



QMiner Limited & Controlled Entities
ABN 72 643 212 104

ANNUAL REPORT

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For the period 4 August 2020 (Date of Incorporation) to 30 June 2021

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CORPORATE DIRECTORY

QMINES LIMITED

ASX:QML

FSE: 81V

DIRECTORS

Andrew Sparke

Executive Chairman

Daniel Lanskey

Managing Director

Elissa Hansen

Non-Executive Director

COMPANY SECRETARY

Elissa Hansen

REGISTERED OFFICE

Suite J, 34 Suakin Drive

Mosman NSW 2088

PRINCIPAL PLACE OF BUSINESS

Suite J, 34 Suakin Drive

Mosman NSW 2088

TECHNICAL OFFICE

213 Cawarral Road,

Tungamull QLD 4702

SHARE REGISTRY

Boardroom Pty Limited

Level 12, 225 George Street,

Sydney NSW 2000

CORPORATE ACCOUNTANT

Traverse Accountants

Suite 305, Level 3, 35 Lime Street

Sydney NSW 2000

AUDITOR

RSM Australia Partners

Level 13, 60 Castlereagh Street,

Sydney NSW 2000

LEGAL ADVISER

Steinepreis Paganin Lawyers & Consultants

Level 4, 50 Market Street,

Melbourne VIC 3000

WEBSITE

www.qmines.com.au



02

CHAIRMAN'S LETTER

CHAIRMAN'S LETTER



Dear Shareholder,

In what has been a transformational year for your company, it gives me great pleasure to bring you QMines Annual Report for 2021.

Project Acquisitions

On the 24 December 2020, the Company acquired rights to 100% of four advanced copper and gold projects located in Queensland. Two of these projects, Mt Chalmers and Warroo, are historic producing mines.

The Company's flagship project, Mt Chalmers, is located 17km North East of Rockhampton. The Project is a high-grade historic mine that produced 1.2Mt @ 3.6g/t Au, 2.0% Cu and 19g/t Ag¹ between 1898-1982 making the mine one of the highest gold grade VHMS deposits in the world².

Maiden Resource & Exploration Targets

Prior to the acquisition, the Company completed an extensive due diligence and historic data digitisation program. This program allowed QMines to publish a maiden Resource (JORC 2012) at Mt Chalmers of 3.9Mt @ 1.15% Cu, 0.81g/t Au and 8.4g/t Ag¹.

The Company also published three Exploration Targets (JORC 2012) within close proximity to the existing Mt Chalmers mine. These Exploration Targets and the results of an extensive regional soil digitisation program, announced after year end, underpin our belief that there is strong potential to discover additional VHMS style deposits at Mt Chalmers.

Oversubscribed IPO

On the 6th May 2021, the Company completed its planned ASX listing, raising \$11.58 million after scale back, with Shaw & Partners acting as Lead Manager to the transaction.

Since listing, QMines is now one of Australia's premier brownfield copper and gold explorers and developers and is fully funded to roll out its planned growth strategy.

Why Queensland?

Queensland has thirteen tier one mines in operation, the largest number of copper mines of any state in Australia. The state also has extensive existing infrastructure with several ports, substantial electricity and gas networks, extensive rail infrastructure and is the closest state to Asia, the largest consumer of copper, gold in the world.

The abundance of infrastructure at the Mt Chalmers mine site provides QMines with a low capex advantage that reduces the capital required to execute its growth strategy.

Growth Strategy

The Company's growth strategy involves a highly active exploration program at our flagship Mt Chalmers mine. The aim of the program is to grow the existing resource, demonstrate sufficient scale and, overtime, transition the mine towards production.

With a 30,000m drilling program planned over the next two years, QMines is one of the most active copper and gold explorers on the ASX. This provides shareholders with significant leverage to exploration success.

¹ The Mt Chalmers JORC Resource can be found in the QMines Prospectus (Annexure A) – Independent Geologists Report, <https://qmines.com.au/prospectus-2/>

² The Gold Content of VMS Deposits, Patrick M Langevin, 11 May 2010.

VHMS Deposit

Mt Chalmers is a Volcanic Hosted Massive Sulphide (VHMS) deposit. These deposits are typically characterised by multiple deposits within a cluster. QMines technical team believe there is strong potential of finding further VHMS mineralisation around the existing mine site. And our early exploration works are starting to yield results!

Maiden Drilling Results

The Company's maiden diamond drilling program provided some exciting early insights as to the potential of Mt Chalmers. Some of the maiden results include³:

- 10.8m @ 2.08% Cu, 2.97g/t Au and 55g/t Ag from 54.2 metres;
- 10.6m @ 2.06% Cu, 0.43g/t Au and 3g/t Ag from 133.8 metres;
- 38.1m @ 1.55% Cu, 1.05g/t Au and 3g/t Ag from 132.6 metres;
- 9.5m @ 1.91% Cu, 1.02g/t Au and 5g/t Ag; within
 - 40.3m @ 0.81% Cu, 0.41g/t Au and 2g/t Ag from 48.3 metres; and
 - 6.0m @ 3.55% Cu, 1.03g/t Au and 5g/t Ag from 141.8 metres to EOH.

These were followed up with the following results, released post year end, that identified areas of strong zinc and lead anomalism which previous explorers hadn't assayed for. They include⁴:

- 7.5m @ 0.75g/t Au, 23g/t Ag, 0.24% Cu, 3.5% Pb and 7.4% Zn from 70.5 metres; including
 - 2.2m @ 0.85g/t Au, 41g/t Ag, 0.54% Cu, 8.3% Pb and 16.8% Zn from 72.5 metres.
- 8.7m @ 0.73g/t Au, 26g/t Ag, 0.34% Cu, 1.7% Pb and 4.4% Zn from 21.2 metres;
- 15.2m @ 2.36g/t Au, 0.67% Cu from 139 metres; including
 - 2m @ 9.31g/t Au and 1.34% Cu from 154 metres; and
 - 14.6m @ 1.01% Cu from 185 metres.

Land Acquisition

QMiners has gone to significant effort to set up a functional base of operations at Mt Chalmers. This commenced on 30th April 2021 with the acquisition of 126 acres of land and a house that adjoins the mine site. The Company's staff have done a fantastic job of setting up a site office, staff accommodation facilities and a substantial technical base for our operations. This investment will allow the Company to deploy its planned exploration program in a timely and cost effective manner. It will also allow the Company to operate year-round and despite the recent challenges associated with the pandemic and lockdowns.

Conclusion

Underlying the Company's large exploration strategy is a strong belief in our projects and that a systematic exploration program will, over time, yield results.

With the copper price experiencing strong growth in recent times, we believe that QMiners is well positioned to leverage the strong interest in the sector.

On behalf of the Board, I wish to thank our shareholders, staff, project vendors, the local community and our advisors for all their hard work in making this a reality.

I believe we are well positioned to generate significant value for our shareholders and I look forward to keeping you informed on what is bound to be another exciting year for your company.

Yours sincerely,



Andrew Sparke
Executive Chairman

³ Outstanding High-Grade Copper & Gold Results, 19 May 2021, <https://wcsecure.weblink.com.au/pdf/QML/02376055.pdf>

⁴ High-Grade Copper, Gold and Silver Results from Mt Chalmers, 13 July 2021, <https://wcsecure.weblink.com.au/pdf/QML/02394744.pdf>

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03

DIRECTORS REPORT

DIRECTORS REPORT

Your directors submit the financial report of the consolidated entity (referred to hereafter as “the Group” or “consolidated entity”) consisting of QMines Limited (referred to hereafter as the “Company” or “parent entity”) and the entities controlled at the end of, and for the period from 4 August (date of incorporation) to 30 June 2021.

DIRECTORS

The names of directors who held office during the period and up to the date of this report are:

- Mr Andrew Sparke; Executive Chairman
- Mr Daniel Lanskey; Managing Director
- Mrs Elissa Hansen; Non-Executive Director and Company Secretary

PRINCIPAL ACTIVITIES

During the period the continuing activities of the Group consisted of copper and gold exploration and development.

DIVIDENDS

During the period no dividends were paid or declared.

REVIEW OF OPERATIONS

The consolidated loss after income tax of the Group for the period ended 30 June 2021 is \$1,583,910.

