Manas Resources Limited

ACN 128 042 606

Annual Report

31 December 2019

Manas Resources Limited
Corporate Directory

Directors	Alan Campbell David Kelly Susmit Shah	Non-Executive Chairman Non-Executive Director Non-Executive Director
Chief Executive Officer	Chris MacKenzie	
Company Secretary	Susmit Shah	
Registered and Administrative Office	Level 2, Suite 9, 389 Oxford Street Mount Hawthorn, Western Australia 6016 PO Box 281 Mount Hawthorn Western Australia 6915 Telephone: Facsimile: Website: Email:	 (61 8) 9380 6062 (61 8) 9380 6761 www.manasresources.com info@manasresources.com
Auditors	HLB Mann Judd Level 4, 130 Stirling Street Perth, Western Australia 6000	
Share Registry	Automic Pty Ltd Level 2, 267 St Georges Terrace Perth, Western Australia 6000 Telephone:	 1300 288 664
Securities Exchange Listing	Australian Securities Exchange	(Code – MSR)

REVIEW OF OPERATIONS

Key highlights of activities conducted by Manas Resources Limited ("Manas" or the "Company") are presented below:

Ongoing exploration in Côte d'Ivoire, West Africa.

- Manas has an earn-in agreement with Perseus Mining Limited (ASX: PRU) to acquire up to 70% of the M'bengué gold permit PR272 ("M'bengué") where the Company conducted a maiden diamond drilling programme in late 2018 - results included the following intercepts: **7m grading 7.54g/t Au; 9m grading 5.05g/t Au; 21m grading 2.11g/t Au and 9m grading 2.6g/t Au.**
- A geochemical soil sampling programme collected more than 4,900 samples from the entire M'bengué project area, defining numerous anomalies for further exploration.
- Three large grids were surveyed using 68 line kilometres of induced polarisation (IP) geophysics.
- A 100-hole, 4,965m aircore drilling programme was completed. This extended the main mineralised zone to over 3km with zones up to 40m wide, and results including 18m grading 1.0g/t Au, 12m grading 1.0g/t Au and 8m grading 1.16g/t Au.
- Manas applied for a new prospecting licence covering 357km^2 to expand the size of M'bengué Gold Project ("MGP") to 647km^2.
- Eburnea permit application still pending (granted subsequent to reporting period).
- Withdrawal from the Gonsan Gold Project in December 2019.
- Review and evaluation of other advanced exploration projects still ongoing.

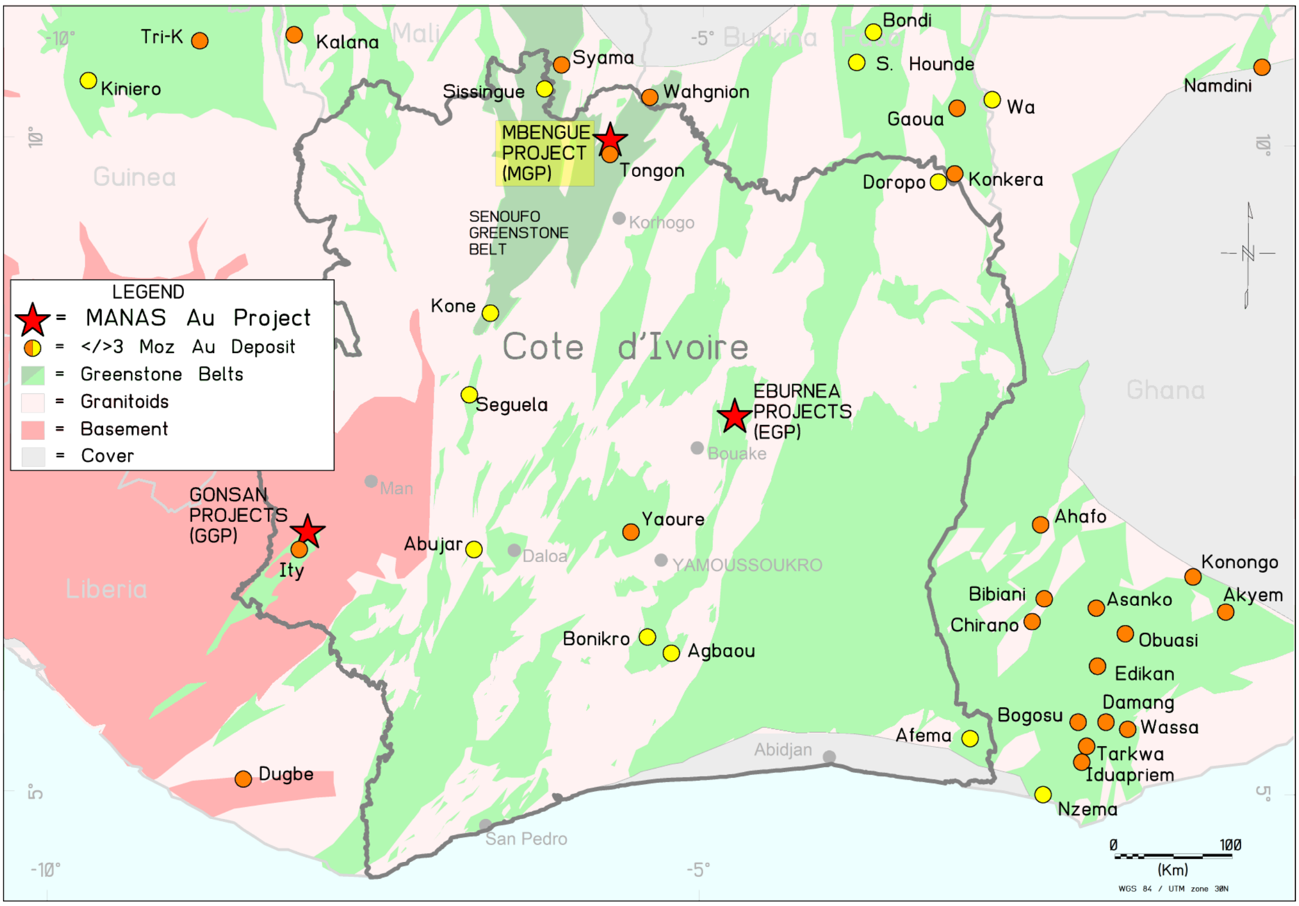

Figure 1 *Location of Manas Projects in Côte d'Ivoire.*

M'bengué Gold Project.

The MGP is located in northern Côte d'Ivoire 6km north of Barrick's Tongon mine (~4.5Moz Au), ~27km SE of Terranga's Wahgnion mine (>2.5Moz Au), 70km southeast of Perseus Mining Limited's (ASX: PRU "Perseus") Sissingué mine (~1Moz Au) and 80km southeast of Resolute Mining Limited's (ASX: RSG) world-class Syama mine (11.5 Moz Au).

The M'bengué permit (PR272) is held by Occidental Gold SARL ("Occidental", a 100% subsidiary of Perseus) and covers 300km^2 of the highly prospective Senoufo greenstone belt (Figure 1). Manas can earn a 70% interest in the permit through sole-funding exploration activity.

Manas committed to an initial minimum US$0.3 million of exploration expenditure which was expended in the maiden diamond drilling programme. Manas has earned a 20% interest to date and can earn up to 70% ownership through sole funding a total of US$2.0 million in expenditure (inclusive of the initial US$0.3 million expenditure) over 3 years following election to proceed. Thereafter the parties joint venture will continue with participating interests of 70% and 30% for Manas and Perseus respectively.

Geochemical sampling programme.

Following the diamond drill programme, the whole of the 300km^2 of the M'bengué (PR272) licence was covered with regional geochemical soil sampling programme on a 250m x 250m spaced offset grid. More than 4,900 samples were collected. Assay results were released on 11 June 2019.

The geochemical programme confirmed the presence of multiple large-scale anomalies on the licence, the most significant being located within 10km of Barrick's Tongon mine plant. A total of 114 samples assayed over 100ppb with 13 samples assaying over 1,000ppb Au. The peak response was 5,560ppb (5.56g/t) Au.

Large gold-in-soil anomalies were located in areas of the licence untested by previous drilling but also close to drilled bedrock gold occurrences (refer to Figure 2). The results highlighted numerous gold anomalies between 2km and 12km long having two main intersecting structural orientations: NW-SE and NE-SW. The Far West and North West anomalies are open to the N, and the Main Target anomaly is open to the SE into the Tongon Mining Licence.

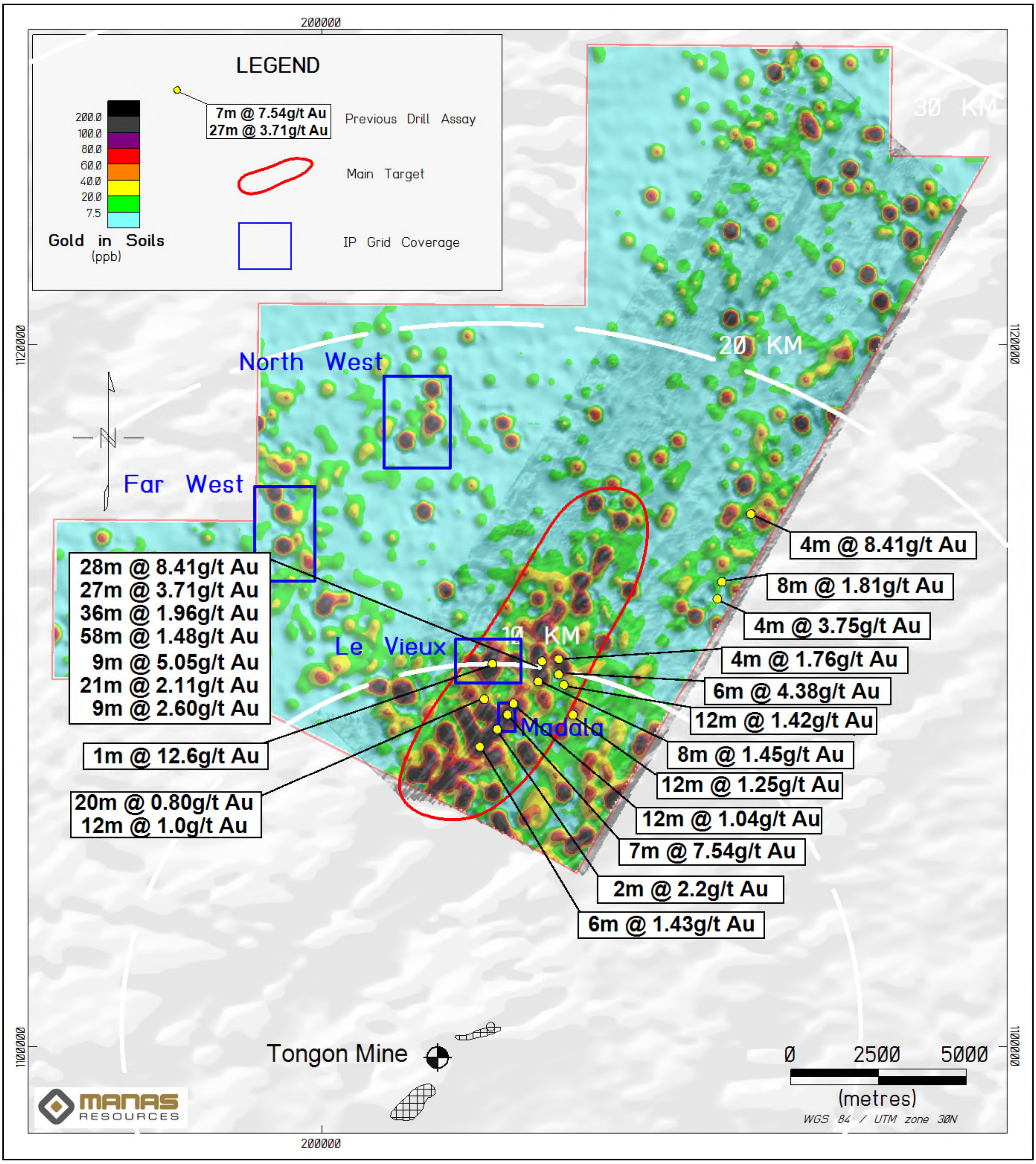

Figure 2: *M'bengué regional soil geochemistry results in relation to distance from Tongon Mine and showing IP survey grids.*

Ground geophysical programme

Following orientation surveys at the Madala prospect, which had confirmed the effectiveness of the induced polarisation (IP) method in this terrain, the Company conducted IP surveys covering 12km^2 during the September Quarter. Three priority grids (Far West, North West and Le Vieux – see Figure 2) were surveyed using a total of 68-line kilometres and a 200m x 25m grid spacing.

The work identified a number of large-scale chargeability – resistivity IP anomalies, coincident with gold-in-soil anomalies, indicating potential for the discovery of new kilometre scale mineralised zones, refer to Figure 3.

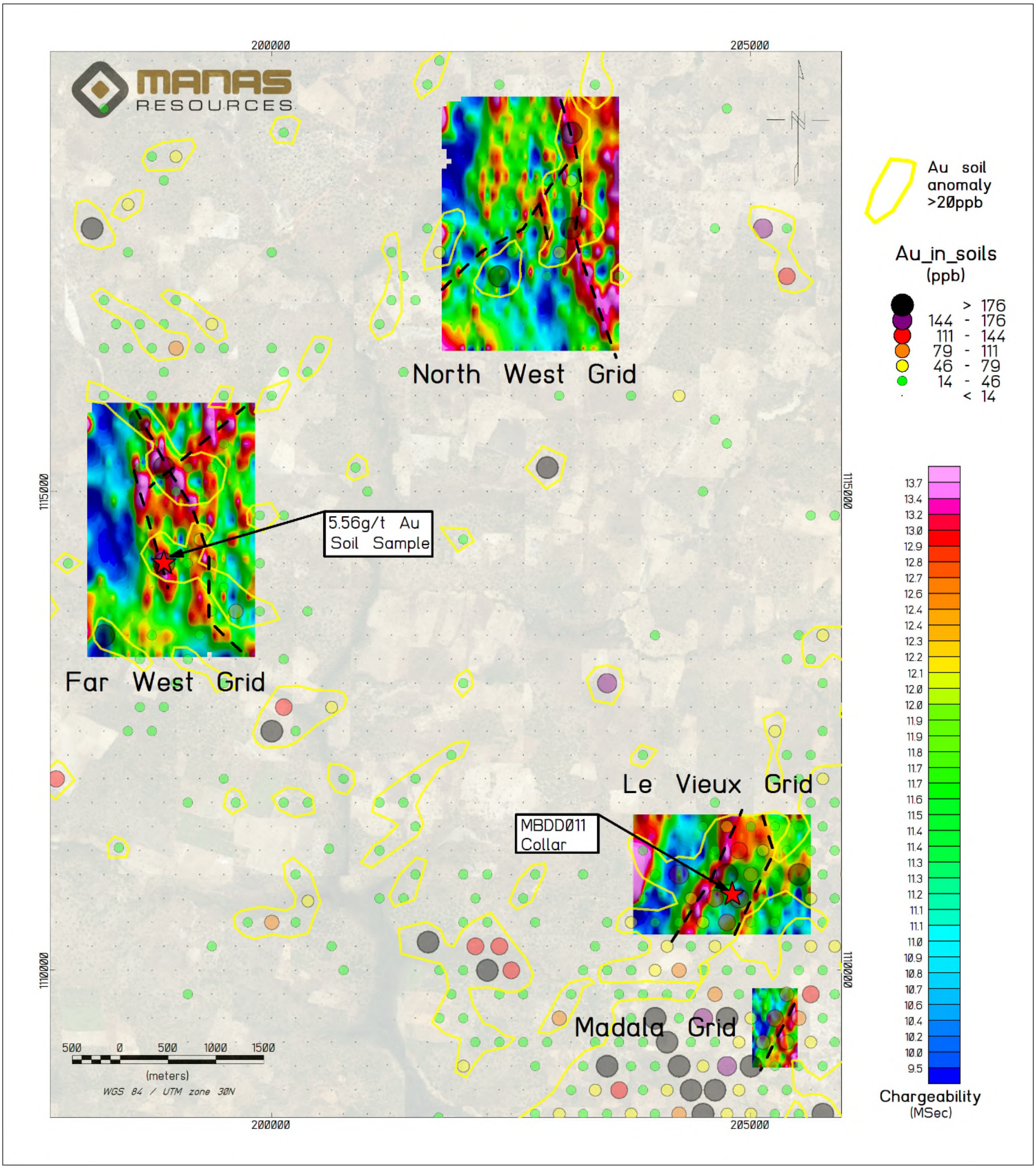

Figure 3: *MGP IP Surveys: Results showing large-scale IP anomalies*

Aircore drilling programme

Following the IP surveys, the Company completed a reconnaissance air-core (AC) drill programme over ten of the many geochemical anomalies identified from the 2019 work programme (Figure 4). 100 shallow holes, for 4,965m of drilling, were completed. Results were released on 21 August 2019 and identified robust mineralised zones up to 40m with zones including 18m grading 1.0g/t Au, 12m grading 1.0g/t Au and 8m grading 1.16g/t Au.

