

27 October 2023

Quarterly Activities Report: Godolphin Progresses Multi-Project Exploration and Development Strategy

- Application made for a new 112 km² exploration licence to be named 'Cambrai' – ELA6637 (EL9601) adjoining the highly prospective Narraburra Rare Earth Project to the west
- EL9601 also contains Thanowring granite, a Devonian aged A-type granite of the Narraburra suite that has never been tested for REE's
- The tenement is also prospective for base metals, and is the location of the Kalms workings, a historic tin mine associated with the Barmedman granite and S-type granite
- Two-hole, 618m diamond drill program completed at 100%-owned Goodrich-Yeoval Copper-Gold Project
- Assays results received post quarter end confirm high-grade, copper (Cu) mineralisation from the recently completed diamond core drill program at Godolphin's Goodrich Prospect
- Total of \$2,137,000 raised from recent Placement and Entitlement Offer providing strong financial flexibility and support for upcoming work programs
- Funds raised will be used to progress the Narraburra Rare Earth and Yeoval Copper-Gold projects, as well as other exploration opportunities

Godolphin Resources Limited (ASX: GRL) ("Godolphin" or the "Company") is pleased to provide the following update on activities undertaken during the three-month period ended 30 September 2023 (the 'quarter'). During the period, the Company considerably strengthened its balance sheet and planned a number of exploration and development initiatives, designed to progress its highest priority exploration projects.

Management commentary:

Managing Director Ms Jeneta Owens said:

"Activities in the September quarter were underpinned by extensive exploration and development planning across the entire portfolio, as well as fund raising initiatives, which have left Godolphin well placed to achieve the company's exploration objectives."

At the Narraburra Rare Earth Project, we have been focused on progressing the second phase of metallurgical testing which will provide us with a much greater understanding of the Project's low-cost development potential. Our field team also made strong progress on planning exploration works for our other REE Projects in NSW and QLD and the new tenement close to Narraburra."

Highlighting the Company's multi-commodity approach, work at Goodrich also delivered high-grade copper intersections. These were very pleasing assays and work towards follow up exploration is underway."

Godolphin enters the December quarter well capitalised and with a clearly defined exploration plan. We look forward to providing more updates over the coming months with respect to our progress and unlocking value for shareholders from our extensive suite of projects."