During the period, the Group focussed on its prospective copper, gold and base metals projects in central and southern Queensland. QMines continues to review all historic exploration completed at the projects it has acquired to date. QMines’ four projects include:

- **Mt Chalmers (flagship)**
- **Silverwood**
- **Warroo**
- **Herries Range**

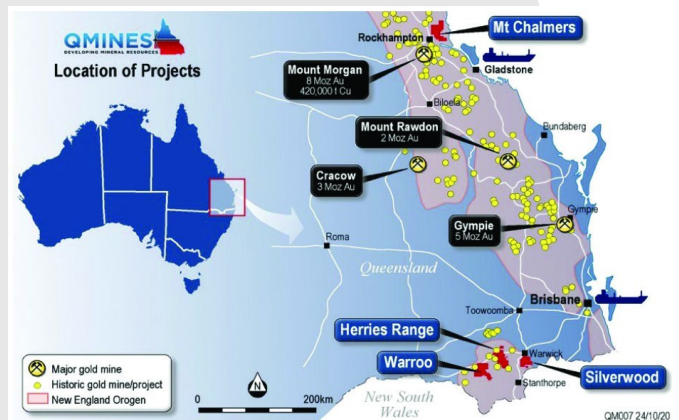


Figure 1: Locations of QMines' Projects.

MT CHALMERS PROJECT

The Mt Chalmers Project, situated 17km North-East of Rockhampton, with a total tenement package of approximately 316km² (application and granted). The Group has recently extended the Mt Chalmers tenement package, applying for EPM 27726 and EPM 27899 and (through its acquisition of Rocky Copper Pty Ltd and Dynasty Gold Pty Ltd) acquired the tenements EPM 27697, EPM 27428 and EPM 25935.

The Mt Chalmers deposit was last mined in an open pit by Mount Morgan Limited between 1979 and 1982, before closing because of low commodity prices. Significant mineralisation remains at the Mt Chalmers Project. H&S Consultants has compiled an Inferred Resources under the JORC Code 2012 for the Mt Chalmers project, as summarised in the table below.

CATEGORY	Mt	Au g/t	Cu %	Ag g/t
Inferred	3.9	0.81	1.15	8.4

Table 1: Mt Chalmers Mineral Resources.

MT CHALMERS PROJECT

The Company recently completed a diamond drilling program with outstanding results. Mt Chalmers has not been drilled since 1995 and the recent program has delivered numerous high-grade intersections with bonanza grades including;

- 10.8m @ 2.08% Cu, 2.97g/t Au and 55g/t Ag from 54.2 metres;
- 10.6m @ 2.06% Cu, 0.43g/t Au and 3g/t Ag from 133.8 metres;
- 38.1m @ 1.55% Cu, 1.05g/t Au and 3g/t Ag from 132.6 metres;
- 9.5m @ 1.91% Cu, 1.02g/t Au and 5g/t Ag; within including 40.3m @ 0.81% Cu, 0.41g/t Au and 2g/t Ag from 48.3 metres; and
- 6.0m @ 3.55% Cu, 1.03g/t Au and 5g/t Ag from 141.8 metres to EOH.

QMiners views the Mt Chalmers Project as a brownfield opportunity, with the potential to rapidly expand and upgrade the Mt Chalmers existing resource. QMiners also intends to explore for additional mineralisation of a similar style close to the existing Mt Chalmers open pit, particularly along strike and down dip of the existing resource.

A summary of the Exploration Targets identified at Mt Chalmers Project is included below:

PROJECT	PROSPECT	Mt	AU (g/t)	Cu (%)	Zn %	CUT OFF
Mt Chalmers	Woods Shaft	1.0 to 1.5	0.6 to 1.0	0.6 to 1.0	n/a	0.5g/t Au
Mt Chalmers	Botos	1.5 to 2.5	0.5 to 0.8	0.1 to 0.2	1.1 to 1.4	0.5g/t Au
Mt Chalmers	Mt Warminster	1.5 to 1.8	n/a	0.1 to 0.2	0.5 to 0.7	1% Zn Eq

Table 2: Exploration Targets at the Mt Chalmers Project. Note silver and lead credits are not included in the above table.

SILVERWOOD PROJECT

The Silverwood Project is located 15km south of the regional centre of Warwick. EPM 27281 and EPM 27724 consists of 78 sub-blocks (approximately 234km²) covering the greater Silverwood Group domain. The tenements contain a relative abundance of historic mines and mineral occurrences that are prospective for both gold and base metals.

At the Grieves Quarry base metal deposit, drilling was carried out by the Geological Survey of Queensland (GSQ) between 1967 and 1971 where two diamond drilling programs were undertaken for a total of 17 diamond holes for 1,505 metres drilled. The GSQ diamond drilling intercepted numerous intersections of massive sulphide mineralisation at Grieves Quarry. GSQ did not assay for gold, focussing on base metals - copper, zinc, lead and silver. A summary of the Exploration Targets identified at the Silverwood Project is included below:

PROJECT	PROSPECT	Mt	Zn (%)	Cu (%)	Ag (ppm)	CUT OFF
Silverwood	Grieves Quarry	0.8 to 1.0	3.2 to 3.7	0.3 to 0.5	15 to 25	2% Zn

Table 3: Exploration Target, Grieves Quarry prospect, Silverwood project. Note lead credits are not included in the above table.

WARROO PROJECT

The Warroo Project is located 50km west of Stanthorpe in Queensland. The Warroo project consists of EPM 26178 and EPM 27725 consisting of 72 sub-blocks covering an area of approximately 216km².

The Company considers there is potential to define mesozonal to epizonal intrusive related gold mineralisation related to these structural corridors and on extensions to the Warroo and Ti Tree structures. The regional aeromagnetic data shows the Warroo Project to be located east of a large oval magnetic feature that appears to be at moderate depth.

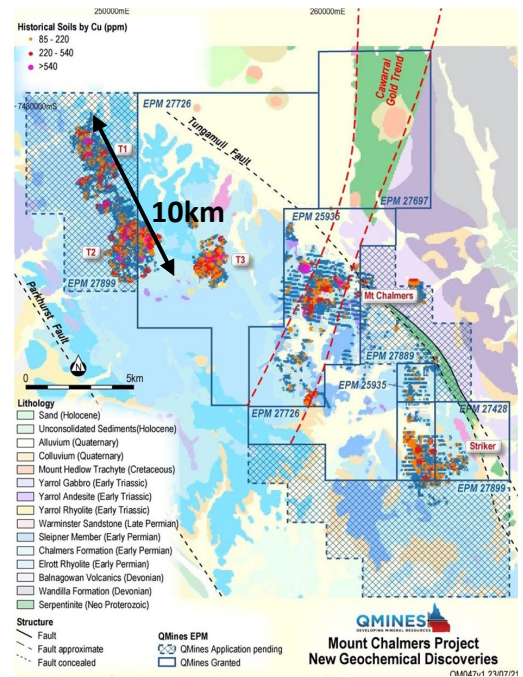


Figure 2: Mt Chalmers Project Drilling, Geology & Geochemistry.

HERRIES RANGE PROJECT

The Herries Range gold Project comprises three contiguous EPMs, consisting of 110 sub-blocks covering an area of approximately 330km². The project is situated 40km west of Warwick in south-east Queensland covering the central and southern portions of the Warwick Goldfields.

Alluvial gold deposits are extensive throughout the tenement package. The sources of many of these alluvial workings have never been traced. The extensive alluvial mining in the west of the tenement area, in the Canal Creek Goldfield, had only a few hard-rock occurrences that were worked. Within these goldfields and clusters of mines, QMines has located several historical mines and zones of prospective rock formations associated with both hard-rock and alluvial gold mineralisation.

The Company will undertake early-stage exploration work to progress and identify areas for more detailed follow up including ground-based geophysical surveys, geochemical soil grids and future drill testing.

MATTERS SUBSEQUENT TO THE END OF THE YEAR

On 13 July 2021 the Group announced the results of further drilling at Mt Chalmers, in which numerous high-grade precious and base metal intersections with outstanding polymetallic grades were delivered.

On 10 August 2021 the Group announced the acquisition of two additional freehold landholdings adjacent to the Mt Chalmers mine site.

No other matters or circumstances have arisen since 30 June 2021 that has significantly affected, or may significantly affect:

- a) The Group's operations in future financial years; or
- b) The results of those operations in future financial years; or
- c) The Group's state of affairs in future financial years.

TENEMENTS HELD (AS AT DATE OF THE DIRECTORS' REPORT)

PROJECT	TENEMENT NUMBER	STATUS	REGISTERED HOLDER	LOCATION	INTEREST
Mount Chalmers	EPM 27697	Granted	Rocky Copper	Queensland	100%
Mount Chalmers	EPM 27428	Granted	Rocky Copper	Queensland	100%
Mount Chalmers	EPM 25935	Granted	Dynasty Gold	Queensland	100%
Mount Chalmers	EPM 27726	Application	QMines	Queensland	100%
Mount Chalmers	EPM 27899	Application	QMines	Queensland	100%
Silverwood	EPM 27724	Granted	QMines	Queensland	100%
Silverwood	EPM 27281	Granted	Traprock Resources	Queensland	100%
Warroo	EPM 27725	Granted	QMines	Queensland	100%
Warroo	EPM 26178	Granted	Dynasty Gold	Queensland	100%
Herries Range	EPM 25785	Granted	Traprock Resources	Queensland	100%
Herries Range	EPM 25786	Granted	Traprock Resources	Queensland	100%
Herries Range	EPM 25788	Granted	Traprock Resources	Queensland	100%

Table 4: QMines Tenement Table.

