

For personal use only

MINERALS 260 LIMITED

ACN 650 766 911

ANNUAL REPORT

For the period from Incorporation (4 June 2021) to 30 June 2021

CONTENTS

	PAGE
Contents	2
Directors' Report	3
Auditor's Independence Declaration	6
Financial Statements	7
Notes to the Financial Statements	10
Directors' Declaration	19
Independent Auditor's Report	20
ASX Additional Information	23

CORPORATE DIRECTORY

Board of Directors

Anthony Cipriano (appointed 4 June 2021)
David Richards (appointed 4 June 2021)
Timothy Goyder (appointed 4 June 2021)
Craig Williams (appointed 2 July 2021)

Non-Executive Chairman
Managing Director
Non-Executive Director
Non-Executive Director

Company Secretary

Clinton McGhie (appointed 4 June 2021)

Principal & Registered Office

Level 2, 1292 Hay Street,
West Perth, WA 6005
Tel: (+61 8) 6556 6020

Auditors

HLB Mann Judd (WA Partnership)
Level 4, 130 Stirling Street,
Perth WA 6000

Share Registry

Automic Pty Ltd
Level 2, 267 St Georges Terrace,
Perth, WA, 6000
Tel: (+61 2) 9698 5414

DIRECTORS' REPORT

The Board of Directors of Minerals 260 Limited (**Minerals 260** or the **Company**) presents the Directors' Report together with the financial statements of the Company for the 27 day period ended 30 June 2021.

Director's Information

The following persons were directors of the Company at any time during or since the end of the period:

Anthony Cipriano – Non-Executive Director (Chairman)

B.Bus, FCA, GAICD

(Appointed 4 June 2021)

Mr Cipriano is a Chartered Accountant with over 30 years' accounting and finance experience. Mr Cipriano was formerly a senior partner at Deloitte, National Tax Leader for Energy & Resources and leader of its Western Australian Tax Practice. Mr Cipriano has significant experience working in the resources sector and in particular dealing with the corporate, legal and financial aspects associated with operating in that sector. Mr Cipriano is currently a Non-Executive Director of Liontown Resources Limited (**Liontown**).

David Richards – Managing Director

BSc (Hons), MAIG

(appointed 4 June 2021)

Mr Richards has over 40 years' experience in mineral exploration in Australia, Southeast Asia and Africa. His career includes exploration and resource definition for a variety of mineral deposit styles including gold, copper and battery minerals. He led the teams that discovered the globally significant Kathleen Valley Lithium-Tantalum deposit in Western Australia, and the multi-million-ounce, high grade Vera-Nancy gold deposits in North Queensland. He has held senior positions with Battle Mountain Australia Inc, Delta Gold Limited, AurionGold Limited and was Managing Director of ASX-listed Glengarry Resources Limited from 2003 – 2009 and Liontown Resources Limited from 2010 to 2021. Mr Richards is currently a Director of Liontown and Woomera Mining Limited.

Timothy Goyder – Non-Executive Director

(appointed 4 June 2021)

Mr Goyder is an experienced mining executive and has over 40 years' experience in the resource industry. He has been involved in the formation and management of a number of publicly listed companies and is currently Chair of Chalice Mining Limited, Liontown and DevEx Resources Limited.

Russell (Craig) Williams – Non-Executive Director

BSc (Hons)

(appointed 2 July 2021)

Mr Williams is a Geologist with over 40 years' experience in mineral exploration and development. Mr Williams co-founded Equinox Minerals Limited in 1993 and was President, Chief Executive Officer and Director prior to Barrick Gold Corporation's takeover of Equinox. He has been directly involved in several significant discoveries, including the Ernest Henry Deposit in Queensland and a series of gold deposits in Western Australia. In addition to his technical capabilities, he also has extensive corporate management and financing experience. He is currently Chair of OreCorp Limited and a Non-Executive Director of Liontown.

DIRECTORS' REPORT

Company Secretary

The following persons were company secretaries of the Company at any time during or since the end of the period:

Clinton McGhie

B.Com, CA, FGIA, FFin
(appointed 4 June 2021)

Mr McGhie is an experienced Chartered Accountant and Company Secretary who commenced his career at a large international accounting firm and has since been involved with a number of ASX and AIM listed exploration and development companies operating in the resources sector, including Liontown, Salt Lake Potash Limited, Berkeley Energia Limited and Sovereign Metals Limited. Mr McGhie is a Fellow of the Governance Institute of Australia (Chartered Secretary), and a Fellow of the Financial Services Institute of Australasia.

