



**VICTORY GOLDFIELDS  
LIMITED**

**ACN 124 279 750**

**ANNUAL  
REPORT  
30 JUNE 2022**

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## Corporate Directory

### Directors

<b>Mr Trevor John Matthews</b>	Non-Executive Chairman
<b>Mr Brendan James Clark</b>	Executive Director
<b>Mr James Timothy Bahen</b>	Non-Executive Director

### Joint Company Secretary

**Mr James Timothy Bahen**  
**Mr Robert Featherby**

### Principal Place of Business

Suite 1  
295 Rokeby Road  
Subiaco WA 6008

### Registered Office

Suite 1  
295 Rokeby Road  
Subiaco WA 6008  
Telephone: +61 6555 2950

### Share Registry

Computershare Investor Services  
Yarra Falls  
452 Johnston Street  
Abbotsford VIC 3067

### Auditors

BDO Audit Pty Ltd  
Level 10  
12 Creek Street  
Brisbane QLD 4000

Your directors present their report on Victory Goldfields Limited (the Company) and its controlled entities (the Group) for the year ended 30 June 2022.

## Directors

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

Mr Trevor Matthews	Non-Executive Chairman (appointed 22 July 2021)
Mr Brendan Clark	Executive Director (appointed 22 July 2021)
Mr James Bahen	Non-Executive Director & Joint Company Secretary (appointed 22 July 2021)
Mr John Gilfillan	Non-Executive Director (appointed 6 November 2020; resigned 22 July 2021)
Mr Stephen Hewitt-Dutton	Non-Executive Director (Appointed 16 August 2017, resigned 22 July 2021)
Mr Simon Whybrow	Non-Executive Director (appointed 22 October 2020; resigned 22 July 2021)

## Principal Activities

During the financial year, the principal activity of the Company is focused upon the exploration and development of gold projects within the portfolio of underexplored and contiguous tenements in the Cue goldfields of Western Australia, being the Victory Tenements.

The Company's strategy is to undertake best practice exploration and develop JORC (2012) Mineral Resources and Ore Reserves within its contiguous tenement land holding, leveraging its land holding position,

Victory has systematically built a portfolio of assets in the Cue goldfields. Cue is located in the mid-west region of Western Australia, approximately 665 kilometres from Perth and the Cue goldfields are regarded as one of the most prestigious mining districts of Western Australia with a long and successful history of gold exploration and production.

The Victory Tenements have only been sporadically explored in the past for a variety of reasons including drilling access restrictions, tenements with different owners unable to conduct wholistic exploration programs and a lack of resources for previous holders of the Victory Tenements.

## Dividend Paid

No dividend from current year operations has been paid or is proposed to be paid in relation to the year ended 30 June 2022 (Nil:2021).

## Review of Operations

The loss for the consolidated entity after providing for income tax amounted to \$3,971,295 (30 June 2021: \$271,984).

### Control gained over entities, basis of preparation and comparative information

Victory Goldfields Limited (formerly Hughes Drilling Limited) completed the acquisition of Victory Cue Pty Ltd ("Victory Subsidiary") on 8 July 2021 and relisted on the ASX on 20 July 2021. As a result of the acquisition, the former shareholders of Victory Subsidiary effectively obtained control of the combined entity. Accordingly, under the principles of the Australian Accounting Standard AASB3 Business Combinations, Victory Subsidiary was deemed to be the accounting acquirer in this transaction. The acquisition has been accounted for as a share-based payment under AASB 2 by which Victory Subsidiary acquired the net assets and listing status of Victory Goldfields Limited (formerly Hughes Drilling Limited). Accordingly, the consolidated financial statements of Victory Goldfields Limited have been prepared as a continuation of the business and operations of Victory Subsidiary. As the deemed acquirer, Victory Subsidiary has accounted for the acquisition of Victory Goldfields Limited from 8 July 2021. The comparative information for the year ended 30 June 2021 presented in the consolidated financial statements are that of Victory Cue Pty Ltd. Where necessary, comparative information has been reclassified and repositioned for consistency with current period disclosures. Most of the accounting policies have changed from those of the former Victory Goldfields Limited (formerly Hughes Drilling Ltd) to those of the Victory Subsidiary.

On 8 July 2021, upon completion of the of the acquisition the Company closed the public offer to raise \$5,000,000 before costs through the issue of 25,000,000 fully paid ordinary shares at an issue price of \$0.20 per share.

On completion of the acquisition 8,750,000 shares were issued to Victory Cue Pty Ltd shareholders as well as 5,575,000 options and 4,703,466 performance shares. 9,750,000 shares were issued to convertible noteholders and 537,500 shares were issued to the Advisers in consideration of the services provided to the Company under the Adviser Offer. 4,600,000 Incentive options were also provided to

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Directors under the Directors incentive offer.

Following the completion of the acquisition, Mr John Gilfillan, Mr Stephen Hewitt-Dutton and Mr Simon Whybrow resigned as Directors. They were replaced by Mr Trevor John Matthews (Non-executive Chairman), Mr Brendan Clark (Executive Director) and James Bahen (Non-executive Director and company secretary).

## **Exploration**

### **North Stanmore Rare Earth Element Discovery**

The Company completed a 4400m air core drilling program which identified significant values of both heavy rare earth oxides (HREO) and light rare earth oxides (LREO).

Anomalous Yttrium (Y) values up to 4m @ 964ppm and Lanthanum, up to 4m @ 559ppm and Cerium up to 4m @ 475ppm were initially identified. As a result, 25 samples with elevated levels of Y were selected from the pulps of the initial assay program for re-assay by fusion ICPMS for the full suite of REEs. These results directed Victory to commission the services of an expert REE specialist and geochemist to interpret the results which reported an average Total Rare Earth Oxide (TREO) grade of 1020ppm and a Heavy Rare Earth Oxide (HREO) of 419ppm, with the highest TREO concentration reaching 3872ppm. The 25 samples occur over a strike length of 1km and a width of 200m that remains open in all directions. Significant levels of Scandium (Sc<sub>2</sub>O<sub>3</sub>) of an average of 60ppm and a maximum concentration of 94ppm have also been reported.

Subsequent to the end of the reporting period, the Company announced it had received the remaining 1086 sample assay results from the 4,400m air core drilling program and reported high grade Rare Earth Element (REE) results that confirm widespread REE mineralisation at the North Stanmore project.

Assays confirmed continued widespread REE mineralisation grading up to 3872ppm TREO. Intersections up to 20m thick were reported and the results displayed high ratio (26%) of NdPr and DyTb being valuable and rare, magnet REE metals. The results confirmed the continuity of mineralisation both down-hole and between holes over at least 1km<sup>2</sup>, which remains open in all directions.

The rare earth discovery has also been confirmed from drilling to be associated with several gold occurrences up to 1.7g/t in the area.

A follow up 9,000m air core drilling program has now commenced to extend Victory's REE discovery. To date, over 1,170 metres have been drilled using an AC drill rig. The drilling has intersected encouraging thickness of clays from surface across an area approximately 3km from the previously reported mineralisation with reported trace element vectors of REE being identified by XRF analysis. If the previously reported REE grades of up to 3,872ppm (TREO) in the ionic clay system discovery continue to be reported, then the emerging REE system will be of significant scale and importance to the Company. Samples are currently being prepared to be sent to the laboratory for fusion ICPMS analysis.

The aircore drilling program has been designed for the collection of REE samples which will also be used to commence Victory's initial metallurgical program for the emerging ionic clay REE system situated approximately 10km from town of Cue, Western Australia.

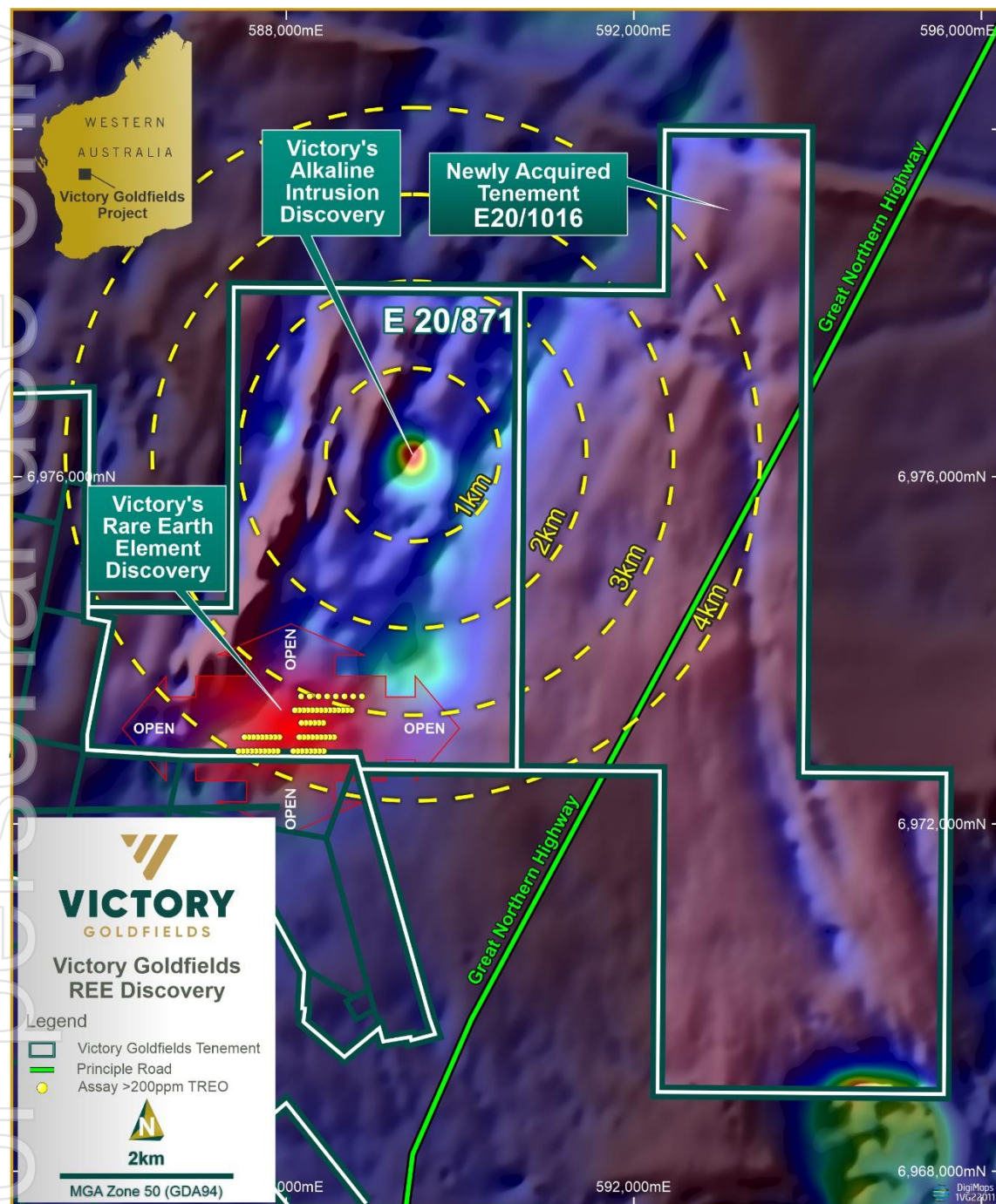
### **North Stanmore Alkaline Intrusion**

Upon further review of historical data, the Company identified and drilled a 290m diamond hole into a high impact bullseye magnetic anomaly exploration target within Victory's North Stanmore tenement area located approximately 3.5 kilometres north of the REE discovery.

