
Mr Siew Swan Ong	12	12	N/A	N/A	N/A	N/A
Mr Brent Butler	12	12	2	2	1	1
Mr Xu (Geoffrey) Han	12	12	2	2	1	1

Committee membership

As at the date of the report, the Company had a Nomination and Remuneration Committee and an Audit and Risk Committee of the Board of Directors.

Members acting on the committees of the Board during the financial year were:

Nomination and Remuneration Committee	Audit and Risk Committee
Mr Xu Han (Chairman)	Mr Brent Butler (Chairman)
Mr Brent Butler	Mr Xu Han

PRINCIPAL ACTIVITY

The principal activity of the Company during the financial year was mineral exploration and evaluation.

OPERATING AND FINANCIAL REVIEW

Operating review

Information regarding operating activities undertaken by the Company during the year is contained in the 'Review of Activities' section of this Annual Report.

Financial review

The Company incurred a loss of $734,925 after income tax for the financial year (2019: loss of $797,658).

As at 30 June 2020, the Company had net assets of $4,960,199 (30 June 2019: $4,746,996), including cash and cash equivalents of $53,017 (30 June 2019: $550,895).

During the year, the Company received a Research and Development tax incentive rebate of $296,970 for the 2019 financial year.

The Board of Directors considers it appropriate to prepare the Company's 2020 Annual Report on a going concern basis as there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable. These include the Company's ability to modify expenditure outlays, if required. The Directors also continue to assess funding alternatives opportunities to supplement its existing working capital and fund its ongoing exploration and evaluation work. Further details are set out in Note 1(iii) to the Financial Statements.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

On 18 July 2019, the Company completed a placement to a sophisticated investor and issued 50,000,000 Shares at an issue price of $0.012 per Share raising $600,000 before costs.

On 6 March 2020, the Company completed a placement to a sophisticated investor and issued 30,000,000 Shares at an issue price of $0.012 per Share raising $360,000 before costs.

On 16 June 2020, the Company negotiated access to a loan facility of up to $500,000 from a director, Siew Swan Ong. As at 30 June 2020, the Company has drawn down $100,000 from the loan facility. On 28 September 2020, the Company has negotiated an access to an additional loan facility of up to $500,000 from Mr Siew Swan Ong. The repayment date for both loan facilities is 30 June 2022, which may be extended on the same terms by mutual agreement with no interest payable. Both loans are unsecured and no fees are payable for the establishment of the loan facility.

During the financial year, the net cash position of the Company decreased by $497,878 principally due to expenditure relating to the Company's Medcalf Project and offset by the receipt of the R&D tax incentive rebate and the Shares placement as discussed above.

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

Total number of Shares on issue at 30 June 2020 was 672,136,191.

RESULTS

The Company incurred a loss of $734,925 (2019: loss of $797,658) after income tax for the financial year.

LIKELY DEVELOPMENTS

The Company will continue to pursue its principal activity of mineral exploration and evaluation. Specifically, Audalia is seeking to continue the interim metallurgical testwork, obtain primary environmental approvals and complete the definitive feasibility study at the flagship Medcalf Project in 2020.

The impact of the Coronavirus (COVID-19) pandemic is ongoing, it is not practicable to estimate the potential impact, positive or negative, after the reporting date. The situation is rapidly developing and is dependent on measures imposed by the Australian Government and other countries, such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided.

Planned exploration and activities

The Company's near-term objectives include:

Medcalf Project

- Continue to progress the definitive feasibility study, including the pilot scale test work programme; and
- Continue to secure the necessary licences and approvals for the Medcalf Project.

MATERIAL BUSINESS RISKS

The proposed future activities of the Company are subject to a number of risks and other factors which may impact its future performance. Some of these risks can be mitigated by the use of safeguards and appropriate controls. However, many of the risks are outside the control of the Directors and management of the Company and cannot be mitigated. An investment in the Company is not risk free and should be considered speculative.

This section provides a non-exhaustive list of the risks faced by the Company or by investors in the Company. The risks should be considered in connection with forward looking statements in this Annual Report. Actual events may be materially different to those described and may therefore affect the Company in a different way.

Investors should be aware that the performance of the Company may be affected by these risk factors and the value of its Shares may rise or fall over any given period. None of the Directors or any person associated with the Company guarantee the Company's performance.

Business risks	Mitigating actions
Exploration and evaluation - Geological, exploration and development: The exploration, development and mining of mineral resources is a high risk, high cost exercise with no guarantee of success. These activities take place over an extended period of time and are often subject to increases, often material, in the costs and timing associated with these activities. Factors beyond the control of the Company may result in the Company's failure to find and/ or to be able to economically develop any mineral projects and therefore there is no guarantee as to the financial success of any such activities. - Mineral Resource Estimate: A Mineral Resource estimate for the Medcalf Project has been reported in accordance with the JORC (2012) Code (refer to section entitled Mineral Resource Statement in this Directors' Report). - Metallurgy: Mineral recoveries are dependent upon metallurgical processes which contain certain inherent risk such as identifying a metallurgical process through test work to produce a saleable mineral and/or concentrate, developing an economic process to produce a viable mineral and/or concentrate product and changes in mineralogy in an ore deposit which may result in inconsistent recovery affecting the potential economic viability of a project. - Results of studies: There is a risk that any future feasibility studies undertaken for the Medcalf Project will not reflect the results of the pre-feasibility study completed in March 2016. This may adversely affect the prospects and economics of the Medcalf Project. There is no guarantee that the Company will achieve commercial viability through successful development of the Medcalf Project.	The Company continues to undertake systematic and staged exploration and evaluation programs on the Medcalf Project, utilising specialist consultants, as required. As further information becomes available through additional field work and analysis, the mineral resource estimate may change. This may result in alterations to the exploration and evaluation programs. Subject to the results of these exploration and evaluation programs, the Company intends to continue to progressively undertake studies in respect to its Project. These studies will be completed within parameters designed to determine the economic feasibility of the Project within certain limits.
Statutory approvals The Company's Project and operations are subject to Commonwealth and State laws, regulations and specific conditions regarding approvals to explore, construct and operate. There is a risk that such laws, regulations and specific conditions may impact the profitability of the Project and the ability of the project to be satisfactorily permitted. Key approvals from the Environmental Protection Authority, Department of Mines, Industry Regulation and Safety, Department of Water and other agencies may take longer to be obtained or may not be obtainable at all.	The Company utilises specialist consultants, as required, to assist with the statutory approvals process and works closely with the regulators in the preparation of submissions.

Business risks	Mitigating actions
Finance Until the Company is able to develop the Medcalf Project and generate cash flow, it is dependent upon being able to obtain future equity or debt funding to support its continuing operations. Neither the Company nor any of the Directors can provide any guarantee or assurance that if and when further funding is required, such funding can be raised on terms favourable to the Company (or at all). Should the Company fail to raise capital, if and when needed, it could adversely affect the Company's current strategy and intentions for the Company's assets. The inability to access further capital could have a material adverse effect on the Company's activities and its ability to repay existing long-term borrowings.	The Board regularly assesses the financial position of the Company and continues to assess all funding alternatives to ensure that Audalia can continue exploration and evaluation activities and progressively undertake exploration and evaluation work in relation to the Medcalf Project. The Company may seek to raise further funds through equity or debt financing, joint ventures, production sharing arrangements or other means.

MINERAL RESOURCE STATEMENT

The Company has a 100% equity interest in mineral resource estimate at its Medcalf Project, which is located 470km east of Perth.

At 30 June 2020, the Medcalf Project's mineral resource estimate stood at 32 Mt at 0.47% V_2O_5 for contained vanadium pentoxide content of approximately 100,100 tonnes in the Indicated category and 51,000 tonnes in the Inferred category. This mineral resource estimate was prepared in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves 2012 Edition (JORC 2012).

The 'Checklist of Assessment and Reporting Criteria' was also provided with the technical report in line with the guidelines of the JORC Code (2012). The mineral resource has been interpolated within a geological wireframe the using a 0.20% V_20_5 lower cut and is tabulated below.

Resource Classification	Prospect	Tonnes (Mt)	V_2O_5 %	TiO_2 %	Fe_2O_3 %	Al_2O_3 %	SiO_2 %
Indicated	*Vesuvius*	17.4	0.54	9.82	54.6	8.9	16.9
	Egmont	0.8	0.64	11.86	62.0	7.9	10.0
	Kilimanjaro	-	-	-	-	-	-
Sub-Total Indicated		**18.2**	**0.55**	**9.91**	**54.9**	**8.9**	**16.6**
Inferred	*Vesuvius*	10.0	0.37	8.08	41.0	9.7	28.4
	Egmont	-	-	-	-	-	-
	Kilimanjaro	3.8	0.35	6.90	43.7	9.6	28.8
Sub-Total Inferred		**13.8**	**0.37**	**7.75**	**41.8**	**9.7**	**28.5**
Total Resource		**32.0**	**0.47**	**8.98**	**49.2**	**9.2**	**21.7**

The Company's independent mineral resource estimates were completed by consulting firm Cube Consulting. There is only one mineral resource on the Medcalf Project. Note Pinatubo and Fuji resources have been combined with Vesuvius.

