ODYSSEY GOLD LTD

ODYSSEY ENERGY LIMITED
(PROPOSED TO BE RENAMED ODYSSEY GOLD LIMITED)
ABN 73 116 151 636

ANNUAL REPORT 2020

CONTENTS

CORPORATE DIRECTORY

DIRECTORS

Mr Ian Middlemas - Chairman
Mr Matthew Syme - Executive Director
Mr Levi Mochkin - Non – Executive Director
Mr Robert Behets - Non – Executive Director

COMPANY SECRETARY

Mr Lachlan Lynch

REGISTERED AND PRINCIPAL OFFICE

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SHARE REGISTER

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STOCK EXCHANGE LISTING

Australian Securities Exchange
Home Branch – Perth
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ASX CODE

ODY – Fully paid ordinary shares

SOLICITORS

Thomson Geer

AUDITOR

Deloitte Touche Tohmatsu

The Directors of Odyssey Energy Limited present their report on the consolidated entity consisting of Odyssey Energy Limited ("the Company" or "Odyssey" or "Parent Entity") and the entities it controlled at the end of, or during, the year ended 30 June 2020 ("Consolidated Entity" or "Group").

OPERATING AND FINANCIAL REVIEW

Operations

Stakewell Gold Project

On 4 September 2020, the Company announced that it had entered into a binding agreement to acquire an 80% interest ("**Acquisition**") in the high-grade Stakewell Gold Project ("**Project**") located in the Meekatharra-Cue region of Western Australia.

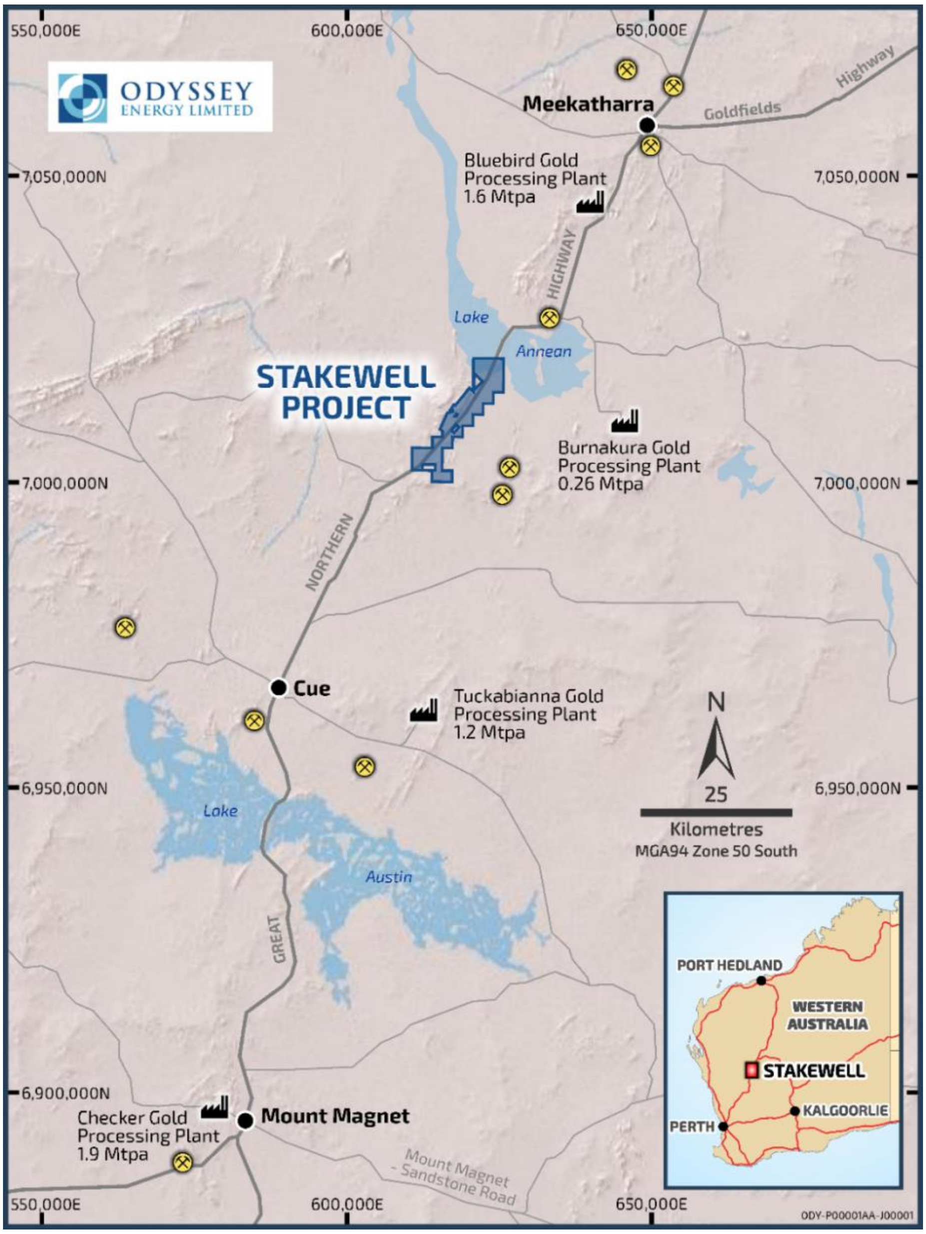

Figure 1: Stakewell Project Location.

OPERATING AND FINANCIAL REVIEW (Continued)

Highlights of the **Acquisition** include:

- Historical high-grade gold production of approximately **29,000oz** from the Kohinoor mine including **15,750oz at 12.0g/t Au** (underground, 1990's) and **8,050oz at 13.9g/t Au** (underground, early 1900's) and also **5,200oz at 1.5g/t Au** (open pit, 1990's);
- Historical drilling at the Project delivered significant un-mined high grade intercepts including:
  - **4m @ 26.6g/t Au** (MKR105 from 179m)
  - **2m @ 18.5g/t Au** (MKR107 from 178m)
  - **7m @ 21.8g/t Au** (MKR067 from 48m)
  - **5m @ 19.7g/t Au** (MKR106 from 197m)
  - **4m @ 18.4g/t Au** (KRC0021 from 22m);
- Multiple identified exploration targets and near-mine structural targets;
- Significant intercepts to follow up (open along trend) including:
  - **4m @ 17.8g/t Au** (MKR116 from 312m)
  - **5m @ 5.3g/t Au** (11SWD002 from 259m)
  - **3m @ 7.5g/t Au** (MKR113 from 238m)
  - **3m @ 14.9g/t Au** (KDDH0001 from 86m); and
- Close proximity to several mills and processing plants indicates potential for toll treating.

The Project consists of a contiguous group of tenements situated between Cue and Meekatharra, approximately 600km north-north east of Perth in the Murchison area of Western Australia (Figure 1). The tenement package comprises one exploration license, three miscellaneous licenses and ten prospecting licenses with an aggregate area of 89km^2 (Figure 3). The Project is adjacent to and accessed via the Great Northern Highway which passes through the tenement package. The tenements cover the historical Kohinoor gold mine ("Kohinoor") which is situated only 1km from the highway and is in close proximity to several mills and processing plants in the area.

The Project is considered highly prospective in a region that has experienced significant exploration success and increased corporate activity in recent times. The Company considers the Project to hold significant potential for the discovery of banded iron formation ("**BIF**") related lode gold mineralisation in addition to Kohinoor. The mineralisation shares similarities with other Murchison mines in close proximity including the BIF hosted ore bodies at Mount Magnet which have historically produced over six million ounces of gold.

Figure 2: Southern Wall of the Kohinoor Pit displaying narrow BIF units.

The Company intends to undertake aggressive exploration programs and activities at the Project, focusing initially on geological and geophysical mapping leading to reverse circulation ("**RC**") and diamond core ("**DD**") drilling, in preparation for the potential estimation of a mineral resource reported in accordance with the JORC Code.

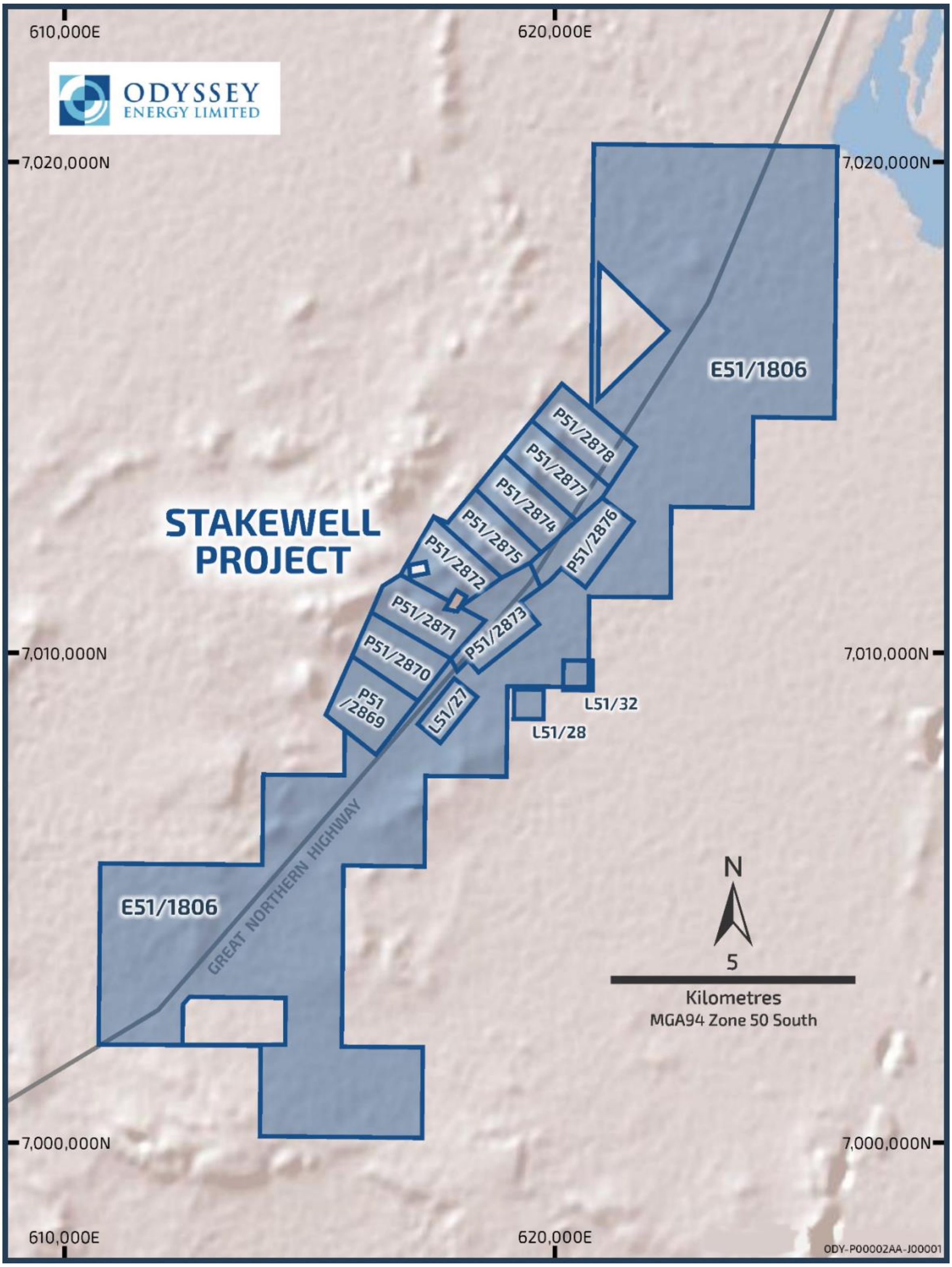

Figure 3: Stakewell Project Tenement Map.

OPERATING AND FINANCIAL REVIEW (Continued)

Historical Production and Exploration History

The Kohinoor mine has recorded three phases of mining since 1905. The first phase from 1905 to 1911 recorded approximately 18,169 tonnes at 13.8g/t Au for 8,051oz. A second phase of mining by Metana Minerals NL from 1987 to 1989, was based on an open pit mined to a depth of 65m and produced 45,144 tonnes at 2.43g/t Au for 3,260oz of high grade ore and 62,461 tonnes at 0.97g/t Au for 1,950oz of low grade material.

The final phase from 1994 to 1995 produced 10,242 tonnes at 13.08g/t Au for 4,307oz and 30,765 tonnes at 11.56g/t Au for 11,434oz from an underground operation mined to a depth of approximately 210m. In addition, the Christmas Hope prospect which is located 5km north of Kohinoor, produced 23 tonnes at 77.3g/t Au in 1907 (Source: Geological Survey of Western Australia's Minedex database).