Directors' Interests

The directors have no direct interests in the securities of the Company at the date of this report.

Meetings of Directors

There were no meetings held by the Board for the Company during the period. Board meetings were held by Parent entity, Liontown during the period.

Review of Operations

The Company made an operating loss of \$nil after income tax for the 27 day period year ended 30 June 2021.

Principal Activity

The Company was incorporated on 4 June 2021 for the purpose of spinning out the Moora and Koojan JV Projects from Liontown. Minerals 260 has been dormant since incorporation. However, it will evolve into a mineral exploration and development company upon completion of the proposed demerger and IPO.

Significant Changes to State of Affairs

The Company was incorporated during the period on 4 June 2021.

There were no other significant changes in the state of affairs of the Company during the period.

Events subsequent to Reporting Date

On 19 August 2021, the Company executed a Share Sale Agreement which sets out the terms upon which Liontown will sell and the Company will acquire ERL (Aust) Pty Ltd (**ERL**), which holds the Moora and Koojan JV Projects. As consideration for the transfer of its shareholding in ERL, the Company will issue Liontown with 159,999,000 shares which will be distributed in specie to eligible Liontown shareholders (**Demerger**).

The Company also executed a Demerger Implementation Deed which sets out the terms upon which the parties will facilitate the Demerger. Pursuant to the Demerger Implementation Deed, Liontown has agreed to provide transitional services to the Company for a period of 12 months after the date of implementation, which may include technical, corporate and administrative services at arm's length cost.

On 19 August 2021 the Company lodged a prospectus with ASIC for the pro-rata priority offer of shares in Minerals 260 to raise a minimum of \$15.0 million and up to \$30.0 million (**IPO**).

On the 22 September 2021, Liontown shareholders approved the demerger of Minerals 260.

DIRECTORS' REPORT

No other matters or circumstances have arisen since 30 June 2021 that have significantly affected, or may significantly affect, the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

Future developments, prospects and business strategies

Following completion of the Demerger and IPO, the Company intends to undertake exploration activities on the Moora and Koojan JV Projects, as well as other minor projects including the Dingo Rocks Project and Yalwest tenement applications. The Company will also evaluate and pursue other prospective early or advanced exploration projects in the resource sector.

Environmental regulation

The Company's exploration activities will be subject to various environmental regulations under Commonwealth and State legislation. The Directors are responsible for the regular monitoring of environmental exposures and compliance with environmental regulations. The Directors believe that the Company has adequate systems in place for the management of the requirements under those regulations and are not aware of any breach of such requirements as they apply to the Company.

Dividends

No dividends were paid or declared during the period.

Options

No options over issued shares or interests in the Company were granted during or since the end of the period and there were no options outstanding at the date of this report.

Indemnification of officers and auditor

During the period, the Parent entity had in place a contract insuring all Directors and Officers of the Company against liability incurred in that capacity. Disclosure of the nature of liabilities insured and the premium is subject to a confidentiality clause under the contract of insurance.

Proceedings on behalf of the Company

No person has applied under section 237 of the Corporations Act 2001 (Cth) for leave of the Court to bring proceedings on behalf of the Company, or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings. The Company was not a party to any such proceedings during the period.

Auditor's independence declaration

HLB Mann Judd was appointed and continues in office in accordance with section 327 of the Corporations Act 2001 (Cth).

The auditor's independence declaration is included on page 6 of this report.

Dated this 28th day of September 2021

Signed in accordance with a resolution of the directors:



David Richards
Director

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Minerals 260 Ltd for the period ended 30 June 2021, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- a) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- b) any applicable code of professional conduct in relation to the audit.

Perth, Western Australia
28 September 2021



D I Buckley
Partner

hlb.com.au

HLB Mann Judd (WA Partnership) ABN 22 193 232 714

Level 4, 130 Stirling Street, Perth WA 6000 / PO Box 8124 Perth BC WA 6849

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

Liability limited by a scheme approved under Professional Standards Legislation.

HLB Mann Judd (WA Partnership) is a member of HLB International, the global advisory and accounting network.