Quality assurance and controls were put in place through independent analytical check on 6% of the 2018 drill programme assays.

The updated Mineral Resource estimate confirms the potential for a viable mining operation at the Medcalf Project and the Company continues to progress the environmental approval process.

The Company last reported an update to the mineral resource estimate in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves 2012 Edition (JORC 2012) on 18 August 2018 following completion of RC drilling programme of 89 holes for 3,794m.

The previous Mineral Resource calculated by Ravensgate and was announced to the market on August 18th, 2014.

The 'Checklist of Assessment and Reporting Criteria' was also provided with the technical report in line with the guidelines of the JORC Code (2012). The mineral resource has been interpolated within a geological wireframe the using a 0.20% V_20_5 lower cut and is tabulated below.

Mineral Resources for the Medcalf Deposit - JORC 2012				
Resource Category	**Tonnes**	**V_2O_5 (%)**	**TiO_2 (%)**	**Cut-off V_2O_5 (%)**
Measured	-			
Indicated	23.0	0.47	8.5	0.2
Inferred	8.8	0.40	8.1	0.2
TOTAL	31.8	0.45	8.4	0.2

The minor differences between the 2018 and 2019 Mineral resources is due to an updated Geological model by utilising the 2018 drillhole information.

Governance arrangements and internal controls

Mineral resources are estimated by suitably qualified independent consultants to Audalia in accordance with the requirements of the JORC Code, using industry best practice standards and consultants' internal guidelines for the estimation and reporting of mineral resources. The mineral resource estimates included in the Company's 2020 Annual Report are peer reviewed by a suitably qualified competent person.

Competent Person's Statement

The information in this report that relates to Mineral Resources is based on information compiled by Patrick Adams who is a Fellow of the Australasian Institute of Mining and Metallurgy. Patrick Adams is an employee of Cube Consulting Ltd and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Adams has given his consent to the inclusion in this report of the matters based on the information in the form and context in which it appears.

DIVIDENDS

No dividend has been declared or paid by the Company to the date of this report.

ENVIRONMENTAL REGULATION

The Company's exploration and mining activities are governed by a range of environmental legislation and regulations including the *National Greenhouse and Energy Report Act 2007* and *Mining Act 1978*. As the Company is still in the assessment phase of its interests in exploration projects, Audalia is not yet subject to the public reporting requirements of environmental legislation and regulations. To the best of the Directors' knowledge, the Company has adequate systems in place to ensure compliance with the requirements of the applicable environmental legislation and is not aware of any breach of those requirements during the financial year and up to the date of the Directors' Report.

GOVERNANCE

The Board of Directors is responsible for the operational and financial performance of the Company, including its corporate governance. The Company believes that the adoption of good corporate governance adds value for stakeholders and enhances investor confidence.

The Company's corporate governance statement is available on the Company's website, in a section titled 'Corporate Governance': www.audalia.com.au/corporate/corporate-governance/

EVENTS SUBSEQUENT TO REPORTING DATE

On 31 January 2020, the World Health Organisation (WHO) announced a global health emergency because of a new strain of coronavirus originating in Wuhan, China (COVID-19 outbreak) and the risks to the international community as the virus spreads globally beyond its point of origin. Because of the rapid increase in exposure globally, on 11 March 2020, the WHO classified the COVID-19 outbreak as a pandemic.

The full impact of the COVID-19 outbreak continues to evolve at the date of this report. The Group is therefore uncertain as to the full impact that the pandemic will have on its financial condition, liquidity, and future results of operations during FY2021.

Management is actively monitoring the global situation and its impact on the Group's financial condition, liquidity, operations, suppliers, industry, and workforce. Given the daily evolution of the COVID-19 outbreak and the global responses to curb its spread, the Group is not able to estimate the effects of the COVID-19 outbreak on its results of operations, financial condition, or liquidity for the 2021 financial year.

Subsequent to year end, the Company has made an additional draw down of $400,000 from its loan facility with Mr Siew Swan Ong. On 28 September 2020, the Company advises that it has further negotiated an access to an additional loan facility of up to $500,000 from Mr Siew Swan Ong. The loan is unsecured, interest free and has a maturity date on 30 June 2022.

Other than the matters described above, there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors, to affect significantly the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

REMUNERATION REPORT (AUDITED)

The Remuneration Report, which has been audited, outlines the key management personnel remuneration arrangements for the Company, in accordance with the requirements of the *Corporations Act 2001* and its regulations.

For the purposes of this report, key management personnel of the Company are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

In this report, the term "executive" refers to the executive Directors of the Company.

(a) Key management personnel

The following were key management personnel of the Company at any time during the year and unless otherwise indicated were key management persons for the entire year:

Name	Position held
Mr Siew Swan Ong	Executive Director
Mr Brent Butler	Chief Executive Officer and Executive Director
Mr Xu (Geoffrey) Han	Non-Executive Director

(b) Remuneration governance

The Nomination and Remuneration Committee of the Board of Directors of the Company is responsible for determining and reviewing remuneration policies for the Directors and executives. If necessary, the Nomination and Remuneration Committee obtains independent advice on the appropriateness of remuneration packages given trends in comparable companies and in accordance with the objectives of the Company.

Further information on the Nomination and Remuneration Committee's role, responsibilities and membership is set out in the Company's corporate governance statement which can be found on the Company's website, in a section titled 'Corporate Governance': www.audalia.com.au/corporate/corporate-governance/.

(c) Remuneration policies and framework

(i) Principles of remuneration

The remuneration structures explained below are competitively set to attract, motivate and retain suitably qualified and experienced candidates, reward the achievement of strategic objectives and achieve the broader outcome of creation of value for shareholders. The remuneration structures take into account:

- the capability and experience of the key management personnel;
- the key management personnel's ability to control the achievement of strategic objectives; and
- the Company's performance including:
    - the growth in share price; and
    - the amount of incentives within each key management person's compensation.

Given the evaluation and developmental nature of the Company's principal activity, the overall level of compensation does not have regard to the earnings of the Company.

(ii) Remuneration structure

In accordance with best practice corporate governance, the structure of non-executive Directors' remuneration is clearly distinguished from that of executives.

(d) Non-executive director remuneration

The Constitution and the ASX Listing Rules specify that the aggregate remuneration of non-executive directors shall be determined from time to time by a general meeting. The aggregate remuneration for all Non-Executive Directors, last voted upon by shareholders at the 2011 General Meeting, is not to exceed $300,000 per annum. Directors' fees cover all main board activities and membership of committees.

Non-Executive Directors do not receive any retirement benefits, other than statutory superannuation, nor do they receive any performance related compensation. Level of non-Executive Directors' fees is as follows:

Name	Annual Fees
Mr Xu Han	$25,000
Mr Brent Butler[1]	$30,000

1. Mr Brent Butler was appointed Chief Executive Officer on 14 April 2015. His remuneration as an executive director is disclosed in section (k) of this Remuneration Report. Mr Butler continues to receive this Director's fee in addition to his remuneration as the Company's CEO.

(e) Executive remuneration

Remuneration for executives is set out in employment and consultancy agreements. Details of the agreements with the Executive Director and CEO/Executive Director are provided below.

Executive Directors may receive performance related compensation, statutory leave obligations and statutory superannuation but do not receive any other retirement benefits.

(i) Fixed remuneration

Fixed remuneration consists of base compensation (which is calculated on a total cost) as well as employer contributions to superannuation funds. Fixed remuneration is reviewed annually by the Nomination and Remuneration Committee. As described in section (j) of this Remuneration Report, as it is not possible to evaluate the Company's financial performance using generally accepted measures such as profitability or total shareholder returns, remuneration considerations will have regard to achievement of strategic objectives, service criteria and share price.

As noted above, the Nomination and Remuneration Committee has access to external advice independent of management, if required, but did not use any experts in the current year.

(ii) Short-term incentive

The Company has not set any short-term incentives (**STI**) for key management personnel.

(iii) Long-term incentive

Long-term incentives (**LTI**) may be provided to key management personnel in the form of options over ordinary shares of the Company, ordinary shares or other equity-settled remuneration. LTI are considered to promote continuity of employment and provide additional incentive to recipients to increase shareholder wealth. LTI may generally only be issued to a Director subject to approval by shareholders in a general meeting.

In 2016, the CEO participated in LTI in the form of equity-settled remuneration which has been granted pursuant to the completion of certain performance conditions and after the Company obtained the necessary approval from shareholders. Further details are set out in section (k) of this Remuneration Report.

The Company has a policy that prohibits employees and Directors of the Company from entering into transactions that operate or are intended to operate to limit the economic risk or are designed or intended to hedge exposure to unvested Company securities. This includes entering into arrangements to hedge their exposure to LTI granted as part of their remuneration package. This policy may be enforced by requesting employees and Directors to confirm compliance.

(f) Use of remuneration consultants

The Board did not engage the services of a remuneration consultant during the year.

(g) Voting and comments made at the Company's 2019 Annual General Meeting

At the 2019 Annual General Meeting, more than 92% of votes cast were in favour of the adoption of the Company's remuneration report for the 2019 financial year. The Company did not receive any comments at the Annual General Meeting on its remuneration report.