COMPETENT PERSON STATEMENT

The information in this report that relates to exploration results is based on information compiled by Hamish Grant a competent person who is a member of the Australian Institute of Geoscientists (AIG). Hamish Grant is contracted by QMines Limited as Project Geologist. Hamish has sufficient experience that is relevant to the style of mineralisation and type of deposits under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 edition of the JORC Code. Hamish consents to the inclusion in this report of the matters based on his work in the form and context in which it appears.

LIKELY DEVELOPMENTS & EXPECTED RESULTS OF OPERATIONS

The Group intends to continue its copper and gold exploration and development activities on its projects.

ENVIRONMENTAL REGULATION

The Group is compliant with all aspects of environmental regulation of its exploration and mining activities. At the time of writing, the directors are not aware of any environmental law that is not being complied with.

The Group is subject to the reporting requirements of both the Energy Efficiency Opportunities Act 2006 and the National Greenhouse and Energy Reporting Act 2007.

The Energy Efficiency Opportunities Act 2006 requires the Group to assess its energy usages, including the identification, investigation and evaluation of energy saving opportunities, and to report publicly on the assessments undertaken, including what action the Group intends to take as a result. Due to this Act, the Group has registered, with the Department of Resources, Energy and Tourism, as a participant entity and reports the results from its assessments.

The National Greenhouse and Energy Reporting Act 2007 require the Group to report its annual greenhouse gas emissions and energy use. The Group has previously implemented systems and processes for the collection and calculation of this data.

Further information on the reporting and results of both the above Acts can be found on the Group's website.

INFORMATION ON DIRECTORS

Name:	Mr Andrew Sparke
Title:	Executive Chairman
Qualifications:	B.BUS (Marketing), M.FIN, GAICD
Experience and expertise:	Mr Sparke has over 15 years' experience that includes fund management, corporate advisor and broker to a number of ASX listed resources companies. He has significant experience serving in Chairman, Executive Director and Non-Executive Director of ASX listed resource companies and has been involved in several successful corporate transactions including numerous capital raisings, IPOs, back door listings and M&A transactions.
Other current directorships:	Nil
Former directorships (last 3 years):	Alt Resources Ltd (now de-listed), Torian Resources Ltd (ASX: TNR).
Number of shares:	24,385,000
Number of options:	None.

Name:	Mr Daniel Lanskey
Title:	Managing Director
Qualifications:	GRAD. CERT. ENTREPRENEURSHIP AND VENTURE CAPITAL, GAICD
Experience and expertise:	Mr Lanskey has over 20 years' experience in senior management/director roles in the resources, oil and gas and cannabis industries. He was a founder and the managing director of Austex Oil Limited (ASX:AOK) from 2006 to 2015. During this time Mr Lanskey grew the annual revenue from a start-up to \$US30 million per annum. Non-Executive Director of Macarthur Mineral Ltd (ASX:MIO, TSXV:MMS), and Timeless Capital Corp (TSXV:TLC)
Other current directorships:	Needle Capital Corp (TSXV:NEDL).
Former directorships (last 3 years):	5,306,625
Number of shares:	None.
Number of options:	

Name:	Ms Elissa Hansen
Title:	Non-Executive Director & Company Secretary
Qualifications:	(B.COM, GRAD. DIP. APPLIED CORPORATE GOVERNANCE, GAICD, FGIA, FCG (CS))
Experience and expertise:	Ms Hansen is a chartered secretary with over 20 years' experience as a company secretary and corporate governance professional. She has worked with boards and management on a range of ASX listed companies including assisting a number of organisations through the IPO process and is experienced in the specific requirements of companies in industries including resources, information technology, industrials and biotechnology.
Other current directorships:	Zono Group Ltd (ASX:ZNO)
Former directorships (last 3 years):	Torian Resources (ASX:TRN)
Number of shares:	1,500,000
Number of options:	None.

'Other current directorships' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

DIRECTOR	ATTENDED	HELD
Andrew Sparke	9	9
Daniel Lanskey	9	9
Elissa Hansen	8	8

Table 5: Directors Meeting Attendance.

CORPORATE GOVERNANCE STATEMENT

QMiners Limited ('QMiners' or 'Company') has adopted the fourth edition of the Corporate Governance Principles and Recommendations released by the ASX Corporate Governance Council. The Company's Annual Corporate Governance Statement for the financial period ending 30 June 2021 has been approved by the Board and is publicly available on the Company's website at <https://qminers.com.au/corporate-governance>. It will also be released to the ASX at the same time as this Annual Report.

SHARES UNDER OPTION

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

Grant date	Expiry date	Exercise price	Number under option
07/09/2020	06/05/2024	\$0.375	1,700,000
28/01/2021	06/05/2024	\$0.375	2,500,000

SHARES ISSUED ON THE EXERCISE OF OPTIONS

There were no ordinary shares as a result the exercise of options granted for the period ended 30 June 2021.

INDEMNITY AND INSURANCE OF OFFICERS

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

During the period, the Company entered into a contract to insure the directors and executives of the Company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount paid.

IMDEMNITY AND INSURANCE OF AUDITOR

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

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

PROCEEDINGS ON BEHALF OF THE COMPANY

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

ROUNDING OF AMOUNTS

The Company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest dollar.

AUDITOR'S DECLARATION

The auditor's independence declaration under section 307C of the Corporations Act 2001 is set out on page 19 of the financial report for the period ended 30 June 2021.

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



Andrew Sparke
Executive Chairman
31 August 2021

REMUNERATION REPORT (AUDITED)

The remuneration report details the key management personnel remuneration arrangements for the Group, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

The remuneration report is set out under the following main headings;

- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to key management personnel

1. PRINCIPLES USED TO DETERMINE THE NATURE AND AMOUNT OF REMUNERATION

The objective of the Group's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency

The Board is responsible for determining and reviewing remuneration arrangements for its directors and executives. The performance of the Group depends on the quality of its directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high quality personnel.

The Board has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the consolidated entity.

The reward framework is designed to align executive reward to shareholders' interests. The Board have considered that it should seek to enhance shareholders' interests by:

- having economic profit as a core component of plan design
- focusing on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value
- attracting and retaining high calibre executives

Additionally, the reward framework should seek to enhance executives' interests by:

- rewarding capability and experience
- reflecting competitive reward for contribution to growth in shareholder wealth
- providing a clear structure for earning rewards

In accordance with best practice corporate governance, the structure of non-executive director and executive director remuneration is separate.

Non-Executive Directors Remuneration

Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually by the Board. The Board may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market. The chairman's fees are determined independently to the fees of other directors based on comparative roles in the external market. The chairman is not present at any discussions relating to the determination of his own remuneration. Non-executive directors do not receive share options or other incentives.

ASX Listing Rules require an entity to not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of shareholders. QMines' total aggregate fixed sum per annum to be paid to Directors is set out in the Company's Constitution, adopted by shareholders when the Company resolved to change Company type and become a public company, on 11 September 2020. It is set at \$300,000 per annum and may be varied by ordinary resolution of Shareholders in a general meeting.

Executive Remuneration

The Group aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has four components:

- base pay and non-monetary benefits
- short-term performance incentives
- share-based payments
- other remuneration such as superannuation and long service leave

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Board based on individual and business unit performance, the overall performance of the consolidated entity and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the Group and provides additional value to the executive.

2. DETAILS OF REMUNERATION

Amounts of remuneration

Details of the remuneration of key management personnel of the consolidated entity are set out in the following tables.

The key management personnel of the consolidated entity consisted of the following directors of QMines Limited:

- Andrew Sparke – Executive Chairman
- Daniel Lanskey – Managing Director
- Elissa Hansen – Non-Executive Director & Company Secretary

And the following persons:

- James Anderson – General Manager Operations

KEY MANAGEMENT PERSONNEL	CASH SALARY & FEES (\$)	SUPERANNUATION (\$)	EQUITY SETTLED SHARES (\$)	EQUITY SETTLED OPTIONS (\$)	TOTAL (\$)
Andrew Sparke ¹	180,000	-	-	-	180,000
Daniel Lanskey ²	171,141	-	-	-	171,141
Elissa Hansen ³	75,000	-	-	-	75,000
James Anderson ⁴	150,048	-	-	-	150,048
	576,189	-	-	-	576,189

¹ Fees paid to Olive Capital Pty Ltd, an entity related to Mr Sparke. Additionally, office rent of \$17,737 has been paid to Mr Sparke during the financial year.

² Fees paid to DK Round Investments Pty Ltd, an entity related to Mr Lanskey.