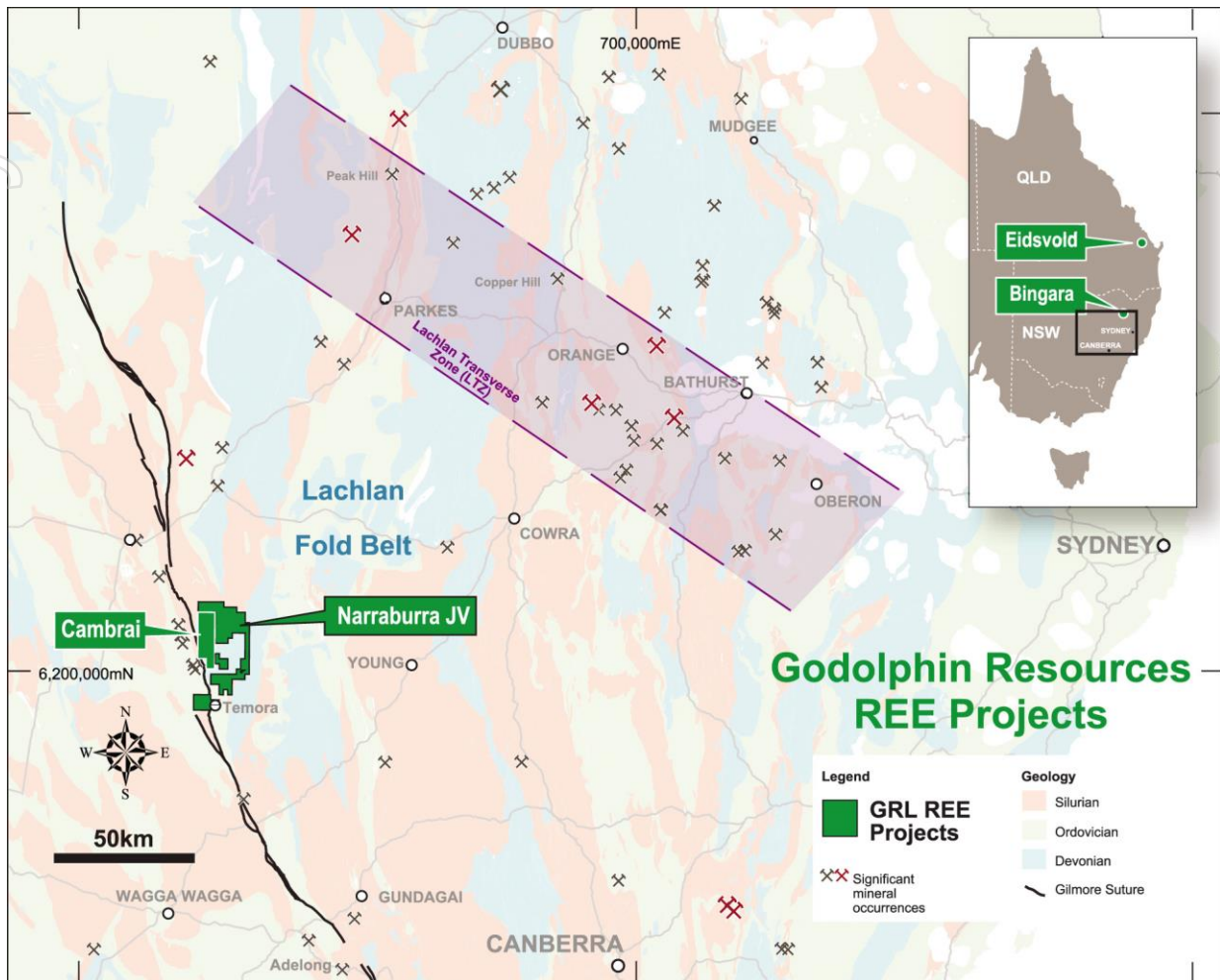


Figure 1: Location of REE focussed tenements in NSW and Qld.

New Tenement Application:

Application submitted for new Exploration Licence immediately adjacent to Narraburra REE Project:

The Company expanded its project suite following the lodgement of an application with the NSW Government's Department of Industry and Investment for ELA 6637 named 'Cambrai', which is located directly adjacent to the Narraburra Rare Earth Project.

The ELA has never been explored for Rare Earth Elements (REE) and has the potential to host possible NW extensions of the Narraburra Project REE mineralisation. The application also has the potential to broaden the Company's overall portfolio of REE Projects and footprint in the Lachlan Fold Belt.

ELA 6637 is located 340km west of Sydney and 12km north of Temora in the Central West of NSW. The application area is over 40 units for around 112km² and is the host of three Devonian aged granites and Cenozoic sediments across the tenement. The Devonian A-type Thanowring granite of the Narraburra suite and associated Cenozoic alluvium and colluvium sediments (silts and clays) are prospective for rare earth elements. The area of ELA 6637 has never been previously tested for this style of mineralisation.