(h) Consequences of performance on shareholder wealth

In considering the Company's performance and benefits for shareholder wealth, the Directors have regard to the following indices in respect of the current financial period:

	2020 [5]	2019 [4]	2018 [3]	2017 [2]	2016 [1]
Net (loss)/profit for the year	(734,925)	(797,658)	204,007	(2,378,752)	(838,509)
Change in share price	nil	nil	nil	(0.05)	(0.16)
Share price at beginning of the period	$0.008	$0.020	$0.020	$0.070	$0.230
Share price at end of the period	$0.01	$0.008	$0.020	$0.020	$0.070
(Loss)/profit per share (cents)	(0.11)	(0.13)	0.05	(0.68)	(0.35)

1. The Company issued a total of 6,500,000 shares during the 2016 financial year, on 23 November 2015 (2,500,000), on 24 December 2015 (2,000,000) and on 30 March 2016 (2,000,000).
2. The Company issued a total of 143,297,433 shares during the 2017 financial year, on 26 September 2016.
3. The Company issued a total of 208,178,757 shares during the 2018 financial year, on 22 June 2018.
4. No shares were issued during the 2019 financial year.
5. The Company issued a total of 80,000,000 shares during the 2020 financial year, on 18 July 2019 (50,000,000) and 6 March 2020 (30,000,000).

Due to the Company currently being in an exploration and evaluation phase, the Company's earnings are not considered to be a principal performance indicator. However, the overall level of key management personnel remuneration takes into account the achievement of strategic objectives, service criteria and share price.

(i) Employment and Consultancy Agreements

Mr Ong, Executive Director, had an employment agreement with the Company (**ED Employment Agreement**) which specified the duties and obligations to be fulfilled by the Executive Director. The ED Employment Agreement provided a salary of $80,000 per annum (exclusive of statutory superannuation) but it expired on 4 July 2018. Mr Ong continues to be paid on the same terms as the ED Employment Agreement.

Mr Butler, CEO/ Executive Director, had a consultancy agreement with the Company (**CEO Consultancy Agreement**) which specified the duties and obligations to be fulfilled by the CEO. The CEO Consultancy Agreement provided an annual fee of $120,000 per annum (exclusive of GST) but it expired on 14 April 2019. Mr Butler continues to be paid on the same terms as the CEO Consultancy Agreement.

Mr Han is engaged as a consultant to the Company on a month to month basis. The engagement is for a set number of days in one month at a day rate of $950 per day. As the engagement is on a month to month basis, there are no termination benefits and notice periods. Mr Han is subject to the Company's Code of Conduct with regard to termination of the engagement.

(j) Link between remuneration and performance

The Nomination and Remuneration Committee determines the Company's remuneration policy and structure to ensure it aligns with the Company's needs and meet remuneration principles set out in section (c) of this Remuneration Report. Remuneration is not linked to performance using generally accepted measures such as profitability or total shareholder returns but linked to achievement of strategic objectives or service criteria aimed at advancing the goals set out to achieve project outcomes which the Board believes aligns with creation of positive shareholder value.

(k) Remuneration of key management personnel

Details of the nature and amount of each major element of the remuneration of each key management person of the Company are:

		Fixed Remuneration			Variable Remuneration	
		SHORT-TERM EMPLOYEE BENEFITS	POST-EMPLOYMENT BENEFITS	LONG-TERM BENEFITS	LONG-TERM BENEFITS	
		Salary & fees $	Superannuation benefits $	Annual and Long Service Leave $	Share based payments $	Total $
Directors						
Non-executive						
Mr X Han[1]	2020	215,946	-	-	-	215,946
	2019	213,096	-	-	-	213,096
Executive						
Mr S S Ong	2020	80,000	7,600	8,346	-	95,946
	2019	80,000	7,600	11,055	-	98,655
Mr B Butler[2]	2020	150,000	-	-	-	150,000
	2019	150,000	-	-	-	150,000
Total	**2020**	**445,946**	**7,600**	**8,346**	**-**	**461,892**
	2019	443,096	7,600	11,055	-	461,751

1. Mr Han's remuneration includes the consultancy fees listed in the other transactions with key management personnel in section (m) of this Remuneration Report below.
2. Mr Butler's remuneration includes the consultancy fees listed in the other transactions with key management personnel in section (m) of this Remuneration Report below.

Share-based remuneration

There were no share based payments granted in the 2020 financial year (2019: nil).

Equity instruments held by key management personnel

The number of ordinary fully paid shares in the Company held directly and indirectly by Directors and other key management personnel, and any movements during the period are set out below:

	Balance at 1 July 2019	Received as remuneration	Options Exercised	Net Changes Other	Balance at 30 June 2020
Directors					
Non-Executive					
Mr X Han	-	-	-	-	-
Executive					
Mr S S Ong	100,590,000	-		-	100,590,000
Mr B Butler	9,000,000	-	-	-	9,000,000

(l) Loans to/from key management personnel

During the year, the Company has negotiated access to loan facility of up to $500,000 (2019: Nil) from a director, Siew Swan Ong, to meet its working capital requirements. On 28 September 2020, the Company has negotiated an access to an additional loan facility of up to $500,000 from Mr Siew Swan Ong. Refer to Note 7 for the material terms of the loan facility. As at 30 June 2020, the Company has drawn down $100,000 from the loan facility.

(m) Other transactions with key management personnel

There were no other transactions with key management personnel and related parties during the year other than reported below. These values are included in the remuneration table at section (k) of this Remuneration Report above.

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. The terms and conditions of those transactions were no more favourable than those available, or which might reasonably be expected to be available, on similar transactions to unrelated entities on an arm's length basis.

The aggregate amounts recognised during the year relating to key management personnel and their related parties were as follows:

		Transactions value year ended 30 June		Balance outstanding as at 30 June	
Director/ Executive	Transaction	2020 $	2019 $	2020 $	2019 $
Mr B Butler[1]	Consultancy fees	120,000	120,000	87,780	-
Mr X Han[2]	Consultancy fees	190,950	188,100	44,000	-

1. A company associated with Mr Butler, World Technical Services Group Pty Ltd, provided consulting services in connection with the Company's exploration projects in 2020. Terms for such services were based on market rates, and amounts were payable on a monthly basis.

2. A company associated with Mr Han, HQ Tech Pty Ltd, provides engineering consulting services in connection with the operations of the Company. The fees disclosed are for the year since Mr Han commenced as a director of the company. Terms for such services are based on market rates, and amounts are payable on a monthly basis.

The total amount owed to the Directors for salaries and superannuation which remain unpaid as at 30 June 2020 is $420,000 and $39,900 (2019: $340,000 and $32,300). This amount it forms part of the other creditors and accrued balance in Note 5.

This concludes the Remuneration Report, which has been audited.

OPTIONS

Unissued shares under option

At the date of this report, there were no unissued ordinary shares of the Company under option.

No options have been granted since the end of the previous financial year.

INDEMNIFICATION AND INSURANCE OF OFFICERS

Indemnification

The Company has agreed to indemnify the current Directors and company secretary of the Company against all liabilities to another person (other than the Company or a related body corporate) that may arise from their position as Directors of the Company, except where the liability arises out of conduct involving a lack of good faith. The agreement stipulates that the Company will meet the full amount of any such liabilities, including costs and expenses.

Insurance

The Company paid a premium, during the year in respect of a director and officer liability insurance policy, insuring the Directors, the company secretary, and executive officers of the Company against any liability incurred as such a director, secretary or executive officer to the extent permitted by the *Corporations Act 2001*. The Directors have not included details of the nature of the liabilities covered or the amount of the premium paid in respect of the director's and officers' liability and legal expenses' insurance contracts as such disclosure is prohibited under the terms of the contract.

INDEMNIFICATION AND INSURANCE OF AUDITORS

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

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

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party for the purposes of taking responsibility on behalf of the Company for all or part of those proceedings.

NON-AUDIT SERVICES

The following non-audit services were provided by BDO Corporate Tax (WA) Pty Ltd, entities associated with the Company's auditor, BDO Audit (WA) Pty Ltd. The Directors are satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The nature and scope of each type of non-audit service provided means that auditor independence was not compromised.

BDO Corporate Tax (WA) Pty Ltd received or are due to receive the following amounts for the provision of non-audit services:

	2020 $	2019 $
BDO Corporate Tax (WA) Pty Ltd		
Tax compliance and related services	19,850	21,930

OFFICERS OF THE COMPANY WHO ARE FORMER AUDIT PARTNERS OF BDO AUDIT (WA) PTY LTD

There are no officers of the Company who are former audit partners of BDO Audit (WA) Pty Ltd.

AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration is set out on page 18 and forms part of the Directors' Report.

AUDITOR

BDO Audit (WA) Pty Ltd continues in office in accordance with section 327 of the *Corporations Act 2001*.

Dated at Perth, Western Australia this 30th day of September 2020.

Signed in accordance with a resolution of the Directors:

Brent Butler
CEO/ Executive Director

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Fax: +61 8 6382 4601
www.bdo.com.au

38 Station Street
Subiaco, WA 6008
PO Box 700 West Perth WA 6872
Australia

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

As lead auditor of Audalia Resources Limited for the year ended 30 June 2020, 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.