³ Fees paid to CoSec Services Pty Ltd, an entity related to Ms Hansen.

⁴ Fees paid to Winbago Pty Ltd, an entity related to Mr Anderson.

Service Agreements

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

Name: Mr Andrew Sparke
Title: Executive Chairman
Agreement commenced: 4 August 2020
Details: \$180,000 per annum for 3 years from listing date. Resignation is for a 6 months' notice period.

Name: Mr Daniel Lanskey
Title: Managing Director
Agreement commenced: 1 September 2020
Details: \$180,000 per annum for 3 years from listing date. Resignation is for a 6 months' notice period.

Name: Ms Elissa Hansen
Title: Non-Executive Director & Company Secretary
Agreement commenced: 13 August 2020 as Director, 8 September 2020 as Company Secretary
Details: \$75,000 per annum. This amount is inclusive of director fees and company secretarial fees.

Name: Mr James Anderson
Title: General Manager, Operations
Agreement commenced: 1 September 2020
Details: \$180,000 per annum for 3 years from listing date. Resignation is for a 3 months' notice period.

3. SHARE-BASED COMPENSATION

There was no share-based compensation issued to directors or other key management personnel as part of compensation during the eleven month period ended 30 June 2021.

4. OPTIONS

There were no options issued to directors or other key management personnel as part of compensation during the eleven month period ended 30 June 2021.

5. ADDITIONAL INFORMATION

The earnings of the Group for the year ended 30 June 2021 are summarised below:

ITEM	2021
Sales Revenue	-
EBITDA	(1,572,345)
EBIT	(1,583,910)
Loss After Income Tax	(1,583,910)

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

ITEM	2021
Share Price at Financial Year End (\$)	0.375
Total Dividends Declared (cents per share)	-
Basic Earnings Per Share (cents per share)	(2.51)

6. ADDITIONAL DISCLOSURES RELATING TO KEY MANAGEMENT PERSONNEL

The number of shares in the company held during the eleven month period ended 30 June 2021 by each director and other key management personnel of the consolidated entity, including their personally related parties, is set out below:

KEY MANAGEMENT PERSONNEL	BALANCE AT START OF THE PERIOD NO.	RECEIVED AS PART OF RENUMERATION NO.	ADDITIONS NO.	DISPOSAL NO.	BALANCE AT END OF THE PERIOD NO.
Andrew Sparke	-	-	24,385,000 ¹	-	24,385,000
Daniel Lanskey	-	-	5,306,625	-	5,306,625
Elissa Hansen	-	-	1,500,000	-	1,500,000
James Anderson	-	-	9,100,000	-	9,100,000
	-	-	40,291,625	-	40,291,625

¹ Mr Sparke purchased 185,000 shares through an on market purchase on 6 May 2021, settled on 10th May 2021, for \$0.27 per share for a total consideration of \$49,950.00. As per the Company's share trading policy Mr Sparke had sought directors written consent prior to the purchase.

This concludes the remuneration report, which has been audited.

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04

**AUDITOR'S
INDEPENDENCE
DECLARATION**



RSM Australia Partners

Level 13, 60 Castlereagh Street Sydney NSW 2000
GPO Box 5138 Sydney NSW 2001

T +61(0) 2 8226 4500

F +61(0) 2 8226 4501

www.rsm.com.au

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of QMines Limited for the year ended 30 June 2021, 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.

RSM

RSM AUSTRALIA PARTNERS

G N Sherwood
Partner

Sydney, NSW
Dated: 31 August 2021

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05

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPEHENSIVE INCOME

For the period ended 30 June 2021.

ITEM	NOTE	CONSOLIDATED GROUP 11 MONTH PERIOD ENDED 30 JUNE 2021 (\$)
Sales Revenue		-
Interest Income	4	1,365
Other Revenue	4	2,304
TOTAL REVENUE		3,669
Accounting and Audit Fees		(64,150)
Professional Fees	5	(426,141)
Consulting Fees		(305,770)
Employee Benefits		(65,740)
Rent Expense		(11,871)
Advertising Expense		(156,709)
Depreciation	6	(11,565)
Exploration		(32,546)
Office and Administration Expense		(474,500)
Other Expenditure		(38,677)
LOSS BEFORE INCOME TAX EXPENSE		(1,583,910)
Income Tax Expense	7	-
LOSS FOR THE PERIOD		(1,583,910)
Other Comprehensive Income		-
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD		(1,583,910)
Basic Earnings Per Share (cents per share)	24	(2.51)
Diluted Earnings Per Share (cents per share)	24	(2.51)

The accompanying notes form an integral part of this statement and can be seen in Section 9 of this report.

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06

**CONSOLIDATED STATEMENT
OF FINANCIAL POSITION**

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2021.

ITEM	NOTE	CONSOLIDATED GROUP 11 MONTH PERIOD ENDED 30 JUNE 2021 (\$)
CURRENT ASSETS		
Cash and Cash Equivalents	8	9,045,023
Other Current Assets	9	251,707
TOTAL CURRENT ASSETS		9,296,730
NON-CURRENT ASSETS		
Exploration & Development Assets	10	4,476,787
Property, Plant & Equipment	11	604,496
TOTAL NON-CURRENT ASSETS		5,081,283
TOTAL ASSETS		14,378,013
CURRENT LIABILITIES		
Trade Payables and Other Payables	12	336,672
TOTAL CURRENT LIABILITIES		336,672
TOTAL LIABILITIES		336,672
NET ASSETS		14,041,341
EQUITY		
Issued Capital	13	15,354,251
Reserves	14	271,000
Accumulated losses		(1,583,910)
TOTAL EQUITY		14,041,341

The accompanying notes form an integral part of this statement and can be seen in Section 9 of this report.

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07

**CONSOLIDATED STATEMENT
OF CHANGES IN EQUITY**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the period ended 30 June 2021.

ITEM	NOTES	ISSUED CAPITAL (\$)	ACCUMULATED LOSSES (\$)	RESERVES(\$)	TOTAL (\$)
Balance at 4 August 2020 (Date of Incorporation):					
Loss after income tax expense for the period		-	(1,583,910)	-	(1,583,910)
Other comprehensive income for the period, net of tax		-	-	-	-
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD			(1,583,910)	-	(1,583,910)
TRANSACTIONS WITH OWNERS IN THEIR CAPACITY AS OWNERS:					
Shares issued during the period, net of capital raising costs	13	12,304,251	-	-	12,304,251
Shares issued in purchase of asset	13	3,050,000	-	-	3,050,000
Options issued during the period		-	-	271,000	271,000
BALANCE AS AT 30 JUNE 2021		15,354,251	(1,583,910)	271,000	14,041,341

The accompanying notes form an integral part of this statement and can be seen in Section 9 of this report.

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08

CONSOLIDATED STATEMENT OF CASH FLOWS

CONSOLIDATED STATEMENT OF CASH FLOWS

For the period ended 30 June 2021.

ITEM	NOTE	CONSOLIDATED GROUP 11 MONTH PERIOD ENDED 30 JUNE 2021 (\$)
CASH FLOWS FROM OPERATING ACTIVITIES		
Interest Received		1,365
Payments to Suppliers and Employees		(1,325,797)
Exploration Expenses Paid		(1,592,095)
Other Income		2,304
NET CASH USED IN OPERATING ACTIVITIES	15	(2,914,223)
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for property, plant and equipment		(616,061)
Payment for acquisition of subsidiary		57
NET CASH USED IN INVESTING ACTIVITIES		(616,004)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from the issue of shares (net of costs)		12,575,250
NET CASH PROVIDED BY FINANCING ACTIVITIES		12,575,250
Net increase in cash and cash equivalents		
Cash and cash equivalents at beginning of the period		(1,583,910)
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD		9,045,023

The accompanying notes form an integral part of this statement and can be seen in Section 9 of this report.



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09

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTES TO THE FINANCIAL PERIOD

For the period ended 30 June 2021.

NOTE 1: SUMMARY OF ACCOUNTING POLICIES

The financial report includes the consolidated financial statements and notes of QMines Limited and controlled entities ('Consolidated Group' or 'Group'). The separate financial statements and notes of QMines Limited as an individual parent entity ('Company') have not been presented within the financial report as permitted by the Corporations Act 2001.

QMines Ltd is a listed public Company limited by shares, incorporated and domiciled in Australia.

The financial statements were authorised for issue by the Directors on 31 August 2021.

Basis of Preparation

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board (AASB) and the Corporations Act 2001.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions to which they apply. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of this financial report are reported below. They have been consistently applied unless stated otherwise.

The financial report has been prepared on an accruals basis and is based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

Critical Accounting Estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

a. Parent Entity Information

In accordance with the Corporations Act 2001, these financial statements present the results of the Group only. Supplementary information about the parent entity is disclosed in note 21.

b. Principles of Consolidation

A controlled entity is any entity QMines Limited has the power to control the financial and operating policies of so as to obtain benefits from its activities. A list of controlled entities is contained in Note 19 to the financial statements. All controlled entities have a 30 June 2021 financial year-end for this current year.