Figure 4: *AC drilling at M'bengué commenced in late-June 2019.*

The Company has now drill-tested the main 9km-long Madala-Turaco mineralised corridor over a 3.2km strike length, but only on sections spaced 400 – 1,300m apart, refer to Figure 5.

These drilling results confirm that the extensive geochemical and geophysical anomalies within 10km of Tongon Gold Mine are underlain by mineralisation. Further infill drilling is required to confirm the true potential of these targets.

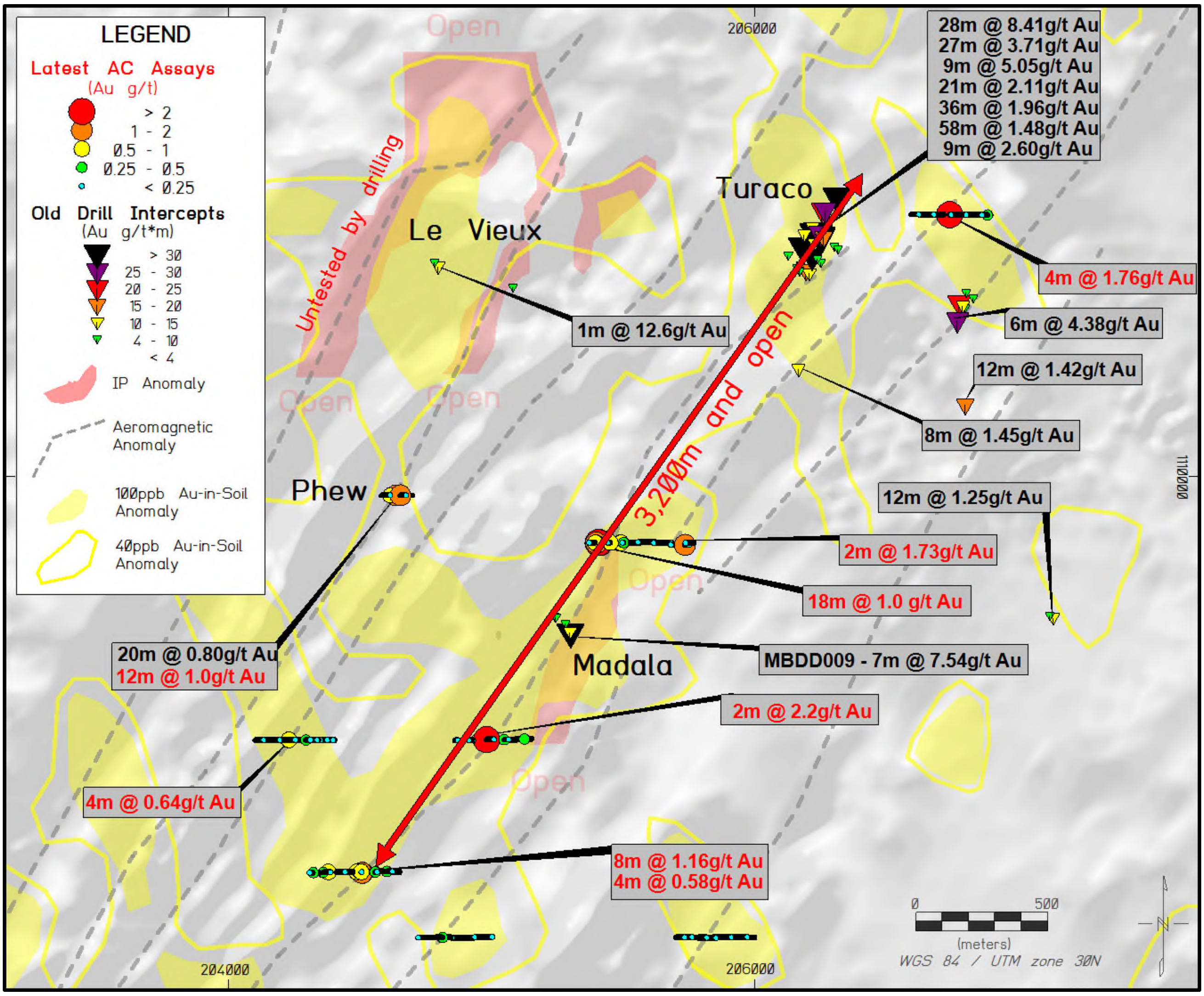

Figure 5: *Drill Plan showing location of significant intercepts in relation to large-scale geochemical and geophysical anomalies.*

In the December Quarter, re-logging of drill material and further field mapping was conducted to identify zones where potential for a significant resource exists. A number of kilometre-sized targets, with limited drilling to date, were identified along the Madala-Turaco and Le Vieux-Phew magnetic trends. In order to assist prioritise the many drill targets and better define resource potential, a large-scale geophysical IP survey (covering 7km x 3km) was planned over the area shown in Figure 6 commencing in January 2020.

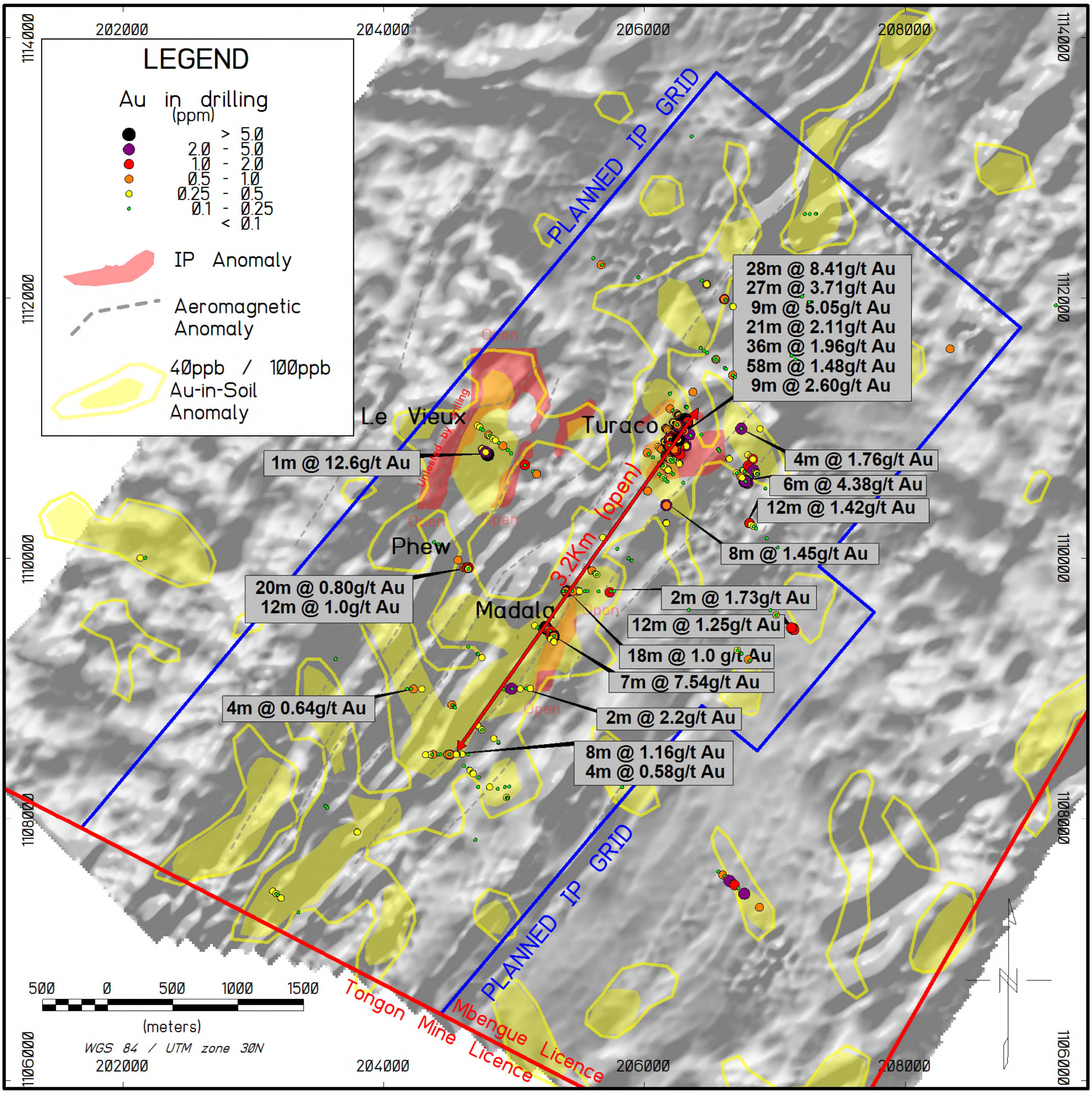

Figure 6: *Priority area for future geophysical surveying prior to the 2020 drill programme.*

Following the Company's review of the MGP area to host a significant deposit together with the regional geophysical and geochemical trends Manas applied for a new licence adjacent to, and immediately north of, PR272 in May 2019. This licence, PR0857 for 347km^2, was granted subsequent to the period under review (refer ASX announcement dated 29 January 2020).

Eburnea Gold Project (EGP) (Manas can earn up to 90%)

As announced on 23 January 2018 and 29 May 2018, Manas entered into agreements over two licence applications, Bouaké North and South comprising the EGP.

The option agreement over Bouaké South lapsed on 29 May 2019. The Joint Venture Agreement over Bouaké North remains in force.

The Bouaké North application, PR575 (granted as a permit, subsequent to the end of the reporting period), is located in central-northeast Côte d'Ivoire, 30km northwest of the city of Bouaké and approximately 290km north of Abidjan. The Project area lies on the Oume-Fetekro greenstone belt (see Figure 7), postulated to be the dislocated southern extension of the Hounde greenstone belt, which is host to several major gold deposits in neighbouring Burkina Faso. PR575 is located approximately 20km south of the Fetekro project of Endeavour Mining Corp., which hosts gold resources > 1.2Moz grading 2.5g/t Au (see: https://www.endeavourmining.com/news-releases/press-release-details/2019/Endeavour-Increases-Indicated-Resources-at-Fetekro-by-141-to-12Moz/default.aspx).

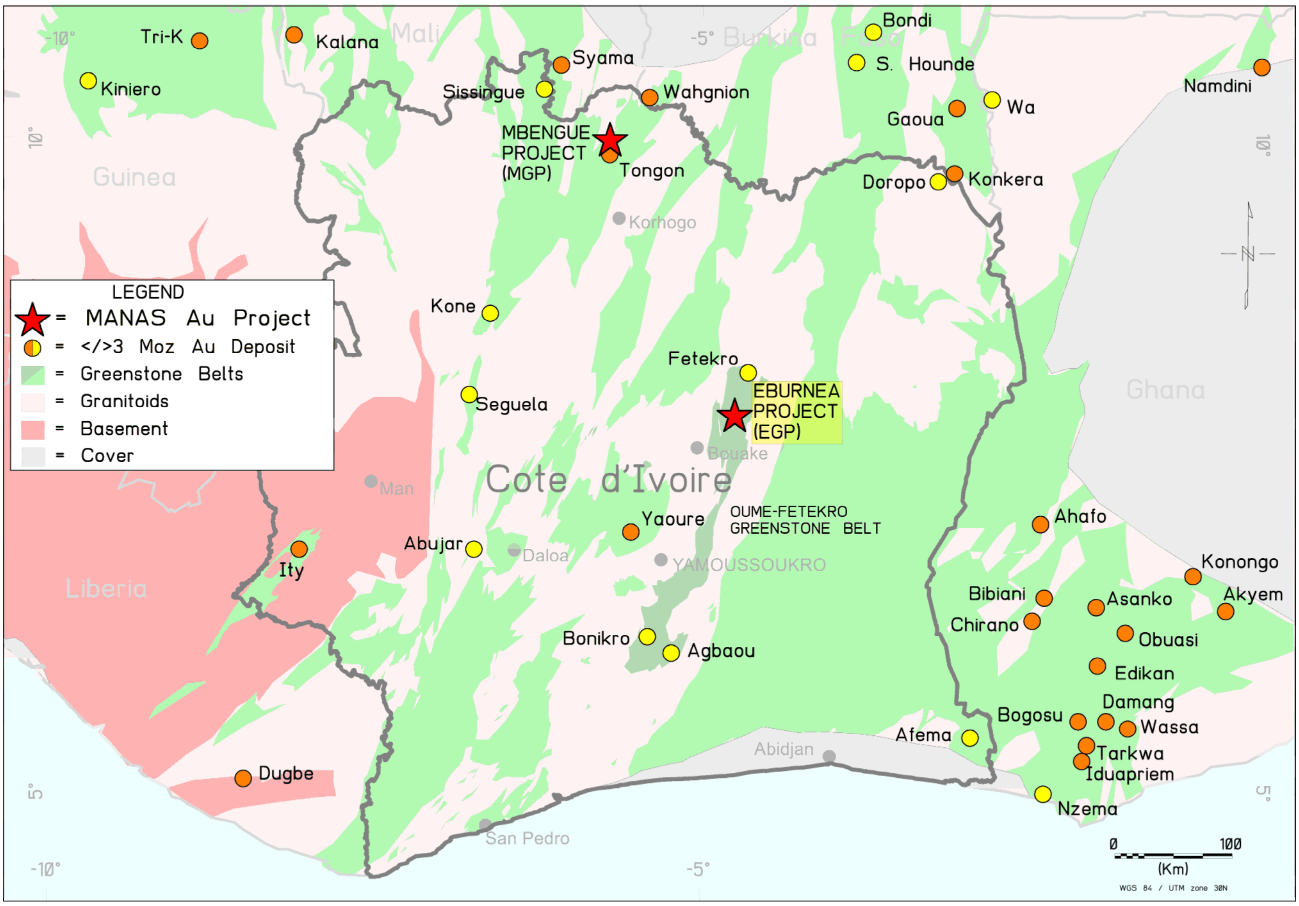

Figure 7 *Location Map of the EGP*

The northeast-tending greenstone belt is dominated by volcanic and volcaniclastic rocks, generally of basaltic-andesitic composition, intruded by granitoid plutons of variable composition, from gabbro-diorite to true granite (see Figure 8).

There has previously been no documented exploration within the EGP, however several artisanal workings associated with large regional airborne magnetic anomalies have been identified. Surface geochemistry and aircore drilling to the immediate north and south of the project area has highlighted extensive gold anomalism and zones of significant bedrock mineralization.