Neil Smith

Director

BDO Audit (WA) Pty Ltd

Perth, 30 September 2020

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 30 June 2020

	Notes	2020 $	2019 $
Revenue from continuing operations			
Interest income		3,145	13,240
Financing costs (interest expense)	7	(336,174)	(323,229)
Exploration expenditure write off	12	(1,450)	(18,701)
Corporate and administration expenses	12	(400,446)	(468,968)
Loss before income tax expense		(734,925)	(797,658)
Income tax (expense) / benefit	13	-	-
Net loss after income tax for the year		(734,925)	(797,658)
Other comprehensive income		-	-
Total comprehensive loss for the year		(734,925)	(797,658)
Basic and diluted loss per share (cents per share)	14	(0.11)	(0.13)

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

STATEMENT OF FINANCIAL POSITION

as at 30 June 2020

	Notes	2020 $	2019 $
CURRENT ASSETS			
Cash and cash equivalents	3	53,017	550,895
Trade and other receivables		30,291	46,558
Other assets		5,824	11,290
Total current assets		89,132	608,743
NON-CURRENT ASSETS			
Plant and equipment		7,404	10,045
Investments		50,000	50,000
Exploration and evaluation expenditure	4	10,173,305	8,805,843
Total non-current assets		10,230,709	8,865,888
TOTAL ASSETS		10,319,841	9,474,631
CURRENT LIABILITIES			
Trade and other payables	5	913,621	1,657,262
Employee benefits obligations	6	63,357	59,673
Borrowings	7	-	3,000,000
Total current liabilities		976,978	4,716,935
NON-CURRENT LIABILITIES			
Trade and other payables	5	1,288,010	-
Employee benefits obligations		12,000	10,700
Borrowings	7	3,082,654	-
Total non-current liabilities		4,382,664	10,700
TOTAL LIABILITIES		5,359,642	4,727,635
NET ASSETS		**4,960,199**	**4,746,996**
EQUITY			
Issued capital	8	11,431,852	10,483,724
Reserve	9	10,000	10,000
Accumulated losses	10	(6,481,653)	(5,746,728)
TOTAL EQUITY		**4,960,199**	**4,746,996**

The above Statement of Financial Position should be read in conjunction with the accompanying notes

STATEMENT OF CASH FLOWS

for the year ended 30 June 2020

	Notes	2020 $	2019 $
Cash flows from operating activities			
Payments to suppliers and employees		(299,773)	(387,377)
Interest received		3,263	13,234
Net cash used in operating activities	17	(296,510)	(374,143)
Cash flows from investing activities			
Payments for exploration and evaluation assets - capitalised costs		(1,549,284)	(1,406,663)
Proceeds from R&D incentives for exploration and evaluation		296,970	579,502
Net cash used in investing activities		(1,252,314)	(827,161)
Cash flows from financing activities			
Proceeds from issue of shares	8	960,000	-
Payment of share issue costs		(9,054)	(26,762)
Proceeds from borrowings	7	100,000	-
Repayment of borrowings	7	-	(100,000)
Net cash provided by/(used in) financing activities		1,050,946	(126,762)
Net decrease in cash held		(497,878)	(1,328,066)
Cash and cash equivalents at the beginning of the year		550,895	1,878,961
Cash and cash equivalents at the end of the year	3	53,017	550,895

The above Statement of Cash Flows should be read in conjunction with the accompanying notes

STATEMENT OF CHANGES IN EQUITY

for the year ended 30 June 2020

	Contributed equity $	Accumulated losses $	Reserve $	Total equity $
Balance at 1 July 2019	**10,483,724**	**(5,746,728)**	**10,000**	**4,746,996**
Loss for the year	-	(734,925)	-	(734,925)
Total comprehensive lost for the year	-	(734,925)	-	(734,925)
Transactions with Shareholders in their capacity as shareholders				
Issue of shares	960,000	-	-	960,000
Transaction costs of issuing shares	(11,872)	-	-	(11,872)
Balance at 30 June 2020	11,431,852	(6,481,653)	10,000	4,960,199

	Contributed Equity $	Accumulated losses $	Reserve $	Total equity $
Balance at 1 July 2018	10,483,724	(4,949,070)	10,000	5,544,654
Loss for the year	-	(797,658)	-	(797,658)
Total comprehensive lost for the year	-	(797,658)	-	(797,658)
Transactions with Shareholders in their capacity as shareholders				
Issue of shares	-	-	-	-
Transaction costs of issuing shares	-	-	-	-
Balance at 30 June 2019	10,483,724	(5,746,728)	10,000	4,746,996

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes

1. BASIS OF PREPARATION AND COMPLIANCE STATEMENT

The financial report of Audalia Resources Limited (the Company or Audalia) for the financial year ended 30 June 2020 was authorised by the Board of Directors for release on 30 September 2020.

The Company is a public company limited by shares incorporated and domiciled in Australia whose shares are traded on the Australian Securities Exchange. The nature of the operations and principal activities of the Company are described in the Review of Activities.

(i) *Statement of compliance*

These general purpose financial statements have been prepared in accordance with the requirements of the *Corporations Act 2001*, Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001*. Audalia is a for profit entity for the purpose of preparing the financial statements. The financial statements of the Company also comply with the International Financial Reporting Standards (**IFRS**) as issued by the International Accounting Standards Board (**IASB**).

(ii) *Basis of measurement*

The financial statements are prepared on the accruals basis and the historical cost basis except for financial assets and liabilities measured at fair value. The financial statements are presented in Australian dollars and all values are rounded to the nearest dollar unless otherwise stated.

(iii) *Going concern*

The going concern concept relates to the assessment of the Company's ability to continue its operations (and pay its debts when they fall due) for the next 12 months from the date when the directors sign the annual report. The annual financial report has been prepared on a going concern basis.

The Company incurred a loss after tax of $734,925 (2019: $797,658) for the year ended 30 June 2020. Total net cash outflows for the year ended 30 June 2020 was $497,878 (2019: $1,328,066) which was a result of net cash outflows of $1,548,824 (2019: $1,201,305) from operating and investing activities and $1,050,946 (2019: Outflow $126,762) net cash inflows from financing activities, with $960,000 from shares placement and $100,000 relating to proceed from a loan. The Company has working capital deficiency of $887,846 (2019: $4,108,192) at reporting date.

The Directors have prepared an estimated cash flow forecast for the period to December 2021 to determine if the Company may require additional funding during this period. The cash flow forecast includes a number of assumptions regarding exploration activity and funding requirements which have not yet been finalised. This results in a material uncertainty that may cast a significant doubt about the Company's ability to continue as a going concern.

In addition to the above, the COVID-19 pandemic, announced by the World Health Organisation on 31 January 2020, continues to have a negative impact on world stock markets, currencies and general business activity. The Company has developed a policy and is evolving procedures to address the health and wellbeing of employees, consultants and contractors in relation to COVID-19. The timing and extent of the impact and recovery from COVID-19 is unknown but it may have an impact on activities and potentially impact the ability for the entity to raise capital in the current prevailing market conditions.

The Directors have made an assessment whether it is reasonable to assume that the Company will be able to continue its normal operations based on the following factors and judgements:

- The Company has access to cash reserves of $53,017 as at 30 June 2020 (30 June 2019: $550,895).
- Subsequent to 30 June 2020, the Company has drawn down another $400,000 from its loan facility with Mr Siew Swan Ong. On 28 September 2020, the Company has negotiated an access to an additional loan facility of up to $500,000 with Mr Siew Swan Ong. The loan is unsecured, interest free and has a maturity date on 30 June 2022.
- The Company has the ability to adjust its exploration expenditure subject to results of its exploration activities.
- The Directors are of the view that the Company will require an additional capital raise and has the ability to raise further capital or secure additional funding to enable the Company to meet its funding requirements for the above period.
- The Directors anticipate continuous support of the Company's major shareholders and lenders to continue with the advancement of the Medcalf Project.

Should the Company not be able 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 annual 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 Company not continue as a going concern.

2. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of the material accounting policies adopted by the Company in the preparation of the Report. The accounting policies have been consistently applied unless otherwise stated.

(a) Adoption of new and revised accounting standards and interpretations

In the year ended 30 June 2020, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Company and effective for the current reporting periods beginning on or after 1 July 2020.

AASB 16 Leases

AASB 16 replaces AASB 117 Leases and sets out the principles for the recognition, measurement, presentation and disclosure of leases. AASB 16 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligations to make lease payments. A lessee measures right-of-use assets similarly to other nonfinancial assets (such as property, plant and equipment) and lease liabilities similarly to other financial liabilities. As a consequence, a lessee recognises depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows applying AASB 107 Statement of Cash Flows. AASB 16 substantially carries forward the lessor accounting requirements in AASB 117 Leases. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

AASB 16 is effective from annual reporting periods beginning on or after 1 January 2019. A lessee can choose to apply the Standard using a full retrospective or modified retrospective approach.

There is no material impact to profit or loss or net assets on the adoption of this new standard in the current or comparative periods as leases were only short term leases and low value leases.

(b) New accounting standards and interpretations that are not yet mandatory

The Directors have also reviewed all Standards and Interpretations issued and not yet adopted for the year ended 30 June 2020. As a result of this review the Directors have determined that there is no material impact of the Standards and Interpretations in issue not yet adopted on the Company and, therefore, no change is necessary to Company accounting policies.