As at reporting date, the assets and liabilities of all controlled entities have been incorporated into the consolidated financial statements as well as their results for the period ended. Where controlled entities have entered (or left) the Group during the period, their operating results have been included (or excluded) from the date control was obtained (ceased).

All inter-company balances and transactions between entities in the Group, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistencies with those policies applied by the Company.

Where controlled entities have entered or left the Group during the period, their operating results have been included/excluded from the date control was obtained or until the date control ceased.

c. Operating Segments

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to Board of Directors. The Board is responsible for the allocation of resources to operating segments and assessing their performance.

d. Taxes

The charge for current income tax expense is based on the results for the period adjusted for any non-assessable or disallowed items. It is calculated using the tax rates that have been enacted or are substantially enacted by the balance date.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the income statement except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity. The Directors have determined that it is not appropriate to raise any deferred tax assets in relation to estimated tax losses at this time.

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

QMiners Limited formed an income tax consolidated group under the tax consolidation regime with its domestic subsidiaries listed under Note 19.

e. Current and Non-current Classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

f. Plant and Equipment

Each class of property, plant and equipment is carried at cost or fair value less, where applicable, any accumulated depreciation and impairment losses.

Depreciation

The depreciable amount of all fixed assets, apart from freehold land, is depreciated on a straight-line basis over their useful lives to the Group commencing from the time the asset is held ready for use. The estimated useful lives used for each class of depreciable asset are shown below:

Fixed Asset Class	Useful life
Office Equipment	5 years
Computer Equipment	4 years
Motor Vehicles	5 years
Exploration Equipment	5 years

f. Plant and Equipment (Continued)

At the end of each annual reporting period, the depreciation method, useful life and residual value of each asset is reviewed. Any revisions are accounted for prospectively as a change in estimate.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss. Any revaluation surplus reserve relating to the item of sale is transferred directly to retained profits.

g. Exploration, Development and Evaluation Expenditure

Exploration, development and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Currently the practice is to capitalise all expenses that have been incurred and are in direct relation to the exploration of resources. Indirect costs such as administrative and general operational costs will be expensed on the basis that they are necessarily incurred.

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

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

Carrying Value

The tenements held in respect of the Group's exploration operations comprise a large number of licenses across a large geographic area. There are four projects that the Group is currently exploring and developing. Management has applied their judgement and determined that all of these licenses are to be treated as four separate and distinct areas for the purposes of considering 'abandoned areas' or impairment. The costs of acquiring the licenses as well as all subsequent costs have been ascribed to these four projects, and consequently, there are no impairment expenses for expired licenses in unexplored areas outside these four projects.

h. Impairment of Assets

At the end of each financial period, the Company assesses whether there is any indication that an asset may be impaired. The assessment will include considering external sources of information and internal sources of information, including dividends received from subsidiaries, associates or jointly controlled entities deemed to be out of pre-acquisition profits. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, to the asset's carrying amount. Any excess of the asset's carrying amount over its recoverable amount is recognised immediately in profit or loss, unless the asset is carried at a revalued amount in accordance with another Standard (e.g. in accordance with the revaluation model in AASB 116). Any impairment loss of a revalued asset is treated as a revaluation decrease in accordance with that other Standard.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

i. Financial Instruments

Recognition, Initial Measurement and Derecognition

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

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

Classification and Subsequent Measurement of Financial Assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with AASB 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

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); and
- 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 finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

Classifications are determined by both:

- The entities business model for managing the financial asset; and
- The contractual cash flow characteristics of the financial assets.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables, which is presented within other expenses.

Subsequent Measurement Financial Assets

Equity instruments at fair value through other comprehensive income (Equity FVOCI). Investments in equity instruments that are not held for trading are eligible for an irrevocable election at inception to be measured at FVOCI. Under Equity FVOCI, subsequent movements in fair value are recognised in other comprehensive income and are never reclassified to profit or loss. Dividends from these investments continue to be recorded as other income within the profit or loss unless the dividend clearly represents return of capital. This category includes unlisted equity securities that were previously classified as 'available-for-sale' under AASB 139.

Impairment of Financial Assets

AASB 9's impairment requirements use more forward looking information to recognise expected credit losses, the 'expected credit losses (ECL) model'. Instruments within the scope of the new requirements included loans and other debt-type financial assets measured at amortised cost and FVOCI, trade receivables, contract assets recognised and measured under AASB 15 and loan commitments and some financial guarantee contracts (for the issuer) that are not measured at fair value through profit or loss.

Impairment of Financial Assets (Continued)

The Group considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument. In applying this forward-looking approach, a distinction is made between:

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

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

j. Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

k. Trade and Other Payables

These amounts represent liabilities for goods and services provided to the entity to the end of the financial period and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

l. Revenue and Other Income

The Group does not currently have revenue from sale of goods to customers.

Any future revenue from contracts with customers will be recognised as per the requirements of AASB 15, the core principle of which is that Revenue is recognised at an amount that reflects the consideration to which the entity is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the entity: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

Revenue is recognised when the amount of the revenue can be measured reliably, it is probable that economic benefits associated with the transaction will flow to the Company and specific criteria relating to the type of revenue as noted below, have been satisfied.

Revenue is measured at the fair value of the consideration received and is presented net of returns, discounts and rebates.

Sale of Goods

Revenue will be recognised on transfer of goods to the customer as this is deemed to be the point in time when risks and rewards are transferred and there is no longer any ownership or effective control over the goods.

Interest Revenue

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Other Income

Other income is recognised on an accruals basis when the Company is entitled to it.

m. Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO).

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the ATO is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the ATO are presented as operating cash flows included in receipts from customers or payments to suppliers.

n. Issued Capital

Ordinary shares are classified as equity.

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

o. Earnings Per Share

Basic Earnings Per Share

Basic earnings per share is calculated by dividing the profit attributable to the owners of QMines Ltd, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during period, adjusted for bonus elements in ordinary shares issued during the period.

Diluted Earnings Per Share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

p. Finance Costs

Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

NOTE 2: SIGNIFICANT JUDGEMENTS

The Directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group.

Key Judgements - Exploration and Evaluation Expenditure

The Group capitalises expenditure relating to exploration and evaluation where it is considered likely to be recoverable or where the activities have not reached a stage that permits a reasonable assessment of the existence of reserves. There is significant judgement required on the part of the Management and the Board in determining whether exploration assets are impaired. To this extent they have considered the exploration activities, the current market conditions, the political climate in the jurisdiction in which the assets exist, as well as numerous other factors in their determination that the assets are not impaired. Such capitalised expenditure is carried at the end of the reporting period at \$4,476,787.

Key Judgements - Fair value of Purchase Consideration of Traprock

The purchase of Traprock was settled by the way of a exchange of equity and has been determined as not being a business combination. Consequently the transaction has been treated as an asset acquisition settled by a share based payment AASB 2 Share-based Payment. AASB 2 requires the issue of share by QMines be recorded at fair value of the asset purchased or the fair value of the equity issued. There is significant judgement and estimation uncertainty with regards to the determination of the fair value of the asset and the equity issued. The directors have exercised their judgement and consider that the most appropriate way of estimating fair value is in reference to the equity value. The equity value has been determined in relation to other capital raises by the company.

NOTE 3: NEW ACCOUNTING STANDARDS AND INTERPRETATIONS NOT YET MANDATORY OR EARLY ADOPTED

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

NOTE 4: OTHER INCOME

ITEM	11 MONTH PERIOD ENDED 30 JUNE 2021 (\$)
Interest Received	1,365
Other Revenue	2,304
TOTAL	3,669

NOTE 5: PROFESSIONAL FEES

ITEM	11 MONTH PERIOD ENDED 30 JUNE 2021 (\$)
Director Fees	376,141
Other Corporate Fees	50,000
TOTAL	426,141

NOTE 6: RESULT FOR THE PERIOD

The result for the period was derived after charging the following items:

ITEM	11 MONTH PERIOD ENDED 30 JUNE 2021 (\$)
Finance costs:	
Financial liabilities measured at amortised cost:	
Other Finance Costs	105
TOTAL FINANCE COSTS	105
The result for the period includes the following specific expenses:	
Depreciation	11,565
TOTAL OTHER EXPENSES	11,565

NOTE 7: INCOME TAX EXPENSES

The major components of tax expenses comprise:

ITEM	11 MONTH PERIOD ENDED 30 JUNE 2021 (\$)
Current tax expense	-
Deferred tax expense	-
TOTAL	-
Prima facie tax benefit on loss from ordinary activities before income tax at 26%	411,817
Add tax effect of:	
---- Other non allowable items	(203)
Less tax effect of:	
---- Other deductible items	354,618
---- Other temporary differences	72,089
Deferred tax assets not brought to account	(-841,228)
INCOME TAX EXPENSE	-

The Group has carry forward tax losses operations of approximately \$3,235,491.