The Company drilled a bullseye magnetic anomaly with assays, petrology and mineral chemistry confirming the anomaly being an Alkaline Intrusion. Alkaline Intrusions are the principal primary sources of many of the critical metals including the rare earth elements and scandium.

Assay samples were initially collected from 1-metre intervals, from a depth of 267m to 298m. Due to the extreme lithological variability in the core and the Ni-Co anomalism seen in aqua regia and 4 acid dissolution assays, a reconnaissance petrological study was undertaken by Emeritus Professor Kenneth Collerson at the University of Queensland (UQ) to interpret the rock type, mineralogy and specifically the Ni-Co host.

This significant discovery provided a plausible source that explains the heavy rare earth element and scandium anomalism also reported by the Company approximately 3.5km south of the intrusion



**Figure 1.** Map showing the location of the clay rare earth discovery and the alkaline intrusion at North Stanmore.

#### **Coodardy Mineral Resource Estimate**

The Company undertook a RC drilling program at Coodardy which was completed last year and assay results from 4-metre composite samples were reported late January 2022. One metre samples from gold intersections have since been fire assayed with the best intersections received during the quarter and tabulated below;

- 5m @ 15.2 g/t Au from 37-42m including 1m @ 54.3 g/t Au from 38-39m in 21CORC012
- 5m @ 8.75 g/t Au from 16-21m including 1m @ 33.4 g/t Au from 16-17m in 21CORC08
- 5m @ 7.86 g/t Au from 25-30m including 1m @ 30.8 g/t Au from 28-29m in 21CORC09
- 4m @ 3.52 g/t Au from 24-28m in 21CORC02
- 7m @ 1.4 g/t Au from 22-29m in 21CORC05

The RC drilling program was designed to convert the historical non-JORC compliant RAB and RC drilling to meet the requirements of JORC 2012. Drilling was undertaken using industry standard practice, including downhole surveying, suitable QAQC controls on assaying and sampling to ensure maximum representivity of samples, best practice recording and storage of lithologies and alteration, suitable for calculation of a potential mineral resource.

The structurally controlled gold mineralisation at Coodardy is associated with thin quartz veins, hosted by several rock types including weathered dolerite, basalt, black-shales and felsic porphyry. Goethite hematite alteration after carbonate is coincident with mineralisation, but sulphides are uncommon. Ultramafic schists (tremolite chlorite talc) are common on the footwall of black, graphite rich, shales. The Mineral Resource Estimate is ongoing and is schedule to be completed in the second half of 2022.

## Corporate

### Board and Management Changes

Mr. Brendan Clark was appointed as Executive Director of the Company. Executive Chairman, Mr. Trevor Matthews stepped down from his executive role and remained with the Company as Non-Executive Chairman.

### Change of Address

The company changed its principal place of business to Suite 1, 295 Rokeby Road, Subiaco, WA, 6008

### Annual Report - ASX Announcements

The Annual Report contains information extracted from ASX market announcements reported in accordance with the 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" (2012 JORC Code). Further details (including 2012 JORC Code reporting tables where applicable) of exploration results referred to in this Quarterly Activities Report can be found in the following announcements lodged on the ASX:

19/09/2022	Rare Earth System Emerging 3km From Existing Discovery
13/09/2022	9,000M Aircore Drilling Program to Commence
06/09/2022	Widespread Rare Earth Element System Confirmed
31/08/2022	Strategic Tenement Adjoining REE Discovery
10/08/2022	Major Alkaline Igneous Complex Discovered
20/07/2022	High Value Critical Rare Earth Element Discovery
05/07/2022	Significant Gold & Yttrium Anomalies Identified
29/05/2022	Victory Completes Drilling Program
04/05/2022	Exceptional Drilling Results
27/04/2022	Drilling Program Commences
05/04/2022	Potential IOCG Anomaly
01/04/2022	Board and Management Changes
03/03/2022	Initial Mineral Resource Estimate for Coodardy
25/01/2022	Outstanding High Grade Intersections at Coodardy
21/12/2021	Anomalous Gold Identified at Emily Wells North
23/11/2021	RC Drilling Completed for Three Projects
27/10/2021	RC Drilling Commenced Over Three Projects
26/10/2021	Auger Drilling Program Commences at Emily Wells North
07/10/2021	RC Drilling Over Three Projects to Commence Imminently
27/10/2021	RC Drilling Commenced Over Three Projects
26/10/2021	Auger Drilling Program Commences at Emily Wells North
11/10/2021	Notification regarding unquoted securities
07/10/2021	RC Drilling Over Three Projects to Commence Imminently
01/10/2021	Date of AGM and Closing Date for Director Nominations
30/09/2021	Appendix 4G & Corporate Governance Statement
30/09/2021	Annual Report to shareholders
24/09/2021	Application for quotation of securities
24/09/2021	Notification regarding unquoted securities
23/09/2021	Anomalous Gold Identified at Tuckanarra (Nemesis)
14/09/2021	Phase 1 Drilling Completed
10/09/2021	Expiry of Escrow Restrictions
25/08/2021	Victory Progresses Diamond Drilling on Advanced Projects
19/08/2021	Appointment of Joint Company Secretary
12/08/2021	Commencement of Coodardy Diamond Drilling
05/08/2021	Commencement of Auger Drilling
26/07/2021	Investor Presentation - July 2021
22/07/2021	Victory Goldfields Completes Capital Raising and Listing

These announcements are available for viewing on the Company's website [www.victorygoldfields.com.au](http://www.victorygoldfields.com.au). Victory confirms that it is not aware of any new information or data that materially affects the information included in any original ASX announcement.

#### **Competent Person Statement**

Statements contained in this report relating to exploration results, scientific evaluation, and potential, are based on information evaluated by Professor Ken Collerson. Professor Collerson (PhD) Principal of KDC Consulting, and a Fellow of the Australasian Institute of Mining and Metallurgy (AusIMM), is a geochemist/geologist with sufficient relevant experience in relation to rare earth element and critical metal mineralisation being reported on, to qualify as a Competent Person as defined in the Australian Code for Reporting of Identified Mineral resources and Ore reserves (JORC Code 2012). Professor Collerson consents to the use of this information in this report in the form and context in which it appears.

The historical exploration activities and results contained in this report is based on information compiled by Michael Busbridge, a Member of the Australian Institute of Geoscientists and a Member of the Society of Economic Geologists. He is a consultant to Victory Goldfields Pty Ltd. He has sufficient experience which is relevant to the style of mineralisation and types of deposits under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Michael Busbridge has consented to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Statements contained in this report relating to Rare Earth exploration results, scientific evaluation, and potential, are based on information evaluated by Professor Ken Collerson. Professor Collerson (PhD) Principal of KDC Consulting, and a Fellow of the Australasian Institute of Mining and Metallurgy (AusIMM), is a geochemist/geologist with sufficient relevant experience in relation to rare earth element and critical metal mineralisation being reported on, to qualify as a Competent Person as defined in the Australian Code for Reporting of Identified Mineral resources and Ore reserves (JORC Code 2012). Professor Collerson consents to the use of this information in this report in the form and context in which it appears.

The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements in relation to the exploration results. The Company confirms that the form and context in which the competent persons findings have not been materially modified from the original announcement.

### **Significant Changes in State of Affairs**

Other than as described in the Review of Operations above, there were no significant changes in the state of affairs of the Group during the financial year.

### **Events After the Reporting Date**

On 28 September 2022, the company completed a Placement for \$2,000,000 (before costs) ("Placement") through the issue of 10,000,000 fully paid ordinary shares at \$0.20 per share ("Placement Shares") plus 5,000,000 unlisted options ("Placement Options") with an exercise price of \$0.30 and a maturity date 24 months from the date of issue (with each investor to receive one option for every two shares subscribed for under the Placement). The Placement Options will be issued subject to shareholder approval.

There are no other matters or circumstances which have arisen since year end which significantly affected or may significantly affect the operations of the company, results of those operations, or the state of the affairs of the entity in subsequent periods.

### **Future Developments**

Further information, other than as disclosed the Directors' report, about likely developments in the operations of the Company and the expected results of those operations in future periods has not been included in this report as disclosure of this information would be likely to result in unreasonable prejudice to the Company.

### **Information on Directors**

The following persons were directors of the Company during the year ended 30 June 2022 and up to the date of this report:

**Mr Trevor Matthews** (appointed 22 July 2021)  
**Non-Executive Chairman**

Mr Trevor Matthews has an accounting and finance background with over thirty (30) years' experience in the resources industry including roles with diversified resources companies North and WMC Resources in executive-level positions. His current role is managing director for Volt Resources Ltd with his two (2) previous roles as managing director for MZI Resources (2012-16) and Murchison Metals (2005-12). During his career Mr Matthews has gained considerable experience managing many nascent greenfields resource projects through to production. Consequently, he has extensive executive management experience of feasibility studies, project planning/development, coordination and leveraging capital markets effectively to secure the appropriate mix of debt/equity funding, to successfully develop a mining project.

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Mr Matthews has a Bachelor of Commerce degree from the University of Western Australia and a post-graduate Diploma in Applied Finance and Investment.

**Other current directorships of listed public companies:** Volt Resources Limited (appointed 1 May 2020)  
Resource Mining Corporation Limited (appointed 22 November 2021)

**Former directorships in last three years:** Nil

**Special responsibilities:** Nil

**Interests in shares and options**

1,845,748 ordinary shares  
3,096,364 options over ordinary shares  
878,059 performance shares

**Mr Brendan Clark** (appointed 22 July 2021)

**Executive Director**

Mr Brendan Clark is a Western Australian born entrepreneur and philanthropist who commenced his career in real estate and property development. After commercial success at a young age, he relocated to Zambia in 2013 to dedicate his time to his charity, Health Hope Zambia, by developing the country's largest malnutrition hospital and the country's largest not-for-profit ambulance and mobile medical clinic service.

He is the chief executive officer and co-founder of several Zambian based mining development and exploration companies which have a range of projects from reprocessing high-grade copper and cobalt tailings ore to large scale exploration for base and precious metals.

**Other current directorships of listed public companies:** Nil

**Former directorships in last three years:** Nil

**Special responsibilities:** Nil

**Interests in shares and options**

1,783,248 ordinary shares  
2,396,361 options over ordinary shares  
878,059 performance shares

**Mr James Bahen** (appointed 22 July 2021)

**Non-Executive Director**

Mr James Bahen director and equity partner of SmallCap Corporate and chartered secretary who commenced his career in audit and assurance with an international chartered accounting firm. Mr Bahen is currently a non-executive director and company secretary to a number of ASX-listed companies and has a broad range of corporate governance and capital markets experience, having been involved with public company listings, mergers and acquisitions transactions and capital raisings for ASX-listed companies across the resource industry.