(c) Segment reporting

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. This includes start-up operations which are yet to earn revenues. Management will also consider other factors in determining operating segments such as the level of segment information presented to the Board of Directors.

Operating segments have been identified based on the information provided to the chief operating decision makers, being the Board of Directors.

(d) Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at bank and in hand and short-term 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. For the purposes of the Statement of Cash Flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) 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 assessment of the existence of economically recoverable reserves. The Company undertakes an assessment of impairment indicators at each reporting date to determine if the assets recoverable amount exceeds it carrying amount. Where there are research and development costs recouped through government incentives in relation to exploration and evaluation, these are netted against the carrying value of capitalised expenditure incurred in respect of the identifiable project or area of interest where practicable. Events may occur or information may come to hand after the issue of this report which may materially alter the carrying value of this asset. Accumulated costs in relation to an abandoned area are written off in full against profit in the year in which the decision to abandon the area is made.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves. A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest. Costs of site restoration are provided over the life of the facility from when exploration commences and are included in the costs of that stage. Site restoration costs include the dismantling and removal of mining plant, equipment and building structures, waste removal, and rehabilitation of the site in accordance with clauses of the mining permits.

Such costs are determined using estimates of future costs, current legal requirements and technology on an undiscounted basis. Any changes in the estimates for the costs are accounted on a prospective basis. In determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation. Accordingly, the costs are determined on the basis that the restoration will be completed within one year of abandoning the site.

(f) 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 Company. Trade accounts payable are normally settled within 60 days. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(g) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of borrowings using the effective interest method. Borrowings are removed from the statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash asset transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs. Borrowings are classified as current liabilities unless the Company has an unconditional right to defer the settlement of the liability for at least 12 months after the reporting period.

(h) Employee benefits

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 services are recognised in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

The liabilities are presented as current employee benefit obligations in the statement of financial position. 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 measured as present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period. Re-measurements as a result of adjustments and changes are recognised in profit or loss. The obligations are presented as current liabilities in the statement of financial position if the Company does not have an unconditional right to defer settlement for at least 12 months after the reporting period, regardless of when the actual settlement is expected to occur

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Contributed equity

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

(i) Income tax

Deferred income tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences:

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

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax assets and unused tax losses can be utilised:

- except where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Income taxes relating to items recognised directly in equity are recognised in equity and not in the income statement. The Company has 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.

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

Revenues, expenses and assets are recognised net of the amount of GST except:

- When the 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 as applicable.
- Receivables and payables, which 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 flows 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 authority is classified as part of operating cash flows.

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

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Tax incentives

The Company may be entitled to claim special tax deductions for investments in qualifying expenditure (e.g. Research and Development Tax Incentive Scheme in Australia). The Company accounts for such allowances on the same basis as the relevant expenditure. If the expenditure is expensed in the income statement the tax incentive will be recorded in the profit or loss. If the expenditure is capitalised to an asset, the tax incentive will reduce the carrying value of the asset.

(l) Financial Instruments

Recognition and derecognition

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument. Loans and receivables are recognised when cash is advanced (or settled).

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred.

Financial liabilities are derecognised when extinguished, discharged, cancelled or expires.

Classification and initial measurement of financial assets

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

For the purpose of subsequent measurement, financial assets are classified into the following categories:
- amortised cost
- fair value either through other comprehensive income (FVOCI), or through profit or loss (FVPL).

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs.

The classification is determined by both:
- the entity's business model for managing the financial asset
- the contractual cash flow characteristics of the financial asset.

The Company classifies its financial liabilities at amortised cost unless it has designated liabilities at fair value through profit or loss or is required to measure liabilities at fair value through profit or loss such as derivative liabilities.

Subsequent measurement of financial assets

(i) Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):
- they are held within a business model whose objective is to hold the financial assets to collect its contractual cash flows
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. The Company's cash and cash equivalents, and trade and other receivables fall into this category of financial instruments.

(ii) Financial assets at fair value through other comprehensive income (FVOCI)

Investments in equity instruments that are not held for trading are eligible for an irrevocable election at inception to be measured at FVOCI (**Equity FVOCI**). Under Equity FVOCI, subsequent movements in fair value are recognised in other comprehensive income and are never reclassified to profit or loss.

Dividend from these investments continue to be recorded as other income within the profit or loss unless the dividend clearly represents return of capital. This category includes unlisted equity securities that were previously classified as 'available-for-sale' under AASB 139. Any gains or losses recognised in other comprehensive income (**OCI**) are not recycled upon derecognition of the asset.

The Company's unquoted equity investment falls into this category of financial instruments.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l) Financial Instruments (continued)

Debt instruments at fair value through other comprehensive income (Debt FVOCI) are financial assets with contractual cash flows representing solely payments of principal and interest and held within a business model of collecting the contractual cash flows and selling the assets are accounted for at debt FVOCI.

The Company accounts for financial assets at FVOCI if the assets meet the following conditions:

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

Any gains or losses recognised in other comprehensive income (OCI) will be recycled upon derecognition of the asset.

(iii) Financial assets at fair value through profit or loss (FVTPL)

Financial assets in this category comprise of:
- items held for trading (through a business model other than 'hold to collect' or 'hold to collect and sell')
- items specifically designated as fair value through profit or loss on initial recognition; and
- debt instruments with contractual terms that do not represent solely payments of principal and interest.

Financial instruments held at fair value through profit or loss are initially recognised at fair value, with transaction costs recognised in the income statement as incurred. Subsequently, they are measured at fair value and any gains or losses are recognised in the income statement as they arise.

A financial asset may only be designated at fair value through profit or loss if doing so eliminates or significantly reduces measurement or recognition inconsistencies (i.e. eliminates an accounting mismatch) that would otherwise arise from measuring financial assets or liabilities on a different basis. This category may include equity investment where the Company did not make the irrevocable election to account for the investment in unlisted and listed equity securities at fair value through other comprehensive income (FVOCI).

A financial liability may be designated at fair value through profit or loss if it eliminates or significantly reduces an accounting mismatch or if a host contract contains one or more embedded derivatives; or if financial assets and liabilities are both managed and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

The fair value is determined in line with the requirements of AASB 9, which does not allow for measurement at cost. Assets in this category are measured at fair value with gains or losses recognised in profit or loss.

The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

Impairment of financial assets

AASB 9's impairment requirements use more forward-looking information to recognise expected credit losses using the 'expected credit loss (ECL) model'. This replaced AASB 139's 'incurred loss model'.

Instruments within the scope of the new requirements includes loans and other debt-type financial assets measured at amortised cost and FVOCI, trade receivables and loan commitments that are not measured at fair value through profit or loss.

In applying the ECL model, the Company considers:

- financial instruments that have deteriorated significantly in credit quality since initial recognition or that have low credit risk (category 1)
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low (category 2)
- financial assets that have objective evidence of impairment at reporting date (category 3)

The Company will apply '12-month expected credit loss' for the first category while 'lifetime expected credit losses' are recognised for the second category. Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l) Financial Instruments (continued)

Classification and initial measurement of financial liabilities

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Company designated a financial liability at fair value through profit or loss. Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss (other than derivative financial instruments that are designated and effective as hedging instruments). All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs.

The Company's financial liabilities at amortised cost include borrowings, trade and other payables.

(n) Significant accounting judgements, estimates and assumptions

The application of accounting policies requires the use of judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. These estimates and assumptions are based on historical experience and on other various factors management believes to be reasonable under the circumstances. Actual results may differ from these estimates. These estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Assumptions used to carry forward the exploration assets

The write-off or carrying forward of exploration expenditure is based on a periodic assessment of the viability of an area of interest and/or the existence of economically recoverable reserves. This assessment is based on pre-determined impairment indicators, taking into account the requirements of the accounting standard, and with the information available at the time of preparing this report. Information may come to light in subsequent periods which requires the asset to be impaired or written down for which the Directors are unable to predict the outcome.

Impact of Coronavirus (COVID-19) pandemic

Judgement has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on the company based on known information. Other than as addressed in specific notes, there does not currently appear to be either any significant impact upon the financial statements or any significant uncertainties with respect to events or conditions which may impact the company unfavourably as at the reporting date or subsequently as a result of the Coronavirus (COVID-19) pandemic.

3. Cash

	2020 $	2019 $
Cash at bank and in hand	36,056	534,332
Term deposit	16,961	16,563
	53,017	550,895

4. Exploration and evaluation assets

	2020 $	2019 $
Exploration, evaluation and development costs carried forward in respect of areas of interest	**10,173,305**	**8,805,843**
Reconciliation – Medcalf		
Carrying amount at the beginning of the year	8,805,843	7,997,865
Additions to the exploration and evaluation asset	1,664,432	1,387,480
Less: R&D tax incentive received (Medcalf Project)	(296,970)	(579,502)
Carrying amount at end of the year	10,173,305	8,805,843

5. Trade and other payables

	2020 $	2019 $
Current liabilities (due within 12 months)		
Trade creditors	359,622	145,860
Other creditors and accruals	553,999	576,912
Interest payable[1]	-	934,490
	913,621	1,657,262
Non-current liabilities (payable after 12 months)		
Interest payable[1]	1,288,010	-
	1,288,010	-

Notes:

1. Refer to Note 7 for details of the repayment period for borrowings. This amount relates to the unpaid interest on borrowings as at 30 June.