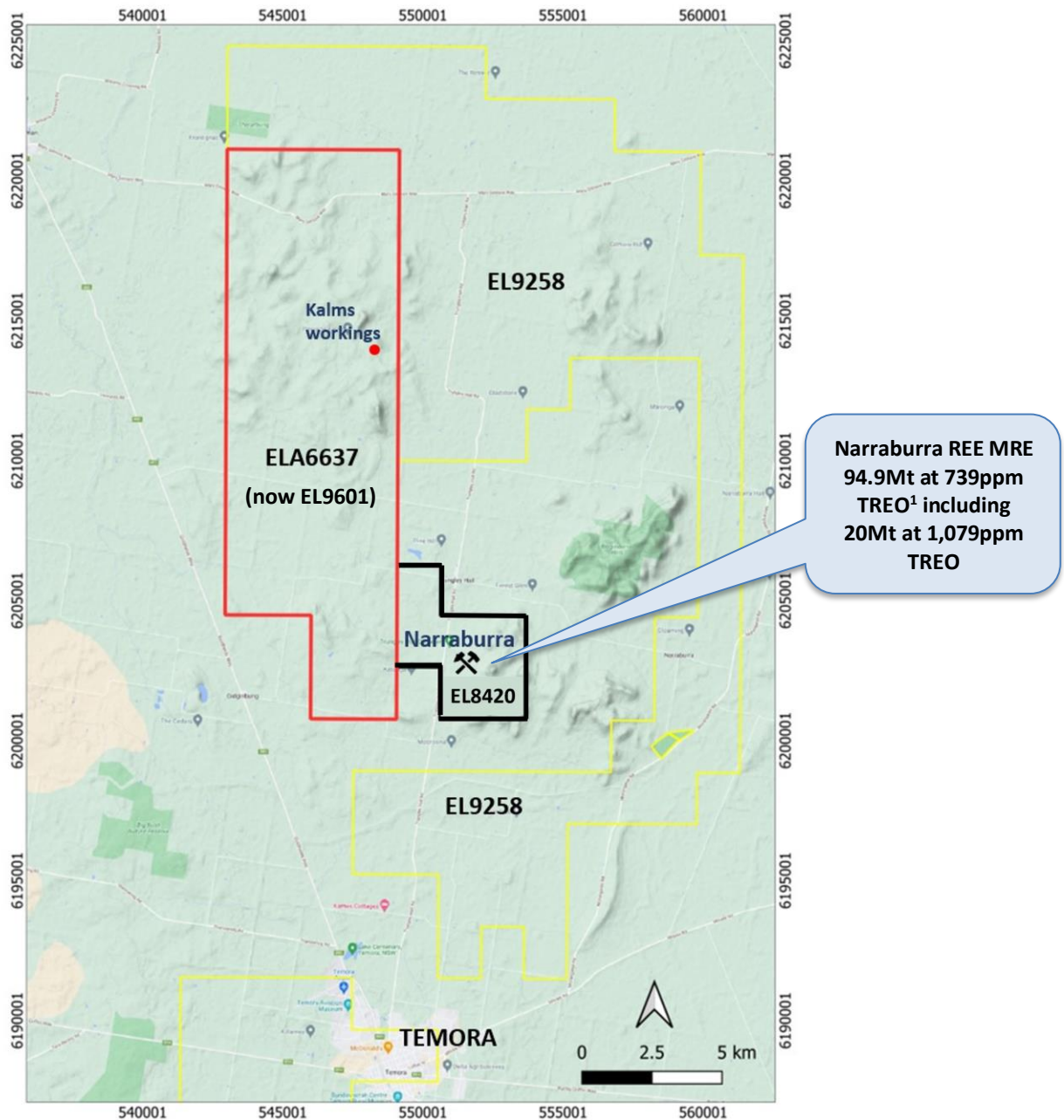


Figure 2: Location Map of area under Exploration Licence Application ELA6637 (now EL9601) and EL9258 and EL8420 operated by GRL under JV agreement. (Refer ASX: GRL announcement 19 April 2023 "Maiden Narraburra Mineral Resource Announcement" and 21 April 2023 Addendum)

Historical exploration across Cambrai is limited but focused on porphyry style Cu-Au deposit models and was supported by limited surface geochemical sampling and four shallow drill holes. The Kalms workings, which is a historical tin mine, is hosted in the north of the tenement with reports from publicly available data of a small open pit and minor shafts. The tin and copper mineralisation is reported to contain vein hosted cassiterite associated with the S-type Barmedman granite. Tin and tungsten mineralisation is known to be associated with reduced, fractionated S-type granites.