Past exploration at the Project has included extensive soil sampling with analysis identifying several zones of coherent gold-in-soil anomalism at Kohinoor and the immediate surrounding areas. Of particular interest is patchy gold-in-soil occurrences that lie to the north of Kohinoor at the Christmas Hope prospect which, in addition to its previous high-grade production, suggests the potential for blind gold mineralisation, lacking significant exposure at surface (Figure 5). Several air-core, RC and DD programs were undertaken at the Project from the 1980's to late 2000's however there has been minimal exploration on the Project since that period. Significantly, of the 2,197 drillholes in the project database, only 127 (6%) are deeper than 50m.

Local Geology and Mineralisation

The Project is within the Meekatharra-Wydgee Greenstone belt within the north-eastern Murchison domain covering Archean basement rocks, situated within the "Meekatharra structural zone" a major regional, north-east trending shear dominated zone, about 50 to 60km wide, stretching from Meekatharra through the Cue region as far south as Mount Magnet. The major shear zone is dominated by north and northeast trending folds and shears.

Outcrop within the Stakewell area includes BIF outcrops as prominent ridges and granitoid subcrop is sometimes present. NNE-trending BIF, mafic volcanics and amphibole-chlorite schist of the Yaloginda Formation underlie a majority of the tenement package. The sequence forms the north western limb of a major regional syncline, which is surrounded by pre and post tectonic granitoids including a recrystallised monzogranite located in the southeast of the area.

Gold mineralisation at the Project is hosted within quartz veins, quartz reef and porphyry. It is structurally and metasomatically controlled and is associated with a series of plunging shoots contained within a BIF host, enclosed within the mafic sequence. The lode system is dominated by fine to medium grained quartz-pyrite-pyrrhotite schist. Accessory minerals include chlorite, hornblende, biotite, epidote, chalcopyrite and haematite. Supergene enrichment is a pronounced feature of the gold camp.

The Kohinoor ore body is situated at the intersection of a sequence of BIF and a north-south striking shear zone. The BIFs are typically 1m to 10m thick and are intercalated with mafic schists. Mineralisation within the Kohinoor pit is controlled by rheological and permeability contrasts between the BIF and the mafic volcanic. Furthermore, the mineralisation at Kohinoor is controlled by sulphide deposition within the BIF and mafic volcanics at the footwall contact of the BIF adjacent to shear zones.

Exploration Targets and Planned Exploration

Initial targeting at the Project will focus on four main identified opportunities:

1. **High grade plunge positions** which have been identified beneath the Kohinoor Pit and underground workings. Based upon a structural and 3D interpretation of the mineralisation down-dip of the existing workings, the Company considers there are indications of a defined westerly plunge to the mineralisation that is open in at least three positions. Intercepts that are unmined and open along trend include **17m @ 5.2g/t Au** (including **4m @ 17.8g/t Au**) in MKR116, **8m @ 8.6g/t Au** in MKR108 and **5.2m @ 19.7g/t Au** in MKR106 (refer Figure 4);

2. **Stacked repetition of the hosting BIF lithologies.** Surface mapping and downhole logging indicate the potential for stacked repetition of BIF lithologies that host gold mineralisation. If present, these would allow for additional target positions down plunge and dip of currently defined mineralisation, as well as in the approximately 500m long corridor to the north-east of the pit which has minimal drilling below 50m from surface;

3. **The potential fault offset corridor**. The trend region to the east of the pit has not been significantly tested as it was previously considered low-priority. This area will be tested for potential fault offset and trend continuation. Drilling near this area in 2011 encountered mineralisation including **10m @ 3.2g/t Au** (11SWD002 from 256m) including **5m @ 5.3g/t Au** from 259m (Figure 4); and

4. **Near-surface and oxide mineralisation**. The Project hosts numerous small workings with nearby drilling intercepting gold mineralisation including **7m @ 10.3g/t Au** (MKR037 from 30m), **4m @ 5.9g/t Au** (KPH037 from 16m) and **28m @ 1.3 g/t Au** (SWRC040 from 1m) (refer Figure 4). Areas for future focus will include the Kohinoor Extended, Kohinoor East and Castlemaine Prospects.

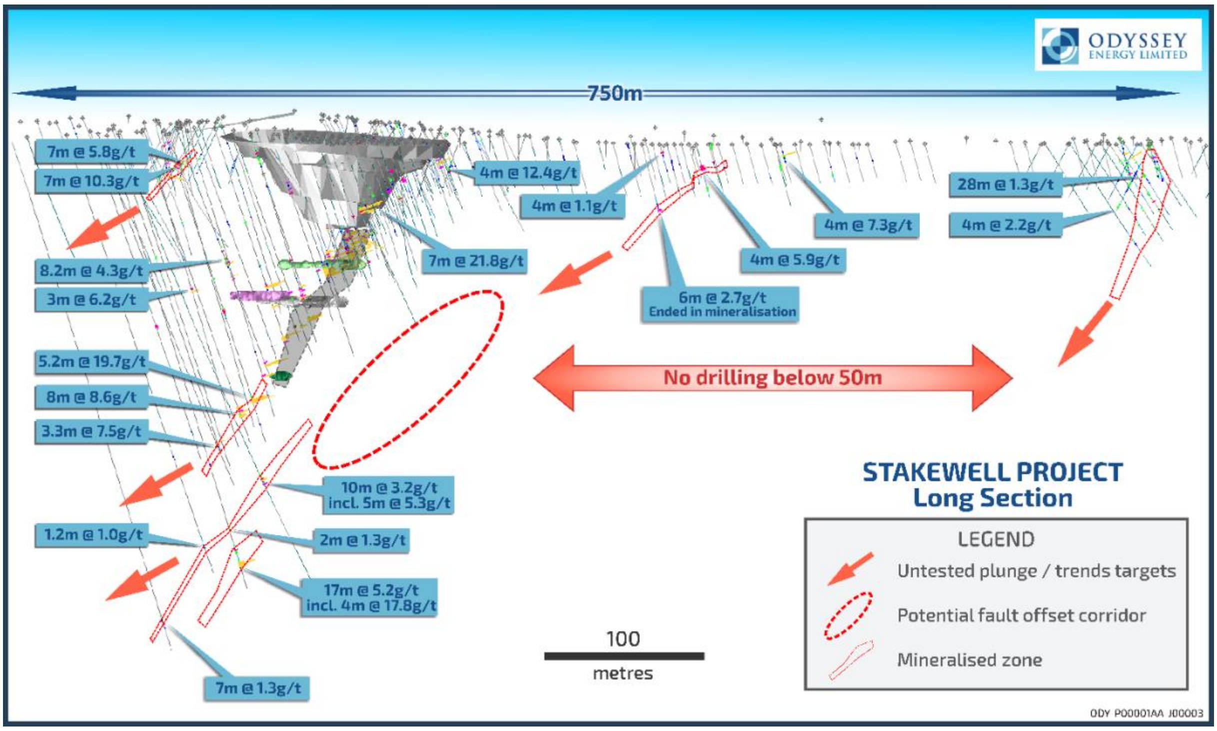

Figure 4: Long section showing near-mine targets.

Other

The Company held an acreage position with oil and gas rights in McLean County, Kentucky, USA. During the financial year, as a result of the prolonged downturn in the oil and gas sector in the USA, the Company elected not to renew the final year on the leases. The Company voluntarily deregistered its 100% owned USA subsidiary, OEL E&P (USA), Inc effective 23 June 2020.

OPERATING AND FINANCIAL REVIEW (Continued)

Corporate

The Company is well funded with cash and cash equivalents at 30 June 2020 of $14,245,043 and no debt, placing the Company in a strong position to conduct its current activities and to pursue new business development opportunities.

In August 2020, to strengthen the Board's gold exploration expertise, the Company announced the appointments of Mr Matthew Syme as an Executive Director and Mr Levi Mochkin and Mr Robert Behets as Non-Executive Directors of the Company. Mr Mark Pearce and Mr David Cruse have stepped down from the Company's Board.

During the prior year, the Company was notified by the ASX that its expenditure levels may not be sufficient to satisfy the requirements of Listing Rule 12.1 which require the Company's level of operations to be sufficient to warrant the continued quotation of its securities and its continued listing. As a result of the Company not being able to demonstrate compliance with this rule to the ASX's satisfaction by close of business on 1 May 2019, the ASX suspended the Company's securities from official quotation.

The ASX also advised the Company that if the Company proposes to enter into any transactions it must consult with the ASX so that it may consider the application of Listing Rule 11.1, and in particular Listing Rule 11.1.3. The Stakewell Gold Project Acquisition will likely result in a significant change to the nature and scale of the Company's activities and therefore is is expected that the Company will need to recomply with Chapter 1 and 2 of the ASX Listing Rules prior to its reinstatement.

Results of Operations

	2020 $	2019 $
Loss of the Consolidated Entity before income tax expense	(60,737)	(104,498)
Income tax expense	-	-
Net loss for the year	**(60,737)**	**(104,498)**

Financial Position

The Group had cash reserves of $14,245,043 at 30 June 2020 (2019: $14,377,143) and no debt. At 30 June 2020, the Group had net assets of $14,230,257 (2019: $14,385,853), a decrease of 1.1% compared with the previous year.

Subsequent to 30 June 2020, as part of the Acquisition of the Stakewell Gold Project, the Company announced that it intends to undertake a capital raising ("**Public Offer**") under a prospectus to raise A$2.5 million by way of an offer of 125,000,000 Shares at a price of $0.02 per share predominately to meet ASX spread requirements and to the new Directors. The Public Offer will not be underwritten. Shareholder approval will be sought for the issue.

Funds under the Public Offer and existing cash reserves will be used to meet ASX spread and new capital requirements, fund the Acquisition, exploration and development of the Project, transaction costs, to facilitate the relisting of the Company on ASX, and for working capital.

Detailed information on the offer of securities under the Public Offer, the capital structure and an indicative timetable will be included in a prospectus that will be made available after lodgment with the Australian Securities and Investments Commission ("**ASIC**"). Investors should consider the prospectus (when available) in deciding whether to acquire Odyssey securities. Applications for Odyssey's securities can only be made by completing the application form which will accompany the prospectus. Odyssey expects to lodge a prospectus in the coming weeks.

In connection with the Acquisition, the Company's Directors have completed a review of the capital management requirements of the Company and have determined that the Company's current cash reserves exceed its current capital requirements. Subject to Shareholder approval, the Company's current intention is to conduct an equal capital return of cash to existing shareholders equivalent to A$0.0275 per share (approximately $9.0 million).

Business Strategies and Prospects for Future Financial Years

The objective of the Group is to create long-term shareholder value through the discovery, development and acquisition of potentially viable projects in the resources sector.

To date, the Group has not commenced production of any minerals, nor has it identified a Mineral Resource in accordance with the JORC Code. To achieve its objective, The Group will continue to examine other new business development opportunities in the resources sector, both locally and overseas.

These activities are inherently risky and the Board is unable to provide certainty of the expected results of these activities, or that any or all of these likely developments will be achieved. The material business risks faced by the Company that could have an effect on the Company's future prospects, and how the Company manages these risks include:

- **The Company's exploration programmes may not identify an economic deposit -** The Stakewell Gold Project Tenements are at an early stage of exploration and current/potential investors should understand that mineral exploration, development and mining are high-risk enterprises, only occasionally providing high rewards. The success of the Company depends, among other things, on successful exploration and/or acquisition of reserves, securing and maintaining title to tenements and consents, successful design, construction, commissioning and operating of mining and processing facilities, successful development and production in accordance with forecasts and successful management of the operations. Exploration and mining activities may also be hampered by force majeure circumstances, land claims and unforeseen mining problems. There is no assurance that exploration and development of the mineral interests owned by the Company, or any other projects that may be acquired in the future, will result in the discovery of mineral deposits which are capable of being exploited economically. Even if an apparently viable deposit is identified, there is no guarantee that it can be profitably exploited. If such commercial viability is never attained, the Company may seek to transfer its property interests or otherwise realise value, or the Company may even be required to abandon its business and fail as a "going concern";

- **New Project Acquisition** – There can be no guarantee that the proposed acquisition of the Stakewell Gold Project Tenements will be completed or be successful. If a proposed acquisition is not completed, monies already advanced may not be recoverable, which may have a material adverse effect on the Company. Furthermore, notwithstanding that an acquisition may proceed upon the completion of due diligence, the usual risks associated with a new project/business activities will remain. As a result of the acquisition of the Stakewell Gold Project Tenements, ASX requires the Company to seek Shareholder approval and to meet the admission requirements under Chapters 1 and 2 of the Listing Rules as if the Company were a new listing. There will be costs associated in re-complying with the admission requirements and the Company's securities will continue to be suspended from trading on ASX. If the new acquisition is not completed, then the Company may not be in a position to comply with the ongoing Listing Rules which includes, but is not limited to, maintaining a sufficient level of operations and financial position.