For personal use only

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the 27 days ended 30 June 2021

	Note	2021 \$
Continuing operations		
Revenue		-
Corporate administrative expenses	5	(1,124)
Exploration and evaluation expenses	5	-
(Loss) before income tax		(1,124)
Income tax (expense) / benefit	4	-
(Loss) from continuing operations		(1,124)
Other comprehensive (loss) for the period, net of tax		-
Total comprehensive (loss) for the period		(1,124)
Attributable to owners of the company		(1,124)

The above Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

STATEMENT OF FINANCIAL POSITION

As at 30 June 2021

	Note	2021 \$
Current Assets		
Trade and other receivables		1,000
Total Current Assets		1,000
Total Assets		1,000
Current liabilities		
Borrowings	7	1,124
Total current liabilities		1,124
Total liabilities		1,124
Net liabilities		(124)
Equity		
Share capital	8	1,000
Accumulated losses		(1,124)
Total deficiency		(124)

The above Statement of Financial Position should be read in conjunction with the accompanying notes.

STATEMENT OF CHANGES IN EQUITY

For the 27 days ended 30 June 2021

	Issued capital \$	Accumulated losses \$	Total equity \$
As at 1 July 2020	-	-	-
Loss for the period	-	(1,124)	(1,124)
Total comprehensive loss for the period	-		
Transactions with owners in their capacity as owners			
Issue of shares (net of costs)	(1,000)	-	(1,000)
As at 30 June 2021	(1,000)	(1,124)	(124)

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes.

NOTES TO THE FINANCIAL STATEMENTS

For the 27 day period ended 30 June 2021

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Preparation

These general-purpose financial statements have been prepared in accordance with the requirements of the Corporations Act 2001 (Cth), Australian Accounting Standards and interpretations issued by the Australian Accounting Standards Board (**AASB**). The financial statements of the Company also comply with the International Financial Reporting Standards (**IFRS**) as issued by the International Accounting Standards Board (**IASB**).

The financial statements have been prepared for the 27 day period since incorporation on 4 June 2021. No comparatives are presented due to the Company being incorporated in the current period.

The presentational and functional currency is Australian Dollars. The financial statements have been prepared on an accrual basis and are based on historical costs unless otherwise stated in the notes.

The Company's Parent entity, Liontown Resources Limited, includes the Company in its consolidated financial statements, which are prepared in accordance with Australian Accounting Standards and also comply with the IFRS as issued by the IASB. The consolidated financial statements are available to the public and may be obtained from the Company's registered office at Level 2, 1292 Hay Street, West Perth, Western Australia 6005.

b. Use of estimates and judgements

The Directors evaluate estimates and judgements 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 from the Parent entity.

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements are outlined below.

- **Deferred taxation:** Deferred tax assets in respect of temporary differences have not been brought to account as it is not considered probable that the Company will be able to use these difference and subsequent taxation losses into the future through generating taxable profits.

c. Going Concern

The financial statements have been prepared on a going concern basis and is dependent on the continuous financial support from its Parent entity in order to meet its commitments and working capital needs for a period not less than twelve months from the date of the financial statements. The Directors have received a letter of support from its Parent entity confirming its continued support for this period.

On this basis, the Directors are satisfied that it is appropriate to prepare the financial statements of the Company on a going concern basis. The financial statements do not include any adjustment to the carrying amount or classification of assets and liabilities that would occur if the Company was unable to continue as a going concern.

d. Exploration and evaluation expenditure

Costs incurred in the exploration and evaluation stages of specific areas are expensed in the statement of profit or loss and other comprehensive income as incurred. All exploration and evaluation expenditure, including general permit activity, geological and geophysical costs, project generation and drilling costs, are expensed as incurred. In addition, costs associated with acquiring interests in new exploration licences and study related costs are also expensed. Once the technical feasibility and commercial viability of extracting a mineral resource is demonstrable in respect to an area of interest, development expenditure is capitalised to the statement of financial position.

NOTES TO THE FINANCIAL STATEMENTS

For the 27 day period ended 30 June 2021

e. Issued Capital

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

f. Income Tax

The charge for current income tax expense is based on the profit for the period adjusted for any non – assessable or disallowed items. It is calculated using tax rates that have been enacted or are substantially enacted as at balance date. Deferred tax is accounted for using the statement of financial position 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 taxation profit or loss. Deferred income tax assets and liabilities are recognised to the extent that it is probable that the future tax profits will be available against which deductible temporary differences will be utilised. The Company is currently part of a consolidated tax group. The agreements between the head company and Minerals 260 provides for the transfer of losses from the Company to the Parent entity at the conclusion of each tax year. A compensating loss payment is only made where it is probable that the losses will be utilised.