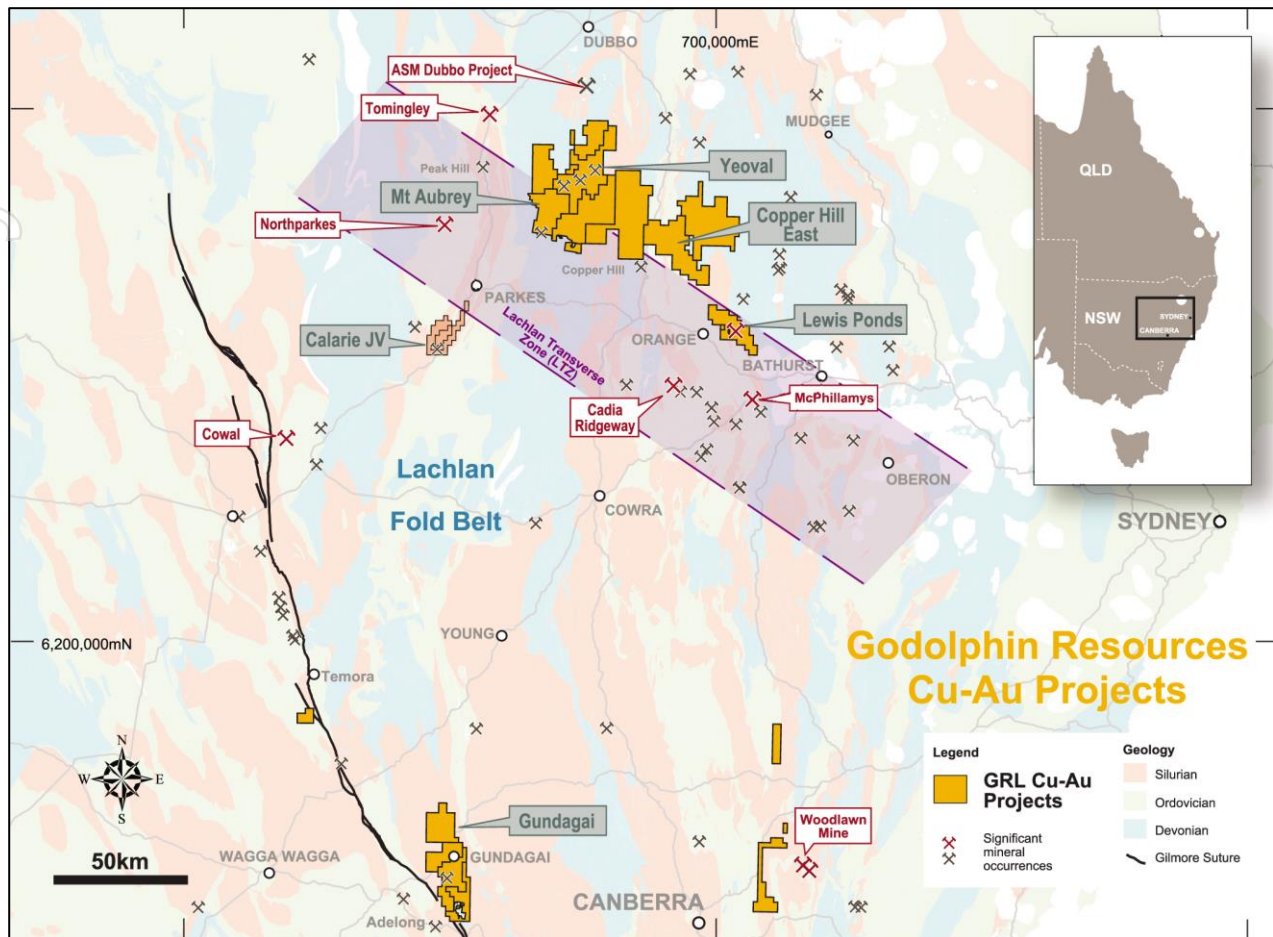


Figure 3: Location of Gold, Copper and Base Metals focussed tenements in NSW.