- **The Company's activities will require further capital –** The exploration and any development of future and current projects will require substantial additional financing. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration and any development of the Company's projects or even a loss of project interest. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company;

- **The Company may be adversely affected by fluctuations in commodity prices** – the price of commodities fluctuate widely and are affected by numerous factors beyond the control of the Group. Future production, if any, from mineral properties will be dependent upon the price of commodities being adequate to make these properties economic. The Group currently does not engage in any hedging or derivative transactions to manage commodity price risk. As the Group's operations change, this policy will be reviewed periodically going forward; and

- **Global financial conditions may adversely affect the Company's growth and profitability –** Many industries, including the resources industry, are impacted by these market conditions. Some of the key impacts include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and precious metal markets, and a lack of market liquidity. Due to the current nature of the Company's activities, a slowdown in the financial markets or other economic conditions may adversely affect the Company's growth and ability to finance its activities.

DIRECTORS

The names of directors in office at any time during the financial year or since the end of the financial year are:

Current Directors	
Mr Ian Middlemas	Chairman
Mr Matthew Syme	Executive Director (*appointed 28 August 2020*)
Mr Levi Mochkin	Non-Executive Director (*appointed 31 August 2020*)
Mr Robert Behets	Non-Executive Director (*appointed 28 August 2020*)
Former Directors	
Mr Mark Pearce	Non-Executive Director (*resigned 31 August 2020*)
Mr David Cruse	Non-Executive Director (*resigned 28 August 2020*)

Company Secretary
Mr Lachlan Lynch

Unless otherwise disclosed, Key Management Personnel held their office from 1 July 2019 until the date of this report.

DIRECTORS AND OFFICERS

Ian Middlemas
Chairman
Qualifications – B.Com, CA

Mr Middlemas is a Chartered Accountant and holds a Bachelor of Commerce degree. He worked for a large international Chartered Accounting firm before joining the Normandy Mining Group where he was a senior group executive for approximately 10 years. He has had extensive corporate and management experience, and is currently a director of a number of publicly listed companies in the resources sector.

Mr Middlemas was appointed a Director of the Company on 8 September 2005. During the three year period to the end of the financial year, Mr Middlemas has held directorships in Constellation Resources Limited (November 2017 – present), Apollo Minerals Limited (July 2016 – present), Paringa Resources Limited (October 2013 – present), Berkeley Energia Limited (April 2012 – present), Prairie Mining Limited (August 2011 – present), Salt Lake Potash Limited (January 2010 – present), Equatorial Resources Limited (November 2009 – present), Piedmont Lithium Limited (September 2009 – present), Sovereign Metals Limited (July 2006 – present) and Cradle Resources Limited (May 2016 – July 2019).

Matthew Syme
Executive Director
Qualifications – B.Com, CA

Mr Syme is a Chartered Accountant and an accomplished mining executive with over 27 years' experience in senior management roles in Australia and overseas. He was a Manager in a major international Chartered Accounting firm before spending three years as an equities analyst in a large stockbroking firm. He was then Chief Financial Officer of Pacmin Mining Limited, a successful Australian gold mining company.

My Syme has considerable experience in managing mining projects in a wide range of commodities and countries. He most recently held the position of Managing Director of developer, Salt Lake Potash Limited and was a Director from April 2015 to July 2019. Mr Syme also previously held the position of Managing Director at copper-gold developer Sierra Mining Limited, which was acquired by RTG Mining Inc in early June 2014. Mr Syme was responsible for the acquisition of Sierra's key Mabilo Project in late 2011. Prior to joining Sierra in 2010 he was Managing Director of Berkeley Resources Limited where he successfully guided the acquisition and scoping studies of Berkeley's Salamanca Uranium Project in Spain.

Mr Syme was appointed a Director of the Company on 28 August 2020. During the three year period to the end of the financial year, Mr Syme has held directorships in Salt Lake Potash Limited (April 2015 – July 2019).

Mr Levi Mochkin
Non-Executive Director

Mr Mochkin is a key member of the Ledger Holdings Pty Ltd Group (the Ledger Group), located in Melbourne, Australia and has been in the resources sector for over 28 years advising companies, identifying projects and raising capital of over A$800 million for mining projects.

Mr Mochkin was appointed a Director on 31 August 2020. During the three-year period to the end of the financial year, Mr Mochkin has held directorships in Piedmont Lithium Limited (April 2006 – present).

Mr Robert Behets
Non-Executive Director
Qualifications – B.Sc(Hons), FAusIMM, MAIG

Mr Behets is a geologist with 30 years' experience in the mineral exploration and mining industry in Australia and internationally. He has had extensive corporate and management experience and has been Director of a number of ASX-listed companies in the resources sector including Mantra Resources Limited ("Mantra"), Papillon Resources Limited, and Berkeley Energia Limited. Mr Behets was instrumental in the founding, growth and development of Mantra, an African-focussed uranium company, through to its acquisition by ARMZ for approximately A$1 billion in 2011. Prior to Mantra, he held various senior management positions during a long career with WMC Resources Limited.

Mr Behets has a strong combination of technical, commercial and managerial skills and extensive experience in exploration, mineral resource and ore reserve estimation, feasibility studies and operations across a range of commodities, including uranium, gold and base metals. He is a Fellow of The Australasian Institute of Mining and Metallurgy, a Member of the Australian Institute of Geoscientists and was previously a member of the Australasian Joint Ore Reserve Committee ("JORC").

Mr Behets was appointed a Director of the Company on 28 August 2020. During the three year period to the end of the financial year, Mr Behets has held directorships in Apollo Minerals Limited (October 2016 – present), Constellation Resources Limited (June 2017 – present), Equatorial Resources Limited (February 2016 – present), Berkeley Energia Limited (April 2012 - present), Piedmont Lithium Limited (February 2016 – May 2018) and Cradle Resources Limited (May 2016 – July 2017).

Lachlan Lynch
Company Secretary
Qualifications – B.Com, CA

Mr Lynch is a Chartered Accountant who commenced his career at a large international Chartered Accounting firm and is currently a Financial Controller for the Apollo Group which is involved in a number of listed companies that operate in the resources sector.

Mr Lynch was appointed as Company Secretary of Odyssey Energy Limited on 31 October 2018.

PRINCIPAL ACTIVITIES

The principal activities of the Consolidated Entity during the financial year consisted of the identification of opportunities in the resources sector both domestically and internationally.

ENVIRONMENTAL REGULATION AND PERFORMANCE

The Consolidated Entity's operations are subject to various environmental laws and regulations under the relevant government's legislation. Full compliance with these laws and regulations is regarded as a minimum standard for all operations to achieve.

Instances of environmental non-compliance by an operation are identified either by external compliance audits or inspections by relevant government authorities. There have been no significant known breaches by the Consolidated Entity during the financial year.

SIGNIFICANT EVENTS AFTER BALANCE DATE

Stakewell Gold Project Acquisition

As previously stated in this report, on 4 September 2020, the Company announced that it had entered into a binding agreement ("**Agreement**") with Diversified Asset Holdings ("**DAH**") through the Company's 100% wholly-owned subsidiary, Stakewell Resources Pty Ltd ("**Stakewell Resources**") to acquire an 80% interest ("**Acquisition**") in the Stakewell Gold Project ("**Project**") located in the Meekatharra-Cue region of Western Australia.

The acquisition is subject to condition precedents including:

- **Regulatory and shareholder approvals:** Odyssey obtaining all necessary regulatory approvals for the Acquisition, including approvals required by ASX under the Listing Rules such as shareholder approval for the Acquisition and the issue of the consideration, and any approvals for the transfer of tenements relating to the Project;
- **Capital Raising:** Odyssey completing a capital raising of at least A$1,000,000 at an issue price of no less than A$0.02 per share;
- **Due Diligence:** Odyssey completing due diligence on the Project subject to its satisfaction; and
- **No regulatory intervention or breach of warranty**: No regulatory action preventing the Acquisition or there being any breach of warranty by DAH.

Consideration for the **Acquisition** is as follows:

- Cash payment of up to AUD$250,000 (subject to adjustments);
- 75,000,000 fully paid ordinary shares at a deemed issue price of $0.02;
- 50,000,000 unlisted incentive options exercisable at $0.02, expiring 3 years from date of issue;
- 25,000,000 unlisted incentive options exercisable at $0.04, expiring 3 years from date of issue;
- 50,000,000 convertible performance shares which vest on the delineation of an independently assessed JORC (2012) inferred resource of at least 200,000 ounces of gold at a minimum resource grade of 6.5g/t AU at the Project, within 30 months from settlement of the Acquisition; and
- DAH retaining a 1% net smelter return royalty over the Project on standard terms.

The Agreement includes pre-completion obligations on DAH and standard representations and warranties.

The parties (Odyssey through its wholly owned subsidiary, Stakewell Resources, and DAH) have also entered into an unincorporated joint venture agreement with result to the exploration and development of the Project, on the following key terms:

- Stakewell Resources will be the manager of the joint venture;
- a joint venture management committee comprises two members from the majority participant and one member from the minority participant and has responsibility for overseeing joint venture matters, including a decision to mine;
- DAH's 20% interest is free carried until a decision to mine on the Project;
- DAH 20% of costs of development to be funded by a loan from the Company with the loan repaid via initial production;
- if a decision to mine is made, the parties will form an unincorporated mining joint venture on certain agreed terms and subject to a separate mining joint venture agreement;
- there is a pre-emptive right on disposal of joint venture interests and drag along and tag along rights; and
- other standard terms and conditions for an unincorporated exploration joint venture including areas of interest and rights on default by a participant (including an option to acquire a defaulting participant's interest at fair market value).

Odyssey has also agreed to pay the adviser of the transaction, Peloton Advisory Pty Ltd ("**Peloton**"), a fee in association with the Acquisition of the Project. Subject to shareholder approval, Odyssey has agreed to issue Peloton, who is unrelated to the Company, 5,000,000 ordinary shares and 2,500,000 unlisted incentive options exercisable at A$0.04, expiring 3 years from date of issue.

Capital Raising

The Company announced that it intends to undertake a capital raising ("**Public Offer**") under a prospectus to raise A$2.5 million by way of an offer of 125,000,000 Shares at a price of A$0.02 per share predominately to meet ASX spread requirements and to the new Directors. Shareholder approval will be sought for the issue of shares pursuant to the Public Offer.

Funds under the Public Offer and existing cash reserves will be used to meet ASX spread and new capital requirements, fund the Acquisition, exploration and development of the Project, transaction costs, to facilitate the relisting of the Company on ASX, and for working capital.

Capital Return

In connection with the Acquisition, the Company's Directors have completed a review of the capital management requirements of the Company and have determined that the Company's current cash reserves exceed its current capital requirements. Subject to Shareholder approval, the Company's current intention is to conduct an equal capital return of cash to existing shareholders equivalent to A$0.0275 per share (approximately $9.0 million).

Director Appointments and Issue of Incentive Securities

To strengthen the Board's gold exploration expertise, the Company announced the appointments of Mr Matthew Syme as an Executive Director and Mr Levi Mochkin and Mr Robert Behets as Non-Executive Directors of the Company.

Mr Mark Pearce and Mr David Cruse have stepped down from the Company's Board.

As part of the appointments of the new Directors, subject to Shareholder approval, the Company will issue the following incentive options:

	$0.04 Incentive Options, expiring 3 years from issue.	$0.07 Incentive Options, expiring 3 years from issue.	$0.10 Incentive Options, expiring 3 years from issue.
Mr Matthew Syme	5,000,000	5,000,000	5,000,000
Mr Levi Mochkin	3,000,000	3,000,000	3,000,000
Mr Robert Behets	1,000,000	1,000,000	1,000,000
Total	**9,000,000**	**9,000,000**	**9,000,000**

Subject to shareholder approval, the Company will also issue 6,000,000 incentive options split equally between the above tranches to key consultants of the Company.

Other than previously stated in this report, there are no matters or circumstances which have arisen since 30 June 2020 that have significantly affected or may significantly affect:

- the operations, in financial years subsequent to 30 June 2020, of the Consolidated Entity;
- the results of those operations, in financial years subsequent to 30 June 2020, of the Consolidated Entity; or
- the state of affairs, in financial years subsequent to 30 June 2020, of the Consolidated Entity.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Other than previously stated in this report, there were no further significant changes in the state of affairs of the Group during the financial year.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS

The Group may seek to progress exploration and development activities on its Project. Additionally, the Company will continue to examine new opportunities in the mineral resources sector.

These activities are inherently risky and there can be no certainty that the Group will be able to successfully achieve the objectives. In the opinion of the Directors, any further disclosure of information regarding likely developments in the operations of the Group and the expected results of these operations in subsequent financial years may prejudice the interests of the Company and accordingly further information has not been disclosed.