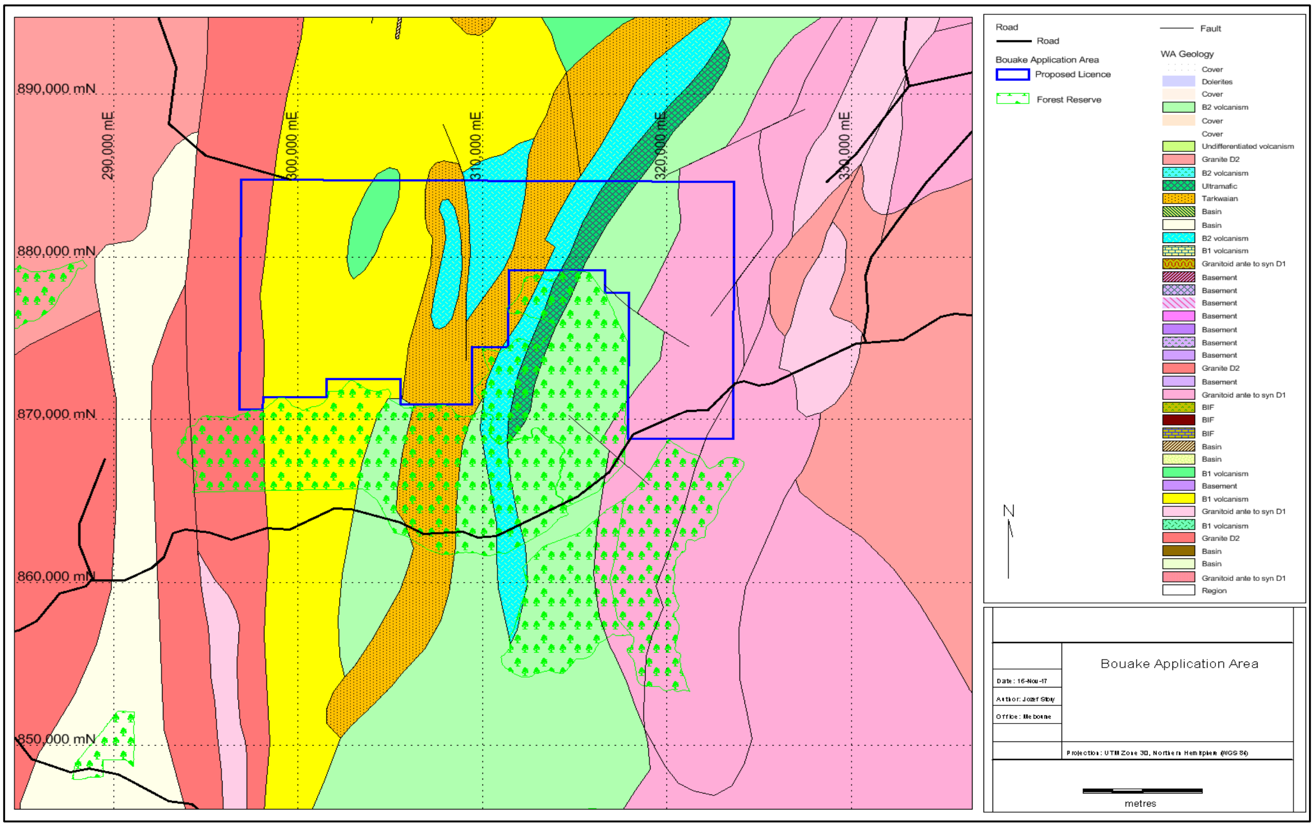

Figure 8 *Geological Map of the EGP*

Gonsan Gold Project (GGP)

On 23 January 2018, Manas entered into an agreement to acquire up to 85% of the Gonsan Gold Project (GGP) comprising 3 exploration permit applications by local company, Gonsan Resources Sarl covering a combined area of approximately 1,000 km^2. The GGP is located approximately 700km west-northwest of Côte d'Ivoire's economic capital city of Abidjan near the border with Liberia (see Figure 1).

During the December 2019 Quarter, Manas conducted a strategic review of its landholdings and consequently withdrew from the Gonsan joint-venture due to a lack of progress in granting of mineral permits and an assessment that exploration in that part of the country would be difficult, due to terrain, and costly.

Competent Person's Statement

The scientific and technical information contained within this Report is based on, and fairly represents information prepared by Mr. Christopher MacKenzie, a Competent Person who is a Chartered Geologist and a Fellow of The Geological Society of London.

Mr. MacKenzie is the Chief Executive Officer of Manas Resources Limited and 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 Resource and Ore Reserves". Mr MacKenzie consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.

The technical information in this report that relates to the M'bengué Gold Project has been previously reported by the Company in compliance with JORC 2012 on various dates between 8 August 2018 and 21 August 2019. The technical information in this report that relates to the Gonsan Gold Project and the Eburnea Gold Project has been previously reported by the Company in compliance with JORC 2012 on 23 January 2018 and 29 May 2018. The Company confirms that it is not aware of any new information or data that materially affects the information included in any of these earlier market announcements.

DIRECTORS' REPORT

Your Directors present their report together with the financial report of Manas Resources Limited ("Manas" or the "Company") and its controlled entities (the "Consolidated Entity" or "Group"), for the year ended 31 December 2019 and the auditor's report thereon. In order to comply with the provisions of the Corporations Act 2001, the Directors report as follows.

DIRECTORS

The names and details of the Directors in office during or since the end of the financial year are as follows:

Mr Alan Campbell	Non-executive chairman
Mr David Kelly	Non-executive director
Mr Susmit Shah	Non-executive director
Mr Mark Calderwood	Non-executive director (resigned 15/10/2019)

Directors were in office for the entire period unless otherwise stated.

Alan Campbell
Non-Executive Chairman (Appointed 1/11/2018)

Alan Campbell is a geologist, with extensive experience and knowledge in the resource sector built over a career spanning more than 30 years in mineral exploration. He was Managing Director of Papillon Resources from December 2009 to May 2012, leading the team which discovered the 5moz Fekola gold deposit in Mali before Papillon's merger with B2Gold in 2014. Mr Campbell has worked and lived in Africa, Asia and Australia, having held senior roles and directorships in major and junior companies, including Anglo American and De Beers Group.

Other current and former directorships in the last 3 years
-

Interest in securities

5,000,000	Ordinary shares in Manas Resources Limited

David Kelly
Non-Executive Director (Appointed 21/11/2016)

David Kelly is a geologist and experienced Company Director. He has served in various senior executive roles in the resource sector for the last 30 years including as a geologist, investment banker, and corporate advisor. Mr Kelly is currently the Chief Operating Officer at ASX listed gold miner Resolute Mining Limited, where he is responsible for all aspects of the Company's operations and projects.

Other current and former directorships in the last 3 years
Predictive Discovery Limited – appointed 22 January 2016, resigned 18 December 2019

Interest in securities

Nil	Ordinary shares in Manas Resources Limited

Susmit Shah
Bsc Econ
Non-Executive Director and Company Secretary
(Appointed Non-Executive Director 26/5/2017, Company Secretary 17/10/2007)

Susmit Shah is an accountant with more than 25 years' experience. Over the past 20 years, Mr Shah has been involved with a diverse range of Australian listed public companies in company secretarial and financial roles. His experience includes negotiation and conduct of mining joint ventures, public flotations and mergers and acquisitions.

Other current directorships
-

Former directorships in the last 3 years
Amani Gold Limited – appointed 16 June 2005, resigned 27 March 2018
Kangaroo Resources Limited (delisted from ASX on 13 December 2018) – appointed 1 December 2015

Interest in securities
3,000,000 Ordinary shares in Manas Resources Limited

Mark Calderwood
MAusIMM
Non-Executive Director (Resigned 15/10/2019)

Mark Calderwood is a member of the Australasian Institute of Mining and Metallurgy and has over 20 years' experience in exploring for, and mining gold. He is experienced in resource/reserve estimation and feasibility studies. He retired as managing director of Perseus Mining Limited in January 2013 and was instrumental in that company's transition from an explorer to a producer.

Former directorships in the last 3 years
Alita Resources Limited (formerly Alliance Mineral Assets Limited) – resigned September 2019
Amani Gold Limited – appointed August 2014, resigned December 2017

Interest in securities
56,801,628 Ordinary shares in Manas Resources Limited

DIRECTORS' MEETINGS

The number of Directors' meetings and number of meetings attended by each of the Directors of the Company during the year ended 31 December 2019 are:

Director	**Board Meetings**	
	Eligible to attend	**Attended**
Alan Campbell	6	6
David Kelly	6	6
Susmit Shah	6	6
Mark Calderwood (resigned 15/10/2019)	4	4

There are no Remuneration or Audit Committees in place. The Board as a whole has assumed their roles.
In addition, matters of Board business have been resolved by circular resolutions of Directors, which are a record of decisions made at a number of informal meetings of the Directors held to control, implement and monitor the Company's activities throughout the period.

PRINCIPAL ACTIVITIES

The principal activity of the Consolidated Entity during the course of the financial year was acquiring, exploring and developing mineral interests, prospective for precious metals and other mineral deposits.

RESULTS AND DIVIDENDS

The loss for the year from continuing operations ended 31 December 2019 was $681,643 (31 December 2018 loss from continuing operations of $63,608). The loss can be attributed to increased exploration activity in Cote D'Ivoire, including the assessment of new projects. The much smaller loss in 2018 was as a consequence of a substantial foreign exchange gain recorded in that prior year. No dividends were paid during the year and the Directors do not recommend payment of a dividend.

LOSS PER SHARE

Basic loss per share for the year ended 31 December 2019 was 0.026 cents (31 December 2018: basic loss per share 0.002 cents).

REVIEW OF OPERATIONS

A review of operations of the Consolidated Entity during the year ended 31 December 2019 is provided in the "Review of Operations" section immediately preceding this Directors' Report.

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

There have not been any significant changes in the state of affairs of the Company and its controlled entities during the financial year.

EVENTS SUBSEQUENT TO REPORTING DATE

No matter or circumstance has arisen since the end of the financial year and to the date of this report which significantly affected, or may significantly affect, the operations of the Consolidated Entity, the results of those operations or the state of affairs of the Consolidated Entity in subsequent financial year(s) other than as noted below.

As a result of the COVID-19 global pandemic, a state of emergency was declared in Côte d'Ivoire on 23 March 2020, which, amongst other matters, severely restricts movement of people within the country. National borders have also been sealed. The Manas Group was actively engaged in conducting exploration programs at the Mbengué Gold Project and the commencement of a program at the Eburnea Gold Project was imminent. All exploration activity has ceased since the declaration of emergency and field teams have been demobilised. At the time of this report no staff or contractors of the Group have tested positive for the virus (SARS-CoV-2) nor have there been any suspected cases. The Group, its staff and contractors are complying with in-country rules and protocol.

The Group is earning an interest in the Mbengué Gold and Eburnea Gold Projects and is required to comply with expenditure commitments in order to maintain its contractual rights and interests. At the date of this report, the Group is in compliance with its expenditure commitments. However, if the curtailment of exploration activity as a result of the pandemic continues for a prolonged period, then there is a risk of the Group breaching its expenditure commitments and ultimately the rights to project tenure. The Group believes that the COVID-19 pandemic constitutes force majeure and the Group will seek to preserve its rights by declaring force majeure at the appropriate time.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS

As noted in the "Review of Operations", the Consolidated Entity's focus over the coming period (subject to the comments made above in relation to the COVID-19 pandemic) will be to continue exploration work at the Mbengué Gold Project, commence work on the newly acquired Dielle permit, which forms part of the expanded Mbengue Gold Project as well as the recently granted Bouaké North permit. The Group continues to assess other project opportunities in Côte d'Ivoire and elsewhere.

SHARE OPTIONS

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

Grant Date	Exercise price of options	Expiry date	Number of options
1 July 2016	$0.005	30 June 2020	30,000,000
23 July 2018	$0.0075	30 November 2021	40,000,000

Apart from the above, no other share options of Manas Resources Limited were granted to Directors and Key Management Personnel of the Company during or since the end of the financial year as part of their remuneration.

REMUNERATION REPORT (Audited)

This report outlays the remuneration arrangements in place for the Key Management Personnel (as defined under section 300A of the Corporations Act 2001) of Manas Resources Limited.

The following were Key Management Personnel of the Company during or since the end of the financial period.

Non-Executive Directors
Mr Alan Campbell
Mr David Kelly
Mr Susmit Shah
Mr Mark Calderwood (resigned 15/10/2019)

Other Senior Management

The term 'senior management' is used in this remuneration report to refer to the following persons. Except as noted, the named persons held their current position for the whole of the financial year and since the end of the financial year:

Chris MacKenzie Chief Executive Officer

There have been no other changes of Key Management Personnel after the reporting date and up to the date the financial report was authorised for issue.

REMUNERATION REPORT - continued

Remuneration Philosophy

The Board reviews the remuneration packages applicable to the Executive Directors and Non-Executive Directors on an annual basis. The broad remuneration policy is to ensure the remuneration package properly reflects the person's duties and responsibilities and level of performance and that remuneration is competitive in attracting, retaining and motivating people of the highest quality. Independent advice on the appropriateness of remuneration packages is obtained, where necessary.

The Board as a whole is responsible for remuneration matters and no Remuneration Committee meetings were held during the year.

Remuneration Structure

In accordance with best practice corporate governance, the structure of remuneration for Non-Executive Directors and Executive Directors is separate and distinct.

(a) Compensation Arrangements

Non-Executive Directors' Remuneration

Objective

The Board seeks to set aggregate remuneration 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 acceptable to shareholders.

Structure

The Constitution and the ASX Listing Rules specify that the aggregate remuneration of Non-Executive Directors shall be determined from time to time by the shareholders in a general meeting. An amount not exceeding the amount determined is then divided between the Directors as agreed. The latest determination was at a general meeting on 27 May 2013 when shareholders approved aggregate remuneration of $300,000 per year.

Although ASX Corporate Governance guidelines indicate that securities incentives should only be provided to Executive Directors, Manas, in common with a large majority of junior mineral explorers, takes the view that as a Company not earning any operating revenue it is appropriate to conserve cash and attract good quality Non-Executive Directors by offering securities-based compensation. No securities-based compensation was issued to Directors during the year.

The Board reviews the remuneration packages applicable to the Non-Executive Directors on an annual basis. The Board considers fees paid to Non-Executive Directors of comparable companies when undertaking the annual review process.

Use of remuneration consultants
During the financial year ended 31 December 2019, the Company did not engage any remuneration consultants.

Relationship between remuneration policy and Group performance
The remuneration policy has been tailored to increase goal congruence between shareholders and Directors and key management personnel. From time to time, this is facilitated through the issue of options and performance rights to encourage the alignment of personal and shareholder interest. The Company believes this policy will be effective in increasing shareholder wealth.

REMUNERATION REPORT - continued

Performance on shareholder wealth
In considering the Group's performance and benefits for shareholder wealth, the Board has regarded the following indices in respect of the current and previous four financial years:

	2019	2018	2017	2016	2015
Basic earnings / (loss) per share (cents)	(0.026)	(0.002)	(0.15)	(1.21)	1.16
Dividends (cents)	-	-	-	-	-
Net profit / (loss) for the year ($)	(681,643)	(63,608)	(4,063,295)	(23,818,886)	7,633,209
Share price ($)	0.002	0.004	0.0045	0.004	0.003

The remuneration of the Non-Executive Directors for the financial year ended 31 December 2019 is detailed in Table 1 of this report.

(b) Details of Remuneration

Details of the remuneration of the Directors and other Key Management Personnel of the Company are set out in the following table. The Key Management Personnel of the Company are the Directors of Manas Resources Limited as well as the Company Secretary and Chief Executive Officer. Detail of the employment contract with the Chief Executive Officer is as follow:

Name	Term of Agreement	Base Salary including Superannuation	Termination Benefit
Chris MacKenzie Chief Executive Officer	Ongoing commencing 23 July 2018	$250,000	6 months' salary where the control of the Company changes and he is made redundant, or his position changes significantly.

Mr MacKenzie's services were provided to the Company through his consulting company, Peak Minerals Limited.