Mr Bahen is a member of the Governance Institute of Australia and holds a Graduate Diploma of Applied Finance and a Bachelor of Commerce degree majoring in accounting and finance.

**Other current directorships of listed public companies:** UUV Aquabotix Limited (appointed 23 October 2020)  
Cosmos Exploration Limited (appointed 17 August 2022)

**Former directorships in last three years:** Minrex Resources Limited

**Special responsibilities:** Joint Company Secretary

**Interests in shares and options**

50,000 ordinary shares  
1,299,999 options over ordinary shares

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**Mr John Giffillan** (appointed 6 November 2020; resigned 22 July 2021)  
**Non-Executive Director**

Mr John Giffillan has worked in the financial services sector for the last twenty-six year including operating and owning his own practice for the last twenty years. He has also consulted to various corporate advisers and been involved in numerous ASX transactions. Mr Giffillan is an experienced company director having been involved in both technology and resource sectors.

**Other current directorships:** Empire Oil & Gas NL (appointed 20 March 2018)  
Rision Limited (appointed 30 November 2018)

**Former directorships in last three years:** Nil

**Special responsibilities:** Nil

**Interests in shares and options**

Nil ordinary shares

Nil options over ordinary shares

**Mr Stephen Hewitt-Dutton** (appointed 16 August 2017; resigned 22 July 2021)  
**Non-Executive Director**

Stephen is an Accountant and an Associate Director of Trident Capital Pty Ltd. He holds a Bachelor of Business from Curtin University and is an affiliate of the Institute of Chartered Accountants. He has over 25 years of experience in corporate finance, accounting and company secretarial matters.

Before joining Trident Capital, Stephen was an Associate Director of Carmichael Corporate where he assisted clients by providing equity market, IPO and M&A advice and assistance. He has also held Financial Controller and Company Secretary positions for both public and private companies for in excess of 17 years.

**Other current directorships:** Empire Oil & Gas NL (appointed 20 March 2018)  
Dragontail Systems Limited (appointed 11 June 2018)

**Former directorships in last three years:** Nil

**Special responsibilities:** Nil

**Interests in shares and options**

Nil ordinary shares

Nil options over ordinary shares

**Mr Simon Whybrow** (appointed 22 October 2020; resigned 22 July 2021)  
**Non-Executive Director**

Mr Simon Whybrow is a Certified Practicing Accountant and Chartered Secretary with extensive experience and key strengths in financial administration and control, boardroom practices, corporate and business strategy, process improvement, and general management. He has over twenty-five years corporate and commercial experience within both ASX listed and unlisted companies.

**Other current directorships:** Nil

**Former directorships in last three years:** Nil

**Special responsibilities:** Nil

**Interests in shares and options**

Nil ordinary shares

Nil options over ordinary shares

**Mr Robert Featherby** (appointed 19 August 2021)  
**Joint Company Secretary**

Mr Featherby is a Corporate Advisory Executive who holds a Bachelor of Commerce Degree majoring in Finance and Economics. Mr Featherby has an extensive number of years' experience in the finance industry, most recently spending 4 years in London working at a leading investment research provider in the private equity sector.

## Meetings of Directors

The number of directors' meetings held during the financial year and the number of meetings attended by each director is:

Director	Number Eligible to Attend	Meetings Attended
Trevor Matthews	10	10
Brendan Clark	10	10
James Bahen	10	10

The Company does not have a formally constituted audit committee as the board considers that the Company's size and type of operation do not warrant such a committee.

## Indemnification of officers and auditors

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

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

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

## Proceedings on behalf of the company

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

## Auditor's independence declaration

The auditor's independence declaration is included on page 36 of the Annual Report.

## Remuneration Report (Audited)

### Remuneration of Directors and Officers

This remuneration report, which forms part of the Directors' Report, sets out information about the remuneration of the Company's Key Management Personnel for the financial year ended 30 June 2022.

The Directors who are in office at the date of this report had no involvement in adopting, implementing or complying with the prior remuneration policies.

This report outlines the remuneration arrangements in place for Directors and other key management personnel of the Company.

#### Directors

Mr Trevor Matthews	Non-Executive Chairman	(Appointed 22 July 2021)
Mr Brendan Clark	Executive Director	(Appointed 22 July 2021)
Mr James Bahen	Non-Executive Director	(Appointed 22 July 2021)
Mr Stephen Hewitt-Dutton	Non – Executive Director	(Appointed 16 August 2017; Resigned 22 July 2021)
Mr John Gilfillan	Non-Executive Director	(Appointed 6 November 2020; Resigned 22 July 2021)
Mr Simon Whybrow	Non-Executive Director	(Appointed 22 October 2020; Resigned 22 July 2021)

Upon listing of Victory Goldfields Limited, Mr Trevor Matthews was appointed the Executive Chairman and Mr Brendan Clark was appointed as Non-Executive Director. Mr Trevor Matthews stepped down into a Non-Executive Chairman role from 1 April 2022 and Mr Brendan Clark stepped up to an Executive Director role.

The information provided in this remuneration report has been audited as required by Section 308(3C) of the Corporations Act 2001.

#### Remuneration Philosophy

The performance of the Company depends on the quality of its Directors and therefore the Company must attract, motivate and retain appropriately qualified industry personnel. The Company embodies the following principles in its remuneration framework:

- provide competitive rewards to attract and retain high calibre Directors and other Key Management Personnel;
- link executive rewards to shareholder value (by the granting of share options);
- link reward with the strategic goals and performance of the Company; and
- ensure total remuneration is competitive by market standards.

#### Remuneration Governance

Due to its size, the Company does not have a remuneration committee. The Board has not used remuneration consultants in determining the remuneration of Key Management Personnel. The compensation of Directors is reviewed by the Board annually. The compensation of other Key Management Personnel is also reviewed by the Board annually.

The Board assesses the appropriateness of the nature and amount of remuneration of such persons on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum shareholder benefit from retention of high-quality Directors and other Key Management Personnel. External advice on remuneration matters is sought whenever the Board deems it necessary but has not been sought during the reporting period.

The remuneration of the Directors and other Key Management Personnel is not dependent on the satisfaction of a performance condition other than set out in this report.

#### Non-Executive Director Remuneration

The Board seeks to set remuneration of Non-Executive Directors at a level which provides the Company with the ability to attract and retain Directors of the highest calibre, whilst incurring a cost which is appropriate at this stage of the Company's development.

In addition, Non-Executive Directors are entitled to be paid reasonable travelling, accommodation and other expenses incurred as a consequence of their attendance at meetings of Directors and otherwise in the execution of their duties as Directors.

No bonuses were declared or paid to the Directors during the year (2021:NIL).

#### Executive Remuneration

There were no executive employees during the year.

#### Details of remuneration for the year ended 30 June 2022

	<i>Trevor Matthews</i> \$	<i>Brendan Clark</i> \$	<i>James Bahen</i> \$	<i>John Gilfillan</i> \$	<i>Simon Whybrow</i> \$	<i>Stephen Hewitt- Dutton</i> \$	<i>Total</i> \$
<b>2022</b>							
<b>Short-term benefits</b>							
Cash salary and fees	130,165	46,022	36,135	-	-	-	212,322
<b>Post-Employment Benefits</b>							
Pension & Superannuation	-	-	-	-	-	-	-
<b>Long-term benefits</b>							
Annual and long service leave	-	-	-	-	-	-	-
Share-based payments	212,357	138,031	138,031	-	-	-	488,419
<b>Total</b>	<b>342,521</b>	<b>184,053</b>	<b>174,166</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>700,741</b>
<b>2021</b>							
<b>Short-term benefits</b>							
Cash salary and fees	-	-	-	-	-	-	-
<b>Post-Employment Benefits</b>							
Pension & Superannuation	-	-	-	-	-	-	-
Share-based payments	-	-	-	-	-	-	-
<b>Long-term benefits</b>							
Annual and long service leave	-	-	-	-	-	-	-
Share-based payments	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

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**Service agreements**

Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

Name:	Trevor Matthews
Title:	Executive Chairman
Agreement commenced:	22 July 2021
Agreement concluded:	1 April 2022
Details:	Base consultancy fees per annum of \$164,250 + GST. 1 month termination notice by the company, no notice period by the consultant provided they step down as Executive Chairman of the company, non-solicitation and non-compete clauses.
Name:	Brendan Clark
Title:	Executive Director
Agreement commenced:	1 April 2022
Term of agreement:	-
Details:	Base consultancy fees per annum of \$75,000 + GST, performance rights consisting of the following: 250,000 of the Company's existing Class A Performance Rights (vesting on the 20-day VWAP of the Company's shares reaching \$0.30) and 250,000 of the Company's existing Class B Performance Rights (vesting on the 20-day VWAP of the Company's shares reaching \$0.30). As at the date of this report the Board are still to determine the final terms and conditions of the Performance Rights, subject to shareholder approval. 1 month termination notice by the company, no notice period by the consultant provided they step down as a Director of the company, non-solicitation and non-compete clauses.

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

	Fixed remuneration		At risk – Short Term Incentives		At risk – Long Term Incentives	
	2022	2021	2022	2021	2022	2021
<b>DIRECTORS</b>						
Trevor Matthews	100%	-	-	-	-	-
Brendan Clark	100%	-	-	-	-	-
James Bahen	100%	-	-	-	-	-

Upon listing of Victory Goldfields Limited, Mr Trevor Matthews was appointed the Executive Chairman and Mr Brendan Clark was appointed as Non-Executive Director. Mr Trevor Matthews stepped down into a Non-Executive Chairman role from 1 April 2022 and Mr Brendan Clark stepped up to an Executive Director role.

**Shareholding of key management personnel**

The number of shares in the company held during the financial year by each director including their personally related parties, is set out below:

	Balance 01/07/20	Additions/ Consolidation	Balance 30/06/21	Balance 1/07/21	Performance Shares <sup>1</sup>	Additions	Balance 30/06/22
<b>DIRECTORS</b>							
Trevor Matthews	-	-	-	-	878,059	967,689	1,845,748
Brendan Clark	-	-	-	-	878,059	905,189	1,783,248
James Bahen	-	-	-	-	-	50,000	50,000
<b>TOTAL</b>	-	-	-	-	<b>1,756,118</b>	<b>3,678,996</b>	<b>3,678,996</b>

<sup>1</sup>Performance shares issued during the year relate to the Reverse Acquisition and do not form part of the Director Remuneration.

**Option holding of key management personnel**

The number of options over ordinary shares in the company held during the financial year by each director and other members of key management personnel of the Company, including their personally related parties, is set out below:

	Balance 01/07/20	Additions/ Consolidation	Balance 30/06/21	Balance 1/07/21	Consideration Options	Performance Options	Balance 30/06/22
<b>DIRECTORS</b>							
Trevor Matthews	-	-	-	-	1,096,362	2,000,002	3,096,364
Brendan Clark	-	-	-	-	1,096,362	1,299,999	2,396,361
James Bahen	-	-	-	-	-	1,299,999	1,299,999
<b>TOTAL</b>	-	-	-	-	<b>2,192,724</b>	<b>4,600,000</b>	<b>6,792,724</b>

<sup>1</sup>Performance options issued during the year were issued to Directors in conjunction with the Reverse Acquisition.