INFORMATION ON DIRECTORS' INTERESTS IN SECURITIES OF ODYSSEY

The following table sets out each Director's relevant interest in Shares of the Company as at the date of this report:

	Interest in Securities at the date of this Report
	Shares[1]
Mr Ian Middlemas	17,312,500
Mr Matthew Syme	800,000
Mr Levi Mochkin	-
Mr Robert Behets	1,725,000

Note:
[1] "Shares" means fully paid ordinary shares in the capital of the Company.

SHARE OPTIONS AND UNISSUED CAPITAL

At the date of this report there are no options issued over unissued capital.

During the year ended 30 June 2020 and up to the date of this report, no Ordinary Shares have been issued as a result of the exercise of options.

Refer to "Significant Events After Balance Date" for further information regarding options over unissued capital.

MEETINGS OF DIRECTORS

The following table sets out the number of meetings of the Company's directors held during the year ended 30 June 2020, and the number of meetings attended by each director.

Current Directors	Board Meetings Number Eligible to Attend	Board Meetings Number Attended
Mr Ian Middlemas	2	2
Mr David Cruse	2	2
Mr Mark Pearce	2	2

The Board currently does not have any committees, however this will be reviewed should the size and nature of the Company's activities change.

DIVIDENDS

No dividends have been declared, provided for or paid in respect of the year ended 30 June 2020 (2019: nil).

EARNINGS PER SHARE

	2020 Cents	2019 Cents
Basic and diluted loss per share	**(0.02)**	(0.03)

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 part for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings. The Company was not a party to any such proceedings during the year.

REMUNERATION REPORT - AUDITED

This Remuneration Report, which forms part of the Directors' Report, sets out information about the remuneration of Key Management Personnel ("KMP") of the Group.

Details of Key Management Personnel

The KMP of the Group during or since the end of the financial year were as follows:

Current Directors	
Mr Ian Middlemas	Chairman
Mr Matthew Syme	Executive Director (*appointed 28 August 2020*)
Mr Levi Mochkin	Non-Executive Director (*appointed 31 August 2020*)
Mr Robert Behets	Non-Executive Director (*appointed 28 August 2020*)
Former Directors	
Mr Mark Pearce	Non-Executive Director (*resigned 31 August 2020*)
Mr David Cruse	Non-Executive Director (*resigned 28 August 2020*)

Unless otherwise disclosed, the KMP held their position from 1 July 2019 until the date of this report.

Remuneration Policy

The remuneration policy for the Group's KMP (including the Managing Director – if applicable) has been developed by the Board taking into account:

- the size of the Group;
- the size of the management team for the Group;
- the nature and stage of development of the Group's current operations; and
- market conditions and comparable salary levels for companies of a similar size and operating in similar sectors.

In addition to considering the above general factors, the Board has also placed emphasis on the following specific issues in determining the remuneration policy for KMP:

- the Company is currently focused on identifying new business projects, and undertaking exploration and development activities;
- risks associated with small cap resource companies whilst acquiring, exploring and developing projects; and
- other than profit which may be generated from asset sales, the Company does not expect to be undertaking profitable operations until sometime after the successful commercialisation, production and sales of commodities from one or more of its projects, or the acquisition of a profitable project.

Remuneration Policy for Executives (if applicable)

The Group currently has no executives. The Group's remuneration policy is to provide executives (upon appointment) a fixed remuneration component and a performance based component (including incentive and/or performance based securities, see below). The Board believes that this remuneration policy is appropriate given the considerations discussed in the section above and is appropriate in aligning KMP objectives with shareholder and business objectives.

Fixed Remuneration

Fixed remuneration consists of base salary, as well as employer contributions to superannuation funds and other non-cash benefits.

Fixed remuneration is reviewed annually by the Board (if applicable). The process consists of a review of company and individual performance, relevant comparative remuneration externally and internally and, where appropriate, external advice on policies and practices.

REMUNERATION REPORT – AUDITED (Continued)

Performance Based Remuneration – Short Term Incentive

Executives (if applicable) may be entitled to an annual cash bonus upon achieving various key performance indicators ("KPI's"), as set by the Board. The Board has focused the Consolidated Entity's efforts on finding and completing new business opportunities. The Board considers that the prospects of the Consolidated Entity and resulting impact on shareholder wealth are largely linked to the success of this approach, rather than by referring to current or prior year earnings.

Accordingly, the Board may pay a bonus to executive KMP's based on the success in generating suitable new business opportunities. A further bonus may also be paid upon the successful completion of a new business acquisition. No bonuses were paid during the current financial year.

Performance Based Remuneration – Long Term Incentive

The Board may issue incentive securities to some executives (if applicable) as a key component of the incentive portion of their remuneration, in order to attract and retain the services of any executives and to provide an incentive linked to the performance of the Consolidated Entity. The Board considers that for each executive who may receive securities in the future, their experience in the resources industry will greatly assist the Consolidated Entity in progressing its projects to the next stage of development and the identification of new projects. As such, the Board believes that the number of incentive securities to be granted to any executives will be commensurate to their value to the Consolidated Entity.

The Board has a policy of granting incentive securities to executives (if applicable) with exercise prices at and/or above market share price (at the time of agreement). As such, incentive securities granted to executives will generally only be of benefit if the executives perform to the level whereby the value of the Consolidated Entity increases sufficiently to warrant exercising the incentive securities granted.

Other than service-based vesting conditions, there are not expected to be additional performance criteria if incentive securities are granted to executives, as given the speculative nature of the Consolidated Entity's activities and the small management team responsible for its running, it is considered the performance of the executives and the performance and value of the Consolidated Entity are closely related. If other forms of incentive securities are issued, then performance milestones may be applied.

The Company's Securities Trading Policy prohibits KMP's from entering into arrangements to limit their exposure to Incentive Securities granted as part of their remuneration package.

Remuneration Policy for Non-Executive Directors

The Board's policy is to remunerate Non-Executive Directors at market rates for comparable companies for time, commitment and responsibilities. Given the current size, nature and risks of the Company, incentive securities have been used to attract and retain Non-Executive Directors. The Board determines payments to the Non-Executive Directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required.

The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders at a General Meeting. Total directors' fees paid to all non-executive directors are not to exceed $150,000 per annum. Director's fees paid to Non-Executive Directors accrue on a daily basis. Fees for Non-Executive Directors are not linked to the performance of the economic entity. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Company and Non-Executive Directors may in limited circumstances receive incentive securities in order to secure their services.

Fees for the Chairman are presently $36,000 per annum (2019: $36,000) and fees for other Non-Executive Directors are $20,000 per annum (2019: $20,000). The Directors accepted a 25% reduction in their fees, effective 1 April 2020 until 31 August 2020. These fees cover main board activities only. Non-Executive Directors may receive additional remuneration for other services provided to the Company, including but not limited to, membership of committees.

Relationship between Remuneration of KMP and Shareholder Wealth

During the Company's project identification, acquisition, exploration and development phases of its business, the Board anticipates that the Company will retain earnings (if any) and other cash resources for the exploration and development of its resource projects. Accordingly the Company does not currently have a policy with respect to the payment of dividends and returns of capital. Therefore there is no relationship between the Board's policy for determining the nature and amount of remuneration of KMP and dividends paid and returns of capital by the Company during the current and previous four financial years.

The Board did not determine the nature and amount of remuneration of the KMP by reference to changes in the price at which shares in the Company traded between the beginning and end of the current and the previous four financial years. The Company's securities have been suspended by the ASX since 1 May 2019. Discretionary annual cash bonuses, when applicable, will be based on achieving various non-financial key performance indicators to be determined by the Board. However, as noted above, KMP's may receive Incentive Securities in the future which generally will only be of value should the value of the Company's shares increase sufficiently to warrant exercising the Incentive Securities.

Relationship between Remuneration of KMP and Earnings

As discussed above, the Company is currently undertaking new project acquisition, exploration and development activities, and does not expect to be undertaking profitable operations (other than by way of material asset sales, none of which is currently planned) until sometime after the successful commercialisation, production and sales of commodities from one or more of its projects. Accordingly the Board does not consider earnings during the current and previous four financial years when determining the nature and amount of remuneration of KMP.

General

In addition to a focus on operating activities, the Board is also focused on finding and completing new business and other corporate opportunities. The Board considers that the prospects of the Company and resulting impact on shareholder wealth will be enhanced by this approach. Accordingly, a bonus may be paid upon the successful completion of a new business or corporate transaction. No bonuses were paid or are payable in respect to the current financial year.

Where required, KMP receive superannuation contributions, currently equal to 9.5% of their salary, and do not receive any other retirement benefit. From time to time, some individuals have chosen to sacrifice part of their salary to increase payments towards superannuation.

All remuneration provided to KMP is valued at cost to the company and expensed. Incentive securities, where granted, are valued using the Binomial option valuation methodology. The value of these incentive securities is expensed over the vesting period. No share options were on issue during the years ended 30 June 2020 or 30 June 2019.

REMUNERATION REPORT – AUDITED (Continued)

Remuneration of Key Management Personnel

Details of the nature and amount of each element of the remuneration of each director and KMP of the Company for the year ended 30 June 2020 and 30 June 2019 are as follows:

	Short-term		Post-employment	Share based Payments	Total	Performance Related
	Salary & Fees	Other[1]	Super-annuation benefits	Value of Unlisted Securities		
2020 Directors	$	$	$	$	$	%
Directors						
Mr Ian Middlemas	33,750	-	3,206	-	36,956	-
Mr David Cruse	18,750	-	1,781	-	20,531	-
Mr Mark Pearce	18,750	-	1,781	-	20,531	-
Total	**71,250**	**-**	**6,768**	**-**	**78,018**[2]	**-**

	Short-term		Post-employment	Share based Payments	Total	Performance Related
	Salary & Fees	Other[1]	Super-annuation benefits	Value of Unlisted Securities		
2019 Directors	$	$	$	$	$	%
Directors						
Mr Ian Middlemas	36,000	-	3,420	-	39,420	-
Mr David Cruse	20,000	-	1,900	-	21,900	-
Mr Mark Pearce	20,000	-	1,900	-	21,900	-
Total	**76,000**	**-**	**7,220**	**-**	**83,220**	**-**

Notes:

1 During the year, no remuneration was paid in the form of a long-term incentive bonus, non-monetary benefit, prescribed benefit or other benefit to key management personnel.

2 The Directors have accepted a 25% reduction in their fees effective 1 April 2020.

Shareholdings of Key Management Personnel

2020	Held at 1 July 2019 (#)	Granted as Remuneration (#)	Sales (#)	Purchases (#)	Net Change Other (#)	Held at 30 June 2020 (#)
Directors						
Mr Ian Middlemas	17,312,500	-	-	-	-	17,312,500
Mr David Cruse	6,085,137	-	-	-	-	6,085,137
Mr Mark Pearce	6,768,000	-	-	-	-	6,768,000
	30,165,637	**-**	**-**	**-**	**-**	**30,165,637**

Option holdings of Key Management Personnel

There were no options on issue during the years ended 30 June 2020 and 30 June 2019.

Incentive Securities Granted to Key Management Personnel

No incentive securities were granted as part of their remuneration to KMP during the 2020 or 2019 financial years.

There were no incentive securities granted, exercised or that lapsed for any KMP of the Company or Group during the 2020 and 2019 financial years.

Employment Contracts with Key Management Personnel

Mr Syme is engaged as an Executive Director under a consulting agreement, on a rolling 12-month term that either party may terminate within three months written notice. Mr Syme receives a daily rate of A$1,200 under the consulting agreement.

Mr Mochkin is engaged as a Non-Executive Director with an annual fee of A$36,000 plus statutory superannuation contributions. Ledger Holdings Pty Ltd ("Ledger"), a company associated with Mr Levi Mochkin is engaged under a consulting agreement to provide additional business and corporate development services to the Company, on a rolling 12-month term that either party may terminate within three months written notice. Ledger receives a daily rate of A$1,000 under the consulting agreement.

All Directors have a letter of appointment confirming the terms and conditions of their appointment as a Director of the Company. Mr Robert Behets will receive an annual fee of A$25,000 plus statutory superannuation contributions.

Apollo Group Pty Ltd ("Apollo Group"), a Company of which Mr Mark Pearce is a director and beneficial shareholder, provides corporate, administration and company secretarial services and serviced office facilities to the Company under a services agreement. Either party can terminate the services agreement at any time for any reason by giving one month's written notice. Apollo Group received a monthly retainer of $15,000 (exclusive of GST) for the provision of these services. The monthly retainer is reviewed every six to twelve months and is based on Apollo Group's budgeted cost of providing the services to the Company (and other companies utilising same or similar services from Apollo Group) for the next six to twelve month period, with minimal mark-up. The monthly fee of $15,000 was reduced to $10,000 for the 3 months to 30 June 2020.