No deferred tax balances or associated benefits from the tax agreements have been recognised through the period as it is not considered probable that asset recognition criteria have would be met.

g. Goods and Services Tax

As at 30 June 2021, the Company was not registered for GST. As a result, revenues, expenses and assets are recognised gross of the amount of goods and services tax (GST). Receivables and payables are stated gross of GST.

h. Borrowings and Borrowing Costs

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are derecognised when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Borrowing costs include interest expense calculated using the effective interest method, finance charges in respect of finance leases, and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

Borrowing costs are expensed as incurred, except for borrowing costs incurred as part of the cost of the construction of a qualifying asset, which are capitalised until the asset is ready for its intended use or sale.

i. Financial Instruments

Recognition, initial measurement and recognition

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument. Financial instruments (except for trade receivables) are measured initially at fair value adjusted by transactions costs, except for those carried “at fair value through profit or loss”, in which case transaction costs are expensed to profit or loss. Where available, quoted prices in an active market are used to determine the fair value. In other circumstances, valuation

NOTES TO THE FINANCIAL STATEMENTS

For the 27 day period ended 30 June 2021

i. Financial Instruments (continued)

Recognition, initial measurement and recognition (continued)

techniques are adopted. 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

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 other comprehensive income (FVOCI); and
- fair value through profit or loss (FVPL).

Classifications are determined by both:

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

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Company's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

Financial assets at fair value through other comprehensive income

The Company measures debt instruments at fair value through OCI if both of the following conditions are met:

- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding; and
- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling the financial asset.

For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI.

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under AASB 132 Financial Instruments: Presentation and are not held for trading.

NOTES TO THE FINANCIAL STATEMENTS

For the 27 day period ended 30 June 2021

i. Financial Instruments (continued)

Financial assets at fair value through profit or loss (FVPL)

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term.

Financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Company designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss.

All interest-related charges and, if applicable, gains and losses arising on changes in fair value are recognised in profit or loss.

j. Impairment

The Company assesses on a forward-looking basis the expected credit loss associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the Company applies the simplified approach permitted by AASB 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

k. New Accounting Standards for application in future periods

In the period ended 30 June 2021, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Company's operations and effective for annual reporting periods beginning on or after 1 July 2020. It has been determined that there is no impact, material or otherwise, of the new and revised Standards and Interpretations on the Company.

NOTE 2: FINANCIAL RISK MANAGEMENT

The Directors provide principles for overall risk management, as well as policies covering specific areas and oversees the Company's risk profile.

a. Financial risk management objectives

The Directors monitor and manage the financial risk relating to the operations of the Company. The Company's activities include exposure to liquidity risk only. The overall risk management strategy for the Company focuses on the unpredictability of the finance markets and seeks to minimise the potential adverse effects on the financial performance of the Company. Risk management is carried out under the direction of the Directors.

b. Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 1 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the 27 day period ended 30 June 2021

NOTE 2: FINANCIAL RISK MANAGEMENT (continued)

c. Market price risk

The Company is involved in the exploration and development of mining tenements for minerals. Should the Company successfully progress to a producer, revenues associated with mineral sales, and the ability to raise funds through equity and debt, will have some dependence upon commodity prices.

d. Credit risk

The Company is not exposed to changes in credit risk and market interest rates.

The Company does not presently have customers and consequently does not have credit exposure to outstanding receivables. The Company may in the future be exposed to interest rate risk should it borrow funds for acquisition and development.

e. Fair value of financial instruments

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes. All financial assets and financial liabilities of the Company at balance date are recorded at amounts approximating their carrying amount.

f. Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the Directors. The Directors have determined an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements.

g. Cash flow and interest rate risk

The Company's operating cash flows are not exposed to changes in market interest rates.

NOTE 3: SEGMENT INFORMATION

The Company has one segment, which is mineral exploration in Australia.

NOTES TO THE FINANCIAL STATEMENTS

For the 27 day period ended 30 June 2021

NOTE 4: INCOME TAX

Income tax expense comprises:

	2021 \$
Current tax expenses	-
Deferred tax expense relating to originating or reversing of temporary differences	-
Total tax expense / (benefit)	-

Numerical reconciliation between tax expense and pre-tax net loss:

	2021 \$
Loss before tax	(1,124)
Income tax benefit using the domestic corporation tax rate of 26%	(292)
(Increase)/Decrease in income tax benefit due to:	-
Temporary differences	-
Deferred tax assets and liabilities transferred to the Parent entity	292
Income tax expense on loss before tax	-

Unrecognised deferred tax balances

As the Company is in a consolidated tax group, the Company does not recognise deferred tax assets for taxation losses that have been assumed by the Parent entity.