**VICTORY GOLDFIELDS LIMITED**  
**ACN 124 279 750**  
**Annual Report for the Year Ended 30 June 2022**  
**Directors Report**



Director Incentive Based Options were granted during the year (2021: NIL).

**Share-based compensation**

*Issue of shares*

There were no shares issued to Directors as part of compensation during the year ended 30 June 2022 (2021:Nil).

*Options*

The terms and conditions of each grant of options over ordinary shares affecting remuneration of directors and other key management personnel in this financial year or future reporting years are as follows:

Name	Number of options granted	Grant date	Vesting date and exercisable date	Expiry date	Exercise price	Fair value per option at grant date
Trevor Matthews	666,668	20/07/2021	20/07/2022	20/07/2024	\$0.30	\$0.118
Trevor Matthews	666,667	20/07/2021	20/07/2022	20/07/2024	\$0.35	\$0.112
Trevor Matthews	666,667	20/07/2021	20/07/2022	20/07/2024	\$0.40	\$0.107
Brendan Clark	433,333	20/07/2021	20/07/2022	20/07/2024	\$0.30	\$0.118
Brendan Clark	433,333	20/07/2021	20/07/2022	20/07/2024	\$0.35	\$0.112
Brendan Clark	433,333	20/07/2021	20/07/2022	20/07/2024	\$0.40	\$0.107
James Bahen	433,333	20/07/2021	20/07/2022	20/07/2024	\$0.30	\$0.118
James Bahen	433,333	20/07/2021	20/07/2022	20/07/2024	\$0.35	\$0.112
James Bahen	433,333	20/07/2021	20/07/2022	20/07/2024	\$0.40	\$0.107

Options granted carry no dividend or voting rights.

All options were granted over unissued fully paid ordinary shares in the company. Options vest based on the provision of service over the vesting period whereby the Directors becomes beneficially entitled to the option on vesting date. Options are exercisable by the holder as from the vesting date. There has not been any alteration to the terms or conditions of the grant since the grant date. There are no amounts paid or payable by the recipient in relation to the granting of such options other than on their potential exercise.

Values of options over ordinary shares granted, exercised and lapsed for directors and other key management personnel as part of compensation during the year ended 30 June 2022 are set out below:

Name	Value of options granted during the year \$	Value of options exercised during the year \$	Value of options lapsed during the year \$
Trevor Matthews	212,357	-	-
Brendan Clark	138,031	-	-
James Bahen	138,031	-	-
Total	488,419		

**Additional information**

The earnings of the consolidated entity for the three years to 30 June 2022 are summarised below:

	2022 \$	2021 <sup>1</sup> \$	2020 <sup>1</sup> \$
Sales revenue	-	-	-
EBITDA	(3,822,281)	(290,316)	(74,744)
EBIT	(3,953,412)	(290,316)	(74,744)
Loss after income tax	(3,971,295)	(290,316)	(74,744)

<sup>1</sup> Victory Goldfields Limited (Previously Hughes Drilling Limited)

Comparative figures for the years ended 30 June 2018 and 30 June 2019 have not been disclosed as the entity was not listed during this period and reliable information is unable to be provided at this time.

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

	2022	2021	2020
Share price at financial year end (\$)	\$0.10	-	-
Total dividends declared (cents per share)	-	-	-
Basic loss per share (cents per share)	(8.88)	(12.64)	(3.26)

#### Option holding

The number of options over ordinary shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
<i>Options over ordinary shares</i>					
Trevor Matthews	-	3,096,364	-	-	3,096,364
Brendan Clark	-	2,396,361	-	-	2,396,361
James Bahen	-	1,299,999	-	-	1,299,999
	-	6,792,724	-	-	6,792,724

#### Related party receivable

At the date of this report, there are no related party receivables or payables.

This concludes the remuneration report which has been audited.

#### Shares under Option

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

Grant Date	Expiry Date	Exercise Price	Number under Option
16 July 2021	31 December 2022	\$0.20	9,750,000
16 July 2021	16 July 2023	\$0.20	5,575,000
16 July 2021	16 July 2024	\$0.30	1,533,334
16 July 2021	16 July 2024	\$0.35	1,533,333
16 July 2021	16 July 2024	\$0.40	1,533,333

In addition, to the above options, there are also 4,703,466 performance shares on issue at the date of this report which expire 21 July 2024. Each performance share is convertible into a fully paid ordinary share in the capital of the Company for nil consideration upon achieving the following milestone: -

- The Company delineates a JORC compliant resource in excess of 200,000 oz of gold at a grade equal to or in excess of 2 grams per tonne on the Victory Tenements.

#### Auditor Remuneration

The Group may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Group are important. Details of amounts paid to the Company's auditors, BDO, are set out below.

	30 June 2022	30 June 2021
	\$	\$
Audit and review of financial report (BDO)	59,045	-
	59,045	-

The Directors are satisfied that the provision of non-audit services during the financial year, by the auditors (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The Directors are of the opinion that the services as disclosed above do not compromise the external auditor's independence for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor, and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

This Directors report is signed in accordance with a resolution of the Board of Directors made pursuant to s.298(2) of the Corporations Act 2001.

On behalf of the Directors,



**Trevor Matthews**  
**Non-Executive Chairman**  
Perth, 29 September 2022

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE  
INCOME FOR THE YEAR ENDED 30 JUNE 2022**

	Note	30 June 2022 \$	30 June 2021 \$
General and administrative expenses		(214,680)	(1,380)
Consultancy expenses		(80,453)	-
Director fees		(212,302)	-
Amortisation and depreciation expenses		(131,131)	(660)
Exploration Expenditure		-	(247,398)
Listing expenses recognised on acquisition	24	(2,629,780)	-
Share-based payment expenses		(488,419)	-
Professional and legal fees		(156,602)	(19,542)
Finance expenses		(17,883)	-
Insurance		(40,045)	(3,004)
<b>Loss before income tax</b>		<b>(3,971,295)</b>	<b>(271,984)</b>
Income tax (expense)	4	-	-
<b>Loss after income tax for the year</b>		<b>(3,971,295)</b>	<b>(271,984)</b>
Other Comprehensive Income		-	-
<b>Total Comprehensive Loss for the year</b>		<b>(3,971,295)</b>	<b>(271,984)</b>
<b>Earning per share for the loss attributable to ordinary equity holders of the company – cents/share</b>			
- Diluted loss per share	21	(8.88)	(3.11)
- Basic loss per share	21	(8.88)	(3.11)

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

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2022**

	Note	30 June 2022 \$	30 June 2021 \$
<b>Current assets</b>			
Cash and cash equivalents	5	1,895,098	4,024
Prepayments		73,919	-
Other receivables	6	86,040	9,412
Other assets		2,000	-
<b>TOTAL CURRENT ASSETS</b>		<b>2,057,057</b>	<b>13,436</b>
<b>Non-current assets</b>			
Capitalised exploration and evaluation	7	1,717,167	-
Property, plant & equipment	8	18,164	-
Right of use asset	9	451,805	-
Other assets	6	50,000	-
<b>Total non-current assets</b>		<b>2,237,136</b>	<b>-</b>
<b>TOTAL ASSETS</b>		<b>4,294,193</b>	<b>13,436</b>
<b>Current liabilities</b>			
Trade and other payables	10	497,338	277,583
Lease liabilities	9	189,908	-
<b>TOTAL CURRENT LIABILITIES</b>		<b>687,246</b>	<b>277,583</b>
<b>Non-current liabilities</b>			
Borrowings	11	-	46,864
Lease liabilities	9	197,948	-
<b>Total non-current liabilities</b>		<b>197,948</b>	<b>46,864</b>
<b>TOTAL LIABILITIES</b>		<b>885,194</b>	<b>324,447</b>
<b>NET ASSETS/(LIABILITIES)</b>		<b>3,408,999</b>	<b>(311,011)</b>
<b>EQUITY</b>			
Contributed equity	12	7,479,137	276,251
Reserves	14	488,419	-
Accumulated losses		(4,558,557)	(587,262)
<b>NET ASSETS/(DEFICIENCY)</b>		<b>3,408,999</b>	<b>(311,011)</b>

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2022

	Contributed equity \$	Reserves \$	Accumulated losses \$	Total \$
<b>Balance 1 July 2020</b>	<b>276,251</b>	-	<b>(315,278)</b>	<b>(39,027)</b>
Loss for the year	-	-	(271,984)	(271,984)
Other Comprehensive Income	-	-	-	-
<b>Total comprehensive loss for the year</b>	<b>-</b>	<b>-</b>	<b>(271,984)</b>	<b>(271,984)</b>
<b>Balance at 30 June 2021</b>	<b>276,251</b>	<b>-</b>	<b>(587,262)</b>	<b>(311,011)</b>
Balance 1 July 2021	276,251	-	(587,262)	(311,011)
Loss for the year	-	-	(3,971,295)	(3,971,295)
Other Comprehensive Income	-	-	-	-
<b>Total comprehensive loss for the year</b>	<b>-</b>	<b>-</b>	<b>(3,971,295)</b>	<b>(3,971,295)</b>
<b>Transactions with owners in their capacity as owners:</b>				
Proceeds from share issue	7,656,886			7,656,886
Share issue costs	(454,000) <sup>1</sup>			(454,000)
Issue of options	-	488,419	-	488,419
<b>Balance at 30 June 2022</b>	<b>7,479,137</b>	<b>488,419</b>	<b>(4,558,557)</b>	<b>3,408,999</b>

<sup>1</sup> Comprises cash and non-cash components

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

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2022

	Note	30 June 2022 \$	30 June 2021 \$
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Payments to suppliers and employees (GST inclusive)		(789,908)	(65,083)
Interest paid		(17,807)	-
Interest received		295	-
<b>Net cash generated (used in) operating activities</b>	15	<b>(807,420)</b>	<b>(65,083)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Payments for property, plant and equipment	8	(31,052)	-
Payments for exploration and evaluation expenditure		(1,631,701)	-
Cash acquired on acquisition of subsidiary	24	5,000,940	-
<b>Net cash used in investing activities</b>		<b>3,338,187</b>	<b>-</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Repayment of loan	17(b)	(26,000)	-
Proceeds from loan	17(b)	-	46,864
Payment for lease option	9	(30,000)	-
Payment for lease deposit	9	(50,000)	-
Payment for lease liabilities		(202,193)	-
Costs in relation to share issuance	12	(331,500)	-
<b>Net cash generated by financing activities</b>		<b>(639,693)</b>	<b>46,864</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>		<b>1,891,074</b>	<b>(18,219)</b>
<b>CASH AT THE BEGINNING OF THE YEAR</b>		<b>4,024</b>	<b>22,243</b>
<b>CASH AT THE END OF THE YEAR</b>	5	<b>1,895,098</b>	<b>4,024</b>

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

## GENERAL INFORMATION

Victory Cue Pty Ltd's registered office is Suite 1, 295 Rokeby Road, Subiaco WA 6008.