REMUNERATION REPORT - continued

Table 1 - Key Management Personnel Remuneration for the financial year ended 31 December 2019 and 31 December 2018

		Short-term employee benefits	Post Employment	Equity		Percentage of Remuneration linked to Performance
		Salary/Fees	Superannuation/ Retirement Benefits	Value of Options / Rights	Total	
		$	$	$	$	%
Directors:						
Alan Campbell						
	2019	**45,000**	**-**	**-**	**45,000**	**-**
	2018 (appointed 1/11/2018)	7,500	-	-	7,500	-
David Kelly						
	2019	**30,000**	**2,850**	**-**	**32,850**	**-**
	2018	30,000	2,850	-	32,850	-
Susmit Shah (i)						
	2019	**20,000**	**1,900**	**-**	**21,900**	**-**
	2018	20,000	-	-	20,000	-
Mark Calderwood (ii)						
	2019	**23,750**	**-**	**-**	**23,750**	**-**
	2018	42,500	-	-	42,500	-
Total, all specified Directors						
	2019	**118,750**	**4,750**	**-**	**123,500**	
	2018	100,000	2,850	-	102,850	
Other Key Management Personnel:						
Chief Executive Officer Chris Mackenzie (appointed 23/07/2018)						
	2019	**250,000**	**-**	**61,370**	**311,370**	**20**
	2018	110,215	-	50,630	160,845	31
Outgoing Chief Executive Officer Philip Reese (ceased 23/7/2018)						
	2019	**-**	**-**	**-**	**-**	**-**
	2018	203,843	-	-	203,843	-
Total Key Management Personnel:						
	2019	**368,750**	**4,750**	**61,370**	**434,870**	**14**
	2018	414,058	2,850	50,630	467,538	11

(i) Company secretarial services provided by Mr Shah are charged to the Company by Corporate Consultants Pty Ltd (CCPL), a company in which Mr Shah has a beneficial interest. Total fees of $161,042 (31 December 2018: $136,259) were paid or were payable to Corporate Consultants Pty Ltd, for secretarial services as well as the provision of office space, administration and accounting services. There was an amount of $19,668 payable at the balance date.
(ii) Mr Calderwood resigned on 15 October 2019.

(c) Share-Based Compensation
Non-Plan-Based Payment

Share Options
The Company makes share-based payments to Key Management Personnel from time to time, not under any specific plan. The options are issued for nil consideration and in accordance with the specific guidelines established by the Directors of Manas Resources Limited. The vesting period and maximum term of options granted vary according to the Board's discretion.

Any share-based payments to Directors require the approval of shareholders at a general meeting.

REMUNERATION REPORT - continued

No options were granted during the year under a non-plan based payment.

Performance Rights
No performance rights were granted during the year ended 31 December 2019 and 2018.

Employee Share Option Plan ("EOP")

Shareholders originally approved the Manas Resources Limited EOP at the Annual General Meeting on 25 November 2008 and have provided subsequent approval for renewal of the EOP as required by the ASX Listing Rules. The latest renewal of the EOP was approved by shareholders in May 2018. The EOP is designed to provide incentives, assist in the recruitment, reward and retention of employees or key consultants. The contractual life of each option granted is generally three years. There are no cash settlement alternatives. Participation in the plan is at the Board's discretion and no individual has a contractual right to participate in the plan or receive any guaranteed benefit.

Incentive Securities Granted as Part of Remuneration

Details of incentive securities (options over ordinary shares) in the Company affecting remuneration in the previous, current or future reporting dates are as follows:

Share-Based Compensation

Other Key Management Personnel

	Grant date	Date vested & exercisable	Fair-value per option at grant date ($)	Exercise price per option ($)	Expiry date	Number of options vested during the financial year ended 31 December 2019
Options						
40,000,000	23 July 2018	(i)	0.0028	0.0075	30 November 2021	40,000,000

(i) Issued as part of the remuneration package. These options vested on 30 November 2019.

40,000,000 options were issued to Mr MacKenzie under the EOP during the year ended 31 December 2018. No new options were issued during the year ended 31 December 2019.

No options were exercised by Key Management Personnel during the financial year ended 31 December 2019 (31 December 2018: Nil).

Loans to Directors and Executives

During the financial year ended 31 December 2019, there were no loans provided to Directors and Executives (31 December 2018: Nil).

REMUNERATION REPORT - continued

Shareholdings

The numbers of shares in the Company held during the financial year ended 31 December 2019 and 2018 by Key Management Personnel, including shares held by entities they control, are set out below:

2019	Opening Balance	Received as Remuneration	Other Movements	Balance at appointment/ resignation	Closing Balance
Parent entity Directors					
Alan Campbell	5,000,000	-	-	-	5,000,000
David Kelly	-	-	-	-	-
Susmit Shah	3,000,000	-	-	-	3,000,000
Mark Calderwood[1]	56,801,628	-	-	(56,801,628)	NA
Other KMP					
Chris MacKenzie	-	-	-	-	-

[1]Mr Calderwood resigned as a Non-Executive Director on 15 October 2019

2018	Opening Balance	Received as Remuneration	Other Movements	Balance at appointment/ resignation	Closing Balance
Parent entity Directors					
Alan Campbell[2]	N/A	-	5,000,000	-	5,000,000
Mark Calderwood	48,801,628	-	8,000,000	-	56,801,628
David Kelly	-	-	-	-	-
Susmit Shah	3,000,000	-	-	-	3,000,000
Other KMP					
Chris MacKenzie[3]	-	-	-	-	-
Philip Reese[4]	147,016,380	-	-	(147,016,380)	N/A

[2]Mr Campbell was appointed Non-Executive Chairman on 1 November 2018
[3]Mr MacKenzie was appointed Chief Executive Officer on 23 July 2018
[4]Mr Reese ceased as Chief Executive Officer on 23 July 2018.

Option holdings

The number of options over ordinary shares in the Company held during year ended 31 December 2019 and 2018 by Key Management Personnel, including options over ordinary shares held by entities they control, are set out below:

2019	Opening Balance	Received as Remuneration	Other Movements	Closing Balance
Parent entity Directors				
Alan Campbell	-	-	-	-
David Kelly	-	-	-	-
Susmit Shah	-	-	-	-
Mark Calderwood[1]	-	-	-	NA
Other KMP				
Chris MacKenzie[2]	40,000,000	-	-	40,000,000

REMUNERATION REPORT - continued

2018	Opening Balance	Received as Remuneration	Other Movements	Closing Balance
Parent entity Directors				
Alan Campbell	N/A	-	-	-
Mark Calderwood	-	-	-	-
David Kelly	-	-	-	-
Susmit Shah	-	-	-	-
Other KMP				
Chris MacKenzie[2]	-	40,000,000	-	40,000,000
Philip Reese[3]	30,000,000	-	(30,000,000)	N/A

[1] Mr Calderwood resigned as a Non-Executive Director on 15 October 2019.
[2] Mr MacKenzie was appointed Chief Executive Officer on 23 July 2018.
[3] Mr Reese ceased as Chief Executive Officer on 23 July 2018.

Performance Rights

There were no performance rights issued or on issue as at year ended 31 December 2019 and 2018.

End of Remuneration Report

INDEMNIFICATION AND INSURANCE OF OFFICERS AND AUDITORS

The Company's Constitution requires it to indemnify Directors and officers against liabilities incurred to third parties and against costs and expenses incurred in defending civil or criminal proceedings, except in certain circumstances. The Directors and officers of the Company have been insured against all liabilities and expenses arising as a result of work performed in their respective capacities, to the extent permitted by law. The insurance premium for the policy period September 2019 to September 2020 amounting to $10,015 (ex. GST) relates to:

- costs and expenses incurred by the relevant officers in defending proceedings, whether civil or criminal and whatever the outcome; and
- other liabilities that may arise from their position, with the exception of conduct involving a wilful breach of duty or improper use of information or position to gain a personal advantage.

ENVIRONMENTAL REGULATIONS

The Consolidated Entity's operations are subject to Cote d'Ivoire environmental laws, regulations and permit conditions while conducting exploration activities at the gold projects in Cote d'Ivoire. There have been no known breaches of environmental laws or permit conditions during this period.

NON-AUDIT SERVICES

There have been no non-audit services provided by the Company's auditor during the year.

PROCEEDINGS ON BEHALF OF THE COMPANY

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

AUDITOR'S INDEPENDENCE DECLARATION

The Company's auditor, HLB Mann Judd, has provided the Board of Directors with an independence declaration in accordance with section 307C of the Corporations Act 2001.

The independence declaration is provided on the following page and forms part of this Directors' Report.

Signed in accordance with a resolution of Directors.

Alan Campbell
Non-Executive Chairman
Perth, 27 March 2020

HLB MANN JUDD
ADVISORY AND ACCOUNTING

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the consolidated financial report of Manas Resources Limited for the year ended 31 December 2019, I declare that to the best of my knowledge and belief, there have been no contraventions of:

a) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

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

Perth, Western Australia	**M R Ohm**
27 March 2020	**Partner**

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T: +61 (0)8 9227 7500 E: mailbox@hlbwa.com.au

	Notes	Consolidated 2019 $	2018 $
Interest income	2	**57,690**	46,454
		57,690	46,454
Due diligence costs		**-**	(88,525)
Foreign exchange gain		**52,514**	933,395
Employee benefits expense		**(195,982)**	(429,631)
Share-based payments	13a	**(61,370)**	(50,630)
Depreciation and amortisation expense	9	**(22,024)**	(13,721)
Impairment of assets		**-**	(35,102)
Exploration expenditure written off	10	**(154,393)**	-
Occupancy expenses		**(33,335)**	(31,121)
Travel expenses		**(63,724)**	(74,274)
Corporate and administration expenses		**(258,757)**	(319,513)
Other expenses		**(2,262)**	(940)
Loss before income tax		**(681,643)**	(63,608)
Income tax benefit	5	**-**	-
Loss for the year from continuing operations		**(681,643)**	(63,608)
Loss for the year		**(681,643)**	(63,608)
Other comprehensive income			
Items that may be reclassified to profit or loss			
Exchange gains/(losses) arising on translation of foreign operations		**(42,298)**	(2,101)
Total comprehensive loss for the year, net of tax		**(723,941)**	(65,709)
Loss per Share			
Basic loss per share (cents per share)	4	**(0.026)**	(0.002)
Diluted loss per share (cents per share)	4	**(0.026)**	(0.002)

The above statement should be read in conjunction with the accompanying notes.

	Notes	Consolidated 2019 $	2018 $
Current Assets			
Cash and cash equivalents	17	**7,217,081**	8,832,843
Other receivables	7	**13,546**	10,316
Total Current Assets		**7,230,627**	8,843,159
Non-Current Assets			
Other assets	8	**65,342**	97,641
Property, plant and equipment	9	**30,993**	53,017
Exploration and evaluation expenditure	10	**1,654,195**	775,364
Total Non-Current Assets		**1,750,530**	926,022
Total Assets		**8,981,157**	9,769,181
Current Liabilities			
Trade and other payables	11	**107,384**	232,837
Total Current Liabilities		**107,384**	232,837
Total Liabilities		**107,384**	232,837
Net Assets		**8,873,773**	9,536,344
Equity			
Issued capital	12	**53,083,579**	53,083,579
Reserves	13	**4,002,145**	3,983,073
Accumulated losses	14	**(48,211,951)**	(47,530,308)
Total Equity		**8,873,773**	9,536,344

The above statement should be read in conjunction with the accompanying notes.

	Issued Capital	Share-Based Payment Reserve	Foreign Currency Translation Reserve	Accumulated Losses	Total Equity
	$	$	$	$	$
Balance at 1 January 2018	53,083,579	3,934,544	-	(47,466,700)	9,551,423
Loss attributable to members of the parent entity	-	-	-	(63,608)	(63,608)
Exchange differences arising on translation of foreign operations	-	-	(2,101)	-	(2,101)
Total comprehensive loss for the year	-	-	(2,101)	(63,608)	(65,709)
Recognition of share-based payments	-	50,630	-	-	50,630
Balance at 31 December 2018	**53,083,579**	**3,985,174**	**(2,101)**	**(47,530,308)**	**9,536,344**
Balance at 1 January 2019	53,083,579	3,985,174	(2,101)	(47,530,308)	9,536,344
Loss attributable to members of the parent entity	-	-	-	(681,643)	(681,643)
Exchange differences arising on translation of foreign operations	-	-	(42,298)	-	(42,298)
Total comprehensive loss for the year	-	-	(42,298)	(681,643)	(723,941)
Recognition of share-based payments	-	61,370	-	-	61,370
Balance at 31 December 2019	**53,083,579**	**4,046,544**	**(44,399)**	**(48,211,951)**	**8,873,773**

The above statement should be read in conjunction with the accompanying notes.

	Notes	Consolidated 2019 $	2018 $
Cash Flows from Operating Activities			
Interest received		**40,710**	46,454
Payments to suppliers and employees		**(633,094)**	(839,018)
Net cash (outflow) from Operating Activities	17	**(592,384)**	(792,564)
Cash Flows from Investing Activities			
Payment for purchase of plant and equipment		**-**	(66,738)
Payment for exploration and evaluation expenditure		**(1,132,571)**	(873,939)
Payment of project acquisition costs / option fee		**-**	(84,214)
Proceeds from project relinquishment		**82,896**	-
Net cash (outflow) from Investing Activities		**(1,049,675)**	(1,024,891)
Cash Flows from Financing Activities			
Proceeds from share issues		**-**	-
Payment of share issue costs		**-**	-
Net cash inflow from Financing Activities		**-**	-
Net (Decrease) in Cash and Cash Equivalents		**(1,642,059)**	(1,817,455)
Cash and cash equivalents at the beginning of the year		**8,832,843**	9,709,035
Net foreign exchange differences		**26,297**	941,263
Cash and Cash Equivalents at the end of the year	17	**7,217,081**	8,832,843

The above statement should be read in conjunction with the accompanying notes.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated. The financial statements are for the Consolidated Entity (or "Group") consisting of Manas Resources Limited and its subsidiaries. For the purpose of preparing the consolidated financial statements, the Group is a for-profit entity.

Basis of preparation

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, the Corporations Act 2001 and other requirements of the law and Australian equivalents to International Financial Reporting Standards (AIFRS). The financial report has been prepared on a historical cost basis, except where otherwise stated.

The financial report is presented in Australian dollars.

The Company is a listed public company, incorporated and domiciled in Australia that has operated during the year in Australia and Cote D'Ivoire. The Group's principal activities are evaluation and exploration of mineral interests, prospective for precious metals and other mineral deposits.

Going Concern
The financial report has been prepared on a going concern basis. At balance date, the Group had a working capital surplus of $7,123,243. The board of the Group considers that, based on its assessment of cash flows, it is appropriate to prepare the financial statements on a going concern basis.

Adoption of new and revised standards

Standards and Interpretations adopted with no effect on the financial statements
For the year ended 31 December 2019, the Group has reviewed all of the new and revised Standards and Interpretations issued by AASB that are relevant to the Group and effective for the current reporting period. As a result of this review, the Group has initially applied AASB 16 ''Leases'' from 1 January 2019, using the modified retrospective approach, with no restatement of comparative information. The Group has lease arrangements for office premises which have a remaining lease term of less than 12 months as at 1 January 2019. These leases are considered short term leases and no right-of-use assets and lease liabilities were recognised.

	2019
Short term leases recognised on a straight-line basis as an expense	$33,335

Standards and Interpretations on issue not yet adopted
The Directors have also reviewed all Standards and Interpretations that have been issued but are not yet effective for the year ended 31 December 2019. As a result of this review, the Directors have determined that there is no impact, material or otherwise, of the new and revised standards and interpretations on the Group's business and, therefore, no change necessary to Group accounting policies.

Leases

Old Policy
Prior to 1 January 2019, leases were classified as operating leases. Payments made under operating leases were charged to profit or loss on a straight-line basis over the period of the lease.

New Policy
From 1 January 2019, where the Group is a lessee, the Group recognises a right-of-use asset and a corresponding liability at the date which the lease asset is available for use by the Group (i.e. commencement date). Each lease payment is allocated between the liability and the finance cost. The finance cost is charged to profit or loss over the

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

lease period so as to produce a consistent period rate of interest on the remaining balance of the liability for each period.