Goodrich-Yeoval Copper-Gold Project:

Diamond drill program commencement and intersection visible copper mineralisation:

The Company mobilised a drill rig to its 100%-owned Goodrich-Yeoval Copper-Gold Project and completed a two-hole planned 550m diamond drill program targeting areas to the south of historic workings, to test for extensions of the copper-gold mineralisation.

The Goodrich Prospect is situated on EL9243 within the larger Yeoval tenement (EL8538). Historic exploration was focused on vein-style quartz-magnetite-chalcopyrite (with gold and molybdenum) mineralisation that occurs beneath the historic Goodrich mine. The mine was worked during the mid-late 1800's and comprised a small central open pit and numerous shafts.

Godolphin completed drilling shortly after rig mobilisation, for a total of 618m of drilling in two drill holes. Both holes extended to depths further than the planned total of 550m, primarily due to intersecting favourable alteration and trace copper mineralisation.

The first diamond hole, GGDD001 was planned for 300m but was drilled to a total depth of 335m. 90m of observed copper (chalcopyrite and bornite) and lesser molybdenite mineralisation was observed from 150m downhole in a hydrothermally altered feldspar porphyritic style rock. Trace copper mineralisation continued to the end of this hole.

The second hole GGDD002 had a planned depth of 250m but it was drilled to 282m with observed copper and molybdenum mineralisation from 30m downhole to 145m, followed by encouraging hydrothermal alteration and patchy copper mineralisation to the end of the hole.



Subsequent to the end of the quarter¹, Godolphin reported assays from the drill program, highlighting high-grade copper results. The best intersections in GDD001 include:

- 91m @ 0.18% Cu and 0.15g/t Au from 152m to 243m, including:
 - **8.m @ 1.02% Cu and 0.79g/t Au from 152m to 160m**
 - 2.55m @ 1.47% Cu and 1.83g/t Au from 216 to 218.55m

Best intersections in GGDD002a include:

- 80m @ 0.10% Cu and 0.13g/t Au from 57.80m – 138m, including
 - 6m @ 0.32% Cu and 0.36g/t Au from 131m to 137m
 - 1m @ 0.69% Cu and 1.04 g/t Au from 84 m to 85 m
 - 1.5m @ 2850ppm Mo from 144.50m to 146m

A detailed review of all drillhole and assay information, in conjunction with geological modelling, is underway to generate a better understanding of the nature and extent of both the broader disseminated copper mineralisation to the southeast, and the higher grade QMC Cu +/- Au-Ag-Mo mineralisation within the breccia zone proximal to the historic Goodrich mine and previous drilling.

The aim of the review is to identify the potential for economic mineralisation at Goodrich, including tonnage potential. Further drilling and potential downhole geophysics may be warranted and drill planning will be completed as part of the detailed assessment of the Goodrich Prospect.

Corporate developments:

Successful placement and completion of entitlement offer, and new substantial shareholder:

Godolphin strengthened its balance sheet during the quarter, following the successful placement of \$715,000 (before costs) with the issue of ~17m new fully paid ordinary shares at an issue price of A\$0.042 per share. One free attaching quoted option, with an exercise price of \$0.06 and an expiry date of 31 December 2024, were issued for every two new shares subscribed.

The Company also launched a non-renounceable entitlement offer to eligible shareholders seeking to raise an additional ~A\$1.4m, which was completed in September 2023 (for a total of 33.8m new ordinary shares and 16.9m options), which included the placement of shortfall of approximately \$829,000 (for a total of 19.7m new ordinary shares and 9.9m options).

The shortfall shares and options were placed to new sophisticated and professional shareholders on the same terms as those issued under the Entitlement Offer and Placement.

Participants in the shortfall included American Rare Earths Limited (ASX: ARR), which subscribed for \$362,000 (for a total of 15.2m new ordinary shares and 7.6m options).

American Rare Earths Limited also became a substantial shareholder in the Company.