The financial statements are presented in English and Australian dollars.

The financial report was authorised for issue by the Directors of the Company on 29 September 2022.

This financial report covers the Consolidated Entity of Victory Goldfields Limited (the "Company" or "Parent") and its controlled entities (together referred to as the "Consolidated Entity" or "Group"). Victory Goldfields Limited is a listed public company, incorporated and domiciled in Australia.

The following is a summary of the material accounting policies adopted by the Consolidated Entity in the preparation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

### 1. BASIS OF PREPARATION

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

#### Compliance with IFRS

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

#### Historical cost convention

The financial statements have been prepared on an accruals basis and are based on historical costs.

#### a) Reverse Acquisition Accounting

On 8 July 2021, Victory Goldfields Limited (formerly Hughes Drilling Limited), the legal parent and legal acquirer, completed the acquisition of Victory Cue Pty Ltd ("Victory Cue"). The acquisition did not meet the definition of a business combination in accordance with AASB 3 Business Combinations as Victory Goldfields Limited was not considered to be a business. The transaction was therefore accounted for under Australian Accounting Standards AASB 2 Share based payments, whereby Victory Cue has issued shares in exchange for the net assets of Victory Goldfields Limited, together with its listing status. Because the consolidated financial statements of the merged group will represent a continuation of the financial statements of Victory Cue, the principles and guidance on the preparation and presentation of the consolidated financial statements will be applied as follows: -

- A share based payment transaction arises whereby Victory Cue is deemed to have issued shares in exchange for the net assets of the Company (together with the listing status of the Company). The listing status does not qualify for recognition as an intangible asset and the relevant costs will therefore be expensed in profit or loss as a listing expense.
- The equity structure (the number and type of equity instruments issued) at the date of the acquisition will reflect the equity structure of the Company, including the equity instruments issued to affect the acquisition;
- Accumulated losses and other equity balances carried forward at acquisition date will be of Victory Cue.

The impact of the reverse acquisition on each of the primary statements is as follows:

#### Statement of Profit or Loss and Other Comprehensive Income:

- for the year to 30 June 2022 comprises twelve months of Victory Cue and the period from 8 July 2021 to 30 June 2022 of Victory Goldfields Limited; and
- for the comparative period comprises 1 July 2020 to June 2021 of Victory Cue.

#### Statement of Financial Position:

- as at 30 June 2022 represents both Victory Cue and Victory Goldfields Limited as at that date; and
- as at 30 June 2021 represents Victory Cue as at that date.

#### Statement of Changes in Equity:

- for the year ended 30 June 2022 comprises Victory Cue at 1 July 2021, its loss for the twelve months and transactions with equity holders for twelve months. It also comprises the loss incurred and transactions with equity holders from 8 July 2021 to 30 June 2022 of Victory Goldfields Limited; and
- for the comparative period comprises 1 July 2020 to 30 June 2021 of Victory Cue.

**Statement of Cash Flows:**

- for the year ended 30 June 2022 comprises the cash balance of Victory Cue, as at 1 July 2021, the cash transactions for the twelve months, including operating cashflows, investing cash flows and transactions with equity holders for twelve months. It also comprises cash transactions from 8 July 2021 to 30 June 2022 of Victory Goldfields Limited; and
- for the comparative period comprises 1 July 2020 to 30 June 2021 of Victory Cue's cash transactions.

**Comparative information**

The comparative information disclosed in the financial statements represents those of Victory Cue Pty Ltd. When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

**b) Consolidation**

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Victory Goldfields Limited as at 30 June 2022 and the results of all subsidiaries for the year then ended. Victory Goldfields Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

**c) Going concern**

The Directors have prepared the financial report on a going concern basis, which contemplates the continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business.

As at 30 June 2022, the group incurred a loss after income tax of \$3,971,295 (2021: \$271,984) and has net assets of \$3,408,999 (2021: net liability of \$311,011).

Accordingly, the Directors are of the opinion that the use of the going concern basis of accounting is appropriate as they are satisfied that the group has sufficient funds or ability to raise additional funds to operate the group for a period of at least 12 months from the date of this report.

**d) New and amended standard adopted by the Group**

No new standards and amendments to standards that are mandatory for the first time for the financial year beginning 1 July 2021 materially affected any of the amounts recognised in the current period or any prior period and are not likely to affect future periods.

**2. SIGNIFICANT ACCOUNTING POLICIES**

**a) Segment reporting**

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

**b) Income Tax**

Income tax expense comprises current and deferred tax. Income tax expense is recognised in profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

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

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

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

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

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

**c) Cash and cash equivalents**

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

**d) Property, plant and equipment**

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

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

Plant and equipment

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date. Useful life varies between 2 to 5 years

Leasehold improvements are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter. Useful life applied to leasehold improvements is 3 years.

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

**e) Exploration and evaluation assets**

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

A regular review has been undertaken on each area of interest to determine the appropriateness of continuing to carry forward assets in relation to that area of interest.

**f) Right of use assets**

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

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

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

**g) Impairment of non-financial assets**

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

**h) Financial instruments**

*Recognition, initial measurement and derecognition*

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

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

*Classifications are determined by both:*

- The Group's business model for managing the financial asset
- The contractual cash flow characteristics of the financial assets

*Subsequent measurement of financial assets most relevant to the Group*

*Financial assets at amortised cost*

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as fair value through profit or loss):

- they are held within a business model whose objective is to hold the financial assets and 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. Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, receivables fall into this category of financial instruments.

*Impairment of financial assets*

AASB 9's impairment requirements use more forward-looking information to recognize expected credit losses – the 'expected credit losses (ECL) model'.

The Group considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

*Trade receivables*

The Group makes use of a simplified approach in accounting for trade receivables and records the loss allowance at the amount equal to the expected lifetime credit losses. In using this practical expedient, the Group uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix.

The Group assess impairment of trade receivables on a collective basis as they possess credit risk characteristics based on the days past due. The Group has nil trade receivables as at 30 June 2022 (2021: Nil).

*Classification and measurement of financial liabilities*

The Group's financial liabilities include trade and other payables.

**i) Trade and other payables**

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30-40 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date.

**j) Lease liabilities**

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the consolidated entity's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index, or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of-use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

**k) Borrowings**

Borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

**l) Share-Based Payments**

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

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services.

The cost of equity-settled transactions is measured at fair value on grant date. Fair value is independently determined using the Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the consolidated entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

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

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

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

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

**m) Fair value measurement**

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

**n) Contributed equity**

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

**o) Earnings per share**

*(i) Basic earnings per share*

Basic earnings per share is determined by dividing net profit after income tax attributable to members of the parent, excluding any costs of servicing equity, other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

*(ii) Diluted earnings per share*

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of additional shares that would be outstanding assuming the conversion of all dilutive potential ordinary shares.

**p) Goods and Services Tax (GST)**

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

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the Statement of Financial Position. Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flows.

**q) Employee Benefits**

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

**r) Impact of new or amended accounting standards and interpretations issued but not yet effective**

New or amended accounting standards and interpretations issued but not yet effective for reporting period 30 June 2022 will not have any significant impact on the financial statements of the Group.

**3. CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS**

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

*Share-based payment transactions*

The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using the Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. Refer to note 13 for further information.

*Lease term*

The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease commencement date. Factors considered may include the importance of the asset to the consolidated entity's operations; comparison of terms and conditions to prevailing market rates; incurrence of significant penalties; existence of significant leasehold improvements; and the costs and disruption to replace the asset. The consolidated entity reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

*Incremental borrowing rate*

Where the interest rate implicit in a lease cannot be readily determined, an incremental borrowing rate is estimated to discount future lease payments to measure the present value of the lease liability at the lease commencement date. Such a rate is based on what the consolidated entity estimates it would have to pay a third party to borrow the funds necessary to obtain an asset of a similar value to the right-of-use asset, with similar terms, security and economic environment.

**4. TAX**

	30 June 2022	30 June 2021
	\$	\$
<b>Income tax expense</b>		
Current tax expense	-	-
Deferred tax expense	-	-
Total income tax expense	-	-

**Reconciliation**

Loss before income tax expense	(3,971,295)	(271,984)
Prima facie income tax expense/(benefit) at 25% (2021:26%)	(992,824)	(70,716)
Tax effect of permanent differences	122,105	-
Tax effect of accounting recognition of reverse acquisition	657,445	-
Deferred tax balances not brought to account	(31,505)	-
Revenue losses not brought to account	244,779	70,716
Income tax expense/(benefit)	-	-

**Tax losses**

Deferred tax assets not recognised at 25% (2021:26%):

Provisions and accruals	16,086	-
Capital raising costs	65,999	-
Carried forward revenue losses	244,779	70,716
Total	326,864	70,716

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 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 liabilities not recognised at 25% (2021:26%):

Prepayments	18,480	-
Total	18,480	-

**5. CASH AND CASH EQUIVALENTS**

	30 June 2022	30 June 2021
	\$	\$
Cash at bank and on hand	1,895,098	4,024
Balances as per the statement of cash-flows	1,895,098	4,024

**Risk exposure**

The Group's exposure to interest rate risk is discussed in Note 19. The maximum exposure to credit risk at the reporting date is the carrying amount of each class of cash and cash equivalents mentioned above.

**6. OTHER RECEIVABLES**

**Current**

GST receivable	86,040	9,412
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**Non-current**

Bond	50,000	-
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**7. EXPLORATION AND EVALUATION**

Exploration and evaluation – at cost	1,717,167	-
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**Reconciliations**

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

	Exploration and evaluation	Total
Balance at 1 July 2020	-	-
Additions	-	-
Balance at 30 June 2021	-	-
Additions	1,717,167	1,717,167
Balance at 30 June 2022	1,717,167	1,717,167

## 8. PROPERTY, PLANT AND EQUIPMENT

	30 June 2022	30 June 2021
	\$	\$
<b><u>Leasehold improvements – at cost</u></b>		
Additions	19,726	-
Depreciation	(6,018)	-
	<b>13,708</b>	<b>-</b>
<b><u>Plant and equipment</u></b>		
Additions	11,326	-
Depreciation	(6,870)	-
	<b>4,456</b>	<b>-</b>
Total property, plant and equipment	<b>18,164</b>	<b>-</b>

## 9. RIGHT OF USE ASSET AND LEASE LIABILITY

<b><u>Right of use asset</u></b>		
Additions	570,049	-
Depreciation	(118,244)	-
	<b>451,805</b>	<b>-</b>
<b><u>Lease liability</u></b>		
Lease liability - Current	189,908	-
Lease liability – Non-Current	197,948	-
	<b>387,856</b>	<b>-</b>
<b><u>Lease liability reconciliation</u></b>		
Additions	590,049	-
Interest	17,807	-
Lease payment (principal and interest)	(220,000)	-
	<b>387,856</b>	<b>-</b>

The Group leases plant and equipment at the camp site of the exploration tenement under an agreement for three years with an option to extend for a further three years. The Group has paid a security deposit of \$50,000 and a non-refundable option fee of \$30,000, for the option to purchase the leased equipment.