Due to the short-term nature of current payables, the carrying amount of trade and other payables approximates their fair value. The fair value of the non-current payables has been assessed, taking into account the time value of money and the carrying value is not considered to be materially different to its fair value.

6. Employee benefits obligations

	2020 $	2019 $
Annual leave – current	63,357	59,673
Annual leave – current (due for payment within 12 months)		
Reconciliation		
Balance brought forward	59,673	51,318
Movement during the year	3,684	8,355
Balance carried forward	63,357	59,673
Long service leave – non-current	12,000	10,700
Annual and Long service leave – non-current liabilities (debts payable after 12 months)		
Reconciliation		
Balance brought forward	10,700	8,000
Movement during the year	1,300	2,700
Balance carried forward	12,000	10,700

7. Borrowings (loans)

	2020 $	2019 $
Current		
Borrowings carried at amortised cost	-	3,000,000
Non-current		
Borrowings carried at amortised cost	3,082,654	-
	3,082,654	-
Facility		
Amount used	3,100,000	3,000,000
Amount unused	400,000	-
Total facility	3,500,000	3,000,000

Terms of borrowings

The $2 million loan is at interest rate of 8% and $1 million loan is at interest rate of 10%, both compounded daily and interest payable at the end of the loan term. Interest accrued up to 30 June 2020 is disclosed in Note 5.

As at reporting date, loans are from private investors, the $2 million and $1 million loans are due to be repaid on 20 November 2021 (with accrued interest), are unsecured and not subject to any covenants.

On 16 June 2020, the Company negotiated access to a loan facility of up to $500,000 from a director, Mr Siew Swan Ong. As at 30 June 2020, the Company has drawn down $100,000 from the loan facility.

On 28 September 2020, the Company has further negotiated an access to an additional loan facility of up to $500,000 from Mr Siew Swan Ong. The repayment date for both loan facilities is 30 June 2022, which may be extended on the same terms by mutual agreement with no interest payable. Both loans are unsecured and no fees are payable for the establishment of the loan facility.

Fair value estimation

The Directors consider that the carrying amount of the $3 million financial liabilities maturing on 20 November 2021 approximates their fair values as the impact of any time value of money would be immaterial.

In accordance with AASB 9 *Financial Instruments*, the fair value of the $100,000 loan advanced by Mr Ong is $$82,654 as at 30 June 2020. The discount rate used was 10%. The interest will be unwound over the 2 years, resulting to an ending balance of $100,000 at the loan maturity date.

		Cash flows		***Non-cash***	
	2019 $	Proceeds	Repayments	Interest expense	**2020 $**
Borrowings	3,000,000	100,000	-	(17,346)	3,082,654
Interest on borrowings (Note 5)	934,490	-	-	353,520	1,288,010
	3,934,490	100,000	-	336,174	4,370,664

		Cash flows		***Non-cash***	
	2018 $	Proceeds	Repayments	Interest expense	**2019 $**
Borrowings	3,100,000	-	(100,000)	-	3,000,000
Interest on borrowings (Note 5)	611,261	-	-	323,229	934,490
	3,711,261	-	(100,000)	323,229	3,934,490

7. Borrowings (loans) (continued)

Repayment profile (in years) – (Liquidity)

	Carrying Amount $	Contractual Cash flows $	Less than 1 year $	Between 2 and 5 years $
2020				
Interest[1]	1,288,010	1,288,010	-	1,288,010
Borrowings[1]	3,082,654	3,100,000	-	3,100,000
	4,370,664	4,388,010	-	4,388,010
2019				
Interest[2]	934,490	934,490	934,490	-
Borrowings[2]	3,000,000	3,000,000	3,000,000	-
	3,934,490	3,934,490	3,934,490	-

Notes:

1. At reporting date, borrowings and interest of $3,000,000 and $1,288,010 are repayable on 20 November 2021. Loan balance of $100,000 is interest free and due for repayment on 30 June 2022.

2. During the previous financial year end, borrowings and interest on $2,000,000 loan facility were repayable on 20 November 2019 and $1,000,000 on 31 March 2020. Subsequent to year end, the repayment date of both loan facilities were negotiated to be extended to 20 November 2021.

8. Equity

(a) Ordinary shares

	2020 Number	2019 Number	2020 $	2019 $
Balance at the beginning of the year	592,136,191	592,136,191	10,483,724	10,483,724
Entitlement issue at $0.01 (18 July 2019)[1]	50,000,000	-	600,000	-
Entitlement issue at $0.01 (6 March 2020)[2]	30,000,000	-	360,000	-
Share issue costs	-	-	(11,872)	-
Balance as at end of the year	672,136,191	592,136,191	11,431,852	10,483,724

1. On 18 July 2019, the Company completed a placement to a sophisticated investor and issued 50,000,000 Shares at an issue price of $0.012 per Share raising $600,000 before costs.

2. On 6 March 2020, the Company completed a placement to a sophisticated investor and issued 30,000,000 Shares at an issue price of $0.012 per Share raising $360,000 before costs.

Ordinary shares entitle the holder to participate in dividends and the proceeds from winding up of the Company in proportion to the number and amounts paid on the shares held.

Every holder of ordinary shares present at a shareholder meeting in person or by proxy is entitled to one vote on a show of hands; and on a poll each, share is entitled to one vote.

Ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

(b) Options

At reporting date, the Company does not have any options to acquire ordinary shares issued.

No options were granted during the year.

(c) Capital management

The Company's objectives when managing capital are disclosed in Note 11.

9. Reserve

	2020 $	2019 $
Option premium reserve	10,000	10,000
	10,000	10,000

The option premium reserve was used to record the value of options issued in satisfaction of fees payable to a consultant.

10. Accumulated losses

	2020 $	2019 $
Accumulated losses at the beginning of the year	(5,746,728)	(4,949,070)
Net loss for the year	(734,925)	(797,658)
	(6,481,653)	(5,746,728)

11. Risk management

Audalia'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 risk management strategy and policy. Management is responsible for monitoring that appropriate processes and controls 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 Company and considering the effectiveness of its internal control system. Management and the Audit and Risk Committee report to the Board.

The Company has exposure to the following risks from their use of financial assets:

- Market risk
- Liquidity risk
- Credit risk

Financial risk management objectives

The overall financial risk management strategy focuses on the unpredictability of the equity markets and seeks to minimise the potential adverse effects due to movements in financial liabilities or assets. The Company holds the following financial instruments as at 30 June:

	2020 $	2019 $
Financial assets		
Cash and cash equivalents	53,017	550,895
Trade and other receivables	30,291	46,558
	83,308	597,452
Financial liabilities		
Trade and other payables	(2,201,631)	(1,657,262)
Borrowings	(3,082,654)	(3,000,000)
	(5,284,285)	(4,657,262)

Market risk

Market risk is the risk that changes in market prices, such as interest rates and commodity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising return. There were no changes in the Company's market risk management policies from previous years.

Interest rate risk

The Company's exposure to interest rates primarily relates to the Company's cash and cash equivalents. The Company manages market risk by monitoring levels of exposure to interest rate risk and assessing market forecasts for interest rates.

11. Risk management (continued)

	2020 $	2019 $
Variable rate instruments		
Cash at bank	36,056	534,332
Fixed rate instruments`		
Bank term deposits	16,961	16,563
	53,017	550,895

Cash flow sensitivity analysis for variable rate instruments

The Board notes that recent RBA and press reports suggest that there will likely not be a movement of significant magnitude within the next 12 months. Although not likely, this analysis assumes a change of 25-basis points in interest rates. Based on cash balances held at variable rates as at 30 June 2020, a change of 25 basis points in interest rates would have increased or decreased the Company's loss by $132 (2019: $1,377 at 25 basis points). This analysis assumes that all other variables remain constant.

Other market price risk

The Company is involved in the exploration and development of mining tenements for minerals. Should the Company successfully progress to a producer, revenues associated with mineral sales, and the ability to raise funds through equity and debt, will have some dependence upon commodity prices

The Company operates within Australia and all transactions during the financial year are denominated in Australian dollars. The Company is not exposed to foreign currency risk at the end of the reporting period.

Capital (company's ability to raise equity (issue shares) or obtain loans (borrowings) as and when needed)

The capital of the Company consists of issued capital (shares) and borrowings. The Directors aim to maintain a capital structure that ensures the lowest cost of capital available to the entity at the time when funds are obtained. The Directors will assess the options available to the Company to issue more shares while taking into account the effect on current shareholder ownership percentages (dilution) or alternatively assess the ability of the Company to access debt (borrowings) where the cost associated of borrowing these funds (interest) is not considered excessive.

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 as the Company is not yet in production.

Liquidity Risk

Liquidity risk arises from the debts (financial liabilities being creditors and other payables) of the Company and the Company's subsequent ability to meet these obligations to repay its debts (financial 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 administration of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate cash reserves and monitoring actual cash flows and matching the maturity profiles of financial assets, expenditure commitments and debts (liabilities). There were no changes in the Company's liquidity risk management policies from previous years.