The lease liability is initially measured at the present value of the lease payments that are not paid at commencement date, discounted using the rate implied in the lease. If this rate is not readily determinable, the Group uses its incremental borrowing rate.

Lease payments included in the initial measurement if the lease liability consist of:
- Fixed lease payments less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at commencement date;
- Any amounts expected to be payable by the Group under residual value guarantees;
- The exercise price of purchase options, if the Group is reasonably certain to exercise the extension options; and
- Termination penalties of the lease term reflect the exercise of an option to terminate the lease.

Extension options are included in a number of property leases across the Group. In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option. Extension options are only included in the lease term if, at commencement date, it is reasonably certain that the options will be exercised.

Subsequent to initial recognition, the lease liability is measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made. The lease liability is remeasured (with a corresponding adjustment to the right-of-use asset) whenever there us a change in the lease term (including assessments relating to extension and termination options), lease payments due to changes in an index or rate, or expected payments under guaranteed residual values
Right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before commencement date, less any lease incentives received and any initial direct costs. These right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses.

Where the terms of a lease require the Group to restore the underlying asset, or the Group has an obligation to dismantle and remove a leased asset, a provision is recognised and measured in accordance with AASB 137. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset.
Right-of-use assets are depreciated on a straight-line basis over the term of the lease (or the useful life of the leased asset if this is shorter). Depreciation starts on commencement date of the lease.

Where leases have a term of less than 12 months or relate to low value assets, the Group has applied the optional exemptions to not capitalise these leases and instead account for the lease expense on a straight-line basis over the lease term.
The impact on the accounting policies, financial performance and financial position of the Group from the adoption of AASB 16 is detailed above.

Statement of compliance with IFRS

The financial report was authorised for issue on 27 March 2020. It complies with Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the financial report, comprising the financial statements and notes thereto, complies with International Financial Reporting Standards (IFRS).

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

Basis of consolidation

(i) Subsidiaries
The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Manas Resources Limited ("Company" or "parent entity") as at 31 December 2019 and the results of all subsidiaries for the twelve months then ended or the period in which those subsidiaries were controlled. Manas Resources Limited and its subsidiaries together are referred to in this financial report as the "Group" or the "Consolidated Entity".

Subsidiaries are all those entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The acquisition method of accounting is used to account for the acquisition of subsidiaries by the Group.

Intercompany transactions, balances and unrealised gains on transactions between Group companies 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 Group.

Investments in subsidiaries are accounted for at cost in the individual financial statements of Manas Resources Limited.

(ii) Changes in ownership interests
The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of Manas Resources Limited.

When the Group ceases to have control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities.

This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

Significant accounting judgements, estimates and assumptions

The application of accounting policies requires the use of judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

Revisions are recognised in the period in which the estimate is revised if it affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

Exploration and evaluation expenditure

The Board of Directors determines when an area of interest should be abandoned. When a decision is made that an area of interest is not commercially viable, all costs that have been capitalised in respect of that area of interest are written off. The Directors' decision is made after considering the likelihood of finding commercially viable reserves.

Share-based payment expense

The Group measures the cost of equity-settled transactions with employees and consultants by reference to the fair value of the equity instruments at the date at which they are granted. The fair value of options is determined using a Black-Scholes model, using the assumptions detailed in Note 15.

Interest income recognition

Interest income is recognised in the statement of comprehensive income as it accrues, using the effective interest method.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

Trade and other receivables

Trade receivables, which generally have 30-90 day terms, are recognised and carried at original invoice amount less an allowance for any uncollectible amounts. An allowance for doubtful debts is made when collection of the full amount is no longer expected. Bad debts are written off when identified.

Foreign currency transactions and balances

The functional and presentation currency of Manas Resources Limited is Australian dollars.

Transactions in foreign currencies are initially recorded in the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance date. All exchange differences in the financial report are taken to the statement of comprehensive income with the exception of differences on foreign currency borrowings that provide a hedge against a net investment in a foreign entity. These are taken directly to equity until the disposal of a net investment, at which time they are recognised in the statement of comprehensive income.

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

On disposal of a foreign entity, the deferred cumulative amount recognised in equity is recognised in the statement of comprehensive income.

Taxes

Income tax

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

No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the statement of comprehensive income except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the Company will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law. The carrying amount of deferred tax assets is reviewed at each balance date and only recognised to the extent that sufficient future assessable income is expected to be obtained.

At the reporting date, the Directors have not made a decision to elect to be taxed as a single entity.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST or GST equivalent incurred is not recoverable from the Australian Tax Office or overseas tax authority. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense.

Receivables and payables in the statement of financial position are shown inclusive of GST.

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

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

Property, plant and equipment

Items of plant and equipment are carried at cost less accumulated depreciation and impairment losses (see accounting policy "Impairment").

Plant and equipment

Plant and equipment acquired is initially recorded at their cost of acquisition at the date of acquisition, being the fair value of the consideration provided plus incidental costs directly attributable to the acquisition.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of comprehensive income during the financial period in which they are incurred.

Depreciation

All assets have limited useful lives and are depreciated using the straight line method over their estimated useful lives commencing from the time the asset is held ready for use.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

Depreciation and amortisation rates and methods are reviewed annually for appropriateness. When changes are made, adjustments are reflected prospectively in current and future periods only. The estimated useful lives used in the calculation of depreciation for plant and equipment for the current and corresponding period is three years.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the statement of comprehensive income. When revalued assets are sold, amounts included in the revaluation reserve relating to that asset are transferred to accumulated losses.

Exploration and evaluation expenditure

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that the Group's rights of tenure to that area of interest are current and either the costs are expected to be recouped through the successful development and commercial exploitation of the area of interest or where exploration activities in the area of interest have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves and active and significant operations, in, or in relation to, the area of interest are continuing.

Exploration and evaluation assets are initially measured at cost and include acquisition of the right to explore, studies, exploration drilling, sampling and associated activities. General and administrative costs are only included in the measurement of exploration and evaluation costs where they are related directly to operational activities in a particular area of interest.

Accumulated costs in relation to an abandoned area are written off in full against profit or loss in the year in which the decision to abandon the area is made.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount (see impairment, accounting policy).

Impairment

The carrying amount of the Group's assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. Where such an indication exists, a formal assessment of recoverable amount is then made and where this is in excess of carrying amount, the asset is written down to its recoverable amount.

Recoverable amount is the greater of fair value less costs to sell and value in use. Value in use is the present value of the future cash flows expected to be derived from the asset or cash generating unit. In estimating value in use, a pre-tax discount rate is used which reflects current market assessments of the time value of money and the risks specific to the asset. Any resulting impairment loss is recognised immediately in the statement of comprehensive income.

Impairment losses are reversed when there is an indication that the impairment loss may no longer exist and there has been a change in the estimate used to determine the recoverable amount. An impairment loss is reversed only to the extent that the carrying amount of the asset(s) does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Employee benefits

Wages, salaries and annual leave

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled wholly within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date. They are measured at the (undiscounted) amounts expected to be paid when the liabilities are settled.

Contributions are made by the Group to superannuation funds as stipulated by statutory requirements and are charged as expenses when incurred.

Share-based payments

Equity-settled transactions

The Group provides benefits to employees, consultants and contractors of the Group in the form of share-based payments, whereby employees render services in exchange for shares or rights over shares (equity-settled transactions).

There is currently an Employee Option Plan in place to provide these benefits to employees, consultants and contractors.

The cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using a Black-Scholes model, further details of which are given in Note 15.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of the Company (market conditions) if applicable. The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the vesting period).

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects:

(i) the extent to which the vesting period has expired; and

(ii) the Company's best estimate of the number of equity instruments that will ultimately vest.

No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The statement of comprehensive income charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is only conditional upon a market condition.

If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification that increases the total fair value of the

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

Share-based payment transactions with parties other than employees and contractors are measured by reference to the fair value of the goods or services rendered at the date on which the Company obtains the goods or the counterparty renders services.

Issued capital

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

Earnings per share

Basic earnings per share are determined by dividing the net result attributable to members, adjusted to exclude costs of servicing equity (other than dividends), by the weighted average number of ordinary shares, adjusted for any bonus element.

Diluted earnings per share are determined by dividing the net result attributable to members, adjusted to exclude costs of servicing equity (other than dividends) and any expenses associated with dividends and interest of dilutive potential ordinary shares, by the weighted average number of ordinary shares (both issued and potentially dilutive) adjusted for any bonus element.

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 of Manas Resources Limited.

2. INTEREST INCOME

	Consolidated	
	2019	2018
	$	$
Interest income	**57,690**	46,454

3. AUDITOR'S REMUNERATION

Audit services:		
- Auditors of the Company – HLB Mann Judd	**26,500**	26,710
	26,500	26,710

4. LOSS PER SHARE

	2019	2018
Basic loss per share (cents per share)	**(0.026)**	(0.002)
Loss for the year ($)	**(681,643)**	(63,608)
Basic loss per share from continuing operations (cents per share)	**(0.026)**	(0.002)
Diluted loss per share from continuing operations (cents per share)	**(0.026)**	(0.002)
Weighted average number of ordinary shares used in the calculation of basic loss per share	**2,643,162,488**	2,643,162,488

5. INCOME TAX EXPENSE

The major components of tax benefit are:

	Consolidated	
	2019	2018
	$	$
The prima facie income tax benefit on pre-tax accounting result from operations reconciles to the income tax expense in the financial statements as follows:		
Accounting loss before tax from continuing operations	**(681,643)**	(63,608)
Income tax (benefit) calculated at 27.5%	**(187,452)**	(17,492)
Non-deductible expenses	**17,147**	14,155
Other deferred tax assets and tax liabilities not recognised	**170,305**	3,337
Income tax benefit reported in the statement of comprehensive income	**-**	-

(b) **Unrecognised deferred tax balances**

The following deferred tax assets and liabilities have not been bought to account:

Deferred tax assets comprise:		
Losses available for offset against future taxable income – revenue	**2,759,026**	2,787,738
Losses available for offset against future taxable income – capital	**10,575,251**	9,848,678
Other deferred tax assets / (liabilities)	**127,768**	91,053
	13,462,045	12,727,469

(c) **Income tax expense not recognised directly in equity**

	2019	2018
	$	$
Share issue costs	**-**	-
	-	-

The deductible temporary differences and tax losses do not expire under current tax legislation. Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the Company can utilise the benefits thereof.

Deferred tax liabilities have not been recognised in respect of these taxable temporary differences as the entity is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

6. SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the Board of Directors that are used to make strategic decisions. The Board considers the business from both a product and a geographic perspective and has identified one reportable segment.

(a) Description of segments

During the financial year the Group considers that it has only operated in one segment, being the continued exploration and evaluation of mineral interests in Cote D'Ivoire. In the prior year, the Group considered Tanzania as another segment.

(b) Segment information provided to the Board

The segment information provided to the Board for the reportable segments:

2019

Consolidated	Cote D'Ivoire	Corporate and Unallocated	Total
	$	$	$
Results			
Segment result	(143,124)	(538,519)	(681,643)
Interest income	13,941	43,749	57,690
Employee benefits expense	-	(195,982)	(195,982)
Share-based payments	-	(61,370)	(61,370)
Depreciation	-	(22,024)	(22,024)
Occupancy	-	(33,335)	(33,335)
Corporate, administrative and other	(2,672)	(269,557)	(272,229)
Exploration expenditure written off	(154,393)	-	(154,393)
Segment Assets			
Exploration and evaluation expenditure	1,654,195	-	1,654,195
Other Segment Assets	150,441	7,176,521	7,326,962
	1,804,636	7,176,521	8,981,157
Segment Liabilities			
Trade and other payables	67,709	39,675	107,384
	67,709	39,675	107,384
Others			
Additions to non-current assets, excluding financial instruments and deferred tax assets	1,033,224	-	1,033,224
	1,033,224	-	1,033,224

6. SEGMENT INFORMATION – continued

2018

Consolidated	**Cote D'Ivoire**	**Tanzania**	**Corporate and Unallocated**	**Total**
	$		**$**	**$**
Results				
Segment result	-	-	(63,608)	(63,608)
Interest income	-	-	46,545	46,545
Employee benefits expense	-	-	(429,631)	(429,631)
Share-based payments	-	-	(50,630)	(50,630)
Depreciation	-	-	(13,721)	(13,721)
Occupancy	-	-	(31,121)	(31,121)
Corporate, administrative and other	-	-	(450,143)	(450,143)
Impairment of assets[1]	-	(35,102)	-	(35,102)
Segment Assets				
Exploration and evaluation expenditure	775,364	-	-	775,364
Other Segment Assets	136,627	-	8,857,190	8,993,817
	911,991	-	8,857,190	9,769,181
Segment Liabilities				
Trade and other payables	52,682	-	180,155	232,837
	52,682	-	181,155	232,837

1. The Group formally withdrew from Tanzania in May 2018 due to a lack of progress in the acquisition of Victoria Gold Project. All costs associated with VGP were fully impaired in the year ended 31 December 2018.

7. OTHER RECEIVABLES

	Consolidated	
	2019	2018
	$	$
Current		
Other receivable	**3,036**	-
Prepayments and advances	**10,510**	10,316
	13,546	10,316

8. OTHER ASSETS

	Consolidated	
	2019	2018
	$	$
Security deposit (1)	**20,000**	20,000
Other deposit (2)	**45,342**	77,641
	65,342	97,641

(1) Security deposit held with bank for a corporate credit card facility.
(2) Other deposit relates to payment for interests in an entity which has application for a permit in relation to the Bouake North project in Cote D'Ivoire (2018: Gonsan and Bouake North projects in Cote D'Ivoire).

9. PROPERTY, PLANT AND EQUIPMENT

Plant and equipment	Consolidated	
	2019	2018
	$	$
At cost	**73,833**	73,833
Less accumulated depreciation	**(42,840)**	(20,816)
	30,993	53,017

Movement in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year.	Consolidated	
	2019	2018
	$	$
Reconciliation:		
Balance at the beginning of the year	**53,017**	-
Additions	**-**	66,738
Depreciation expense	**(22,024)**	(13,721)
Carrying amount at the end of the year	**30,993**	53,017

10. EXPLORATION AND EVALUATION EXPENDITURE

	Consolidated	
	2019	2018
	$	$
Costs carried forward in respect of areas of interest in the following phases:		
Exploration and evaluation phase – at cost		
Balance at beginning of the year	**775,364**	-
Expenditure incurred during the year	**1,033,224**	775,364
Expenditure written off [1]	**(154,393)**	-
	1,654,195	775,364

1. Exploration expenditure on an area of interest where tenure was not granted at year end were written off to P&L.

The recoupment of cost carried forward in relation to "areas of interest" in the exploration and evaluation phases is dependent on the successful development and commercial exploitation or sale of the respective areas of interest.

11. TRADE AND OTHER PAYABLES

Current	Consolidated 2019 $	2018 $
Trade payables	**8,489**	64,541
Other accruals	**98,895**	168,296
	107,384	232,837

There are no amounts included within these balances that are not expected to be settled within the next 12 months. The average credit terms for services received by the Company are 30 days from invoice date and are non-interest bearing.