NOTES TO THE FINANCIAL STATEMENTS

For the 27 day period ended 30 June 2021

NOTE 5: INCOME AND EXPENSES

Corporate and administration expenses

	2021 \$
Regulatory and compliance	(1,124)
	(1,124)

Exploration and evaluation expenditure

	2021 \$
Other	-
	-

NOTE 6: TRADE AND OTHER PAYABLES

	2021 \$
Accrued expenses	-
	-

Trade and other payables are initially recognised at fair value and subsequently measured at amortised cost. Trade and other payables are presented as current liabilities unless payment is not due within 12 months.

NOTE 7: BORROWINGS

This note provides information about the contractual terms of the Company's intercompany loans from the Parent entity.

	2021 \$
Loan from Liantown Resources Limited (Parent)	1,124
	1,124

The loans are unsecured, repayable on demand and are not interest bearing. Due to the short-term nature of the liabilities, their carrying value is assumed to be the same as their fair value. It is expected that loans from Parent to the Company will be forgiven prior to Demerger.

NOTE 8: ISSUED CAPITAL

	2021 \$
1,000 fully paid ordinary shares issued net of costs	1,000
	1,000

Ordinary shares entitle the holder to participate in dividends and the proceeds from winding up of the Company in proportion to the number and amounts paid on the shares held.

NOTE 9: DIVIDENDS

No dividends were declared or paid for the period ended 30 June 2021.

For personal use only

NOTES TO THE FINANCIAL STATEMENTS

For the 27 day period ended 30 June 2021

NOTE 10: RELATED PARTY TRANSACTIONS

a. Key management personnel

The following were key management personnel of the Company at any time during the reporting period and unless otherwise indicated were key management personnel for the entire period:

Directors

- A Cipriano (appointed 4 June 2021)
- D Richards (appointed 4 June 2021)
- T Goyder (appointed 4 June 2021)
- C Williams (appointed 2 July 2021)

The directors received no remuneration during the period. The directors are remunerated by a fellow group undertaking.

b. Loans made to key management personnel and related parties

No loans were made to key management personnel and their related parties.

c. Transactions with related parties

	2021 \$
Payments to suppliers and employees – Regulatory and compliance costs	(1,124)
Paid up capital receivable from Liantown Resources Ltd	1,000
	(124)

d. Payable related parties

	2021 \$
Loan from Liantown Resources Limited (Parent)	
Beginning of period	-
Movements	1,124
End of period	(1,124)

The Company has no active bank account as at reporting date.

e. Terms and conditions

The terms of the loan are set out in note 7.

NOTE 11: FINANCIAL INSTRUMENTS

a. Maturity profile of financial instruments

The following table details the Company's exposure to interest rate risk and the maturity profile of financial liabilities as at 30 June 2021:

	Non-Interest bearing \$
<i>Financial liabilities</i>	
Amounts due to related companies	1,124
	1,124

NOTES TO THE FINANCIAL STATEMENTS

For the 27 day period ended 30 June 2021

b. Risk and sensitivity

Refer to Note 2 for details on the Company's approach to financial risk management.

NOTE 12: COMMITMENTS

At balance date the Company had no commitments.

NOTE 13: CONTINGENT LIABILITIES AND ASSETS

At balance date the Company had no contingent liabilities or assets.

NOTE 14: AUDITOR'S REMUNERATION

	2021 \$
HLB Mann Judd – audit services	
Audit and review of financial reports	-
	-

The Company's auditor did not provide any non-audit and assurance services during the period.

NOTE 15: EVENTS SUBSEQUENT TO REPORTING DATE

On 19 August 2021, the Company executed a Share Sale Agreement which sets out the terms upon which Liantown will sell and the Company will acquire ERL (Aust) Pty Ltd (**ERL**), which holds the Moora and Koojan JV Projects. As consideration for the transfer of its shareholding in ERL, the Company will issue Liantown with 159,999,000 shares which will be distributed in specie to eligible Liantown shareholders (**Demerger**).