11. Risk management (continued)

Liquidity Risk (continued)

The following tables detail the Company's contractual maturity for its financial liabilities:

30 June 2020	Carrying amount	Contractual cash flows	Less than 1 year	2-5 years	>5 years
Trade and other payables	2,201,631	2,201,631	913,621	1,288,010	-
Borrowings	3,082,654	4,772,040	-	4,772,040	-
Total	5,284,285	6,973,671	913,621	6,060,050	-
30 June 2019					
Trade and other payables	1,657,262	1,657,262	1,657,262	-	-
Borrowings	3,000,000	3,000,000	3,000,000	-	-
Total	4,657,262	4,657,262	4,657,262	-	-

Credit Risk

The credit risk is in respect of cash balances held with banks. The assessment of the credit risk based on a rating agency review of the financial institution is as follows:

	2020 $	2019 $
A-1+	53,017	550,695

The equivalent S&P rating of the financial assets represents that rating of the counterparty with whom the financial asset is held rather than the rating of the financial asset itself.

The Company is currently not exposed to material interest rate movements given the low interest rate returns on offer in the market for funds on deposit and the Company's fixed rate borrowings (refer Note 7).

Fair value of financial instruments

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy.

The three levels are defined based on the observe ability of significant inputs to the measurement, as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data. If all significant inputs required to measure fair value are observable, the asset or liability is included in Level 2. If one or more significant inputs are not based on observable market data, the asset or liability is included in Level 3.

11. Risk management (continued)

Fair value of financial instruments (continued)

The Company would change the categorisation within the fair value hierarchy only in the following circumstances:

- if a market that was previously considered active (Level 1) became inactive (Level 2 or Level 3) or vice versa; or
- if significant inputs that were previously unobservable (Level 3) became observable (Level 2) or vice versa.

When a change in the categorisation occurs, the Company recognises transfers between levels of the fair value hierarchy (i.e. transfers into and out of each level of the fair value hierarchy) on the date the event or change in circumstances occurred.

Management measures fair value on a recurring basis. Valuation techniques are selected based on the characteristics of each instrument, with the overall objective of maximising the use of market-based information. Valuation process and fair value changes are reviewed yearly in line with the Company's reporting dates.

The Directors consider the carrying amounts of current receivables, unquoted equity investments, payables and borrowings to be a reasonable approximation of their fair values.

12. Expenses

	2020 $	2019 $
Personnel expenses		
- Director fees and employee expenses	119,975	123,000
- Director and employee superannuation expense	11,076	11,685
- Director and employee leave entitlements expense	4,985	11,055
	136,036	145,740
Depreciation	2,045	2,582
Administration expenses		
- Accounting and secretarial fees	96,372	104,000
- Annual report costs	7,930	34,018
- Audit expenses	32,799	30,860
- Consultancy fees	4,406	21,560
- Insurance expenses	16,117	16,845
- Legal expenses	628	-
- Regulatory fees	20,154	11,873
- Operating lease expenses	43,333	65,000
- Other expenses	40,626	36,489
Total administration expenses	262,365	320,645
Total corporate and administrative expenses	400,446	468,968
Total exploration expenditure write off	1,450	18,701

13. Taxation

	2020 $	2019 $
Loss before income tax expense	(734,925)	(797,658)
Income tax benefit calculated at 30% (2019: 30%)	(220,478)	(239,297)
Increase in deferred tax balance not brought to account	220,478	239,297
Income tax expense	-	-

Set-off deferred tax liabilities pursuant to off-set provisions

	2020 $	2019 $
Deferred tax liability on exploration assets, prepayments & interest	3,053,776	2,645,097
Less: Deferred tax asset on carry forward losses / timing difference	(3,053,776)	(2,645,097)
Net deferred tax liability for the year	-	-

The tax benefits of the above deferred tax assets will only be obtained if:

(i) the Company derives future assessable income of a nature and of an amount sufficient to enable the benefits to be utilised;
(ii) the Company continues to comply with the conditions for deductibility imposed by law; and
(iii) no changes in income tax legislation adversely affects the Company in utilising the benefits.

Deferred tax assets not brought to account

	2020 $	2019 $
Carry forward tax losses	3,047,817	2,428,460
Capital raising costs	2,849	494
Provisions and accruals	563,108	464,262
	3,613,774	2,893,216

Deferred tax liabilities not brought to account

	2020 $	2019 $
Prepayments	1,747	3,271
Interest receivable	37	73
Exploration and evaluation costs	3,051,992	2,641,753
	3,053,776	2,645,097

14. Loss per share

Basic loss per share

The calculation of basic loss per share at 30 June 2020 was based on the loss attributable to ordinary shareholders of $734,925 (2019: loss of $797,658) and a weighted average number of ordinary shares outstanding during the year of 649,341,670 (2019: 592,136,191) shares.

	2020 $	2019 $
Loss attributable to ordinary shareholders	(734,925)	(797,658)
	Number	**Number**
Weighted average number of ordinary shares	649,341,670	592,136,191
	cents per share	**cents per share**
Basic and diluted loss per share	(0.11)	(0.13)

15. Segment reporting

30 June 2020	Mineral Exploration $	Corporate Admin $	Company $
Segment Revenue	**-**	**3,145**	**3,145**
Significant expenses within the loss			
Interest expenses	*-*	*(336,174)*	*(336,174)*
Depreciation	*-*	*(2,045)*	*(2,045)*
Exploration expenditure written off	*(1,450)*	*-*	*(1,450)*
Segment net operating loss after tax	**(1,450)**	**(733,475)**	**(734,925)**

30 June 2019	Mineral Exploration $	Corporate Admin $	Company $
Segment Revenue	**-**	**13,240**	**13,240**
Significant expenses within the loss			
Interest expenses	*-*	*(323,229)*	*(323,229)*
Depreciation	*-*	*(2,582)*	*(2,582)*
Exploration expenditure written off	*(18,701)*	*-*	*(18,701)*
Segment net operating loss after tax	**(18,701)**	**(778,957)**	**(797,658)**

	Mineral Exploration $	Corporate Admin $	Company $
Segment assets			
At 30 June 2020	10,226,245	93,596	10,319,841
At 30 June 2019	8,859,379	615,252	9,474,631
Segment liabilities			
At 30 June 2020	(390,959)	(4,968,683)	(5,359,642)
At 30 June 2019	(274,788)	(4,452,847)	(4,727,635)

The Company does not have additional assets, liabilities, revenue or expenses outside the segments reported above.

16. Related party transactions

Transactions with key management personnel (those individuals that direct the Company).

The Company's key management personnel for the period 1 July 2019 to 30 June 2020 were:
Mr Brent Butler
Mr Siew Swan Ong
Mr Geoffrey Han

The Company may enter into agreements for services rendered with these individuals (or an entity that is associated with the individuals).

Two entities associated with the Directors had consulting agreements which resulted in transactions between the Company and those entities during the period. The terms and conditions of those transactions were no more favourable than those available, or which might reasonably be expected to be available, on similar transactions to unrelated entities on an arm's length basis.

The aggregate amounts recognised during the period relating to key management personnel and their related parties has been set out in the table below:

(a) Key management personnel compensation	**2020 $**	**2019 $**
Short-term employee benefits	445,946	443,096
Post-employment benefits	7,600	7,600
Long term benefits	8,346	11,055
	461,892	461,751

(b) Other transactions with key management personnel

A key management personnel holds position in another entity that resulted in that personnel having control or significant influence over the financial or operating policies of that entity.

The entities below transacted with the Company during the year. The terms and conditions of those transactions were no more favourable than those available, or which might reasonably be expected to be available, on similar transactions to unrelated entities on an arm's length basis.

Below is the aggregate amounts recognised during the year relating to key management personnel and their related parties

		Transaction Value		**Outstanding balance**	
Director / executive	**Transaction**	**2020 $**	**2019 $**	**2020 $**	**2019 $**
Mr B Butler [1]	Consulting Services	120,000	120,000	87,780	-
Mr X Han[2]	Consulting Services	190,950	188,100	44,000	-

1. A company associated with Mr Butler, World Technical Services Group Pty Ltd, provides geological consulting services in connection with the operations of the Company. Terms for such services are based on market rates, and amounts are payable on a monthly basis.

2. A company associated with Mr Han, HQ Tech Pty Ltd, provides engineering consulting services in connection with the operations of the Company. Terms for such services are based on market rates, and amounts are payable on a monthly basis.

The total amount owed to the Directors for salaries and fees which remain unpaid as at 30 June 2020 is $420,000 (2019: $340,000). This amount it forms part of the other creditors and accrued balance in Note 5.

During the year, the Company has negotiated access to loan facility of up to $500,000 from a director, Siew Swan Ong, to meet its working capital requirements. On 28 September 2020, the Company has negotiated an access to an additional loan facility of up to $500,000 from Mr Siew Swan Ong. Refer to Note 7 for the material terms of the loan facility. As at 30 June 2020, the Company has drawn down $100,000 from the loan facility.