12. ISSUED CAPITAL

	Consolidated		Consolidated	
	2019 Number	2018 Number	**2019 $**	2018 $
(a) Issued and paid-up share capital				
Ordinary shares, fully paid	**2,643,162,488**	2,643,162,488	**53,083,579**	53,083,579
(b) Movements in ordinary shares				
Balance at beginning of the year	**2,643,162,488**	2,643,162,488	**53,083,579**	53,083,579
Balance at end of the year	**2,643,162,488**	2,643,162,488	**53,083,579**	53,083,579

(c) Movements in options and performance rights

	Grant date	Exercise price	Expiry date	Opening balance	New issues	Exercised/ Vested/ cancelled/ lapsed	Balance at end of year	Vested/ exercisable at end of year
		$		*Number*	*Number*	*Number*	*Number*	*Number*
2019								
Unlisted options	12 Aug 2016	$0.005	30 Jun 2020	30,000,000	-	-	30,000,000	30,000,000
Unlisted options	23 Jul 2018	$0.0075	30 Nov 2021	40,000,000	-	-	40,000,000	40,000,000
				70,000,000	-	-	70,000,000	70,000,000
2018								
Unlisted options	12 Aug 2016	$0.005	30 Jun 2020	30,000,000[1]	-	-	30,000,000	30,000,000
Unlisted options	23 Jul 2018	$0.0075	30 Nov 2021	-	40,000,000[2]	-	40,000,000	-
				30,000,000	40,000,000	-	70,000,000	30,000,000

1. These unlisted options were issued as part of remuneration terms for the Company's former CEO, Philip Reese.
2. 40 unlisted million options were issued as part of incoming CEO, Chris MacKenzie's remuneration. These options shall vest one year from grant date.

13. RESERVES

	Consolidated 2019 $	2018 $
Share-based payment reserve (a)	**4,046,544**	3,985,174
Foreign currency translation reserve (b)	**(44,399)**	(2,101)
	4,002,145	3,983,073

(a) Share-based payment reserve

Opening balance	**3,985,174**	3,934,544
Movement	**61,370**	50,630
Closing balance 31 December	**4,046,544**	3,985,174

The share-based payment reserve is used to record the value of share-based payments provided by the issue of options and performance rights. Refer to Note 15 for further details.

	Consolidated 2019 $	2018 $
(b) Foreign currency translation reserve		
Opening balance	**(2,101)**	-
Currency translation differences arising during the year	**(42,298)**	(2,101)
Closing balance 31 December	**(44,399)**	(2,101)

The foreign currency translation reserve is used to record exchange differences from the translation of the financial statements of foreign operations.

14. ACCUMULATED LOSSES

	Consolidated 2019 $	2018 $
Accumulated losses at the beginning of the year	**(47,530,308)**	(47,466,700)
Loss from continuing operations	**(681,643)**	(63,608)
Accumulated losses at the end of the year	**(48,211,951)**	(47,530,308)

15. SHARE-BASED PAYMENTS

Employee Share Option Plan
In November 2008, the Company adopted the Manas Resources Limited Employee Option Plan ("Plan"). The Plan was renewed and approved by shareholders at the annual general meeting held on 29 May 2018. The Plan is designed to provide incentives, assist in the recruitment, reward and retention of employees and provide opportunities for employees (both present and future) to participate directly in the equity of the Company. The contractual life of each option granted is three years. There are no cash settlement alternatives. The Plan does not allow for the issue of options to Directors of the Company.

Non-plan-based payments
The Company also makes share-based payments to Directors, consultants and/or service providers from time to time, not under any specific plan.

The expense recognised in the statement of comprehensive income in relation to share-based payments is $61,370 (31 December 2018: $50,630), relating to performance rights and options.

15. SHARE-BASED PAYMENTS - continued

The following table illustrates the number and weighted average exercise prices of and movements in share options issued during the year under the Plan:

	2019 Number of Options	**2019 Weighted average exercise price**	2018 Number of options	2018 Weighted average exercise price
Outstanding at the beginning of the year	**70,000,000**	**$0.006**	30,000,000	$0.005
Granted during the year	**-**	**-**	40,000,000	$0.0075
Forfeited during the year	**-**	**-**	-	-
Outstanding at the end of the year	**70,000,000**	**$0.006**	70,000,000	$0.006
Exercisable at the end of the year	**70,000,000**		-	

40,000,000 options were granted during the year ended 31 December 2018 as part of an executive remuneration package. During the year ended 31 December 2019 and 2018, no options were exercised.

The following table lists the inputs to the model used for the financial period ended 31 December 2018.

	31 December 2018
Volatility	**100%**
Risk-free interest rate	**3.0%**
Expected life of option	**3 years**
Exercise price	**$0.0075**
Share price at grant date	**$0.005**

During the year ended 31 December 2019 and 2018, no performance rights were granted or issued. There were no outstanding performance rights as at 31 December 2019 and 2018.

16. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

The activities of the Group expose it to a variety of financial risks, including market risk, credit risk and liquidity risks. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the business. The Group employs different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks and ageing analysis for credit risk.

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

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. Management monitors and manages the financial risks relating to the operations of the Group through regular reviews of the risks.

(a) Market risk

(i) Foreign exchange risk

The Company operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollar.

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities that are denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting. At 31 December 2019, the Group held A$7,059,657 in US dollar bank balances. At 31 December 2019, had the Australian dollar strengthened/weakened by 10% against the US dollar with all other

16. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS - continued

variables held constant, the profit/(loss) for the year would have been $651,342 lower (December 2018: $956,353) / $796,084 higher (31 December 2018: $782,471).

The Group has not entered into any general or specific contracts to hedge against gains and losses that may arise from exchange rate fluctuations.

(ii) Interest rate risk

The Group may be exposed to interest rate risk through financial assets and liabilities. The risk is measured using sensitivity analysis and cash flow forecasting.

At 31 December 2019, if interest rates had increased/decreased by 100 basis points from the weighted average effective rate for the year, with other variables constant, the (loss)/profit for the year would have been $79,921 lower (December 2018: $92,587)/ $79,921 higher (December 2018: $92,587).

None of the financial assets and financial liabilities are readily traded on organised markets in standardised form. The carrying amounts of financial assets and financial liabilities are materially in line with their fair values.

The following table summarises interest rate risk for the Group, together with effective interest rates as at balance date.

			Fixed interest rate maturing in:			
2019	**Weighted average effective interest rate**	**Floating interest rate**	**1 year or less**	**Over 1 year**	**Non-interest Bearing**	**Total**
		$	**$**	**$**	**$**	**$**
Financial Assets						
Cash and cash equivalents	0.55%	7,111,975	-	-	105,106	7,217,081
Other receivables	1.50%	-	20,000	-	48,382	68,382
Total Financial Assets		7,111,975	20,000	-	153,488	7,285,463
Financial Liabilities						
Trade and other payables		-	-	-	107,384	107,384
Total Financial Liabilities		-	-	-	107,384	107,384

			Fixed interest rate maturing in:			
2018	**Weighted average effective interest rate**	**Floating interest rate**	**1 year or less**	**Over 1 year**	**Non-interest Bearing**	**Total**
		$	**$**	**$**	**$**	**$**
Financial Assets						
Cash and cash equivalents	0.50%	8,773,281	-	-	59,562	8,832,843
Other receivables	1.50%	-	20,000	-	87,957	107,957
Total Financial Assets		8,773,281	20,000	-	147,519	8,940,800
Financial Liabilities						
Trade and other payables		-	-	-	232,837	232,837
Total Financial Liabilities		-	-	-	232,837	232,837

16. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS - continued

(iii) Commodity price risk

As Manas is exploring primarily for gold, it will be exposed to the risks of fluctuation in gold prices. The risk is measured using sensitivity analysis and cash flow forecasting. Gold is primarily priced in US dollars in an active worldwide market in which prices respond to daily changes in quantities offered and sought. Newly mined gold is only one source of supply; investment and disinvestment can be important elements of supply and demand. Prices fluctuate widely in response to changing levels of supply and demand but, in the long run, prices are related to the marginal cost of supply.

(b) Credit risk exposures

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and financial instruments.

As the Group is exclusively involved in exploration rather than trading there is currently very little credit risk. For banks and financial institutions, only reputable institutions with sound financial positions are dealt with.

(c) Liquidity and capital risk

The Group's total capital is defined as the shareholders' net equity plus any net debt. The objective when managing the Group's capital is to safeguard the business as a going concern, to maximise returns to shareholders and to maintain an optimal capital structure in order to reduce the cost of capital.

The Group does not have a target debt/equity ratio, but has a policy of maintaining a flexible financing structure so as to be able to take advantage of investment opportunities when they arise. There are no externally imposed capital requirements. Whilst the Group is in an exploration phase, it is unlikely to operate with debt capital, although this may change as projects become more advanced.

There have been no changes in the strategy adopted by management to control the capital of the Group since the prior year.

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The risk is measured using sensitivity analysis and cash flow forecasting. The Group manages liquidity risk by maintaining adequate reserves by continuously monitoring its forecasted and actual cash flows.

If the Group anticipates a need to raise additional capital in the next 12 months to meet forecast operational activities, then the decision on how the Group will raise future capital will depend on market conditions existing at that time.

Typically the Group ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 60 days, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

(d) Fair value estimation

The Directors consider that the carrying amount of financial assets and financial liabilities, as recorded in the financial statements, represent or approximate their respective fair values. The Group's financial assets and liabilities are measured at amortised cost. Therefore, the disclosures required by *AASB13: Fair Value Measurement,* of the fair value measurement hierarchy have not been made.

17. CASH AND CASH EQUIVALENTS

	Consolidated	
	2019	2018
	$	$
Cash at bank and on hand (i)	**7,217,081**	8,832,843
	7,217,081	8,832,843

(i) Cash at bank earns interest at floating rates based on daily bank deposit notes.

(a) Statement of Cash Flows

Reconciliation of the loss after income tax from ordinary activities to the net cash used in operating activities

Loss from ordinary activities after income tax	**(681,643)**	(63,608)
Add back non-cash items:		
Depreciation	**22,024**	13,721
Share-based payment expense	**61,370**	50,630
Exploration expenditure written off	**154,393**	-
Impairment of asset	**-**	35,102
Foreign exchange loss/(gain)	**(52,514)**	(873,320)
Net cash (outflow) from operating activities before change in assets and liabilities	**(391,342)**	(837,475)
Change in assets and liabilities:		
Decrease / (increase) in operating receivables	**29,068**	6,896
(Decrease) / increase in operating payables	**(125,082)**	38,015
Net cash (outflow) from operating activities	**(592,384)**	(792,564)

18. KEY MANAGEMENT PERSONNEL DISCLOSURES

The following were Key Management Personnel of the Company at any time during the reporting period and unless otherwise indicated were Key Management Personnel for the entire year:

Other Key Management Personnel
Mr Chris MacKenzie –Chief Executive Officer

Non-Executive Directors
Mr Alan Campbell
Mr David Kelly
Mr Susmit Shah
Mr Mark Calderwood (resigned on 15 October 2019)

The Key Management Personnel compensation included in 'employee benefits expense' is as follows:

	Consolidated	
	2019	2018
	$	$
Short-term employee benefits	**368,750**	414,058
Post-employment benefits	**4,750**	2,850
Share-based payments	**61,370**	50,630
	434,870	467,538

18. KEY MANAGEMENT PERSONNEL DISCLOSURES - continued

Individual Directors and executives compensation disclosures

Information regarding individual Directors and executives compensation and some equity instruments disclosures as permitted by Schedule 5B to the Corporations Regulations 2001 is provided in the Remuneration Report section of the Directors' Report. Apart from the details disclosed in this note, no Director has entered into a material contract with the Company or the Group since the end of the previous financial year and there were no material contracts involving Directors' interests existing at year-end.

Loans to Key Management Personnel and their related parties

There were no loans outstanding at the reporting date to Key Management Personnel and their related parties.

Other transactions with Key Management Personnel

A number of key management persons, or their related parties, held positions in other entities that result in them having control or significant influence over the financial or operating policies of these entities. Transactions between related parties are on normal commercial terms and conditions unless otherwise stated.

- The company secretarial services are provided by Mr Susmit Shah and charged to the Company by Corporate Consultants Pty Ltd (CCPL), a company in which Mr Shah has a beneficial interest. Total fees of $161,042 (December 2018: $136,259) were paid or were payable to CCPL for provision of secretarial services, as well as office space, administration and accounting services. There was an amount of $19,668 payable at the balance date.

19. SUBSIDIARIES

(a) Particulars in relation to subsidiaries

Name of Subsidiary	Place of Incorporation	Group's Interest 31 December 2019	Group's Interest 31 December 2018	Class of Shares
Parent Entity		%	%	
Manas Resources Limited	Australia	-	-	-
Subsidiaries				
TTFB Pty Ltd	Australia	100	100	Ord
LVG Holdings Pty Ltd	Australia	100	100	Ord
Manas Côte d'Ivoire SARL	Côte d'Ivoire	100	100	Ord

(b) Terms and conditions of loans to related parties

Loan advances made to subsidiaries noted in the table above. These loans are interest free, unsecured and repayable only when the borrower's cash flow permits. The recoverability of these loans is dependent upon the successful development and exploitation of the areas of interest currently being explored by the parent's subsidiary entities.

(c) Risk exposure

Information about the Group's and the parent entity's exposure to credit risk, foreign exchange and interest rate risk is provided in Note 16.

20. RELATED PARTY TRANSACTIONS

(a) Key Management Personnel
Disclosures relating to Key Management Personnel are set out in Note 18.

(b) Other Related Party Transactions
No related party transactions other than those outlined in Note 18.

(c) Subsidiaries
Wholly-Owned Group
The parent entity will incur exploration expenditure on behalf of the subsidiaries. Investments in wholly-owned controlled entities are disclosed in Note 19.

Transactions between related parties are on normal commercial terms and conditions unless otherwise stated.

21. PARENT ENTITY DISCLOSURES

	2019 **$**	2018 $
Financial Position		
Assets		
Current assets	**7,125,527**	8,784,173
Non-current assets (i)	**1,787,923**	987,677
Total assets	**8,913,450**	9,771,850
Liabilities		
Current liabilities	**39,677**	232,838
Total liabilities	**39,677**	232,838
Net Assets	**8,873,773**	9,539,012
Equity		
Issued capital	**53,083,579**	53,083,579
Accumulated losses	**(48,256,350)**	(47,529,741)
Reserves		
Share-based payments	**4,046,544**	3,985,174
Total equity	**8,873,773**	9,539,012
Financial performance		
(Loss) for the year	**(726,609)**	(63,041)
Total comprehensive (loss) for the year	**(726,609)**	(63,041)

(i) The recoupment of the parent entity's investments and loans to its subsidiaries is dependent upon the successful development and commercial exploitation or sale of the underlying exploration assets.

Contingent liabilities of the parent entity

The parent entity did not have any contingent liabilities as at 31 December 2019 or 31 December 2018.

The Company does not have any lease commitments.

22. COMMITMENTS

(a) Exploration expenditure commitments

In January 2018, the Company entered into an earn-in and joint venture agreements to acquire the rights to earn an interest of up to 85% in the Gonsan Project (withdrawn on 17 January 2020) and 80% in the Bouaké North Gold Project (forming part of the Eburnea Gold Project, following an agreement to acquire an interest in the Bouaké Sud Gold Project) in Côte d'Ivoire, West Africa (refer ASX announcements dated 23 January and 29 May 2018) as a result of which the Company will be subject to various minimum expenditure outlays as noted below:

Bouaké North

Within 30 days of grant of the Bouaké North permit application (granted February 2020), Manas is required to make payment of US$25,000 to Eburnea and further annual payments of US$25,000 on the anniversary of the permit for years 1 to 3 and US$75,000 for year 4.

Under the terms of its agreement with Eburnea, Manas is also required to sole fund minimum exploration expenditure on the permit as follows:

- Before the end of Year 1: FCFA 62,000,000;
- Before the end of Year 2: FCFA 155,000,000;
- Before the end of Year 3: FCFA 309,000,000; and
- Before the end of Year 4: FCFA 615,000,000.

Mbengué Project:

In May 2018, the Company entered into an earn-in agreement with Perseus Mining Limited ("Perseus") to acquire 70% of the Mbengué Gold Project in Northern Cote D'Ivoire, West Africa by sole funding a total of US$2,000,000 exploration expenditure in stages over a 3 years period as follows:

- US$300,000 in the first six months to earn a 20% interest; and
- US$1,700,000 in the next three years to earn an additional 50% interest.

The Company has spent over US$1,300,000 up to period ended 31 December 2019 and is working towards acquiring the 70% interest in Mbengué project over the 3 years period.