The Company also executed a Demerger Implementation Deed which sets out the terms upon which the parties will facilitate the Demerger. Pursuant to the Demerger Implementation Deed, Liantown has agreed to provide transitional services to the Company for a period of 12 months after the date of implementation, which may include technical, corporate and administrative services at arm's length cost.

On 19 August 2021 the Company lodged a prospectus with ASIC for the pro-rata priority offer of shares in Minerals 260 to raise a minimum of \$15.0 million and up to \$30.0 million (**IPO**).

On the 22 September 2021, Liantown shareholders approved the demerger of Minerals 260.

No other matters or circumstances have arisen since 30 June 2021 that have significantly affected, or may significantly affect, the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

DIRECTORS' DECLARATION

The Directors have determined that the Company is not a reporting entity and that this general purpose financial report was prepared in accordance with the accounting policies described in Note 1 to the financial statements.

The Directors declare that:

- a. The financial statements, notes and additional disclosures, are in accordance with the *Corporations Act 2001 (Cth)* (**Corporations Act**), including:
 - i. complying with Accounting Standards; and
 - ii. giving a true and fair view of the Company's financial position as at 30 June 2021 and of its performance for the 27 day period ended 30 June 2021.
- b. In the Directors' opinion there are reasonable grounds to believe that the Company 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 section 303(5) of the Corporations Act.

On behalf of the Directors



David Richards
Director

Dated this 28th day of September 2021

INDEPENDENT AUDITOR'S REPORT

To the members of Minerals 260 Ltd

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Minerals 260 Ltd ("the Company") which comprises the statement of financial position as at 30 June 2021, the statement of profit or loss and other comprehensive income and the statement of changes in equity for the period 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 Company is in accordance with the *Corporations Act 2001*, including:

- a) giving a true and fair view of the Company's financial position as at 30 June 2021 and of its financial performance for the period then ended; and
- b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

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

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

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

The directors are responsible for the other information. The other information comprises the information included in the Company's financial report for the period ended 30 June 2021, but does not include the financial report and our auditor's report thereon.

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

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

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

hlb.com.au

HLB Mann Judd (WA Partnership) ABN 22 193 232 714

Level 4, 130 Stirling Street, Perth WA 6000 / PO Box 8124 Perth BC WA 6849

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

Liability limited by a scheme approved under Professional Standards Legislation.

HLB Mann Judd (WA Partnership) is a member of HLB International, the global advisory and accounting network.

For personal use only

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 Company 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 Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

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

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 Company'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 Company'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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

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

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



HLB Mann Judd
Chartered Accountants

Perth, Western Australia
28 September 2021



D I Buckley
Partner

For personal use only

ASX ADDITIONAL INFORMATION

Additional information required by the ASX Listing Rules and not disclosed elsewhere in this report applicable as at 12 October 2021 is set out below.

SHAREHOLDING INFORMATION

The issued capital of the Company at 12 October 2021 is 220,000,000 fully paid ordinary shares. The Company has also issued 9,750,000 unlisted options exercisable at \$0.72, and expiring 30 September 2024.

Top 20 Shareholders as at 12 October 2021

Position	Holder Name	Holding	%
1	MR TIMOTHY RUPERT BARR GOYDER*	30,726,400	13.97%
2	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED*	10,654,170	4.84%
3	BNP PARIBAS NOMINEES PTY LTD ACF CLEARSTREAM	7,817,885	3.55%
4	CS THIRD NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 13 A/C>	4,611,191	2.10%
5	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	4,563,017	2.07%
6	GKCF SUPER PTY LTD <GRAHAM KLUCK DRILLI S/F A/C>*	3,942,233	1.79%
7	CITICORP NOMINEES PTY LIMITED	3,134,988	1.43%
8	MR CRAIG R WILLIAMS*	2,892,075	1.31%
9	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	2,712,356	1.23%
10	THE UNIVERSAL ZONE PTY LTD <KLUCK PROPERTY A/C>*	2,440,165	1.11%
11	CLEMENT PTY LTD <D&M GOYDER FAMILY S/FUND A/C>	2,238,618	1.02%
12	MR DAVID ROSS RICHARDS*	1,997,137	0.91%
13	BNP PARIBAS NOMINEES PTY LTD HUB24 CUSTODIAL SERV LTD <DRP A/C>	1,980,987	0.90%
14	ANISIMOFF SUPER FUND PTY LIMITED<ANISIMOFF SUPER FUND A/C>	1,847,536	0.84%
15	NATIONAL NOMINEES LIMITED	1,789,580	0.81%
16	LUJETA PTY LTD <MARGARET A/C>	1,782,798	0.81%
17	MR ANTHONY CIPRIANO*	1,752,268	0.80%
18	BNP PARIBAS NOMS PTY LTD <DRP>	1,653,368	0.75%
19	MR DAVID JOHN BARR GOYDER <THE BARR FAMILY A/C>	1,544,596	0.70%
20	SANDINI PTY LTD <KARRATHA RIGGING UNIT A/C>	1,500,000	0.68%
	Total	91,581,368	41.63%
	Total issued capital - selected security class(es)	220,000,000	100.00%