End of the audited Remuneration Report.

COVID-19

The outbreak of the 2019 novel strain of coronavirus causing a contagious respiratory disease known as COVID-19, and the subsequent quarantine measures imposed by the Australian and other governments, and related travel and trade restrictions have caused disruption to businesses and resulted in significant global economic impacts. As at 30 June 2020, these impacts have not had a significant effect on the Group's financial results or operations. However, as the impact of COVID-19 continues to evolve, including changes in government policy and business reactions thereto, if our staff are unable to work or travel due to illness or government restrictions, we may be forced to reduce or suspend our exploration and development activities. In addition, as the COVID-19 pandemic and mitigation measures have also negatively impacted global economic conditions, this, in turn, could adversely affect our business in the future. Due to the continually evolving nature of COVID-19 the Directors cannot reasonably estimate the effects that the COVID-19 pandemic could have on future periods, and believes that any disturbance may be temporary. However, there is uncertainty about the length and potential impact of any resultant disturbance. As a result, we are unable to estimate the potential impact on the Group's future operations as at the date of these Financial Statements.

NON-AUDIT SERVICES

There were no non-audit services provided by the auditor (or by another person or firm on the auditor's behalf) during the financial year.

INSURANCE OF OFFICERS AND AUDITORS

The Constitution of the Company requires the Company, to the extent permitted by law, to indemnify any person who is or has been a director or officer of the Company or Group for any liability caused as such a director or officer and any legal costs incurred by a director or officer in defending an action for any liability caused as such a director or officer.

During or since the end of the financial year, no amounts have been paid by the Company or Group in relation to the above indemnities.

During or since the end of the financial year, the Company or Group has not paid, or agreed to pay, a premium in respect of a contract insuring against a liability incurred by a person who is or has been a director, officer or auditor of the Company or Group.

AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration is on page 19 of the Annual Report and forms part of this report.

This report is made in accordance with a resolution of the directors made pursuant to section 298(2) of the Corporations Act 2001.

For and on behalf of the Directors

MATTHEW SYME
Executive Director

21 September 2020

COMPETENT PERSONS STATEMENT

The information in this report that relates to Historical Exploration Results is extracted from an ASX Announcement dated 4 September 2020. This announcement is available to view on www.odysseyenergy.com.au. The information in the original ASX Announcement that related to Historical Exploration Results was based on and fairly represents, information compiled by Mr Neil Inwood of Sigma Resources Consulting, who is a consultant to Odyssey Energy Limited. Mr Inwood is a Fellow of the Australian Institute of Mining and Metallurgy and a proposed holder of incentive options in Odyssey Energy Limited. Mr Inwood has sufficient experience that is relevant to the styles of mineralisation and types of deposit under consideration, and to the activity being undertaken, to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" (JORC Code). The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

FORWARD LOOKING STATEMENTS

Statements regarding plans with respect to Odyssey's project are forward-looking statements. There can be no assurance that the Company's plans for development of its projects will proceed as currently expected. These forward-looking statements are based on the Company's expectations and beliefs concerning future events. Forward looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside the control of the Company, which could cause actual results to differ materially from such statements. The Company makes no undertaking to subsequently update or revise the forward-looking statements made in this announcement, to reflect the circumstances or events after the date of that announcement.

Deloitte.

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The Board of Directors
Odyssey Energy Limited
Level 9, 28 The Esplanade
Perth WA 6000

21 September 2020

Dear Board Members

Odyssey Energy Limited

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of Odyssey Energy Limited.

As lead audit partner for the audit of the financial statements of Odyssey Energy Limited for the financial year ended 30 June 2020, I declare that to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and

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

Yours sincerely

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

David Newman
Partner
Chartered Accountants

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2020

	Notes	2020 $	2019 $
Continuing operations			
Other Income	2	232,432	363,414
Gain on disposal of subsidiary	8(a)	94,859	-
Administration costs	3	(252,466)	(251,310)
Business development costs		(135,562)	(115,851)
Exploration costs		-	(100,751)
Loss before income tax expense		**(60,737)**	**(104,498)**
Income tax expense	4	-	-
Loss for the year		**(60,737)**	**(104,498)**
Loss attributable to members of Odyssey Energy Limited		**(60,737)**	**(104,498)**
Other comprehensive income, net of income tax:			
Items that may be reclassified subsequently to profit or loss			
Reclassification of foreign currency translation differences on disposal of subsidiary		(94,859)	-
Other comprehensive loss for the year, net of tax		**(94,859)**	**-**
Total comprehensive loss for the year		**(155,596)**	**(104,498)**
Total comprehensive loss attributable to members of Odyssey Energy Limited		**(155,596)**	**(104,498)**
Basic and diluted loss per share from continuing operations (cents per share)	12	(0.02)	(0.03)

The accompanying notes form part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2020

	Notes	2020 $	2019 $
ASSETS			
Current Assets			
Cash and cash equivalents	14(b)	14,245,043	14,377,143
Trade and other receivables	5	31,070	64,379
Total Current Assets		**14,276,113**	**14,441,522**
TOTAL ASSETS		**14,276,113**	**14,441,522**
LIABILITIES			
Current Liabilities			
Trade and other payables	6	45,856	55,669
Total Current Liabilities		**45,856**	**55,669**
TOTAL LIABILITIES		**45,856**	**55,669**
NET ASSETS		**14,230,257**	**14,385,853**
EQUITY			
Contributed equity	7	39,932,389	39,932,389
Reserves	8	-	94,859
Accumulated losses		(25,702,132)	(25,641,395)
TOTAL EQUITY		**14,230,257**	**14,385,853**

The accompanying notes form part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2020

	Notes	2020 $	2019 $
Cash flows from operating activities			
Interest received		256,095	324,112
Payments to suppliers and employees		(417,779)	(461,812)
COVID-19 cash flow boost		10,000	-
Refunds of GST received		19,584	21,514
Net cash outflow from operating activities	14(a)	**(132,100)**	**(116,186)**
Cash flows from investing activities			
Other investing activities		-	-
Net cash outflow from investing activities		**-**	**-**
Cash flows from financing activities			
Proceeds from issue of shares		-	-
Transaction costs from issue of shares		-	-
Net cash inflow from financing activities		**-**	**-**
Net increase/(decrease) in cash and cash equivalents held		**(132,100)**	**(116,186)**
Cash and cash equivalents at the beginning of financial year		**14,377,143**	**14,493,329**
Cash and cash equivalents at the end of the financial year	14(b)	**14,245,043**	**14,377,143**

The accompanying notes form part of these financial statements.

ODYSSEY GOLD LTD

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2020

	Issued Capital $	Foreign Currency Translation Reserve $	Accumulated Losses $	Total Equity $
Balance at 1 July 2019	**39,932,389**	**94,859**	**(25,641,395)**	**14,385,853**
Net loss for the year	-	-	(60,737)	(60,737)
Reclassification of foreign currency translation differences on disposal of subsidiary (note 8)	-	(94,859)	-	(94,859)
Total comprehensive loss for the year	**-**	**(94,859)**	**(60,737)**	**(155,596)**
Transactions with owners recorded directly in equity				
Issue of shares	-	-	-	-
Share issue costs	-	-	-	-
Balance 30 June 2020	**39,932,389**	**-**	**(25,702,132)**	**14,230,257**
Balance at 1 July 2018	**39,932,389**	**94,859**	**(25,536,897)**	**14,490,351**
Net loss for the year	-	-	(104,498)	(104,498)
Total comprehensive loss for the year	**-**	**-**	**(104,498)**	**(104,498)**
Transactions with owners recorded directly in equity				
Issue of shares	-	-	-	-
Share issue costs	-	-	-	-
Balance 30 June 2019	**39,932,389**	**94,859**	**(25,641,395)**	**14,385,853**

The accompanying notes form part of these financial statements.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The principal and significant accounting policies adopted in preparing the financial report of the Company, Odyssey Energy Limited and its consolidated entities ("Consolidated Entity" or "Group") for the year ended 30 June 2020 are stated to assist in a general understanding of the financial report.

Odyssey Energy Limited is a company limited by shares incorporated in Australia whose shares are quoted on the Australian Securities Exchange. The financial report of the Company for the year ended 30 June 2020 was authorised for issue in accordance with a resolution of the Directors on 14 September 2020.

(a) Basis of Preparation

The financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards ("AASBs") and interpretations adopted by the Australian Accounting Standards Board ("AASB") and the Corporations Act 2001. The financial statements comprise the consolidated financial statements of the Group. For the purposes of preparing the consolidated statements, the Company is a for-profit entity. The consolidated financial statements have been prepared on a going concern basis which assumes the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business. The financial report has also been prepared on a historical cost basis, except for other financial assets at fair value through profit or loss and available-for-sale investments, which have been measured at fair value.

The financial report is presented in Australian dollars.

(b) Statement of Compliance

The financial report complies with Australian Accounting Standards and International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

In the current financial year, the Group has adopted all of the new and revised Standards and Interpretations issued by the AASB that are relevant to its operations and effective for the current annual reporting period. New and revised standards and amendments thereof and interpretations effective for the current reporting period that are relevant to the Group include:

- AASB 16 *Leases*
- *Interpretation 23 Uncertainty over Income Tax Treatments*
- AASB 2017-7 *Amendments – Long-term Interests in Associates and Joint Venture Amendments to IAS 28 and Illustrative Example – Long-term Interests in Associates and Joint Ventures*
- AASB 2018-1 *Amendments – Annual Improvements 2015-2017 Cycle*
- AASB 2018-2 *Amendments – Plan Amendment, Curtailment or Settlement (AASB 119)*

The adoption of the aforementioned standards have resulted in no impact on the financial statements of the Group for the financial year ended 30 June 2020. A discussion on the adoption of AASB 16 is included in note 1(c).

(c) Changes in Accounting Policies

AASB 16 Leases

AASB 16 Leases has replaced the previous accounting requirements for leases under AASB 117 Leases. Under the previous requirements, leases were classified based on their nature as either finance leases which were recognised on the Statement of Financial Position, or operating leases, which were not recognised on the Statement of Financial Position.

Under AASB 16 Leases, the Group's accounting for operating leases as a lessee will result in the recognition of a right-of-use (ROU) asset and an associated lease liability on the Statement of Financial Position. The lease liability represents the present value of future lease payments, with the exception of short-term and low value leases. An interest expense will be recognised on the lease liabilities and a depreciation charge will be recognised for the ROU assets. There will also be additional disclosure requirements under the new standard.

The Group's adoption of AASB 16 has resulted in no impact to the financial statements of the Company due to the fact that the Group has not entered into any transactions or arrangements that would be accounted for as a lease under the new standard.

(d) New and revised Australian Accounting Standards and Interpretations on issue but not yet effective

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet effective have not been adopted by the Group for the annual reporting period ended 30 June 2020. Those which may be relevant to the Group are set out in the table below, but these are not expected to have any significant impact on the Group's financial statements:

Standard/Interpretation	Application Date of Standard	Application Date for Group
AASB 2018-6 *Amendments to Australian Accounting Standards – Definition of a Business*	1 January 2020	1 July 2020
AASB 2018-7 *Amendments to Australian Accounting Standards – Definition of Material*	1 January 2020	1 July 2020
Conceptual Framework	1 January 2020	1 July 2020
2019-1 *Amendments to Australian Accounting Standards – References to the Conceptual Framework*	1 January 2020	1 July 2020

(e) Principles of Consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Odyssey Energy Limited ("Company" or "Parent Entity") as at 30 June 2020 and the results of all subsidiaries for the year then ended. Odyssey Energy Limited and its subsidiaries together are referred to as the Consolidated Entity or Group.

Control is only achieved when the Group has the power over the investee (i.e. ability to direct relevant activities of the investee), is exposed, or has rights, to variable returns from its involvement with the investee, and when it has the ability to use its power to affect its returns. When the Group has less than a majority of the voting rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over the investee, including the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders, the potential voting rights held by the Company, other vote holders or other parties and any rights arising from other contractual arrangements.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control. 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. Intercompany transactions and balances, income and expenses and profits and losses between Group companies, are eliminated.

The financial statements of the subsidiaries are prepared for the same reporting year as the Parent Entity, using consistent accounting policies. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Investments in subsidiaries are accounted for at cost less impairment in the individual financial statements of the Company.

(f) Cash and Cash Equivalents

"Cash and cash equivalents" includes cash on hand, deposits held at call with financial institutions and other short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purposes of the Statement of Cash Flows, cash and cash equivalents consist of cash and cash equivalents as defined.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Operating Segments

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete

financial information is available. This includes start up operations which are yet to earn revenues. Management will also consider other factors in determining operating segments such as the existence of a line manager and the level of segment information presented to the board of directors.