The benefit of these losses will only be recognised where it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

NOTE 8: CASH AND CASH EQUIVALENTS

ITEM	30 JUNE 2021 (\$)
CASH AT BANK	9,045,023

NOTE 9: OTHER CURRENT ASSETS

ITEM	30 JUNE 2021 (\$)
Prepayments	33,128
Deposits	25,227
GST Receivable	193,352
TOTAL OTHER CURRENT ASSETS	251,707

NOTE 10: EXPLORATION AND DEVELOPMENT ASSETS

ITEM	30 JUNE 2021 (\$)
Exploration Expenditure Capitalised	4,476,787
Provision for Impairment	-
TOTAL EXPLORATION AND DEVELOPMENT ASSETS	4,476,787
Balance at Beginning of the Period	-
Acquired (i)	3,112,871
Additions	1,363,916
BALANCE AT END OF THE PERIOD	4,476,787

(i) During the period the Group acquired two entities, Traprock Resources Pty Ltd and Rocky Copper Pty Ltd. Both entities were acquired in their entirety, being 100% now wholly owned by the Group. Traprock Resources Pty Ltd ('Traprock') was acquired on 24 December 2020 for 10,000,000 shares in the Group at a market price of 30 cents per share. Traprock holds 4 EPMs. Rocky Copper Pty Ltd ('Rocky Copper') was acquired on 18 January 2021 in consideration for the issue of 166,667 shares in the Group to Orefox Exploration Pty Ltd. Rocky Copper holds 1 EPM and 1 application for an EPM at the Company's flagship Mt Chalmers project.

NOTE 11: PROPERTY, PLANT AND EQUIPMENT

ITEM	30 JUNE 2021 (\$)
LAND AND BUILDINGS AT COST	
At Cost	430,000
TOTAL	430,000

ITEM	30 JUNE 2021 (\$)
OFFICE EQUIPMENT	
At Cost	1,127
Accumulated Depreciation	(89)
TOTAL OFFICE EQUIPMENT	1,038
COMPUTER EQUIPMENT	
At Cost	8,725
Accumulated Depreciation	(1,445)
TOTAL COMPUTER EQUIPMENT	7,281
MOTOR VEHICLES	
At Cost	131,183
Accumulated Depreciation	(8,872)
TOTAL MOTOR VEHICLES	122,311
EXPLORATION ASSETS	
At Cost	45,026
Accumulated Depreciation	(1,159)
TOTAL EXPLORATION ASSETS	43,867
TOTAL PROPERTY, PLANT & EQUIPMENT	604,496

Movements in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial period:

ITEM	LAND & BUILDINGS (\$)	OFFICE EQUIPMENT (\$)	COMPUTER EQUIPMENT (\$)	MOTOR VEHICLES (\$)	EXPLORATION ASSETS (\$)	TOTAL (\$)
Balance at the beginning of the period	-	-	-	-	-	-
Additions	430,000	1,127	8,725	131,183	45,026	616,061
Depreciation Expenses	-	(89)	(1,445)	(8,872)	(1,159)	(11,565)
BALANCE TO THE END OF THE PERIOD	430,000	1,038	7,280	122,311	43,867	604,496

NOTE 12: TRADE AND OTHER PAYABLES

ITEM	30 JUNE 2021 (\$)
Trade Payables	287,807
Other Payables	48,865
TOTAL	336,672

Trade and other payables are unsecured, non-interest bearing and are normally settled within 30 days. The carrying amounts are considered to be a reasonable approximation of fair value.

NOTE 13: ISSUED CAPITAL

ITEM	NO. OF SHARES 2021	(\$)
ORDINARY SHARES		
Fully Paid Ordinary Shares	110,706,082	15,354,251
At The Beginning of Reporting Period	-	-
Shares Issued During the Period	100,206,082	13,863,497
Shares Issued in Assets Acquisition	10,166,667	3,050,000
Shares Issued in Payment of Services	333,333	50,000
Cost of Raising Capital	-	(1,609,246)
AT THE END OF REPORTING PERIOD	110,706,082	15,354,251

Ordinary shares participate in dividends and the proceeds on winding up of the Company in proportion to the number of shares held. At the shareholders meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

Capital Management

The Group's objectives when managing capital is to safeguard its ability to continue as a going concern.

The Group's capital includes ordinary share capital, shares and financial liabilities, supported by financial assets. There are no externally imposed capital requirements.

Management effectively manages the Group's capital by assessing the group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distribution to shareholders and share issues.

Share Buy-Back

There is no current on-market share buy-back.

NOTE 14: RESERVES

OPTIONS RESERVE	30 JUNE 2021
TOTAL OPTIONS RESERVE	271,000

During the period to 30 June 2021, the Group issued share options as follows:

NUMBER ISSUED	VALUE (\$)	EXERCISE PRICE (\$)	DATE OF ISSUE	EXPIRY DATE
1,700,000	115,000	0.375	07/09/2020	06/05/2024
2,500,000	156,000	0.375	28/01/2021	06/05/2024

NOTE 15: RECONCILIATION LOSS AFTER INCOME TAX TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

ITEM	11 MONTH PERIOD ENDED 30 JUNE 2021 (\$)
Loss for the Period	(1,583,910)
Depreciation Expense	11,565
CHANGE IN OPERATING ASSETS AND LIABILITIES	
(Increase)/decrease in trade and other receivables	74,350
(Increase)/decrease in exploration assets	(1,559,548)
Increase/(decrease) in trade and other payables	143,320
NET CASH FROM OPERATING ACTIVITIES	(2,914,223)

NOTE 16: FINANCIAL RISK MANAGEMENT

a. Financial Risk Management

The Board has overall responsibility for the determination of the Group's risk management objectives and policies. The Group's risk management policies and objectives are therefore designed to minimise the potential impacts of these risks on the results of objectives where such impacts may be material. The Board periodically reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets. The Group's financial instruments consists mainly of deposits with bank and inter-entity loans.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible. Further details regarding these policies are set out below:

Credit Risk

Credit risk is the risk that the other party to a financial instrument will fail to discharge their obligation resulting in the Group incurring a financial loss. This usually occurs when debtors or counterparties to derivative contracts fail to settle their obligations owing to the Group. The Group does not have any material credit risk exposure to any single receivable or group of receivables under financial instruments entered into by the Group.

The maximum exposure to credit risk at balance date is as follows:

ITEM	30 JUNE 2021 (\$)
Cash and Cash Equivalents	9,045,023
Other Current Assets	251,707
TOTAL	9,296,730

Liquidity Risk

Liquidity risk is the risk that the Group may encounter difficulties raising funds to meet commitments associated with financial instruments due to creditors. The Group manages liquidity risk by monitoring forecast cash flows and ensuring that adequate unutilised borrowing facilities are maintained. The Group's operations require it to raise capital on an on-going basis to fund its planned exploration program and to commercialise its tenement assets.

Market Risk

All transactions occur in Australian dollars (AUD). As such, there is no exposure to changes in foreign currency while in this prospective stage of operations.

Interest Rate Risk

The Group is constantly monitoring its exposure to trends and fluctuations in interest rates in order to manage interest rate risk. The below demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant.

ITEM	1% INCREASE (\$ 2021)	1% DECREASE (\$ 2021)
Cash and Cash Equivalents	90,450	90,450

b. Financial Instrument Composition and Maturity Analysis

2021	WEIGHTED AVERAGE INTEREST RATE %	INTEREST FREE(\$)	FLOATING INTEREST RATE (\$)	TOTAL (\$)
FINANCIAL ASSETS				
Cash and Cash Equivalents	-	-	9,045,023	9,045,023
Other Current Assets	-	251,707	-	251,707
TOTAL FINANCIAL ASSET		251,707	9,045,023	9,296,730
FINANCIAL LIABILITIES				
Trade and Other Payables	-	336,672	-	336,672
TOTAL FINANCIAL LIABILITIES		336,672	-	336,672

2021	CARRYING AMOUNT (\$)	CONTRACTUAL CASH FLOW DUE 1 TO 3 MONTHS (\$)	CONTRACTUAL CASH FLOW DUE 3 MONTHS TO 3 YEARS (\$)	CONTRACTUAL CASH FLOW DUE 1 TO 5 YEARS (\$)
FINANCIAL ASSETS				
Other Current Assets	251,707	193,352	58,355	-
TOTAL FINANCIAL ASSET	251,707	193,352	58,355	-
FINANCIAL LIABILITIES				
Trade and Other Payables	336,672	366,672	-	-
TOTAL FINANCIAL LIABILITIES	336,672	336,672	-	-

c. Fair Value Measurement

The Group has no financial assets or liabilities measured at fair value as at balance date.