Proceeds from the placement and entitlement offer will be used for metallurgical and mineralogical studies, and initiation of a scoping study level mining study, including updating the Mineral Resource Estimate at the highly prospective Narraburra Rare Earth Elements Project, drilling at Goodrich, Cyclops and Yeoval East and for general working capital purposes.

¹ Refer ASX: GRL announcement dated 10 October 2023 and titled "High grade copper mineralisation intersected at Goodrich"



~\$600,000 secured as part of the Federal Government's Junior Minerals Exploration Incentive (JMEI):

Godolphin received \$599,489 in exploration tax credits for the 2023/2024 financial year as part of a successful application to the Australian Federal Government's Junior Minerals Exploration Incentive (JMEI) program (www.ato.gov.au/JMEI).

The JMEI is an initiative designed to encourage investment in eligible exploration companies carrying out greenfields mineral exploration in Australia. The JMEI program allows these companies to relinquish a portion of their tax losses for potential distribution to eligible investors.

Complementing the successful completion of Godolphin's recent share placement and entitlement offer, this allocation of tax credits will provide additional financial support to Godolphin as it conducts exploration activities across its enviable landholding in the Lachlan Fold Belt in NSW.

Godolphin will distribute these JMEI credits to eligible investors who participate in new share issues during the financial year ending 30 June 2024, including Australian shareholders that recently participated in the entitlement offer.

Mining Exploration Tenements:

At 30 September 2023, the Company held the following exploration and mining licences.

Tenure (also held at 30 June 2023 unless stated otherwise)	Location	Company's Beneficial Interest	Status
EL 5583 ²	Lewis Ponds	100%	Live
EL 8061	Gundagai South	100%	Live
EL 8420 ³	Narraburra	0%	Live
EL 8532	Mt Aubrey	100%	Live
EL 8538	Yeoval	100%	Live
EL 8555 ⁴	Calarie	49%	Live
EL 8556	Copper Hill East	100%	Live
EL 8580 ⁴	Calarie Central	49%	Live
EL 8586	Gundagai North	100%	Live
EL 8889	Gundagai	100%	Live
EL 8890	Cumnock	100%	Live
EL 8962	Obley North	100%	Live
EL 8963	Obley West	100%	Live
EL 8964	Yallundry	100%	Live

² There is a contingent liability in respect of a finder's fee payable to the Estate of David Timms on EL5583 sale transaction or production commencement (capped at \$2,000,000). Refer Note A18 of the Company's June 2023 Annual Report lodged 28 September 2023 (ASX: GRL) for further details.

³ EL8420 & EL9258 are subject to farm in agreements between the Company & EX9 Pty Ltd, as announced on 2 March 2022 (ASX: GRL "Godolphin Farm-in on Advanced Rare Earth Element Project"). The agreement gives GRL the opportunity to earn up to a 75% beneficial interest in the project. Under the agreement terms, Godolphin will progress to 51% beneficial ownership with \$1m exploration spend, and 75% beneficial ownership through an additional \$2m in expenditure with \$1m in Shares, calculated at the 30-day volume weighted average share price prior to the date of issue. At 30 September 2023, the Company had no beneficial interest in tenements EL8420 & EL9258.

⁴ EL8555, EL8580 & ML0739 are subject to farm in agreements between the Company & Orange Minerals NL (ASX: OMX) as announced on 18 December 2020. At 30 September 2023 the Company's beneficial interest in tenements EL8555, EL8580 & ML0739 was 49% (30 June 2023 49%). (Refer ASX: OMX announcement dated 7 June 2023).