23. EVENTS OCCURRING AFTER THE REPORTING DATE

No matter or circumstance has arisen since the end of the financial year and to the date of this report which significantly affected, or may significantly affect, the operations of the Consolidated Entity, the results of those operations or the state of affairs of the Consolidated Entity in subsequent financial year(s) other than as noted below.

As a result of the COVID-19 global pandemic, a state of emergency was declared in Côte d'Ivoire on 23 March 2020, which, amongst other matters, severely restricts movement of people within the country. National borders have also been sealed. The Manas Group was actively engaged in conducting exploration programs at the Mbengué Gold Project and the commencement of a program at the Eburnea Gold Project was imminent. All exploration activity has ceased since the declaration of the state of emergency and field teams have been demobilised. At the time of this report no staff or contractors of the Group have tested positive for the virus (SARS-CoV-2) nor have there been any suspected cases. The Group, its staff and contractors are complying with in-country rules and protocol.

The Group is earning an interest in the Mbengué Gold and Eburnea Gold Projects and is required to comply with expenditure commitments in order to maintain its contractual rights and interests. At the date of this report, the Group is in compliance with its expenditure commitments. However, if the curtailment of exploration activity as a result of the pandemic continues for a prolonged period, then there is a risk of the Group breaching its expenditure commitments and ultimately the rights to project tenure. The Group believes that the COVID-19 pandemic constitutes force majeure and the Group will seek to preserve its rights by declaring force majeure at the appropriate time.

DIRECTORS' DECLARATION

In the opinion of the Directors of Manas Resources Limited (the 'Company'):

a. the accompanying financial statements and notes are in accordance with the Corporations Act 2001 including:
   i. giving a true and fair view of the Group's financial position as at 31 December 2019 and of its performance for the year then ended; and
   ii. complying with Australian Accounting Standards, the Corporations Regulations 2001, professional reporting requirements and other mandatory requirements;
b. there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable; and
c. the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.

This declaration has been made after receiving the declarations required to be made to the Directors in accordance with Section 295A of the Corporations Act 2001 for the financial year ended 31 December 2019.

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

Alan Campbell
Non-Executive Chairman

Dated at Perth, 27 March 2020

HLB MANN JUDD
ADVISORY AND ACCOUNTING

INDEPENDENT AUDITOR'S REPORT
To the members of Manas Resources Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Manas Resources Limited ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 31 December 2019, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, 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:

a) giving a true and fair view of the Group's financial position as at 31 December 2019 and of its financial performance for the year then ended; and

b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

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

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

Key audit matters

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

Key Audit Matter	**How our audit addressed the key audit matter**
Carrying value of exploration assets Note 10	
In accordance with AASB 6 *Exploration for and Evaluation of Mineral Resources*, the Group capitalises all exploration and evaluation expenditure, including acquisition costs and subsequently applies the cost model after recognition.	Our procedures included but where not limited to the following: - We obtained an understanding of the key processes associated with management's review of the carrying values of each area of interest;

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Key Audit Matter	How our audit addressed the key audit matter
Our audit focussed on the Group's assessment of the carrying amount of the capitalised exploration and evaluation asset, as this is one of the most significant assets of the Group. We planned our work to address the audit risk that the capitalised expenditure may no longer meet the recognition criteria of the standard. In addition, we considered it necessary to assess whether facts and circumstances existed to suggest that the carrying amount of the exploration and evaluation asset may exceed its recoverable amount.	- We considered the Directors' assessment of potential indicators of impairment; - We obtained evidence that the Group has current rights to tenure of its areas of interest; - We enquired with management, reviewed ASX announcements and reviewed minutes of Directors' meetings to ensure that the Group had not resolved to discontinue exploration and evaluation at any of its areas of interest; and - We examined the disclosures made in the financial report.

Information other than the financial report and auditor's report thereon

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 31 December 2019 but does not include the financial report and our auditor's report thereon. Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

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 have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

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

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As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included within the directors' report for the year ended 31 December 2019. In our opinion, the Remuneration Report of Manas Resources Limited for the year ended 31 December 2019 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

HLB Mann Judd

HLB Mann Judd
Chartered Accountants

Perth, Western Australia
27 March 2020

M R Ohm
Partner

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Board of Directors of Manas Resources Limited is responsible for the corporate governance of the consolidated entity. The Board guides and monitors the business and affairs of Manas Resources Limited on behalf of the shareholders by whom they are elected and to whom they are accountable. The Company's governance approach aims to achieve exploration, development and financial success while meeting stakeholders' expectations of sound corporate governance practices by proactively determining and adopting the most appropriate corporate governance arrangements.

The Company has adopted appropriate systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs. To the extent they are applicable and given its size and circumstances the Company has adopted the Eight Essential Corporate Governance Principles and Recommendations ("Recommendations"), as published by ASX Corporate Governance Council ("CGC').

The Company's directors are fully cognisant of the Corporate Governance Principles and Recommendations published by CGC and have adopted those recommendations where they are appropriate to the Company's circumstances. However, a number of those principles and recommendations are directed towards listed companies considerably larger than Manas Resources Limited, whose circumstances and requirements accordingly differ markedly from the Company's. For example, the nature of the Company's operations and the size of its staff mean that a number of the Board committees and other governance structures recommended by the CGC are not only unnecessary in Manas's case, but the effort and expense required to establish and maintain them would, in the directors' view, be an unjustified diversion of shareholders' funds.

As the Company's activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance structures will be given further consideration.

ASX Listing Rule 4.10.3 requires ASX listed companies to report on the extent to which they have followed the ASX Corporate Governance Principles and Recommendations ("ASX Principles") released by the ASX Corporate Governance Council ("CGC"). The ASX Principles require the board to consider carefully the development and adoption of appropriate corporate governance policies and practices founded on the ASX Principles. A description of the Company's main corporate governance practices is set out below. All these practices, unless otherwise stated, were in place for the entire financial year ended 31 December 2019. They comply with the 3rd Edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.[1]

The Company's website at **www.manasresources.com** contains a corporate governance section that includes copies of the Company's corporate governance policies.

Principle 1.	Lay solid foundations for management and oversight
Principle 2.	Structure the board to add value
Principle 3.	Act ethically and responsibly
Principle 4.	Safeguard integrity in corporate reporting
Principle 5.	Make timely and balanced disclosure
Principle 6.	Respect the rights of security holders
Principle 7.	Recognise and manage risk
Principle 8.	Remunerate fairly and responsibly

[1]The 4th Edition of ASX Corporate Governance Council's Corporate Governance Principles and Recommendations takes effect for the Company's financial year commencing 1 January 2020 and has been adopted as appropriate from that date.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (continued)

Principle 1: Lay solid foundations for management and oversight

Recommendation 1.1:
Companies should disclose the respective roles and responsibilities of its board and management and those matters expressly reserved to the Board and those delegated to management and disclose those functions.

The Board's role is to govern the Company rather than to manage it. In governing the Company, the Directors must act in the best interests of the Company as a whole. It is the role of the senior management to manage the Company in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of management in carrying out these delegated duties.

The Board is responsible for:
- Determining the vision and objectives of the Company;
- Overseeing and fostering an appropriate culture for the Company that is directly aligned to its values, strategies and objectives;
- Reviewing and approving the Company's financial position, systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- Identifying all areas where written board policy is required, detailing the policies, and overseeing the implementation and monitoring of compliance;
- Formulating short term and long term strategies to enable the Company to achieve its objectives, and ensuring adequate resources are available to meet strategic objectives;
- Approving and monitoring the progress of major expenditure and acquisitions and divestments;
- Approving the annual budgets, and ensuring these are aligned with the Company's strategic objectives;
- Being responsible for the Company's senior management and personnel including appointing and, where appropriate, removing the Chairman;
- Ratifying the appointment, and where appropriate, the removal of the Executive Directors and the Company Secretary;
- Evaluating the performance of the senior management team and determining their remuneration;
- Delegating appropriate powers to senior management to ensure the effective day-to-day management of the business and monitoring the exercise of these powers;
- Ensuring that policies and procedures are in place consistent with the Company's objectives, and that the Company and its officers act legally, ethically and responsibly in all matters; and
- Ensuring corporate accountability to the shareholders primarily through adopting an effective shareholder communications strategy.

The responsibility for the day to day operation and administration of the Group is delegated by the Board to the Chief Executive Officer [CEO] who in turn delegates specific responsibilities to the senior management team. The Board ensures that this team is appropriately qualified and experienced to discharge their responsibilities and has in place procedures to assess the performance of the CEO and the senior management team. These delegations are reviewed as appropriate.

The Board Charter is available on the Company's website under the Corporate Governance section.

The CEO is responsible for the attainment of the Company's goals and vision for the future, in accordance with the strategies, policies, programs and performance requirements approved by the Board.

The CEO's (or as delegated to Senior Executives) specific responsibilities include:
- responsibility for the achievement of corporate goals and objectives
- development of short, medium and long-term corporate strategies and planning to achieve the Company's vision and overall business objectives
- implementing and monitoring strategy and reporting/ presenting to the Board on current and future initiatives
- advising the Board regarding the most effective organisational structure and oversee its implementation

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

- assessment of business opportunities of potential benefit to the Company
- encouraging staff commitment
- establishing and maintaining effective and positive relationships with Board members, shareholders, the investment community and other government and business liaisons
- undertaking the role of key Company spokesperson
- recommending policies to the Board in relation to a range of organisational issues including delegations of authority, consultancies and performance incentives
- ensuring statutory, legal and regulatory compliance and compliance with corporate policies and standards
- ensuring appropriate risk management practices and policies are in place
- selecting and appointing staff; and
- ensuring there is an appropriate staff appraisal system in place in the Company.

This statement of matters reserved for the Board and areas of delegated authority to the CEO and senior executives is contained in the Board Charter posted on the Company's website.

Recommendation 1.2:
Companies should undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director and provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

The Company undertakes checks on any person who is being considered as a director. These checks may include character, experience, education and financial history and background.

All security holder releases will contain material information about any candidate to enable an informed decision to be made on whether or not to elect or re-elect a director.

Recommendation 1.3:
Companies should have a written agreement with each director and senior executive setting out the terms of their appointment.

Letters of appointment are in place for all non-executive directors and employment contracts are in place for the Chief Executive Officer and other senior executives.

Recommendation 1.4:
The Company Secretary should be accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.

The Company Secretary has a direct reporting line to the Board, through the Chair.

Recommendation 1.5:
The Company should establish a policy concerning diversity and disclose the policy or summary of the policy. The policy should include requirements for the Board to establish measurable objectives for achieving gender diversity and for the Board to assess annually both the objectives and progress in achieving them.

The Company recognises that a talented and diverse workforce is a key competitive advantage. The Company is committed to developing a workplace that promotes diversity. The Company's policy is to recruit and manage on the basis of competence and performance regardless of age, nationality, race, gender, religious beliefs, sexuality, physical ability or cultural background. The Company has not yet formalised this policy into a written document. It is the Board's intention to formalise the policy at a time when the size of the Company and its activities warrants such a structure.

During 2019, the Manas Group had two full time and full time equivalent staff. There are no women on the Board.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Recommendation 1.6:
The Company should have and disclose a process for periodically evaluating the performance of the Board, its committees and individual directors and whether a performance evaluation was undertaken in the reporting period in accordance with that process.

Due to the size of the Board and the nature of its business, it has not been deemed necessary to institute a formal documented performance review program of individuals. The Chairman conducted an informal review during the financial year whereby the performance of the Board as a whole and the individual contributions of each director were discussed. The Board considers that at this stage of the Company's development an informal process is appropriate.

Recommendation 1.7:
The Company should have and disclose a process for periodically evaluating the performance of senior executives and whether a performance evaluation was undertaken in the reporting period in accordance with that process.

The Board undertakes a review of the senior executives' performance, at least annually, including setting the goals for the coming year and reviewing the achievement of these goals.

Performance has been measured to date by the efficiency and effectiveness of the enhancement of the Company's mineral interest portfolio, the designing and implementation of the exploration and development programme and the securing of ongoing funding so as to continue its exploration and development activities. This performance evaluation is not based on specific financial indicators such as earnings or dividends as the Company is at the exploration / pre-development stage and during this period is expected to incur operating losses.

Due to the size of the Company and the nature of its business, it has not been deemed necessary to institute a formal documented performance review program of senior executives. The Chairman conducted an informal review process whereby he discussed with senior executives the approach toward meeting the short and long term objectives of the Company. The Board considers that at this stage of the Company's development an informal process is appropriate.

Principle 2: Structure the Board to add value

Recommendation 2.1:
The Board should establish a Nomination Committee of which the majority should be independent directors (including the Chair).

The Company does not have a nomination committee. The Board considers that the Company is not currently of a size, nor are its affairs of such complexity, to justify the formation of separate or special committees at this time. The Board as a whole is able to address the governance aspects of the full scope of the Company's activities and to ensure that it adheres to appropriate ethical standards. In particular, the full Board considers those matters that would usually be the responsibility of a nomination committee. The Board considers that no efficiencies or other benefits would be gained by establishing a separate nomination committee.

Directors are appointed under the terms of the Company's constitution. Appointments to the Board are based upon merit and against criteria that serves to maintain an appropriate balance of skills, expertise, and experience of the board. The categories considered necessary for this purpose are a blend of accounting and finance, business, technical and administration skills. Casual appointments must stand for election at the next annual general meeting of the Company.

Retirement and rotation of Directors are governed by the Corporations Act 2001 and the Constitution of the Company. All Directors, with the exception of the Managing Director (if appointed), serve for a period of three years before they are requested to retire and if eligible offer themselves for re-election.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Recommendation 2.2:

The Company should have and disclose a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.

The Board composition for the reporting period has been as follows:

Non-executive Chairman – Alan Campbell, a geologist and an experienced mining executive was appointed a director on 1 November 2018;
CEO – Chris MacKenzie was appointed on 19 July 2018;
Non-executive director – David Kelly, a geologist and experienced company director, was appointed on 21 November; and
Non-executive director – Susmit Shah, an accountant and experienced company director, was appointed on 26 May 2017.
Non-executive director – Mark Calderwood, geologist with exploration and production experience, served as part-time executive chairman from July 2015 to June 2016, and non-executive Chairman till 31 October 2018. He resigned from the Board on 15 October 2019;

	Non-executive Directors
Strategy and leadership • Business leadership • Strategic planning • Stakeholder engagement • Public listed company experience • Non-executive experience • Executive experience • Global economic conditions and mineral markets	X
Mining Industry – Technical and General • Exploration • Mine development • Mining • African experience	X
Finance and Accounting • Corporate finance, capital markets, M&A • Accounting and Audit • Treasury and hedging • Taxation	X
Other • Legal and compliance • Governance and Risk management • Human resources and industrial relations	X

The Board will look to supplement its skills set as and when circumstances change, for example the commencement of development leading to mineral production at its mineral projects at which time mining engineering and production skills may be required as part of the mix.

Each director has the right of access to all relevant company information and to the Company's employees and, subject to prior consultation with the Chairperson, may seek independent professional advice from a suitably qualified adviser at the Company's expense. The director must consult with an advisor suitably qualified in the relevant field and obtain the Chairperson's approval of the fee payable for the advice before proceeding with the consultation. A copy of the advice received by the director is made available to all other members of the board.

Recommendation 2.3:

The Company should disclose the names of the directors considered to be independent directors and length of service of each director.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

The names, experience and responsibilities of Directors of the Company in office at the date of this statement are set out in the Directors' Report (including names of the directors considered to be independent directors and length of service of each director). Details of independent directors and length of service of each director are noted below.

Director	Office held	Independent
Alan Campbell (appointed 1/11/2018)	Non-executive Chairman	Yes
David Kelly (appointed 21/11/2016)	Non-executive director	No
Susmit Shah (appointed 26 May 2017)	Non-executive director	No

Mark Calderwood served as a non-executive director from 1 January 2019 until his resignation on 15 October 2019. He was not considered to be an independent director.

Recommendation 2.4:
A majority of the Board of the Company should be independent directors.