Operating segments have been identified based on the information provided to the chief operating decision makers – being the Board of Directors. The group aggregates two or more operating segments when they have similar economic characteristics, and the segments are similar in each of the following respects:

- Nature of the products and services,
- Nature of the production processes,
- Type or class of customer for the products and services,
- Methods used to distribute the products or provide the services, and if applicable,
- Nature of the regulatory environment.

Operating segments that meet the quantitative criteria as prescribed by AASB 8 are reported separately. However, an operating segment that does not meet the quantitative criteria is still reported separately where information about the segment would be useful to users of the financial statements. Information about other business activities and operating segments that are below the quantitative criteria are combined and disclosed in a separate category for "all other segments".

(h) Foreign Currency Translation

Both the functional and presentation currency of the Parent Entity at 30 June 2020 was Australian Dollars.

The following table sets out the functional currency of the foreign company controlled by the Parent Entity during the year (note the foreign subsidiary was voluntarily deregistered during the year):

Company Name	Functional Currency
OEL E&P (USA), Inc	United States Dollars

Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. 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 reporting date.

All exchange differences in the consolidated financial report are taken to the profit and loss statement with the exception of differences in 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 the net investment, at which time they are recognised in the profit and loss statement. Tax charges and tax credits attributable to exchange differences on those borrowings are also recognised in equity.

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 that are measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value was determined.

Where the functional currency of a subsidiary of the Parent Entity is not Australian Dollars the assets and liabilities of the subsidiary at reporting date are translated into the presentation currency of the Parent Entity at the rate of exchange ruling at the reporting date and the profit and loss statements are translated by applying the monthly average exchange rate. Any exchange differences arising on this retranslation are taken directly to other comprehensive income. On disposal of a foreign entity, the deferred cumulative amount recognised in equity and relating to that particular foreign operation is recognised in profit and loss.

(i) Revenue Recognition

Interest income is recognised as the interest accrues (using the effective interest method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument) to the net carrying value amount of the financial asset.

(j) Income Tax

The income tax expense for the year is the tax payable on the current year's taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose on goodwill or in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the Parent Entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

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

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at each balance date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity. Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against tax liabilities and the deferred tax liabilities relate to the same taxable entity and the same taxation authority.

The Parent Entity and its wholly owned Australian controlled entity have implemented the tax consolidation legislation. The head entity within the tax consolidated group is Odyssey Energy Limited.

(k) Business Combinations

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The consideration for each acquisition is measured at the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

Where applicable, the consideration for the acquisition includes any asset or liability resulting from a contingent consideration arrangement, measured at its acquisition-date fair value. Subsequent changes in such fair values are adjusted against the cost of acquisition where they qualify as measurement period adjustments (see below). All other subsequent changes in the fair value of contingent consideration classified as an asset or liability are accounted for in accordance with relevant Standards. Changes in the fair value of contingent consideration classified as equity are not recognised.

Where a business combination is achieved in stages, the Group's previously held interests in the acquired entity are remeasured to fair value at the acquisition date (i.e. the date the Group attains control) and the resulting gain

or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Business Combinations (Continued)

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under AASB 3(2008) are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with AASB 112 Income Taxes and AASB 119 *Employee Benefits* respectively;
- liabilities or equity instruments related to the replacement by the Group of an acquiree's share based payment awards are measured in accordance with AASB *2 Share-based Payment*; and
- assets (or disposal groups) that are classified as held for sale in accordance with AASB 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that Standard.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see below), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

The measurement period is the period from the date of acquisition to the date the Group obtains complete information about facts and circumstances that existed as of the acquisition date – and is subject to a maximum of one year.

(l) Impairment of Assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset.

An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss. After such a reversal the depreciation charge is adjusted in future years to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

(m) Government Grants

Government grants are recognised when there is reasonable assurance that the Group will comply with the conditions attaching to the grant and that the grant will be received. Government grants are recognised in profit or loss on a systematic basis over the periods in which the entity recognises as expenses the related costs for which grants are intended to compensate. If the grant relates to expenses or losses already incurred by the entity, or to provide immediate financial support to the entity with no future related costs, the income is recognised in the period in which it becomes receivable.

(n) Investments and Other Financial Assets

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions to the instrument. For financial assets, this is equivalent to the date that the Group commits itself to either the purchase or sale of the asset. Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognised immediately in profit or loss.

(i) Classification and subsequent measurement of financial assets

For the purpose of subsequent measurement, financial assets other than those designated and effective as hedging instruments are classified into the following categories upon initial recognition:

- amortised cost
- fair value through profit or loss (FVPL)
- equity instruments at fair value through other comprehensive income (FVOCI)
- debt instruments at fair value through other comprehensive income (FVOCI)

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

Classifications of financial assets are determined by both the entities business model for managing the financial asset and the contractual cash flow characteristics of the financial assets.

(ii) Loans and receivables

Loans and receivables are measured at amortised cost using the effective interest method less impairment. Interest is recognised by applying the effective interest rate. Trade receivables are due for settlement no more than 30 days from the date of recognition unless previously authorised. Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. An allowance for expected credit loss is established when there is historical evidence that the Company will not be able to collect all amounts due according to the original terms of receivables.

(iii) Fair Value Estimation

The fair value of financial assets must be estimated for recognition and measurement or for disclosure purposes. The nominal value less estimated credit adjustments of receivables and payables are assumed to approximate their fair values. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value of the financial assets, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognised immediately in profit or loss.

(iv) Impairment of Financial Assets

Financial assets other than those at FVPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired where there is objective evidence that as a result of one or more events that occurred after the initial recognition of the financial asset the estimated future cash flows of the investment have been impacted. For financial assets carried at amortised cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables where the carrying amount is reduced through the use of an allowance account. When a trade receivable is uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Investments and Other Financial Assets (Continued)

(v) Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

(o) Fair Value Estimation

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes. The fair value of financial instruments traded in active is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the Group is the current bid price; the appropriate quoted market price for financial liabilities is the current ask price.

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each balance date. Quoted market prices or dealer quotes for similar instruments are used for long-term debt instruments held. Other techniques, such as discounted cash flows, are used to determine fair value for the remaining financial instruments.

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

(p) Trade and Other Payables

Trade and other payables are recognised initially at fair value and subsequently at amortised cost and represent liabilities for the goods and services provided to the Group prior to the end of the financial period that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are usually paid within 30 days.

(q) Contributed Equity

Ordinary shares are classified as equity. Issued and paid up capital is recognised at the fair value of the consideration received by the Company. Incremental costs directly attributable to the issue of new shares or incentive securities are shown in equity as a deduction, net of tax, from the proceeds.

(r) Dividends

Provision is made for the amount of any dividend declared on or before the end of the year but not distributed at balance date.

(s) Earnings per Share (EPS)

Basic earnings per share is calculated by dividing the profit/loss attributable to equity holders of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the year, adjusted for bonus elements in ordinary shares issued during the year. Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

(t) Goods and Services Tax

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

- when the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position. Cash flows are included in the Statement of Cash Flows on a gross basis and the GST components of cash flows arising from investing and financing activities, which are recoverable from, or payable to, the taxation authority are classified as operating cash flows.

(u) 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.

When the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the profit and loss statement net of any reimbursement.

(v) Critical Accounting Estimates, Assumptions and Judgements

In applying the Group's accounting policies, management continually evaluates judgements, estimates and assumptions based on experience and other factors, including expectations of future events that may have an impact on the Group. All judgements, estimates and assumptions made are believed to be reasonable based on the most current set of circumstances available to management. Actual results may differ from the judgements, estimates and assumptions.

The outbreak of the 2019 novel strain of coronavirus causing a contagious respiratory disease known as COVID-19, and the subsequent quarantine measures imposed by the Australian and other governments, and related travel and trade restrictions have caused disruption to businesses and resulted in significant global economic impacts. As at 30 June 2020, these impacts have not had a significant effect on the Group's financial results or operations. However, as the impact of COVID-19 continues to evolve, including changes in government policy and business reactions thereto, if our staff are unable to work or travel due to illness or government restrictions, we may be forced to reduce or suspend our exploration and development activities. In addition, as the COVID-19 pandemic and mitigation measures have also negatively impacted global economic conditions, this, in turn, could adversely affect our business in the future. Due to the continually evolving nature of COVID-19 the Directors cannot reasonably estimate the effects that the COVID-19 pandemic could have on future periods, and believes that any disturbance may be temporary. However, there is uncertainty about the length and potential impact of any resultant disturbance. As a result, we are unable to estimate the potential impact on the Group's future operations as at the date of these Financial Statements.

	Notes	2020 $	2019 $
2. OTHER INCOME			
Interest revenue		222,432	363,414
COVID-19 cash flow boost		10,000	-
		232,432	**363,414**
3. EXPENSES			
Employee Expenses included in Administration Expenses			
KMP remuneration	9(b)	78,018	83,220
		78,018	**83,220**

4. INCOME TAX

(a) Recognised in the statement of comprehensive income

	2020 $	2019 $
Deferred income tax		
Origination and reversal of temporary differences	(40,614)	(758,814)
Adjustments in respect of deferred income tax of previous years	150,128	(322)
Deferred tax assets not brought to account	(109,514)	759,136
	-	-

(b) Reconciliation between Tax Expense and Accounting Loss Before Income Tax

	2020 $	2019 $
Accounting loss before income tax	(60,737)	(104,498)
At the domestic income tax rate of 30%	(18,221)	(31,349)
Expenditure not allowable for income tax purposes	9,065	3,225
Effect of changes in income tax rates	-	(730,690)
Income not assessable for income tax purposes	(31,458)	-
Capital allowances	-	-
Adjustments in respect of current income tax of previous years	150,128	(322)
Deferred tax assets not brought to account	(109,514)	759,136
Income tax expense attributable to loss	-	-

4. INCOME TAX

(c) Deferred Income Tax

Deferred income tax at balance date relates to the following:

	2020 $	2019 $
Deferred Tax Liabilities		
Accrued interest	8,575	18,674
Deferred tax assets used to offset deferred tax liabilities	(8,575)	(18,674)
	-	-
Deferred Tax Assets		
Exploration and evaluation assets	-	133,430
Accrued expenditure	7,350	7,725
Capital Allowances	7,029	13,467
Capital losses available to offset again future capital gains	7,326,000	7,326,000
Tax losses available to offset against future taxable income	1,336,411	1,334,454
Deferred tax assets used to offset deferred tax liabilities	(8,575)	(18,674)
Deferred tax assets not brought to account	(8,668,215)	(8,796,402)
	-	**-**

The benefit of deferred tax assets not brought to account will only be brought to account if:

- future assessable income is derived of a nature and of an amount sufficient to enable the benefit to be realised;
- the conditions for deductibility imposed by tax legislation continue to be complied with; and
- no changes in tax legislation adversely affect the Company in realising the benefit.

(d) Tax Consolidation

The Company and its wholly-owned Australian resident entity have implemented the tax consolidation legislation. The head entity within the tax consolidated group is Odyssey Energy Limited. The Company voluntarily deregistered its 100% owned Australian subsidiary, NWS O&G Pty Ltd effective 22 July 2020.

	2020 $	2019 $
5. CURRENT ASSETS – TRADE AND OTHER RECEIVABLES		
Accrued interest	28,583	62,246
GST receivable	2,487	2,133
Total trade and other receivables	**31,070**	**64,379**

	2020 $	2019 $
6. CURRENT LIABILITIES – TRADE AND OTHER PAYABLES		
Accounts payable	21,356	29,919
Accrued expenses	24,500	25,750
Total trade and other payables	**45,856**	**55,669**

	2020 $	2019 $
7. CONTRIBUTED EQUITY		
Issued and paid up capital		
327,530,455 (2019: 327,530,455) fully paid ordinary shares	**39,932,389**	39,932,389

There were no movements in share capital for the financial years ended 30 June 2020 and 30 June 2019.

(a) Terms and Conditions of Ordinary Shares

(i) General

The ordinary shares ("Shares") are ordinary shares and rank equally in all respects with all ordinary shares in the Company and have no par value. The rights attaching to the Shares arise from a combination of the Company's Constitution, statute and general law. Copies of the Company's Constitution are available for inspection during business hours at its registered office.

(ii) Reports and Notices

Shareholders are entitled to receive all notices, reports, accounts and other documents required to be furnished to shareholders under the Company's Constitution, the Corporations Act and the Listing Rules.

(iii) Voting

Subject to any rights or restrictions at the time being attached to any class or classes of shares, at a general meeting of the Company on a show of hands, every ordinary Shareholder present in person, or by proxy, attorney or representative (in the case of a company) has one vote and upon a poll, every Shareholder present in person, or by proxy, attorney or representative (in the case of a company) has one vote for any Share held by the Shareholder. A poll may be demanded by the Chairperson of the meeting, any 5 Shareholders entitled to vote in person or by proxy, attorney or representative or by any one or more Shareholders holding not less than 5% of the total voting rights of all Shareholders having the right to vote.