17.	**Reconciliation of cashflows used in operating activities**	**2020 $**	**2019 $**
	Loss for the year	(734,925)	(797,658)
	Add back – non-cash items		
	Depreciation	2,045	2,582
	Interest expense on loan	(17,346)	-
	Exploration expenditure write off	1,450	18,701
	Changes in the value of assets and liabilities used in the day to day operations of the business		
	Decrease in trade and other receivables	16,267	434
	Decrease/(increase) in other assets	5,465	(386)
	Increase in trade and other payables - admin	425,549	391,129
	Increase in provision of employee entitlements	4,985	11,055
	Net cash paid for corporate administration costs during the year	(296,510)	(374,143)

18.	**Commitments**	**2020 $**	**2019 $**
	Exploration commitments		
	Within one year	217,521	199,800
	After one year but not more than five years	754,200	969,000
	Over five years	2,034,319	2,219,119
		3,006,040	3,387,919

The Company has certain obligations to perform minimum exploration work on tenements held. These obligations may vary over time, depending on the Company's exploration programme and priorities. These obligations are also subject to variations by application or can reduce by entering into joint venture arrangements or alternatively by relinquishing the tenements. As at reporting date, total exploration expenditure commitments of the Company which have not been provided for in the interim financial report is listed above.

19. Contingent liabilities

The directors are not aware of any contingent liabilities as at reporting date.

20.	**Auditor's remuneration**	**2020 $**	**2019 $**
	Audit services		
	BDO Audit (WA) Pty Ltd - audit	31,000	30,860
	Other services		
	BDO Corporate Tax (WA) Pty Ltd - Tax compliance	7,000	9,690
	BDO Corporate Tax (WA) Pty Ltd - R&D incentive	12,850	12,240
		50,850	52,790

21. Subsequent events

On 31 January 2020, the World Health Organisation (WHO) announced a global health emergency because of a new strain of coronavirus originating in Wuhan, China (COVID-19 outbreak) and the risks to the international community as the virus spreads globally beyond its point of origin. Because of the rapid increase in exposure globally, on 11 March 2020, the WHO classified the COVID-19 outbreak as a pandemic.

The full impact of the COVID-19 outbreak continues to evolve at the date of this report. The Group is therefore uncertain as to the full impact that the pandemic will have on its financial condition, liquidity, and future results of operations during FY2021.

Management is actively monitoring the global situation and its impact on the Group's financial condition, liquidity, operations, suppliers, industry, and workforce. Given the daily evolution of the COVID-19 outbreak and the global responses to curb its spread, the Group is not able to estimate the effects of the COVID-19 outbreak on its results of operations, financial condition, or liquidity for the 2021 financial year.

Subsequent to year end, the Company has made an additional draw down of $400,000 from its loan facility with Mr Siew Swan Ong. The loan is unsecured, interest free and has a maturity date on 30 June 2022. On 28 September 2020, the Company has negotiated an access to an additional loan facility of up to $500,000 from Mr Siew Swan Ong. The loan is unsecured, interest free and has a maturity date on 30 June 2022.

Other than the matters described above, there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors, to affect significantly the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

DIRECTORS' DECLARATION

In the opinion of the Directors of Audalia Resources Limited:

(a) the financial statements and notes set out on pages 19 to 41, are in accordance with the *Corporations Act 2001*, including:

   (i) giving a true and fair view of the Company's financial position as at 30 June 2020 and of its performance, for the financial year ended on that date; and
   (ii) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and

(b) the financial report also complies with International Financial Reporting Standards as issued by the International Accounting Standards Board; and

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

This declaration has been made after receiving the declarations to Directors in accordance with section 295A of the *Corporations Act 2001* for the year ended 30 June 2020.

Dated at Perth, Western Australia this 30th September 2020.

Signed in accordance with a resolution of the Directors.

Brent Butler
CEO/ Executive Director

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INDEPENDENT AUDITOR'S REPORT

To the members of Audalia Resources Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Audalia Resources Limited (the Company), which comprises the statement of financial position as at 30 June 2020, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial report, including a summary of significant accounting policies, and the directors' declaration.

In our opinion the accompanying financial report of Audalia Resources Limited, is in accordance with the Corporations Act 2001, including:

(i) Giving a true and fair view of the Company's financial position as at 30 June 2020 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 Company 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(iii) 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 entity's ability to continue as a going concern and therefore the entity 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.

Carrying Value of Capitalised Expenditure

Key audit matter	How the matter was addressed in our audit
At 30 June 2020 the carrying value of the capitalised exploration and evaluation asset was disclosed in Note 4. As the carrying value of the Exploration and Evaluation Asset represents a significant asset of the Company, 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. This was determined to be a key audit matter due to the significant judgement applied in determining the treatment of exploration expenditure in accordance with Australian Accounting Standard AASB 6 Exploration for and Evaluation of Mineral Resources.	Our procedures included, but were not limited to: • Obtaining a schedule of the area of interest held by the Company and assessing whether the rights to tenure of the area of interest remained current at balance date; • Verifying, on a sample basis, exploration and evaluation expenditure capitalised during the year for compliance with the recognition and measurement criteria of AASB 6; • Considering the status of the ongoing exploration programmes in the respective areas of interest by holding discussions with management, and reviewing the Company's exploration budgets, ASX announcements and director's minutes; • Considering whether any area 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; and • Assessing the adequacy of the related disclosures in Note 2(n) and Note 4 to the Financial Statements.

Other information

The directors are responsible for the other information. The other information comprises the information contained in the Company's annual report for the year ended 30 June 2020, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and 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 identified above and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

Responsibilities of the directors for the Financial Report

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

In preparing the financial report, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or 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: (http://www.auasb.gov.au/Home.aspx) at:

https://www.auasb.gov.au/admin/file/content102/c3/ar2_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 12 to 17 of the directors' report for the year ended 30 June 2020.

In our opinion, the Remuneration Report of Audalia Resources Limited, for the year ended 30 June 2020, 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 (WA) Pty Ltd

BDO

Neil Smith

Director

Perth, 30 September 2020

Details of shares as at 18 September 2020

Top holders

The 20 largest registered holders of each class of quoted security as at 18 September 2020 were:

Fully paid ordinary shares

	Name	No. of Shares	%
1.	Siew Swan Ong	96,200,000	14.31
2.	TLM Holdings (M) Sdn Bhd	96,000,000	14.28
3.	Muhammad Ikmal Opat Abdullah	82,000,000	12.20
4.	Ming Hwai Tan	57,000,000	8.48
5.	Choon Kong Lai	50,000,000	7.44
6.	Yek Yek Ong	37,500,000	5.58
7.	Mr Swee Lim Chong	35,670,000	5.31
8.	Ehsan Bina Sdn Bhd	30,000,000	4.46
9.	Ms Moi Moi Chua	29,333,348	4.36
10.	Poo Lian Tan	24,500,000	3.65
11.	Soo Kok Lim	23,470,333	3.49
12.	Mr Scott Lian Hing Lim	18,750,000	2.79
13.	Mr Sean Lian Siong Lim	18,750,000	2.79
14.	CME Group Berhad	11,600,000	1.73
15.	Mr Wei Han	10,000,000	1.49
16.	Megan Holdings Pty Ltd <The Butler Investment A/C>	9,000,000	1.34
17.	Ms Nicola Lian Li Lim	7,010,000	1.04
18.	M & K Korkidas Pty Ltd <M&K Korkidas P/L S/Fund A/C>	5,635,200	0.84
19.	Beng Hong Tan	4,320,000	0.64
20.	Mr Zhangjin Zhu	4,000,000	0.60
		650,738,881	**96.82**

Distribution schedules

A distribution schedule of each class of equity security as at 18 September 2020 were:

Fully paid ordinary shares

Range			Holders	Units	%
1	-	1,000	5	683	0.00
1,001	-	5,000	5	11,963	0.00
5,001	-	10,000	192	1,915,000	0.29
10,001	-	100,000	34	1,327,527	0.20
100,001	-	999,999	48	668,881,018	99.52
Total			**284**	**672,136,191**	**100.00**

Substantial shareholders

The names of substantial shareholders and the number of shares to which each substantial shareholder and their associates have a relevant interest, as disclosed in the most recent substantial shareholding notices given to the Company and lodged on ASX, are set out below:

Substantial shareholder	Number of Shares
Siew Swan Ong	100,590,000

Unmarketable parcels

Holdings less than a marketable parcel of ordinary shares (being 41,666 as at 18 September 2020):

Holders	Units
226	2,550,112

Voting Rights

The voting rights attaching to ordinary shares are:

On a show of hands, every holder of ordinary share present at a meeting in person or by proxy, is entitled to one vote, and upon a poll, each share is entitled to one vote.

On Market Buy Back

There is no current on-market buy-back.

Summary of tenements as 30 June 2020

Projects	Licence Number	Area (km^2)	Registered Holder/ Applicant	Status	Audalia Interest
Western Australia					
Medcalf	E63/1133	2.15	Audalia Resources Limited	Granted	100%
	E63/1134	2.90	Audalia Resources Limited	Granted	100%
	M63/656	18.48	Audalia Resources Limited	Granted	100%
	E63/1855	14.48	Audalia Resources Limited	Granted	100%
	L63/75	n/a	Audalia Resources Limited	Granted	100%
	E63/1915	14.48	Audalia Resources Limited	Application	0%
	G63/10	2.41	Audalia Resources Limited	Application	0%
	L63/94	2.90	Audalia Resources Limited	Application	0%