## 10. TRADE AND OTHER PAYABLES

Trade and other payables	432,995	249,137
Accrued expenses	64,343	28,446
	<b>497,338</b>	<b>277,583</b>

## 11. BORROWINGS

<b><u>Current</u></b>		
Related party borrowings	-	46,864

## 12. CONTRIBUTED EQUITY

	Number of shares	Value \$	Share issue Costs \$	Net \$
Balance 1 July 2020	12,606,250	276,251	-	276,251
On issue at 30 June 2021	<b>12,606,250</b>	<b>276,251</b>	-	<b>276,251</b>
Balance at 1 July 2021	12,606,250	276,251	-	276,251
Eliminate existing legal acquiree shares	(12,606,250)	-	-	-
Share of legal acquirer at acquisition date	2,996,931	-	-	-
Consideration shares – RTO <sup>1</sup>	8,750,000	599,386	-	599,386
Shares issued for conversion of convertible loan – RTO <sup>2</sup>	9,750,000	1,950,000	-	1,950,000
Placement – RTO <sup>3</sup>	25,000,000	5,000,000	-	5,000,000
Lead manager facilitation shares – RTO <sup>4</sup>	537,500	107,500	-	107,500
Share issue costs <sup>5</sup>	-	-	(454,000)	(454,000)
On issue at 30 June 2022	<b>47,034,431</b>	<b>7,933,137</b>	<b>(454,000)</b>	<b>7,479,137</b>

<sup>1</sup> 8,750,000 fully paid ordinary shares valued at acquisition date.

<sup>2</sup> 9,750,000 fully paid ordinary shares valued at \$0.20 per share

<sup>3</sup> 25,000,000 fully paid ordinary shares valued at \$0.20 per share

<sup>4</sup> 537,500 fully paid ordinary shares valued at \$0.20 per share

<sup>5</sup> Share issue costs comprise cash payments and non-cash lead manager facilitation costs

### Ordinary shares

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

Options	30 June 2022 Number of options	30 June 2021 Number of options
Balance at beginning of financial year	-	-
Options issued to Directors during the financial year	4,600,000	-
Recognition of consideration options on reverse acquisition	5,575,000	-
Recognition of placement options on relisting	9,750,000	-
Balance at end of financial year	<b>19,925,000</b>	-

### Capital risk management

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

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

Refer to Note 24 Reverse Acquisition for details of grant of 4,703,466 performance shares relating to reverse acquisition of Victory Cue.

### 13. SHARE BASED PAYMENTS

During the period, the Company issued options to the Company's Executive Director and Non-executive Directors in connection with their appointments upon the legal acquisition of Victory Cue Pty Ltd.

Equity based payments expensed are detailed below:

	30 June 2022	30 June 2021
	\$	\$
Opening balance	-	-
Share based payment expense – Director incentive options	488,419	-
Total	488,419	-

#### Director Incentive Options

During the period ended 30 June 2022, the Company issued 4,600,000 Director Incentive Options to Messrs Matthews, Clark and Bahen in connection with their appointments as directors upon the reverse acquisition of Victory Goldfields Limited.

These options shall vest after twelve months from the date of issue, on the basis that the Directors remain over that period.

The fair value of the Director Incentive Options granted are estimated at the date of grant based on the assumptions set out below: -

Assumptions:	Tranche 1	Tranche 2	Tranche 3
Grant date	20 July 2021	20 July 2021	20 July 2021
Expiry date	20 July 2024	20 July 2024	20 July 2024
Share price at grant date	\$0.20	\$0.20	\$0.20
Exercise price	\$0.30	\$0.35	\$0.40
Vesting period	12 months	12 months	12 months
Risk free rate	0.14%	0.14%	0.14%
Expected Volatility	110%	110%	110%
Indicative value per Director Incentive Option	\$0.1180	\$0.1120	\$0.1070
Number of Director Incentive Options	1,533,334	1,533,333	1,533,333
Total Value of Director Incentive Options	\$180,933	\$171,733	\$164,067
Amount recognised as equity-based payment expenses for the period ended 30 June 2022	\$171,019	\$162,323	\$155,077

The weighted average exercise price per option is \$0.35. The weighted average remaining contractual life of options outstanding at the end of the financial year was 2 years.

### 14. RESERVES

The option reserve is used to recognise:

- the grant date fair value of options issued to employees but not exercised;
- the grant date fair value of shares issued to employees

	Number of options	Value	Attributable Costs	Net
		\$	\$	\$
Balance 30 June 2021	-	-	-	-
Share based payment expense during the year – profit or loss	4,600,000	488,419	-	488,419
Balance 30 June 2022	4,600,000	488,419	-	488,419

**15. NOTES TO THE STATEMENT OF CASH FLOWS**

	30 June 2022	30 June 2021
	\$	\$
Operating (loss)/profit after taxation	<b>(3,971,295)</b>	<b>(271,984)</b>
<u>Non cash items</u>		
Amortisation	<b>118,244</b>	-
Depreciation	<b>12,887</b>	<b>660</b>
Listing expenses recognised on acquisition	<b>2,629,780</b>	-
Share based payments	<b>488,419</b>	-
<u>Movement in assets / liabilities:</u>		
(Increase)/decrease in prepayments	<b>(56,705)</b>	<b>3,884</b>
Decrease in other receivables	<b>32,046</b>	<b>13,628</b>
Increase /(decrease) in trade and other payables	<b>(40,929)</b>	<b>201,105</b>
Decrease in accruals	<b>(19,867)</b>	<b>(12,376)</b>
<b>Net cash (used in)/provided by operating activities</b>	<b>(807,420)</b>	<b>(65,083)</b>

**16. AUDITORS REMUNERATION**

**Audit services**

Audit and review of financial report (BDO Audit Pty Ltd)

<b>59,045</b>	-
<b>59,045</b>	-

<sup>1</sup>Review of technical accounting, disclosure and valuation of the reverse acquisition and related entities.

**17. RELATED PARTIES**

**a) Key management personnel**

Details relating to key management personnel, including remuneration paid, are included at note 18a.

**b) Transactions with related parties**

The Company has not entered into any related party transactions during the reporting period, other than the repayment of outstanding unsecured interest free loans provided by Brendan Clark and Trevor Matthews totaling \$26,000. This is made up of a loan payable of \$46,864, offset by a receivable in connection with the Victory Goldfields Limited reverse acquisition of \$20,864.

**c) Outstanding balances arising from sales/purchases of goods and services**

At the date of this report, there are no related party receivables or payables.

## 18. KEY MANAGEMENT PERSONNEL

Refer to the remuneration report contained in the Directors' report for details of the remuneration paid or payable to each member of the Group's key management Personnel (KMP) for the year ended 30 June 2022.

The totals of remuneration paid to KMP of the Group during the year are as follows:

	2022	2021
	\$	\$
Short-term employee benefits	212,322	-
Post-employment benefits	-	-
Share based payments	488,419	-
Total KMP compensation	700,741	-

## 19. FINANCIAL INSTRUMENTS

In common with all other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

The Group's principal financial instruments comprise cash and short term deposits. The main purpose of the financial instruments is to earn the maximum amount of interest at a low risk to the Group. The Group also has other financial instruments such as other debtors and creditors which arise directly from its operations. For the current financial year, it has been the Group's policy not to trade in financial instruments.

The main risks arising from the Group's financial instruments are interest rate risk, liquidity risk and credit risk. There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

The Board has overall responsibility for the determination of the Group's risk management objectives and policies. The Group's risk management policies and objectives are designed to minimise the potential impacts of these risks on the results of the Group where such impacts may be material.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. Further details regarding these policies are set out below:

### a) Market risk

Market risk arises from the use of interest bearing financial instruments. It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk).

#### *Interest rate risk*

The Group is exposed to movements in market interest rates on short term deposits. The Directors monitor the Group's cash position relative to the expected cash requirements. Where appropriate, surplus funds are placed on deposit earning higher interest. The Group does not have short or long term debt, and therefore this risk is minimal. At 30 June 2022, a change in interest rate would have no material impact on profits as no interest was earned during the year.

### b) Credit risk

Credit risk is managed on a group basis. Credit risk arises mainly from cash and cash equivalents, and deposits with banks and financial institutions. For banks and financial institutions, only independently rated parties with a minimum rating of 'A' are accepted.

The Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The carrying amount of financial assets recorded in the financial statements, net of any provisions for losses, represents the Group's maximum exposure to credit risk. As at 30 June 2022, the Group held cash at bank with financial institutions with an S&P rating of AA.

**c) Liquidity risk**

Liquidity risk is the risk that the Group may encounter difficulties raising funds to meet commitments associated with financial instruments, e.g. borrowing repayments. The Group actively manages its operating cash flows and the availability of funding so as to ensure that all refinancing, repayment and funding needs are met. As part of its overall prudent liquidity management, the Group maintains sufficient levels of cash to meet its working capital requirements. The Group does not have any overdraft, loans or borrowings facilities from financial institutions as at reporting date.

*Maturity analysis for financial liabilities*

Financial liabilities of the Group include trade and other payables. As at 30 June 2022 trade payables are contractually due within 60 days.

**d) Fair value measurements**

Due to its short term nature, receivables and trade and other payable are assumed to approximate their fair values due to their short-term nature.

**e) Maturities of financial liabilities**

The tables below analyse the group's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities.

Contractual maturities of financial liabilities	Less than 6 months \$	6 – 12 months \$	Between 1 and 2 years \$	Between 2 and 5 years \$	Over 5 years \$	Total contractual cash flows \$	Carrying amount \$
<b>At 30 June 2022</b>							
<b>Non-derivatives</b>							
Trade payables	432,995	-	-	-	-	432,995	432,995
Borrowings	-	-	-	-	-	-	-
Lease liabilities	110,000	110,000	220,000	-	-	440,000	387,856
Total non-derivatives	542,995	110,000	220,000	-	-	872,995	820,851
<b>At 30 June 2021</b>							
<b>Non-derivatives</b>							
Trade payables	249,137	-	-	-	-	249,137	249,137
Borrowings	26,000	-	-	-	-	26,000	46,864 <sup>1</sup>
Lease liabilities	-	-	-	-	-	-	-
Total non-derivatives	275,137	-	-	-	-	275,137	296,001

<sup>1</sup> This balance comprises related party loans (\$26,000) that were repaid upon listing of Victory Goldfields Limited and a loan between Victory Goldfields Limited and Victory Cue Pty Ltd of \$20,864 that was offset in connection with the reverse acquisition.

**20. COMMITMENT AND CONTINGENCIES**

	30 June 2022 \$	30 June 2021 \$
The exploration commitments are as follows: -		
Not longer than 1 year	393,180	-
Longer than 1 but not longer than 5 years	1,011,840	-
Longer than 5 years	1,555,200	-
Total	2,960,220	-

**21. EARNINGS PER SHARE**

No shares have been excluded from the calculation of earnings per share that could potentially dilute the earnings per share in the future because they are anti-dilutive. There have been no transactions involving ordinary shares or potential ordinary shares that would significantly change the number of ordinary shares or potential ordinary shares outstanding between the reporting date and the date of completion of these financial statements.