(iv) Variation of Shares and Rights Attaching to Shares

Shares may be converted or cancelled with member approval and the Company's share capital may be reduced in accordance with the requirements of the Corporations Act. Class rights attaching to a particular class of shares may be varied or cancelled with the consent in writing of holders of 75% of the shares in that class or by a special resolution of the holders of shares in that class.

(v) Unmarketable Parcels

The Company may procure the disposal of Shares where the member holds less than a marketable parcel of Shares within the meaning of the Listing Rules (being a parcel of shares with a market value of less than $500). To invoke this procedure, the Directors must first give notice to the relevant member holding less than a marketable parcel of Shares, who may then elect not to have his or her Shares sold by notifying the Directors.

(vi) Changes to the Constitution

The Company's Constitution can only be amended by a special resolution passed by at least three quarters of the members present and voting at a general meeting of the Company. At least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

	2020 $	2019 $
8. RESERVES		
Foreign currency translation reserve (Note 8(a))	-	94,859

(a) Nature and Purpose of Reserves

(i) Foreign Currency Translation Reserve

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

The Group voluntarily deregistered its 100% owned USA subsidiary, OEL E&P (USA), Inc effective 23 June 2020. As such, the amount previously recognised in the foreign currency translation reserve was released to the profit or loss as a gain on disposal of the subsidiary. The net-assets of the subsidiary had been written down to nil in a prior period.

9. KEY MANAGEMENT PERSONNEL DISCLOSURES

(a) Details of Key Management Personnel

The Key Management Personnel of the Group during or since the end of the financial year were as follows:

Current Directors	
Mr Ian Middlemas	Chairman
Mr Matthew Syme	Executive Director (*appointed 28 August 2020*)
Mr Levi Mochkin	Non-Executive Director (*appointed 31 August 2020*)
Mr Robert Behets	Non-Executive Director (*appointed 28 August 2020*)
Former Directors	
Mr Mark Pearce	Non-Executive Director (*resigned 31 August 2020*)
Mr David Cruse	Non-Executive Director (*resigned 28 August 2020*)

Unless otherwise disclosed, the KMP held their position from 1 July 2019 until the date of this report.

(b) Key Management Personnel Compensation

Company and Consolidated	2020 $	2019 $
Short-term employee benefits	71,250	76,000
Post-employment benefits	6,768	7,220
Total compensation	**78,018**	**83,220**

(c) Loans to Key Management Personnel

There were no loans made to any key management personnel during the year ended 30 June 2020 (2019: Nil).

(d) Other Transactions

Apollo Group Pty Ltd, a company of which Mr Mark Pearce is a Director and beneficial shareholder, was paid $165,000 (2019: $180,000) for the provision of serviced office facilities, company secretarial services and administration services. The amount is based on a monthly retainer due and payable in advance and is able to be terminated by either party with one month's notice. This item has been recognised as an expense in the Statement of Profit and Loss and Other Comprehensive Income. The monthly fee of $15,000 was reduced to $10,000 for the 3 months to 30 June 2020. The balance payable to Apollo Group Pty Ltd included in the statement of financial position at 30 June 2020 is $10,000 exclusive of GST (2019: $15,000).

10. CONTROLLED ENTITIES

All controlled entities are included in the consolidated financial statements. The parent entity does not guarantee to pay the deficiency of its controlled entities in the event of a winding up of any controlled entity. The financial year-end of the controlled entities is the same as that of the parent entity.

Name of Controlled Entity	Place of Incorporation	% of Shares held 2020	% of Shares held 2019
OEL E&P (USA), Inc	USA	-*	100
NWS O&G Pty Ltd	Australia	100**	100

The investments in controlled entities have a carrying value at balance date of nil.

* The Company voluntarily deregistered its 100% owned USA subsidiary, OEL E&P (USA), Inc effective 23 June 2020.
** The Company voluntarily deregistered its 100% owned Australian subsidiary, NWS O&G Pty Ltd effective 22 July 2020.

On 26 August 2020, the Company incorporated a 100% owned Australian subsidiary, Stakewell Resources Pty Ltd.

11. RELATED PARTIES

Transactions with Related Parties in the Consolidated Group

The consolidated group consists of Odyssey Energy Limited (the ultimate parent entity in the wholly owned group) and its controlled entities (see Note 10). Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.

	2020 cents	2019 cents
12. EARNINGS PER SHARE		
Basic and diluted loss per share from continuing operations	(0.02)	(0.03)
Total basic and diluted loss per share	**(0.02)**	**(0.03)**

The following reflects the income and share data used in the calculations of basic and diluted earnings per share:

	2020 $	2019 $
Net loss used in calculating basic and diluted earnings per share	**(60,737)**	(104,498)

	Number of Shares 2020	Number of Shares 2019
Weighted average number of ordinary shares and potential ordinary shares used in calculating basic earnings per share	327,530,455	327,530,455
Effect of dilutive securities (see below)	-	-
Adjusted weighted average number of ordinary shares and potential ordinary shares used in calculating basic and diluted earnings per share	**327,530,455**	**327,530,455**

(a) Non-dilutive Securities

As at balance date, there were no non-dilutive Securities (2019: nil).

(b) Conversions, Calls, Subscriptions or Issues after 30 June 2020

Nil.

	2020 $	2019 $
13. PARENT ENTITY DISCLOSURES		
(a) Financial Position		
Assets		
Current Assets	14,276,111	14,441,520
Non-Current Assets	2	2
Total Assets	**14,276,113**	**14,441,522**
Liabilities		
Current Liabilities	45,856	55,669
Total Liabilities	**45,856**	**55,669**
Equity		
Contributed equity	39,932,389	39,932,389
Accumulated losses	(25,702,132)	(25,546,536)
Total Equity	**14,230,257**	**14,385,853**
(b) Financial Performance		
Loss for the year	(155,596)	(104,498)
Total comprehensive income	**(155,596)**	**(104,498)**

The Parent entity has no commitments for expenditure nor any contingent assets or liabilities at balance date (2019: nil).

	2020 $	2019 $
14. STATEMENT OF CASH FLOWS		
(a) Reconciliation of Net Loss After Income Tax Expense to Net Cash Outflow from Operating Activities		
Net loss after income tax expense	(60,737)	(104,498)
Reclassification of foreign currency translation differences on disposal of subsidiary	(94,859)	-
Changes in assets and liabilities		
(Decrease)/increase in trade and other payables	(9,813)	18,969
Decrease/(increase) in trade and other receivables	33,309	(30,657)
Net cash outflow from operating activities	**(132,100)**	**(116,186)**
(b) Reconciliation of Cash Assets		
Cash at bank and on hand	**14,245,043**	14,377,143

(c) Non-cash financing and investing activities

During the current year, there were no non-cash investing and financing activities which are not reflected in the consolidated statement of cash flows (2019: nil).

15. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(a) Overview

The Group's principal financial instruments comprise cash and cash equivalents, trade and other receivables and trade and other payables. The main risks arising from the Group's financial instruments are liquidity risk, interest rate risk and credit risk.

This note presents information about the Group's exposure to the above risks, its objectives, policies and processes for measuring and managing risk, and the management of capital. Other than as disclosed, there have been no significant changes since the previous financial year to the exposure or management of these risks.

The Group manages its exposure to key financial risks in accordance with the Group's financial risk management policy. Key risks are monitored and reviewed as circumstances change (e.g. acquisition of a new project) and policies are revised as required. The overall objective of the Group's financial risk management policy is to support the delivery of the Group's financial targets whilst protecting future financial security.

Given the nature and size of the business and uncertainty as to the timing and amount of cash inflows and outflows, the Group does not enter into derivative transactions to mitigate the financial risks. In addition, the Group's policy is that no trading in financial instruments shall be undertaken for the purposes of making speculative gains. As the Group's operations change, the Directors will review this policy periodically going forward.

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. The Board reviews and agrees policies for managing the Group's financial risks as summarised below.

(b) Credit Risk

Credit risk is the risk of financial loss to the Company or Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. This arises principally from cash and cash equivalents, and trade and other receivables.

There are no significant concentrations of credit risk within the Consolidated Entity. The carrying amount of the Consolidated Entity's financial assets represents the maximum credit risk exposure, as represented below:

	Notes	2020 $	2019 $
Cash and cash equivalents	14(b)	14,245,043	14,377,143
Trade and other receivables	5	31,070	64,379
		14,276,113	**14,441,522**

The Consolidated Entity does not have any significant customers and accordingly does not have any significant exposure to bad or doubtful debts.

Trade and other receivables comprise trade receivables, interest accrued and GST refunds due. Where possible the Consolidated Entity trades only with recognised, creditworthy third parties. It is the Consolidated Entity's policy that, where possible, customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Consolidated Entity's exposure to bad debts is not significant. At 30 June 2020, none (2019: none) of the Consolidated Entity's receivables are past due.

With respect to credit risk arising from cash and cash equivalents, the Consolidated Entity's exposure to credit risk arises from default of the counter party, with a maximum exposure equal to the carrying amount of these instruments.

ODYSSEY GOLD LTD

(c) Interest Rate Risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the cash and short-term deposits with a floating interest rate. These financial assets with variable rates expose the Group to cash flow interest rate risk. All other financial assets and liabilities, in the form of available-for-sale financial assets, receivables and payables, are non-interest bearing.

(i) Exposure to interest rate risk

At the reporting date, the interest rate profile of the Group's interest-bearing financial instruments was:

		2020 $	2019 $
Interest-bearing financial instruments			
Cash at bank and on hand	(A)	14,245,043	14,377,143
		14,245,043	**14,377,143**

(A) The weighted average interest rate of the total consolidated cash balance was 1.0% (2019: 2.27%).

The Group currently does not engage in any hedging or derivative transactions to manage interest rate risk.

(ii) Cash flow sensitivity analysis for variable rate instruments

A sensitivity of 20% has been selected as this is considered reasonable given the current level of both short term and long term interest rates. A 20% movement in interest rates at the reporting date would have increased (decreased) equity and profit and loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The analysis is performed on the same basis for 2019.

	Profit or loss		Equity	
	20% increase	20% decrease	20% increase	20% decrease
2020				
Group				
Cash and cash equivalents	**30,949**	**(30,949)**	**30,949**	**(30,949)**
2019				
Group				
Cash and cash equivalents	65,214	(65,214)	65,214	(65,214)

(d) Capital Management

The Board's policy is to maintain a suitable capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Given the stage of development of the Company, the Board's objective is to minimise debt going forward and to raise funds as required through the issue of new shares. However, the Board will undertake short term borrowings to provide temporary funding where appropriate. The Company is currently examining new business opportunities where acquisition/working capital requirements of a new project may involve additional funding in some format (which may include debt, where appropriate).

There were no changes in the Company's approach to capital management during the year. The Company is not subject to externally imposed capital requirements.

(e) Fair Value

The net fair value of financial assets and financial liabilities approximate their carrying value. The methods for estimating fair values are outlined in the relevant notes to the Financial Statements.

15. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(f) Liquidity Risk

Liquidity risk is the risk that the Company and Group will not be able to meet their financial obligations as they fall due. The Board's approach to managing liquidity is to ensure, as far as possible, that the Company will always have sufficient liquidity to meet its liabilities when due. This is monitored by the preparation of monthly cash flow reports, and regular forecasts as required but at least every six months.

The contractual maturities of financial liabilities, including estimated interest payments, are provided below. There are no netting arrangements in respect of financial liabilities.

	Carrying Amount $	Contractual cash flows $	6 months or less $	6-12 months $	1-2 years $	2-5 years $
2020						
Group						
Trade and other payables	**45,856**	**(45,856)**	**(45,856)**	**-**	**-**	**-**
2019						
Group						
Trade and other payables	55,669	(55,669)	(55,669)	-	-	-

	2020 $	2019 $
16. REMUNERATION OF AUDITORS		
Deloitte Touche Tohmatsu		
Audit and review of the financial report of the Group	28,050	24,750
Total Auditor's Remuneration	**28,050**	**24,750**

No other services were undertaken by Deloitte Touche Tohmatsu during either the year ended 30 June 2020 or 30 June 2019.

17. COMMITMENTS AND CONTINGENCIES

(a) Commitments

At balance date, the Group has no commitments for expenditure (2019: nil).

(b) Contingencies

At balance date, the Group has no contingent assets or liabilities (2019: nil).