NOTE 17: AUDITOR REMUNERATION

ITEM	11 MONTH PERIOD 30 JUNE 2021 (\$)
RSM Australia Partners	
--- Audit and Review Services	42,000

NOTE 18: OPERATING SEGMENT INFORMATION

The Group operates in one segment, being exploration and development of copper and gold assets in Queensland.

NOTE 19: CONTROLLED ENTITIES

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in Note 1.

NAME	PRINCIPAL PLACE OF BUSINESS/ COUNTRY OF INCORPORATION	OWNERSHIP INTEREST 2021 (%)
Traprock Resources Pty Ltd	Australia	100
Dynasty Gold Pty Ltd	Australia	100
Rocky Copper Pty Ltd	Australia	100
RLG Holdings Pty Ltd	Australia	100

NOTE 20: PARENT ENTITY INFORMATION

Parent Entity

Q Mines Ltd is the parent entity.

Set out below is the supplementary information about the parent entity.

Statement of Profit or Loss and Other Comprehensive Income

ITEM	11 MONTH PERIOD ENDED 30 JUNE 2021 (\$)
Loss After Income Tax	(1,311,286)
Total Comprehensive Loss	(1,311,286)

Statement of Financial Position

ITEM	AS AT 30 JUNE 2021 (\$)
Total Current Assets	9,397,709
Total Non-Current Assets	5,218,957
TOTAL ASSETS	14,616,666
Total Current Liabilities	302,701
Total Non-Current Liabilities	-
TOTAL LIABILITIES	302,701
NET ASSETS	14,313,965
EQUITY	
Issued Capital	15,098,838
Reserves	526,413
Retained Earnings	(1,311,286)
TOTAL EQUITY	(14,313,965)

Contingent Liabilities

The parent entity has no contingent liabilities as at 30 June 2021.

Significant Accounting Policies

The accounting policies of the parent entity are consistent with those of the Group, as disclosed in Note 1, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.

NOTE 21: RELATED PARTY TRANSACTIONS

Key Management Personnel

For the period ended 30 June 2021, the Company incurred consultant fees with related parties as follows:

NAME	POSITION	11 MONTH PERIOD ENDED 30 JUNE 2021 (\$)
Andrew Sparke ¹	Executive Chairman	180,000
Daniel Lanskey ²	Managing Director	171,141
Elissa Hansen ³	Non-Executive Director & Company Secretary	75,000
James Anderson ⁴	General Manager (Operations)	150,048
TOTAL		576,189

¹ Fees paid to Olive Capital Pty Ltd, an entity related to Mr Sparke. Additionally, office rent of \$17,737 has been paid to Mr Sparke during the financial year.

² Fees paid to DK Round Investments Pty Ltd, an entity related to Mr Lanskey.

³ Fees paid to CoSec Services Pty Ltd, an entity related to Ms Hansen.

⁴ Fees paid to Winbago Pty Ltd, an entity related to Mr Anderson.

As at the period ended 30 June 2021, directors and key management personnel had the following shares in the Group:

ITEM	POSITION	SHARES HELD
Andrew Sparke ¹	Executive Chairman	24,385,000
Daniel Lanskey ²	Managing Director	5,306,625
Elissa Hansen ³	Non-Executive Director & Company Secretary	1,500,000
James Anderson ⁴	General Manager (Operations)	9,100,000
TOTAL		40,291,625

¹ Amounts held by Turkey Investments Pty Ltd, as trustee for the Turkey Family Trust for which Andrew Sparke is a beneficial holder.

² Interest held indirectly in:

a. 5,000,000 shares held by DK Round Investments Pty Ltd; and

b. 306,625 shares held by Etranz.com Pty Ltd.

³ Interest held indirectly in 1,500,000 shares held by Market Capital Group Pty Ltd.

⁴ Interest held indirectly in 9,100,000 shares held by 2Sausos Pty Ltd.

Current Payables

The Group had the following payable amounts outstanding at the reporting date with related parties:

ENTITY	RELATED TO	ACCOUNTS PAYABLE (\$)
Olive Capital Pty Ltd	Andrew Sparke	16,500
CoSec Services Pty Ltd	Elissa Hansen	9,412
Winbago Pty Ltd	James Anderson	6,050
TOTAL		31,962

Loans

There were no loans to or from related parties at the current reporting date.

NOTE 22: COMMITMENTS

As at 30 June 2021, the Group has no capital commitments.

NOTE 23: EARNINGS PER SHARE

As at 30 June 2021, the Group has no capital commitments.

ITEM	2021 (CENTS)
Basic Earnings Per Share	(2.51)
Diluted Earnings Per Share	(2.51)

Weighted average number of shares used for the purposes of calculating diluted earnings per share reconciles to the number used to calculate basic earnings per share as follows:

ITEM	2021 (NO. OF SHARES)
Basic Earnings Number of Shares	62,996,774
Diluted Earnings Number of Shares	62,996,774

The loss used to calculate the earnings per share was \$1,583,910.

NOTE 24: SHARE-BASED PAYMENTS

During the 11 months to 30 June 2021, the following transactions were equity settled by the Group:

ITEM	VALUE OF SECURITIES (\$)
4,200,000 Options Issued to Advisors	271,000
10,000,000 Shares Issued to Acquire Traprock Resources Pty Ltd	3,000,000
166,667 Shares Issued to Acquire Rocky Copper Pty Ltd	50,000
TOTAL	3,321,000

During the period to 30 June 2021, the Group issued share options as follows:

GRANT DATE	EXPIRY DATE	EXPIRY PRICE	BALANCE AT START OF THE YEAR	GRANTED	EXERCISED	EXPIRED/FORFEITED	BALANCE AT END OF THE YEAR
07/09/2020	06/05/2024	\$0.375	-	1,700,000	-	-	1,700,000
28/01/2021	06/05/2024	\$0.375	-	2,500,000	-	-	2,500,000
				4,200,000	-	-	4,200,000
WEIGHTED AVERAGE EXERCISE PRICE				\$0.375	-	-	\$0.375

The weighted average share price during the financial year was \$0.39.

All options were exercisable with a remaining contractual life of 2.85 years at year end.

For the options granted during the current financial year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

GRANT DATE	EXPIRY DATE	EXERCISE PRICE	SHARE PRICE AT GRANT DATE	EXPECTED VOLATILITY	DIVIDEND YIELD	RISK-FREE INTEREST RATE	FAIR VALUE AT GRANT DATE
07/09/2020	06/05/2024	\$0.375	\$0.30	40%	-	0.275%	\$0.0676
28/01/2021	06/05/2024	\$0.375	\$0.30	40%	-	0.110%	\$0.0624

NOTE 25: EVENTS OCCURRING AFTER THE REPORTING DATE

Since the end of the reporting period:

- On 13 July 2021, the Group announced the results of its drilling activities at Mt Chalmers, in which numerous high-grade precious and base metal intersections with outstanding polymetallic grades were delivered; and
- On 10 August 2021, the Group announced the acquisition of two additional freehold landholdings adjacent to the Mt Chalmers mine site.

No other matters or circumstances have arisen since 30 June 2021 that has significantly affected, or may significantly affect:

- d) The Group's operations in future financial years; or
- e) The results of those operations in future financial years; or
- f) The Group's state of affairs in future financial years.

NOTE 26: CONTINGENCIES

The Group had no contingent assets or liabilities at 30 June 2021.

NOTE 27: COMPANY DETAILS

Corporate Head Office and Principal Place of Business

QMines Limited
Suite J, 34 Suakin Drive
MOSMAN NSW 2088

Site Office

QMines Limited
213 Cawarral Road
TUNGAMULL QLD 4702

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10 DIRECTOR'S DECLARATION

DIRECTORS' DECLARATION

The directors of the Company declare that, in the opinion of the directors:

- a. the attached financial statements and notes thereto are in accordance with the Corporations Act 2001, including:
 - i. giving a true and fair view of the financial position and performance of the Company and the Group; and
 - ii. complying with Australian Accounting Standards, including the Interpretations, and the Corporations Regulations 2001;
- b. the financial statements and notes thereto also comply with International Financial Reporting Standards, as disclosed in Note 1; and
- c. there are reasonable grounds to believe that the Company and the Group will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of the directors made pursuant to s295(5) of the Corporations Act 2001.