In assessing whether a director is classified as independent, the Board considers the independence criteria set out in the ASX Corporate Governance Council Recommendation 2.1 and other facts, information and circumstances deemed by the Board to be relevant. Using the ASX Best Practice Recommendations on the assessment of the independence of Directors, the Board considers that only one of the Directors holding office during the reporting period can be considered to be independent and therefore the Company does not currently have a majority of independent directors. The Company considers that each of the directors possesses the skills and experience suitable for building the Company and that although the Company does not currently have a majority of independent directors, the current composition of the Board is appropriate for the Company's current size and operations.

The Board takes the responsibilities of best practice in corporate governance seriously. It is the Board's intention to review its composition on a continual basis as the Company expands its activities and greater demands and skills amongst Directors become necessary.

Recommendation 2.5:
The Chair of the Board should be an independent director and should not be the CEO of the Company.

The Chairman, Mr Alan Campbell, is considered the "lead" Director and utilises his experience, skills and leadership abilities to facilitate the governance processes. Mr Campbell is an independent director.

Recommendation 2.6:
The Company should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.

The Board Charter provides for induction and professional development for the Board. The Company Secretary is tasked with coordinating the induction process for new directors. Such a process has not been formalised at this stage. In general terms, directors appointed to the Board in the past and more recently have pre-existing skills and experience as public company directors and a formal induction process is not considered a priority.

All directors are expected to maintain the skills required to discharge their duties as a director. The directors are all experienced directors who serve or have served on numerous public company boards and as such develop themselves professionally on a continuous basis. Members of the executive team brief the Board on relevant industry, financial, accounting, legal, compliance, governance and other developments.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Principle 3: Act ethically and responsibly

Recommendation 3.1:
Companies should have a Code of Conduct for its directors, senior executives and employees.

The Company has developed a Code of Conduct (the Code) which has been endorsed by the Board and applies to all employees, Directors and officers. The Code may be amended from time to time as necessary to ensure it reflects the practices necessary to maintain confidence in the Company's integrity and to take into account legal obligations and reasonable expectations of the Company's stakeholders. The Code outlines the responsibility and accountability of Company personnel to report and investigate reports of unethical practices. A copy of the Code is available on the Company's website.

Securities Trading Policy
Trading in Company securities is regulated by the Corporations Act and the ASX Listing Rules. The Board makes all Directors, officers and employees aware on appointment that it is prohibited to trade in the Company's securities whilst that Director, officer or employee is in the possession of price sensitive information.

Manas has adopted a policy that Directors, employees, advisers and consultants (Applicable Persons) and their related parties (spouses, de facto spouses, parents and children) (Related Persons) are aware of legal restrictions in dealing in Company securities while in possession of unpublished price sensitive information.

Under this policy Applicable Persons and Related Persons should:
- not engage in short-term trading of Manas securities
- not deal in Manas securities while in possession of Inside Information

- in certain circumstances, notify the Company Secretary of any intended transactions involving Manas securities; and
- ensure any of their buying or selling of Manas securities occurs outside of Closed Periods unless prior written clearance is obtained in accordance with this policy.

Securities interests of Directors and other key management personnel are disclosed in Annual Reports. Securities interests of Directors are also reported to the ASX as and when changes take place.

Anti-bribery and Corruption Compliance
Manas recognises that Directors, officers, employees and third parties operating outside of Australia have a special responsibility to know and obey laws and regulations of countries where they operate and to conduct themselves in accordance with local business practices.

Manas recognises that laws, regulations, business practices and customs vary throughout the world and that in certain cases these may vary in the different jurisdictions in which Manas and its subsidiaries operate from those in Australia. Notwithstanding, in particular, the Manas Group and its Directors, officers, employees and third parties must comply with all applicable laws relating to foreign corrupt practices, including the relevant laws within Australia and the jurisdictions in which it carries out its exploration activities.

Manas provides Anti-Bribery and Corruption Compliance training to all employees and consultants.

Principle 4: Safeguard Integrity in Financial reporting

Recommendation 4.1
The Board should have an Audit Committee.

The Company does not have an Audit committee. The Board considers that the Company is not currently of a size, nor are its affairs of such complexity, to justify the formation of separate or special committees at this time. The Board as a whole is able to address the governance aspects of the full scope of the Company's activities and to

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

ensure that it adheres to appropriate ethical standards. In particular, the full Board considers those matters that would usually be the responsibility of an Audit committee. The Board considers that no efficiencies or other benefits would be gained by establishing a separate Audit committee. The Company's stage of development and a focus on reducing corporate and overhead costs means that it is not in a position to comply with the CGC guidelines in this respect.

The Company requires external auditors to demonstrate quality and independence. The performance of the external auditor is reviewed and applications for tender of external audit services are requested as deemed appropriate, taking into consideration assessment of performance, existing value and tender costs.

The audit engagement partner from auditors, HLB Mann Judd is subject to rotation rules under the Corporations Act.

Recommendation 4.2

The Board of the Company should, before it approves the Company's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Chief Executive Officer and the Company Secretary, acting in the capacity of CFO, have declared in writing to the Board that the Company's financial statements for the year ended 31 December 2019 present a true and fair view, in all material aspects, of the Company's financial condition and operational results and are in accordance with relevant accounting standards, that this is founded on a sound system of risk management and internal compliance and control and that the Company's risk management and internal compliance and control system is operating efficiently and effectively. This representation is made by the Chief Executive Officer and the Company Secretary prior to the Director's approval of the release of the annual and half yearly accounts. This representation is made after enquiry of, and representation by, appropriate levels of management.

Recommendation 4.3

The Company should ensure that the external auditor is present at the AGM and be available to answer questions from security holders relevant to the audit.

The external auditor is required under the Corporations Act to attend the Company's Annual General Meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report. The Company's external auditor has been in compliance with this requirement.

Principle 5 – Make timely and balanced disclosure

Recommendation 5.1:

Companies should have a written policy for complying with its continuous disclosure obligations under the Listing Rules.

The Company has not developed a formal ASX Listing Rules Disclosure Strategy. The Company's directors have a long history of involvement with public listed companies and are familiar with disclosure requirements of the ASX listing rules and the Corporations Act.

The Company has in place informal procedures, including discussion about disclosure matters at all formal and informal Board and management meetings, which it believes are sufficient for ensuring compliance with ASX Listing Rule disclosure requirements and accountability for compliance. The Board has nominated the Chairman and the company secretary as being responsible for all matters relating to disclosure.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Principle 6 – Respect the rights of security holders

Recommendation 6.1:
Companies should provide information about itself and its governance to investors via its website.
The Company is committed to maintaining a Company website with general information about the Company and its operations, information about governance and information specifically targeted at keeping the Company's shareholders informed about the Company. In particular, where appropriate, after confirmation of receipt by the ASX, the following are posted to the Company's website:

- relevant announcements made to the market via the ASX;
- notices of meetings;
- investment updates;
- company presentations and media releases;
- copies of press releases and announcements for (at least) the preceding three years; and
- copies of annual, half-yearly and quarterly reports including financial statements for (at least) the preceding three years.

Recommendations 6.2 and 6.3:
Companies should design and implement an investor relations program to facilitate two-way communication with investors.

Companies should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.

The Non-Executive Chairman and the CEO make themselves available to meet shareholders and regularly respond to enquiries made via telephone or email. The CEO also completes periodic investor presentations to facilitate engagement with investors and other financial market participants. From time to time other directors and nominated senior management will also engage with shareholders and investors generally.

The Board encourages full participation of shareholders at the Annual General Meeting. In preparing for general meetings of the Company, the Company drafts the notice of meeting and related explanatory information so that shareholders are provided with all of the information that is relevant to shareholders in making decisions on matters to be voted on by them at the meeting. The Company allows shareholders a reasonable opportunity to ask questions of the Board of Directors and to otherwise participate in the meeting. The external auditor of the Company is asked to attend each annual general meeting and to be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report. Important issues are presented to the shareholders as single resolutions. The shareholders are also responsible for voting on the appointment of Directors.

Recommendation 6.4:
Companies should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

Information about the Company is regularly emailed to all shareholders who lodge their email contact details with the Company. Information on lodging email addresses and on submitting information requests with the Company is available on the Company's website. Shareholders can receive communications from, and send communications to, the Company's security registry electronically.

Principle 7 – Recognise and manage risk

Recommendation 7.1:
The Board should have a committee or committees to oversee risk.

The Company is not currently of a size to require the formation of committees to oversee risk. The full Board has the responsibility for the risk management, compliance and internal controls systems of the Company.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Senior management is responsible for designing, implementing and reporting on the adequacy of the Company's risk management and internal control system. The Company's risk management policy is designed to provide the framework to identify, assess, monitor and manage the risks associated with the Company's business. The Company adopts practices designed to identify significant areas of business risk and to effectively manage those risks in accordance with the Company's risk profile. The risks involved in a resources sector company and the specific uncertainties for the Company continue to be regularly monitored. All proposals reviewed by the Board include a consideration of the issues and risks of the proposal.

Recommendation 7.2:
The Board should review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and disclose whether such a review has taken place.

The Board considers risks and discusses risk management at each Board meeting. Review of the risk management framework is an on-going process rather than an annual formal review. The Company's main areas of risk include:

- capital requirement and future funding;
- geological and technical risk posed to exploration and commercial exploitation success;
- sovereign risk, change in government policy, change in mining and fiscal legislation;
- prevention of access by reason of inability to obtain regulatory or landowner / local community consents or approvals, or loss of social licence;
- retention of key staff;
- change in metal market conditions;
- adverse weather events; and
- mineral title tenure and renewal risks.

Recommendation 7.3:
The Company should disclose if it has an internal audit function.

The Company does not have an internal audit function. The Board considers that the Company is not currently of a size, nor are its affairs of such complexity, to justify the formation of an internal audit function at this time. The Board as a whole regularly evaluates and improves the effectiveness of its risk management (refer above) and internal control processes.

Recommendation 7.4:
The Company should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.

The Company is of the view that it has adequately disclosed the nature of its operations and relevant information on exposure to economic, environmental and social sustainability risks. Other than general risks associated with the mineral exploration industry, the Company does not currently have material exposure to environmental and social sustainability risks.

Principle 8 – Remunerate fairly and responsibly

Recommendation 8.1:
The Board should have a Remuneration Committee.

The Company does not have a remuneration committee

The Board as a whole addresses the governance aspects of the full scope of the Company's activities and to ensure that it adheres to appropriate ethical standards. In particular, the full Board has been considering those matters that would usually be the responsibility of a remuneration committee.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Recommendation 8.2:
Companies should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

The Company provides disclosure of all Directors and executives remuneration in its annual report.

The remuneration policy of the Company has been designed to align directors' objectives with shareholder and business objectives by providing a fixed remuneration component which is assessed on an annual basis in line with market rates. The Board believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best directors to run and manage the company. Directors' remuneration is approved by resolutions of the Board. The Board's policy for determining the nature and amount of remuneration for Board members is as follows:

Non-Executive Directors

The Board policy is to remunerate Non-Executive Directors at market rates for comparable companies for time, commitment and responsibilities. Payments to the Non-Executive Directors are reviewed annually, based on market practice, duties and accountability. The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders at the Annual General Meeting. Fees for Non-Executive Directors are not linked to the performance of the Company. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Company. Non-Executive Directors are entitled to receive incentive options or securities (subject to shareholder approval) as it is considered an appropriate method of providing sufficient reward whilst maintaining cash reserves. There is no scheme to provide retirement benefits, other than statutory superannuation, to Non-Executive Directors.

Executives

The senior executives of the Company during the reporting period were the Chief Executive Officer and the Company Secretary. The Company is committed to remunerating its senior executives in a manner that is market-competitive and consistent with best practice as well as supporting the interests of shareholders. Consequently, the remuneration of senior executives may be comprised of the following:

- fixed salary that is determined from a review of the market and reflects core performance requirements and expectations;
- a performance bonus designed to reward actual achievement by the individual of performance objectives and for materially improved Company performance;
- participation in any option or securities incentive scheme with thresholds approved by shareholders;
- statutory superannuation.

By remunerating senior executives through performance and long-term incentive plans in addition to their fixed remuneration, the Company aims to align the interests of senior executives with those of shareholders and increase performance. The value of shares and incentive securities granted to senior executives is calculated using the Black-Scholes pricing models as described in the Financial Statements.

The objective behind using this remuneration structure is to drive improved performance and thereby increase shareholder value as well as aligning the interests of executives and shareholders.

The Board may use its discretion with respect to the payment of bonuses, incentive share options and other incentive payments (none were paid or declared payable during the reporting period).

For details of remuneration paid to Directors and officers for the financial year please refer to the Remuneration Report forming part of the Directors' Report and the Financial Statements generally.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Recommendation 8.3:
A Company which has an equity based remuneration scheme should have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme and disclose that policy or summary of it.

The Company has equity-based remuneration schemes which are affected by this recommendation. Recipients of equity-based remuneration (eg. incentives options or performance rights) both within the terms of the Employee Option Plan / Performance Rights Plan and outside any specific plan are not permitted to enter into any transactions that would limit the economic risk of options or other unvested entitlements.

The shareholder information set out below was applicable as at 24 March 2020.

Substantial Shareholders

Holdings of substantial shareholders as advised to the Company are set out below.

Name of Holder	
Resolute Mining Limited	682,484,709
Philip Reese	147,016,380

Distribution of Holders of Equity Securities

Size of Holding	Total Holders	Total Percentage (%)
1 to 1,000	27	-
1,001 to 5,000	8	-
5,001 to 10,000	8	-
10,001 to 100,000	36	0.08
100,001 and over	661	99.92
	740	100

The number of shareholdings comprising less than a marketable parcel was 194.

Voting Rights

The voting rights attaching to ordinary shares are governed by the Constitution. On a show of hands every person present who is a member or representative of a member shall have one vote and on a poll, every member present in person or by proxy or by attorney or duly authorised representative shall have one vote for each share held. None of the options has any voting rights.

Twenty Largest Shareholders	Number of Shares	% Held
Resolute Treasury Pty Ltd	523,899,835	19.82
Philip Reese	161,516,380	6.11
BNP Paribas Nominees Pty Ltd	137,872,400	5.22
Perseus Mining Limited	109,662,355	4.15
Resolute (Treasury) Pty Ltd	79,294,874	3.00
Resolute Mining Ltd	79,290,000	3.00
Nicholas James Lambos	44,503,333	1.68
HSBC Custody Nominees (Australia) Limited	33,468,579	1.27
Sheraton Lake Pty Ltd	32,854,858	1.24
Jetosea Pty Ltd	30,342,234	1.15
ESM Limited	30,000,000	1.14
HSBC Custody Nominees (Australia) limited	28,997,289	1.10
Skink Resources Pty Ltd	28,670,626	1.08
Stormclassic Pty Ltd	27,967,055	1.06
J P Morgan Nominees Australia Pty Ltd	23,109,827	0.87
Thomas Reese	22,500,000	0.85
Mark Andrew Calderwood (Family Account)	22,113,117	0.84
John Purcell	20,000,000	0.76
Jetosea Pty Limited	20,000,000	0.76
ACN 139 886 025 Pty Ltd	20,000,000	0.76
	1,476,062,762	55.84%

Mineral Interests of the Manas Group as at 24 March 2020

Côte D'Ivoire

Manas holds one, and has concluded farm in agreements on two more granted permits covering 1,032km^2 in Côte d'Ivoire, West Africa .

Manas Project Areas: Côte d'Ivoire

Status[1]	Permit Number	Permit Name	Project Name	Manas Participating Interest[2]	Area[3]
Granted	PR272	Mbengué	Mbengué	70%	300 km^2
Granted	PR575	Bouaké North	Eburnea	90%	385 km^2
Granted	PR857	Dielle	Mbengué	100%	347 km^2

Note:

1. Details of all permits as per the government flexicadastre portal:

http://portals.flexicadastre.com/CoteDIvoire/FR/

2. Manas has the right to earn up to this level on expending the funds stated in the relevant agreement