18. EVENTS AFTER THE REPORTING PERIOD

Stakewell Gold Project Acquisition

On 4 September 2020, the Company announced that it had entered into a binding agreement ("**Agreement**") with Diversified Asset Holdings ("**DAH**") through the Company's 100% wholly-owned subsidiary, Stakewell Resources Pty Ltd ("**Stakewell Resources**") to acquire an 80% interest ("**Acquisition**") in the Stakewell Gold Project ("**Project**") located in the Meekatharra-Cue region of Western Australia.

The acquisition is subject to condition precedents including:

- **Regulatory and shareholder approvals:** Odyssey obtaining all necessary regulatory approvals for the Acquisition, including approvals required by ASX under the Listing Rules such as shareholder approval for the Acquisition and the issue of the consideration, and any approvals for the transfer of tenements relating to the Project;
- **Capital Raising:** Odyssey completing a capital raising of at least A$1,000,000 at an issue price of no less than A$0.02 per share;
- **Due Diligence:** Odyssey completing due diligence on the Project subject to its satisfaction; and
- **No regulatory intervention or breach of warranty**: No regulatory action preventing the Acquisition or there being any breach of warranty by DAH.

Consideration for the **Acquisition** is as follows:

- Cash payment of up to AUD$250,000 (subject to adjustments);
- 75,000,000 fully paid ordinary shares at a deemed issue price of $0.02;
- 50,000,000 unlisted incentive options exercisable at $0.02, expiring 3 years from date of issue;
- 25,000,000 unlisted incentive options exercisable at $0.04, expiring 3 years from date of issue;
- 50,000,000 convertible performance shares which vest on the delineation of an independently assessed JORC (2012) inferred resource of at least 200,000 ounces of gold at a minimum resource grade of 6.5g/t AU at the Project, within 30 months from settlement of the Acquisition; and
- DAH retaining a 1% net smelter return royalty over the Project on standard terms.

The Agreement includes pre-completion obligations on DAH and standard representations and warranties.

The parties (Odyssey through its wholly owned subsidiary, Stakewell Resources, and DAH) have also entered into an unincorporated joint venture agreement with result to the exploration and development of the Project, on the following key terms:

- Stakewell Resources will be the manager of the joint venture;
- a joint venture management committee comprises two members from the majority participant and one member from the minority participant and has responsibility for overseeing joint venture matters, including a decision to mine;
- DAH's 20% interest is free carried until a decision to mine on the Project;
- DAH 20% of costs of development to be funded by a loan from the Company with the loan repaid via initial production;
- if a decision to mine is made, the parties will form an unincorporated mining joint venture on certain agreed terms and subject to a separate mining joint venture agreement;
- there is a pre-emptive right on disposal of joint venture interests and drag along and tag along rights; and
- other standard terms and conditions for an unincorporated exploration joint venture including areas of interest and rights on default by a participant (including an option to acquire a defaulting participant's interest at fair market value).

Odyssey has also agreed to pay the adviser of the transaction, Peloton Advisory Pty Ltd ("**Peloton**"), a fee in association with the Acquisition of the Project. Subject to shareholder approval, Odyssey has agreed to issue Peloton, who is unrelated to the Company, 5,000,000 ordinary shares and 2,500,000 unlisted incentive options exercisable at A$0.04, expiring 3 years from date of issue.

18. EVENTS AFTER THE REPORTING PERIOD (Continued)

Capital Raising

The Company announced that it intends to undertake a capital raising ("**Public Offer**") under a prospectus to raise A$2.5 million by way of an offer of 125,000,000 Shares at a price of A$0.02 per share predominately to meet ASX spread requirements and to the new Directors. Shareholder approval will be sought for the issue of shares pursuant to the Public Offer.

Funds under the Public Offer and existing cash reserves will be used to meet ASX spread and new capital requirements, fund the Acquisition, exploration and development of the Project, transaction costs, to facilitate the relisting of the Company on ASX, and for working capital.

Capital Return

In connection with the Acquisition, the Company's Directors have completed a review of the capital management requirements of the Company and have determined that the Company's current cash reserves exceed its current capital requirements. Subject to Shareholder approval, the Company's current intention is to conduct an equal capital return of cash to existing shareholders equivalent to A$0.0275 per share (approximately $9.0 million).

Director Appointments and Issue of Incentive Securities

To strengthen the Board's gold exploration expertise, the Company announced the appointments of Mr Matthew Syme as an Executive Director and Mr Levi Mochkin and Mr Robert Behets as Non-Executive Directors of the Company.

Mr Mark Pearce and Mr David Cruse have stepped down from the Company's Board.

As part of the appointments of the new Directors, subject to Shareholder approval, the Company will issue the following incentive options:

	$0.04 Incentive Options, expiring 3 years from issue.	$0.07 Incentive Options, expiring 3 years from issue.	$0.10 Incentive Options, expiring 3 years from issue.
Mr Matthew Syme	5,000,000	5,000,000	5,000,000
Mr Levi Mochkin	3,000,000	3,000,000	3,000,000
Mr Robert Behets	1,000,000	1,000,000	1,000,000
Total	**9,000,000**	**9,000,000**	**9,000,000**

Subject to shareholder approval, the Company will also issue 6,000,000 incentive options split equally between the above tranches to key consultants of the Company.

Other than as noted above, there are no matters or circumstances which have arisen since 30 June 2020 that have significantly affected or may significantly affect:

- the operations, in financial years subsequent to 30 June 2020, of the Company or Consolidated Entity;
- the results of those operations, in financial years subsequent to 30 June 2020, of the Company or Consolidated Entity; or
- the state of affairs, in financial years subsequent to 30 June 2020, of the Company or Consolidated Entity.

In accordance with a resolution of the directors of Odyssey Energy Limited:

1. In the opinion of the directors:

   (a) the attached financial statements, notes and the additional disclosures included in the directors' report designated as audited, are in accordance with the Corporations Act 2001, including:

      (i) section 296 (compliance with accounting standards and Corporations Regulations 2001); and

      (ii) section 297 (gives a true and fair view of the financial position as at 30 June 2020 and of the performance for the year ended on that date of the Group); and

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

2. The attached financial statements are in compliance with International Financial Reporting Standards, as stated in note 1 to the financial statements.

3. The Directors have been given a declaration required by section 295A of the Corporations Act 2001 for the financial year ended 30 June 2020.

On behalf of the Board

MATTHEW SYME
Executive Director

21 September 2020

Deloitte.

Deloitte Touche Tohmatsu
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Independent Auditor's Report to the members of Odyssey Energy Limited

Opinion

We have audited the financial report of Odyssey Energy Limited (the "Company") and its subsidiaries (the "Group") which comprises the consolidated statement of financial position as at 30 June 2020, 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:

(i) giving a true and fair view of the Group's financial position as at 30 June 2020 and of its financial performance for the year then ended; and

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

Basis for Opinion

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

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

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

Key Audit Matters

We have determined that there are no key audit matters to communicate in our report.

ODYSSEY GOLD LTD

Deloitte.

Other Information

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 30 June 2020, but does not include the financial report and our auditor's report thereon.

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

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

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

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

Auditor's Responsibilities for the Audit of the Financial Report

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

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.

Deloitte.

- 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.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group's audit. We remain solely responsible for our audit opinion.

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, actions taken to eliminate threats or safeguards applied.

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 in pages 13 to 17 of the Directors' Report for the year ended 30 June 2020.

In our opinion, the Remuneration Report of Odyssey Energy Limited, for the year ended 30 June 2020, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

David Newman
Partner
Chartered Accountants
Perth, 21 September 2020

Odyssey Energy Limited (**Odyssey** or **Company**) and the entities it controls believe corporate governance is important for the Company in conducting its business activities.

The Board of Odyssey has adopted a suite of charters and key corporate governance documents which articulate the policies and procedures followed by the Company.

These documents are available in the Corporate Governance section of the Company's website, www.odysseyenergy.com.au. These documents are reviewed at least annually to address any changes in governance practices and the law.

The Company's Corporate Governance Statement 2020, which is current as at 30 June 2020 and has been approved by the Company's Board, explains how Odyssey complies with the ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations – 3rd Edition' in relation to the year ended 30 June 2020. The Corporate Governance Statement is available in the Corporate Governance section of the Company's website, www.odysseyenergy.com.au/corporate-governance/ and will be lodged with ASX together with an Appendix 4G at the same time that this Annual Report is lodged with ASX.

In addition to the ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations – 3rd Edition' the Board has taken into account a number of important factors in determining its corporate governance policies and procedures; including the:

- relatively simple operations of the Company, which currently only undertakes exploration and development activities;
- cost verses benefit of additional corporate governance requirements or processes;
- size of the Board;
- Board's experience in the relevant sector;
- organisational reporting structure and number of reporting functions, operational divisions and employees;
- relatively simple financial affairs with limited complexity and quantum;
- relatively small market capitalisation and economic value of the entity; and
- direct shareholder feedback.

ASX ADDITIONAL INFORMATION

The shareholder information set out below was applicable as at 31 August 2020.

1. TWENTY LARGEST SHAREHOLDERS

The names of the twenty largest holders of ordinary listed shares are listed below:

Name	No of Ordinary Shares Held	Percentage of Issued Shares
HSBC Custody Nominees (Australia) Limited	35,374,021	10.80
Croesus Mining Pty Ltd <Steinepreis Super Fund A/C>	16,291,897	4.97
Arredo Pty Ltd	15,750,000	4.81
Argonaut Capital Limited	10,000,000	3.05
Minturn Pty Ltd <Prima Superannuation Fund AC>	8,376,041	2.56
Hillboi Nominees Pty Ltd	7,952,084	2.43
Mr Thomas Francis Corr	6,385,930	1.95
Cantori Pty Ltd <Cantori P/L Super Fund A/C>	6,085,137	1.86
BT Portfolio Services Limited <Warrell Holdings S/F A/C>	6,000,000	1.83
Croesus Mining Pty Ltd <The Second Super Fund A/C>	6,000,000	1.83
Mikado Corporation Pty Ltd <JFC Superannuation Fund A/C>	6,000,000	1.83
Keil Investments Pty Ltd <The Keil Priv Pen Fund A/C>	5,612,500	1.71
Enerview Pty Ltd	5,250,000	1.60
Cosmos Nominees Pty Ltd <The Plastics Centre S/F A/C>	5,000,000	1.53
SDMO Australia Pty ltd <Botica Super Fund A/C>	4,700,411	1.44
Flue Holdings Pty Ltd	4,421,922	1.35
Bouchi Pty Ltd	4,213,750	1.29
DRFT Management Pty Ltd <D Roberts Invest No2 A/C>	4,061,858	1.24
Keil Investments Group Pty Ltd	4,005,000	1.22
GP Securities Pty Ltd	4,000,000	1.22
Total Top 20	**165,480,551**	**50.52**
Others	162,049,904	49.48
Total Ordinary Shares on Issue	**327,530,455**	**100.0**

2. DISTRIBUTION OF EQUITY SECURITIES

Analysis of numbers of shareholders by size of holding:

Distribution	Ordinary Shares	
	Number of Shareholders	Number of Shares
1 - 1,000	114	57,884
1,001 - 5,000	127	340,718
5,001 - 10,000	51	382,996
10,001 - 100,000	149	6,180,817
More than 100,000	232	320,568,040
Totals	**673**	**327,530,455**

There were 303 holders of less than a marketable parcel of ordinary shares.

3. VOTING RIGHTS

See Note 7(b) of the Notes to the Financial Statements.

4. SUBSTANTIAL SHAREHOLDERS

As at 31 August 2020, Substantial Shareholder notices have been received from the following:

Substantial Shareholder	Number of Shares
N&J Mitchell Holdings Pty Ltd, Croesus Mining Pty Ltd, Elizabeth Louise Steinepreis and Mark David Steinepreis	22,095,000
Arredo Pty Ltd	17,312,500

5. ON-MARKET BUY BACK

There is currently no on-market buy back program for any of Odyssey Energy Limited's listed securities.

6. EXPLORATION/PROJECT INTERESTS

On 4 September 2020, the Company announced that it had entered into a binding agreement ("**Agreement**") with Diversified Asset Holdings ("**DAH**") through the Company's 100% wholly-owned subsidiary, Stakewell Resources Pty Ltd ("**Stakewell Resources**") to acquire an 80% interest ("**Acquisition**") in the Stakewell Gold Project ("**Project**") located in the Meekatharra-Cue region of Western Australia.

The Project includes the following tenements:

Stakewell Gold Project Tenements				
E51/1806	P51/2869	P51/2870	P51/2871	P51/2872
P51/2873	P51/2874	P51/2875	P51/2876	P51/2877
P51/2878	L51/27	L51/28	L51/32	

7. RESOURCES AND RESERVES STATEMENT

As at 30 June 2020 (and 30 June 2019), Odyssey has not reported any petroleum reserves and resources or mineral resources or ore reserves.

ODYSSEY GOLD LIMITED

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