Director incentive options on issue during the year are not included in the calculation of diluted earnings per share because they are antidilutive for the year ended 30 June 2022.

**Basic and diluted earnings per share**

a)	Net loss from operations	(3,971,295)	(271,984)
		<b>No's</b>	<b>No's</b>
c)	Weighted average number of ordinary shares on issue used in the calculation of basic earnings per share (post consolidation)	44,726,878	8,750,000
	Loss per share from operations	(8.88)	(3.11)

**22. SEGMENT REPORTING**

AASB 8 requires operating segments to be identified on the basis of internal reports about the components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance.

All significant operating decisions are based upon analysis of the Group as one segment. The financial results in this segment are equivalent to the financial statements of the Group as a whole.

**23. EVENTS AFTER THE REPORTING DATE**

On 28 September 2022, the company completed a Placement for \$2,000,000 (before costs) ("Placement") through the issue of 10,000,000 fully paid ordinary shares at \$0.20 per share ("Placement Shares") plus 5,000,000 unlisted options ("Placement Options") with an exercise price of \$0.30 and a maturity date 24 months from the date of issue (with each investor to receive one option for every two shares subscribed for under the Placement). The Placement Options will be issued subject to shareholder approval.

There are no other matters or circumstances which have arisen since year end which significantly affected or may significantly affect the operations of the company, results of those operations, or the state of the affairs of the entity in subsequent periods.

**24. REVERSE ACQUISITION**

On 8 July 2021, Victory Goldfields Limited (formerly Hughes Drilling Limited), the legal parent and legal acquirer, completed the acquisition of Victory Cue Pty Ltd ("Victory Cue"). The acquisition did not meet the definition of a business combination in accordance with AASB 3 Business Combinations as Victory Goldfields Limited was not considered to be a business. The transaction was therefore accounted for under Australian Accounting Standards AASB 2 Share based payments, whereby Victory Cue has issued shares in exchange for the net assets of Victory Goldfields Limited, together with their listing status.

On completion of the acquisition 8,750,000 shares were issued to Victory Cue shareholders as well as 5,575,000 options and 4,703,466 performance shares. At the same time, existing converting loan holders in Victory Goldfields Limited converted their outstanding loans into 9,750,000 shares, as well as 9,750,000 options. The 5,575,000 acquisition options and 9,750,000 converting loan options have an exercise price of \$0.20 and were not considered to be substantive, and therefore they have no attributed fair value. The 4,703,466 performance shares have the following performance milestone, which needs to be achieved within 3 years of the listing of the Company: -

The Company delineates a JORC 2012 compliant resource in excess of two hundred thousand ounces (200,000 oz) of Gold at a grade equal to or in excess of two grams per tonne (2 g/t) on the Victory Tenements.

The fair value of these shares is considered to be \$0.20 each, therefore having a total fair value of \$940,693. However, management has assessed the probability of achieving this milestone as 0%, thus resulting in a fair value in the current reporting period of nil. This will be re-assessed at each reporting date.

As a result, the following principles and guidance on the preparation of the consolidated financial statements has been applied:

- Fair value adjustments arising at acquisition were made to Victory Goldfield Limited's assets and liabilities, and not those of Victory Cue;
- The cost of acquisition is based on the market value of Victory Goldfields Limited shares on completion date, plus the value of performance shares and options issued to the vendors of Victory Cue but after subtracting the net assets of Victory Goldfields Limited on the completion date. The cost of acquisition, including the listing status of Victory Goldfields Limited does not qualify for recognition as an intangible asset and therefore has been expensed in the profit and loss for the period;
- The amounts recognised as issued equity instruments in the consolidated financial statements have been determined by adding the cost of acquisition to the issued equity of Victory Cue immediately before the acquisition;
- Retained earnings and other equity balances in the consolidated financial statements at the date of acquisition are retained earnings and other equity balances of Victory Cue immediately before the acquisition; and
- The pre-acquisition equity balances of Victory Goldfields are eliminated against this increase in Share Capital of \$2,549,386 on consolidation and the balance is deemed to be the amount paid for the listing status of Victory Goldfields, being \$2,629,780 (recognised in the profit or loss). This is tabled below:

<b>Deemed Consideration</b>	<b>\$</b>
8,750,000 fully paid ordinary shares	599,386
Fair value of 9,750,000 converting loan shares issued upon conversion of converting loans	1,950,000
Total value of deemed consideration	2,549,386
<b>Fair value of Victory Goldfields Limited at acquisition date: -</b>	
Cash and cash equivalent	5,000,940
Prepayments	17,214
Other current receivables and other assets	65,933
Loan receivables	20,864
Trade and other payables	(104,084)
Accruals	(81,261)
Other liabilities	(5,000,000)
Fair value of net liabilities	(80,394)
Excess consideration on Victory Cue acquisition	<b>2,629,780</b>

The equity structure in the consolidated financial statements (the number and type of equity instruments issued) at the date of the acquisition reflects the equity structure of Victory Goldfields Limited, including the equity instruments issued by Victory Goldfields Limited to effect the acquisition.

The results for the year ended 30 June 2022 comprise the results of Victory Cue and the results of Victory Goldfields Limited subsequent to the acquisition.

The total acquisition costs related to the above that has been expensed in general and administrative expenses to the statement of profit or loss and other comprehensive income, in excess of the \$2,629,780 listing expense, totalled \$72,260.

## **25. DIVIDENDS**

No dividend was paid or proposed to be paid for the year ended 30 June 2022 (Nil: 2021).

## **26. SUBSIDIARIES**

	<b>Country of Incorporation</b>	<b>Ownership %</b>	
		<b>2022</b>	<b>2021</b>
Subsidiaries of Victory Goldfields Limited:			
Victory Cue Pty Ltd	Australia	100	-

**27. PARENT ENTITY NOTE**

The following details information related to the parent entity, Victory Cue Pty Ltd, at 30 June 2022. The information presented here has been prepared using consistent accounting policies as presented in Note 2.

	<b>30 June 2022</b>	<b>30 June 2021</b>
	<b>\$</b>	<b>\$</b>
Current assets	55,320	13,436
Non-Current assets	2,236,810	-
<b>Total assets</b>	<b>2,292,130</b>	<b>13,436</b>
Current liabilities	547,697	277,583
Non-Current liabilities	2,206,584	46,864
<b>Total liabilities</b>	<b>2,754,280</b>	<b>324,447</b>
<b>Net assets</b>	<b>(462,151)</b>	<b>(311,011)</b>
Contributed equity	276,251	276,251
Accumulated Losses	(738,402)	(587,262)
<b>Total equity</b>	<b>(462,151)</b>	<b>(311,011)</b>
Loss for the year	(151,140)	(271,984)
Other comprehensive loss for the year	-	-
<b>Total comprehensive loss for the year</b>	<b>(151,140)</b>	<b>(271,984)</b>

## **Directors' Declaration**

In the opinion of the Directors of the Company:

1. The financial statements and notes set out on pages fifteen (15) to thirty five (35):
  - (i) Are in accordance with the Corporations Act 2001 and comply with Australian Accounting Standards (including the Australian Accounting Interpretations) and Corporations Regulations 2001 giving a true and fair view of the Company's financial position as at 30 June 2022, and of the financial performance for the year ended 30 June 2022.
2. There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
3. The declaration required to be made with Section 295A of the Corporations Act 2001 for the financial year ended 30 June 2022 has been received.

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

A handwritten signature in black ink, appearing to read 'T. Matthews'.

**Trevor Matthews**  
**Non-Executive Chairman**  
Perth,  
29 September 2022



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Brisbane QLD 4000  
GPO Box 457 Brisbane QLD 4001  
Australia

#### DECLARATION OF INDEPENDENCE BY L G MYONAS TO THE DIRECTORS OF VICTORY GOLDFIELDS LIMITED

As lead auditor of Victory Goldfields Limited for the year ended 30 June 2022, I declare that, to the best of my knowledge and belief, there have been:

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

This declaration is in respect of Victory Goldfields Limited and the entities it controlled during the period.



**L G Mylonas**  
Director

**BDO Audit Pty Ltd**

Brisbane, 29 September 2022

## INDEPENDENT AUDITOR'S REPORT

To the members of Victory Goldfields Limited

### Report on the Audit of the Financial Report

#### Opinion

We have audited the financial report of Victory Goldfields Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2022, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the period 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 the Group, is in accordance with the *Corporations Act 2001*, including:

- (i) Giving a true and fair view of the Group's financial position as at 30 June 2022 and of its financial performance for the period ended on that date; and
- (ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

#### Basis for opinion

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

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

#### 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.

## Recoverability of exploration and evaluation assets

<i>Key audit matter</i>	<i>How the matter was addressed in our audit</i>
<p>Refer to note 1(e) and 7 in the financial report.</p> <p>There is a significant balance of exploration and evaluation assets as at 30 June 2022.</p> <p>The recoverability of exploration and evaluation assets is a key audit matter due to:</p> <ul style="list-style-type: none"> <li>• The significance of the total balance; and</li> <li>• The level of procedures undertaken to evaluate management's application of the requirements of AASB 6 Exploration for and Evaluation of Mineral Resources ('AASB 6') in light of any indicators of impairment that may be present.</li> </ul>	<p>Our procedures included, but are not limited to the following:</p> <ul style="list-style-type: none"> <li>• Obtaining evidence that the Group has valid rights to explore in the areas represented by the capitalised exploration and evaluation expenditure by obtaining supporting documentation such as licence agreements and also considering whether the Group maintains the tenements in good standing;</li> <li>• Making enquiries of management with respect to the status of ongoing exploration programs in the respective areas of interest and assessing the Group's cash-flow forecast for the level of budgeted spend on exploration projects; and</li> <li>• Enquiring of management, reviewing ASX announcements and reviewing directors' minutes to ensure that the Group had not decided to discontinue activities in any applicable areas of interest and to assess whether there are any other facts or circumstances that existed to indicate impairment testing was required.</li> </ul>

## Accounting for the acquisition of Victory Cue Pty Ltd

<i>Key audit matter</i>	<i>How the matter was addressed in our audit</i>
<p>As disclosed in Note 1(a) and Note 24 of the financial report, during the year the company acquired Victory Cue Pty Ltd for consideration of 8,750,000 shares, 5,575,000 options and 4,703,466 performance shares. At the same time existing convertible note holders in Victory Goldfields Limited converted their outstanding loans into 9,750,000 shares.</p> <p>The accounting of this acquisition is a key audit matter due to the effect of the arrangement which is accounted for as Victory Cue Pty Ltd (the accounting parent) issuing a share-based payment in return for the assets acquired in the company and a listing status. Furthermore, judgement is involved in the determination of the value of the purchase consideration settled by way of a share-based payment (see note 24).</p>	<p>Our procedures included but were not limited to:</p> <ul style="list-style-type: none"> <li>• Reviewing the sale and purchase agreement including holding discussions with management to understand the key terms and conditions of the transaction;</li> <li>• Evaluating management's assessment of the accounting acquirer and whether the transaction constituted a business or an asset acquisition by checking against post acquisition shareholding structure;</li> <li>• Evaluating the basis of valuation of the share-based payment;</li> <li>• Checking the calculation of the share-based payment, net assets and listing expense;</li> <li>• Checking that the disclosures in the financial statements were in accordance with the basis of preparation as disclosed in Note 1.</li> <li>• We also assessed the adequacy of the related disclosures in Note 1(a) and 24 to the Financial Statements.</li> </ul>

### Other information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the period ended 30 June 2022, but does not include the financial report and the auditor's report thereon.