Tenure (also held at 30 June 2023 unless stated otherwise)	Location	Company's Beneficial Interest	Status
EL 8966	Mt Bulga	100%	Live
EL 8998	Gadara	100%	Live
EL 9243	Goodrich	100%	Live
EL 9258 ³	Temora	0%	Live
EL 9333	Kinross	100%	Live
EL 9337	Sebastopol	100%	Live
EL 9370	Gurrundah	100%	Live
EL 9371	Kingsburgh	100%	Live
ML 0739 ⁴	Calarie Lachlan Mine	49%	Live
EL 9506	Bingara	100%	Live
EPM28668	Eidsvold	100%	Live

Exploration Expenditure Summary:

During the quarter ended 30 September 2023, Godolphin's cash expenditure for exploration & evaluation totalled A\$471,000⁵ and consists of:

	Current Quarter A\$000	Year to Date (3 Months) A\$000
Drilling and sample storage	(192)	(192)
Direct Salaries	(115)	(115)
Tenement rental	(34)	(34)
Shed Lease	(26)	(26)
Security deposits	(5)	(5)
Laboratory costs	(1)	(1)
Consulting fees	(98)	(98)
	(471)	(471)

There were no mining production and development activities during the quarter ended 30 June 2023.

Payments to related parties of the entity and their associates:

The amount included in section 6.1 of the Appendix 5B cash payments of \$147,465, an aggregate amount of payments to related parties and their associates being remuneration for directors' fees (\$26,363), salaries (\$114,996) and reimbursement of travel on behalf of the Company (\$6,106).

<<ENDS>>

This market announcement has been authorised for release to the market by the Board of Godolphin Resources Limited.

⁵ Refer Item 1.2(a) of Godolphin's Appendix 5B Mining exploration entity or oil and gas exploration entity quarterly cash flow report to 30 September 2023.



For further information regarding Godolphin, please visit <https://godolphinresources.com.au/> or contact:

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About Godolphin Resources

Godolphin Resources (ASX: GRL) is an ASX listed resources company, with 100% controlled Australian-based projects in the Lachlan Fold Belt ("LFB") NSW, a world-class gold-copper province. A strategic focus on critical minerals and green metals through ongoing exploration and development in central west NSW. Currently the Company's tenements cover 3,400km² of highly prospective ground focussed on the Lachlan Fold Belt, a highly regarded province for the discovery of REE, copper and gold deposits. Additional prospectivity attributes of GRL tenure include the McPhillamys gold hosting Godolphin Fault and the Boda gold-copper hosting Molong Volcanic Belt.

Godolphin is exploring for REE, structurally hosted, epithermal gold and base-metal deposits and large, gold-copper Cadia style porphyry deposits and is re-focussing exploration efforts for unlocking the potential of its East Lachlan tenement holdings, including increasing the mineral resource of its advanced Lewis Ponds Project. Reinvigoration of exploration efforts across the tenement package is the key to discovery and represents a transformational stage for the Company and its shareholders.

COMPLIANCE STATEMENT The information in this report that relates to Exploration Targets, Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Ms Jeneta Owens, a Competent Person who is a Member of the Australian Institute of Geoscientists. Ms Owens is the Managing Director and full-time employee of Godolphin Resources Limited and is a shareholder and an option holder of the Company. Ms Owens has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken 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. Ms Owens consents to the inclusion in the report of the matters based on her information in the form and context in which it appears.

Information in this announcement is extracted from reports lodged as market announcements referred to above and available on the Company's website www.godolphinresources.com.au.

The Company confirms that it is not aware of any new information that materially affects the information included in the original market announcements and that all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Persons' findings are presented have not been materially modified from the original market announcements.

Appendix 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity

Godolphin Resources Limited

ABN

13 633 779 950

Quarter ended ("current quarter")

30 September 2023

Consolidated statement of cash flows	Current quarter	Year to date (3 months)
	\$A'000	\$A'000
1. Cash flows from operating activities	-	-
1.1 Receipts from customers	-	-
1.2 Payments for		
(a) exploration & evaluation (if expensed) ¹	(471)	(471)
(b) development	-	-
(c) production	-	-
(d) staff costs	(140)	(140)
(e) administration and corporate costs	(205)	(205)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	6	6
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Government grants and tax incentives	-	-

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1.2(a) Consists of:

Drilling and sample storage	(192)	(192)
Direct Salaries	(115)	(115)
Tenement rental	(34)	(34)
Shed Lease	(26)	(26)
Security deposits	(5)	(5)
Laboratory costs	(1)	(1)
Consulting fees	(98)	(98)
	(471)	(471)

Consolidated statement of cash flows		Current quarter	Year to date (3 months)
		\$A'000	\$A'000
1.8	Other	-	-
1.9	Net cash from / (used in) operating activities	(810)	(810)
2.	Cash flows from investing activities	-	-
2.1	Payments to acquire or for:		
	entities		
	tenements	-	-
	property, plant and equipment	(25)	(25)
	exploration & evaluation (if capitalised)	-	-
	investments	-	-
	other non-current assets	-	-
2.2	Proceeds from the disposal of:	-	-
	entities		
	tenements	-	-
	property, plant and equipment	-	-
	investments	-	-
	other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	Net cash from / (used in) investing activities	(25)	(25)
3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	2,137	2,137
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	-	-
3.4	Transaction costs related to issues of equity securities or convertible debt securities	(116)	(116)
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-

Consolidated statement of cash flows	Current quarter	Year to date (3 months)
	\$A'000	\$A'000
3.9 Other (provide details if material)	-	-
3.10 Net cash from / (used in) financing activities	2,021	2,021

4. Net increase / (decrease) in cash and cash equivalents for the period		
4.1 Cash and cash equivalents at beginning of period	1,242	1,242
4.2 Net cash from / (used in) operating activities (item 1.9 above)	(810)	(810)
4.3 Net cash from / (used in) investing activities (item 2.6 above)	(25)	(25)
4.4 Net cash from / (used in) financing activities (item 3.10 above)	2,021	2,021
4.5 Effect of movement in exchange rates on cash held	-	-
4.6 Cash and cash equivalents at end of period	2,428	2,428

5. Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1 Bank balances	1,008	322
5.2 Call deposits	1,420	920
5.3 Bank overdrafts	-	-
5.4 Other (provide details)	-	-
5.5 Cash and cash equivalents at end of quarter (should equal item 4.6 above)	2,428	1,242

6.	Payments to related parties of the entity and their associates	Current quarter \$A'000
6.1	Aggregate amount of payments to related parties and their associates included in item 1	147 ²
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-
<i>Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.</i>		

7.	Financing facilities <i>Note: the term "facility" includes all forms of financing arrangements available to the entity. Add notes as necessary for an understanding of the sources of finance available to the entity.</i>	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
7.1	Loan facilities	-	-
7.2	Credit standby arrangements	-	-
7.3	Other (please specify)	-	-
7.4	Total financing facilities	-	-
7.5	Unused financing facilities available at quarter end		-
7.6	Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.		
	Not applicable		

8.	Estimated cash available for future operating activities	\$A'000
8.1	Net cash from / (used in) operating activities (item 1.9)	(810)
8.2	(Payments for exploration & evaluation classified as investing activities) (item 2.1(d))	-
8.3	Total relevant outgoings (item 8.1 + item 8.2)	(810)
8.4	Cash and cash equivalents at quarter end (item 4.6)	2,428
8.5	Unused finance facilities available at quarter end (item 7.5)	-
8.6	Total available funding (item 8.4 + item 8.5)	2,428
8.7	Estimated quarters of funding available (item 8.6 divided by item 8.3)	3.00
	<i>Note: if the entity has reported positive relevant outgoings (ie a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.</i>	
8.8	If item 8.7 is less than 2 quarters, please provide answers to the following questions:	
8.8.1	Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?	
	Answer: Not applicable	

² Consists of directors' fees (\$26,363), salaries (\$114,996) and reimbursement of travel on behalf of the Company (\$6,106).

8.8.2 Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?

Answer: Not applicable

8.8.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer: Not applicable

Note: where item 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 above must be answered.

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Date: 27 October 2023

Authorised by the Board

(Name of body or officer authorising release – see note 4)

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.