On and behalf of the Directors:



Andrew Sparke
Executive Chairman
31 August 2021

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11

INDEPENDENT AUDITOR'S REPORT

**INDEPENDENT AUDITOR'S REPORT
To the Members of QMines Limited**

RSM Australia Partners
Level 13, 60 Castlereagh Street Sydney NSW 2000
GPO Box 5138 Sydney NSW 2001

T +61(0) 2 8226 4500
F +61(0) 2 8226 4501

www.rsm.com.au

Opinion

We have audited the financial report of QMines Limited. (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2021, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the period from 4 August 2020 to 30 June 2021, 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 2021 and of its financial performance for the period 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 and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

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

Key Audit Matters

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

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Key Audit Matter	How our audit addressed this matter
<p>Acquisition of exploration assets</p> <p>Refer to Note 10 in the financial statements</p>	
<p>QMines Limited acquired Traprock Resources Pty Ltd in the year under review. According to the Share Sale Agreement, QMines Limited acquired all of the shares of Traprock Resources Pty Ltd for a consideration of \$3,000,000. The purchase price was settled by the issue 10,000,000 of fully paid ordinary shares of QMines Limited.</p> <p>Management determined the acquisition to be an asset acquisition given the acquired assets does not meet the definition of business as contemplated in AASB 3 Business Combinations.</p> <p>We considered the transaction to be a key audit matter because of:</p> <ul style="list-style-type: none"> • The judgments involved in determining whether the transaction was in fact an asset acquisition or a business combination. • The judgments involved in the valuation of the assets acquired. • The significance of the asset acquired relative to the total assets in the consolidated statement of financial position. 	<p>Our audit procedures included, among others:</p> <ul style="list-style-type: none"> • Obtaining the Share Sale Agreement and other associated documents, and understanding the nature of the transaction to confirm that it does not meet the definition of a business under AASB 3 Business Combinations and therefore being accounted as an asset acquisition; • Testing the values in relation to the consideration paid in the signed Share Sale Agreement to the accounting records; • Evaluating the reasonableness of the values assigned to the assets acquired; and • Reviewing the adequacy of the relevant disclosures, including the disclosures in respect of judgments made, in the financial statements.
<p>Exploration and Evaluation Expenditure</p> <p>Refer to Note 10 in the financial statements</p>	
<p>At 30 June 2021 the Group had incurred exploration and evaluation expenditure of approximately \$1.4m in addition to the acquisition costs of \$3m in relation to its mining assets.</p> <p>We consider exploration and evaluation expenditure to be a key audit matter because of judgments involved in the capitalisation of exploration and evaluation expenditure and whether the costs incurred are capital in nature or expenses.</p>	<p>Our audit procedures included, among others:</p> <ul style="list-style-type: none"> • Obtaining a listing of client tenements held by the Group and testing ownership on a sample basis; • Obtaining evidence that the Group has valid rights to explore in each area in relation to which expenditure has been recorded; • Testing of expenditure on a sample basis, agreeing items selected to supporting documentation to ensure they were properly incurred in the development of the assets; • Performing substantive testing on the expenditure on a sample basis, to confirm entries had been recorded accurately (considering both nature and quantum of the items selected), completely, in the correct period, and had been

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Key Audit Matter	How our audit addressed this matter
	<p>appropriately classified in accordance with AASB 6 Exploration for and Evaluation of Mineral Resources;</p> <ul style="list-style-type: none"> • Reviewing expenditure for any large or unusual items; • Assessing whether the Group's accounting policy for exploration expenditure is in compliance with Australian Accounting Standard; and • Assessing the adequacy of the disclosures in the financial statements.
<p>Capital Raising Refer to Note 13 in the financial statements</p>	
<p>During the period, the Group issued 110,706,082 shares and raised \$15,354,251 net of costs, among which \$11,548,145 was raised at the Initial Public Offering as of 6th May 2021.</p> <p>We consider issued capital to be a key audit matter because of the quantum of capital raised relative to the total assets on the Group.</p>	<p>Our audit procedures in relation to the capital raising included:</p> <ul style="list-style-type: none"> • Agreeing the listings of shares issued during the period to the schedule of changes in equity and tested any reconciling items; • Testing issues of shares during the period substantively by agreement to supporting documentation and bank statements as appropriate; • Testing costs associated with shares issued during the period on a sample basis and assessing if cost of raising capital has been accounted for in accordance with the Australian Accounting Standards; and • Reviewing the adequacy of the relevant disclosures, including the disclosures in respect of judgments made, in the financial statements.

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 period ended 30 June 2021, but does not include the financial report and the auditor's report thereon.

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

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

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

Responsibilities of the Directors for the Financial Report

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

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

Auditor's Responsibilities for the Audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: https://www.auasb.gov.au/admin/file/content102/c3/ar2_2020.pdf
This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 14 to 17 of the directors' report for the period ended 30 June 2021.

In our opinion, the Remuneration Report of QMines Limited., for the period ended 30 June 2021, 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.

RSM

RSM Australia Partners



G N Sherwood

G N Sherwood
Partner

Sydney, NSW

Dated: 31 August 2021

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**ADDITIONAL
INFORMATION FOR ASX
LISTED COMPANIES**

ADDITIONAL INFORMATION FOR ASX LISTED COMPANIES

In accordance with ASX Listing Rule 4.10, the Directors provide the following information as at 13 August 2021.

DISTRIBUTION SCHEDULE OF THE NUMBER OF HOLDERS OF ORDINARY SHARES

HOLDINGS RANGES	HOLDERS	TOTAL UNITS	(%)
1 - 1,000	19	5,172	0.00
1,001 - 5,000	276	719,188	0.65
5,001 - 10,000	234	1,860,234	1.67
10,001 - 100,000	378	13,444,148	12.07
100,001 - 9,999,999,999	127	95,344,006	85.61
TOTAL	1,034	111,372,748	100.00

OPTIONS

QMines has 4,200,000 unlisted options on issue held by two option holders.

MARKETABLE PARCELS

QMines has 69 shareholders holding less than a marketable parcel of 1,493 shares each (i.e. less than \$500 per parcel of shares) based on the closing price of \$0.355 on 13 August 2021 representing a total of 66,802 shares.

VOTING RIGHTS

Each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands. There are no other classes of equity securities.

RESTRICTED SECURITIES

QMines has the following restricted securities on issue:

SECURITY	NUMBER	RESTRICTION PERIOD
Fully Paid Ordinary Shares	47,151,069	24 Months From Quotation
Fully Paid Ordinary Shares	5,768,339	12 Months From 1 October 2020
Fully Paid Ordinary Shares	1,632,866	12 Months From 30 October 2020
Fully Paid Ordinary Shares	33,333	12 Months From 31 December 2020
Fully Paid Ordinary Shares	9,860,042	12 Months From 18 January 2021
Unquoted Options	4,200,000	24 Months From Quotation

TWENTY LARGEST SHAREHOLDERS

NO.	SHAREHOLDER	NUMBER OF SHARES HELD	% OF ISSUED CAPITAL
1	Turkey Investments Pty Ltd <Turkey Family A/C>	24,119,333	21.656%
2	McNeil Nominees Pty Limited	12,093,334	10.858%
3	2Sausos Pty Ltd <N & J Family A/C>	9,100,000	8.171%
4	DK Round Investments Pty Ltd	5,000,000	4.489%
5	Deutsche Rohstoff AG	2,116,667	1.901%
6	HSBC Custody Nominees (Australia) Limited	1,523,500	1.368%
7	E79 Pty Ltd <Anderson Family A/C>	1,512,515	1.366%
8	Market Capital Group Pty Ltd	1,500,000	1.347%
9	Anthony John Fawdon	1,499,863	1.347%
10	David Andrew Jelley	1,268,144	1.139%
11	Peter Nesveda	1,152,000	1.034%
12	Mr Stacey Radford	1,000,000	0.898%
13	Olgen Pty Ltd	1,000,000	0.898%
14	Mr Thomas Markus Roeggla	1,000,000	0.898%
15	Hemsworth Holdings Pty Ltd	916,147	0.823%
16	Mr Colin Weekes	900,000	0.808%
17	BNP Paribas Nominees Pty Ltd ACF Clearstream	793,319	0.712%
18	Adams Plant Hire Pty Ltd	764,582	0.687%
19	Nutsville Pty Ltd <Indust Electric Co S/F A/C>	712,076	0.639%
20	Lot 99 Pty Ltd <Lot 99 Discretionary A/C>	670,000	0.602%
TOTAL SECURITIES OF TOP 20 HOLDINGS		68,650,48	61.640%
TOTAL SECURITIES		111,372,7480	

SUBSTANTIAL SHAREHOLDERS

A substantial shareholder is one who has a relevant interest in 5% or more of the total issued shares in the Company. Following are the substantial shareholders in the Company based on notifications provided to the Company under the Corporations Act 2011:

SHAREHOLDER	NUMBER OF SHARES HELD	% OF ISSUED CAPITAL
Turkey Investments Pty Ltd <Turkey Family A/C>	24,119,333	21.656%
2Sausos Pty Ltd <N & J Family A/C>	9,100,000	8.171%

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