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

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

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

### Responsibilities of the directors for the Financial Report

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

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

#### **Auditor's responsibilities for the audit of the Financial Report**

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

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

[https://www.auasb.gov.au/admin/file/content102/c3/ar1\\_2020.pdf](https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf)

This description forms part of our auditor's report.

#### **Report on the Remuneration Report**

##### **Opinion on the Remuneration Report**

We have audited the Remuneration Report included in pages 9 to 13 of the directors' report for the period ended 30 June 2022.

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

##### **Responsibilities**

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

**BDO Audit Pty Ltd**

BDO  


**L G Mylonas**

Director

Brisbane, 29 September 2022

The shareholder information set out below was applicable as at 29 September 2022

**Distribution of equitable securities**

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

Range	Total holders	Units	% Units
1 - 1,000	701	48,039	0.08
1,001 - 5,000	154	483,019	0.85
5,001 - 10,000	114	947,719	1.66
10,001 - 100,000	319	12,248,208	21.48
100,001 Over	107	43,307,446	75.93
<b>Total</b>	<b>1,395</b>	<b>57,034,431</b>	<b>100.00</b>

<b>Unmarketable Parcels</b>	-	-	-
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**Equity security holders**

Twenty largest quoted equity security holders

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

Rank	Name	Units	% of Units
1	MR MARK JOHN BAHEN + MRS MARGARET PATRICIA BAHEN <MJ BAHEN SUPER FUND A/C>	2,400,000	4.21
2	AEGEAN CAPITAL PTY LTD <THE SPARTACUS A/C>	2,107,500	3.70
3	BRENDAN PAUL JAMES RICHARD CLARK <CLARK FAMILY A/C>	1,720,748	3.02
4	SYROS SECURITIES PTY LTD <SYROS A/C>	1,500,000	2.63
5	MR JEFFREY JOHN DEMPSEY	1,327,081	2.33
6	MR ADAM BRAND <PEPPER INVESTMENT A/C>	1,252,222	2.20
7	BT PORTFOLIO SERVICES LIMITED <WARRELL HOLDINGS S/F A/C>	1,000,000	1.75
8	SKORPIOS CAPITAL PTY LTD <THE SKORPIOS FUND A/C>	950,000	1.67
9	WEST AUSTRALIAN PROPERTY INVESTMENTS ENTERPRISES PTY LTD <ALBERTA UNIT A/C>	875,000	1.53
10	WEST AUSTRALIAN PROPERTY INVESTMENTS ENTERPRISES PTY LTD <MANITOBA DISCRETIONARY A/C>	875,000	1.53
11	WEST AUSTRALIAN PROPERTY INVESTMENTS ENTERPRISES PTY LTD <NOVA SCOTIA UNIT A/C>	875,000	1.53
12	WEST AUSTRALIAN PROPERTY INVESTMENTS ENTERPRISES PTY LTD <ONTARIO UNIT A/C>	875,000	1.53
13	WEST AUSTRALIAN PROPERTY INVESTMENTS ENTERPRISES PTY LTD <QUEBEC DISCRETIONARY A/C>	875,000	1.53
14	MR MARK JOHN BAHEN + MRS MARGARET PATRICIA BAHEN <MJ BAHEN SUPER FUND A/C>	800,000	1.40
15	RPM SUPER PTY LTD <RPM SUPER FUND A/C>	697,358	1.22
16	MALBING PTY LTD <MURRAY SUPER FUND A/C>	677,452	1.19
17	AMBER CLOUD PTY LTD	675,000	1.18
18	DIAMOND CONSTRUCT PTY LTD	650,000	1.14
19	UBS NOMINEES PTY LTD	650,000	1.14
20	MR ROSARIO GANGEMI	600,163	1.05
<b>Totals: Top 20 holders of ORDINARY FULLY PAID SHARES</b>		<b>21,382,524</b>	<b>37.49</b>
<b>Total Remaining Holders Balance</b>		<b>35,651,907</b>	<b>62.51</b>

**Substantial holders**

Substantial holders in the company are set out below:

Name	Units	% Units
MARK JOHN BAHEN + MRS MARGARET PATRICIA BAHEN <MJ BAHEN SUPER FUND A/C>	3,200,000	5.61
AEGEAN CAPITAL PTY LTD <THE SPARTACUS A/C> Skorpis Capital Pty Ltd <The Skorpis Fund> Skorpis Securities Pty Ltd <Syros A/c>	3,057,500	5.36

#### Unquoted equity securities

Class	Units
Unlisted options exercisable at \$0.20 on or Before 31/12/22	9,453,618
unlisted options exercisable at \$0.30 on or Before 16/07/2024	1,533,334
unlisted options exercisable at \$0.35 on or Before 16/07/2024	1,533,333
unlisted options exercisable at \$0.40 on or Before 16/07/2024	1,533,333
unlisted options exercisable at \$0.20 on or Before 20/07/2023	5,871,382
Performance Shares	4,703,466

#### Voting rights

The voting rights attached to ordinary shares are set out below:

#### Ordinary shares

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

There are no other classes of equity securities.

#### On Market Buy Back

There are no current on market buy backs.

#### ASX listing Rule 4.10.19

The Company confirms that it expects to utilise the funds raised under its prospectus in accordance with the use of funds statement and the key business objectives underlying the expected use of funds remain intact.

#### Restricted securities

Class	Expiry Date	Number
Ordinary Shares	22 Jul 2023	8,576,284
Unlisted options (ex \$0.20 on or before 22-Jul-23)	22 Jul 2023	4,980,224
Unlisted options (ex \$0.20 on or before 31-Dec-22)	22 Jul 2023	296,382
Unlisted options (ex \$0.30 on or before 16-Jul-2024)	22 Jul 2023	1,533,334
Unlisted options (ex \$0.35 on or before 16-Jul-2024)	22 Jul 2023	1,533,333
Unlisted options (ex \$0.40 on or before 16-Jul-2024)	22 Jul 2023	1,533,333
Performance Shares	22 Jul 2023	4,703,466

#### Corporate Governance Statement

The Company's corporate governance statement can be found at [www.victorygoldfields.com.au](http://www.victorygoldfields.com.au)

#### Joint Company Secretaries

The joint company secretaries of the Company are Mr James Bahen and Mr Robbie Featherby

#### Principle Place of Business and Registered Office

Suite 1 295 Rokeby Road Subiaco WA 6008

#### Phone Number

Phone: +61 (0) 8 6557 8656

**Listing of Mining Tenements**

<b>Tenement ID</b>	<b>Status</b>	<b>Location</b>	<b>Beneficial Interest</b>
<a href="#">E20/871</a>	Live	Mafeking Bore	100%
E20/1034	Application	Cue	100%
E20/1035	Application	Cue	100%
<a href="#">G20/25</a>	Live	Victory Buttercup Mine Site	100%
<a href="#">M20/128</a>	Live	Cuddingwarra	100%
<a href="#">M20/129</a>	Live	Cuddingwarra	100%
<a href="#">M20/263</a>	Live	Eaglehawk	100%
<a href="#">M20/288</a>	Live	Cue	100%
<a href="#">M20/305</a>	Live	Cue	100%
<a href="#">M20/327</a>	Live	Curtis Find	100%
<a href="#">M20/33</a>	Live	Tuckanarra	100%
<a href="#">M20/360</a>	Live	Emily Well	100%
<a href="#">M20/455</a>	Live	Karbar	100%
<a href="#">M20/480</a>	Live	Nindan Hill	100%
<a href="#">M20/494</a>	Live	Cue	100%
<a href="#">M21/125</a>	Live	Cue	100%
<a href="#">M21/143</a>	Live	Day Dawn	100%
<a href="#">M21/158</a>	Live	Webbs Patch	100%
<a href="#">M21/26</a>	Live	Day Dawn	100%
<a href="#">M21/86</a>	Live	Day Dawn	100%
<a href="#">M21/94</a>	Live	Day Dawn	100%
<a href="#">M21/95</a>	Live	Day Dawn	100%
<a href="#">M20/543</a>	Application	Emily Wells	100%
<a href="#">M20/544</a>	Application	Mafeking Bore	100%
<a href="#">M20/546</a>	Application	Mafeking Bore	100%
<a href="#">M20/550</a>	Application	Mafeking Area	100%
<a href="#">L20/72</a>	Application	Emily bore/Mafeking bore	100%
<a href="#">P20/2007</a>	Live	Mafeking Bore	100%
<a href="#">P20/2153</a>	Live	Cue	100%
<a href="#">P20/2225</a>	Live	Cuddingwarra	100%
<a href="#">P20/2226</a>	Live	Cue	100%
<a href="#">P20/2248</a>	Live	East of Emily Wells	100%
<a href="#">P20/2249</a>	Live	Emily Wells	100%
<a href="#">P20/2250</a>	Live	South of Emily Wells	100%
<a href="#">P20/2331</a>	Live	Emily Wells	100%
<a href="#">P20/2333</a>	Live	Jims Find	100%
<a href="#">P20/2334</a>	Live	Jims Find	100%
<a href="#">P20/2352</a>	Live	Cue	100%
<a href="#">P20/2353</a>	Live	Cue	100%

Tenement ID	Status	Location	Beneficial Interest
<a href="#">P20/2354</a>	Live	Cue	100%
<a href="#">P20/2355</a>	Live	Cue	100%
<a href="#">P20/2356</a>	Live	Cue	100%
<a href="#">P20/2357</a>	Live	Cue	100%
<a href="#">P20/2358</a>	Live	Cue	100%
<a href="#">P20/2359</a>	Live	Cue	100%
<a href="#">P20/2360</a>	Live	Cue	100%
<a href="#">P20/2383</a>	Live	Cue	100%
<a href="#">P20/2397</a>	Live	Beringarra	100%
<a href="#">P20/2398</a>	Live	Mafeking Bore	100%
<a href="#">P20/2409</a>	Live	Murchison	100%
<a href="#">P20/2410</a>	Live	Murchison	100%
<a href="#">P21/718</a>	Live	Day Dawn	100%
P21/772	Live	Trenton hill	100%
P21/773	Live	Trenton hill	100%
<a href="#">P21/774</a>	Live	Cue	100%
<a href="#">P21/775</a>	Live	Cue	100%
<a href="#">P21/776</a>	Live	Cue	100%
<a href="#">P20/2468</a>	Application	Cue	100%
<a href="#">P20/2469</a>	Application	Cue	100%