*Aggregated as a 'Grouped' holding

Substantial Shareholders

Holder Name	Holding	%
MR TIMOTHY RUPERT BARR GOYDER	30,726,400	13.97%

ASX ADDITIONAL INFORMATION

Distribution of equity security holders

Shares

Holding Ranges	Holders	Total Units	% Issued Share Capital
above 0 up to and including 1,000	6,594	2,069,386	0.94%
above 1,000 up to and including 5,000	2,838	7,565,759	3.44%
above 5,000 up to and including 10,000	1,255	8,867,249	4.03%
above 10,000 up to and including 100,000	1,507	44,274,091	20.12%
above 100,000	280	157,223,515	71.47%
Totals	12,474	220,000,000	100.00%
Unmarketable Parcel	6,594	2,069,386	0.94%

Unquoted Options

Type of Security	Holder Name	Number of Holders	Units
Unlisted options exercisable at \$0.72, expiring 30 September 2024.	Mr David Ross Richards	1	2,000,000
	Other holders < 20%	6	7,750,000
	Total Holders	7	9,750,000

Restricted Securities

The Company confirms that the following securities are subject to ASX imposed restrictions in accordance with the Listing Rules for the periods outlined below:

Security	Number	Restriction Period
Unlisted options exercisable at \$0.72, expiring 30 September 2024.	9,000,000	24 months from the date of quotation of Shares
Unlisted options exercisable at \$0.72, expiring 30 September 2024.	750,000	12 months from the date of issue of Options

Voting Rights

The voting rights to the ordinary shares set out in the Company's Constitution are:

- (a) on a show of hands, each Member present in person and each other person present as a proxy, attorney or Representative of a Member has one vote; and
- (b) on a poll:
 - (i) each Member present in person has one vote for each fully paid share held by the Member;
 - (ii) each person present as proxy, attorney or Representative of a Member has one vote for each fully paid share held by the Member that the person represents; and
 - (iii) each Member who has duly lodged a valid direct vote in respect of the relevant resolution has one vote for each fully paid share held by the Member.

Holders of options do not have voting rights.

On-Market Buy-Back

There is no current on-market buy-back of securities.

ASX ADDITIONAL INFORMATION

USE OF FUNDS

The Company has used the cash and assets in a form readily convertible to cash that it had at the time of admission to the Official List of the ASX in accordance with its stated business objectives.

CORPORATE GOVERNANCE STATEMENT

Minerals 260 has adopted a comprehensive system of control and accountability for the administration of corporate governance. The Board is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

In establishing the Company's corporate governance framework, to the extent they are applicable to the Company, the Board has referred to the recommendations set out in the ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations – 4th Edition'.

The Company's Corporate Governance Statement 2021, which explains how Minerals 260 complies with the ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations – 4th Edition' in relation to the year ended 30 June 2021, is available in the Corporate Governance section of the Company's website, www.minerals260.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.

LIST OF INTERESTS IN TENEMENTS

Licence	Registered Holder (100%)	Status	Nature of Interest
Moora Project			
E70/5217	ERL (Aust) Pty Ltd	Granted	100%
E70/5286	ERL (Aust) Pty Ltd	Granted	
E70/5287	ERL (Aust) Pty Ltd	Granted	
Koojan JV Project			
E70/5312	Coobaloo Minerals Pty Ltd	Granted	0% - right to earn 51% in accordance with Farm-in and Joint Venture Agreement
E70/5337	Coobaloo Minerals Pty Ltd	Granted	
E70/5429	Coobaloo Minerals Pty Ltd	Granted	
E70/5450	Coobaloo Minerals Pty Ltd	Granted	
E70/5515	Coobaloo Minerals Pty Ltd	Granted	
E70/5516	Coobaloo Minerals Pty Ltd	Granted	
P70/1743	Coobaloo Minerals Pty Ltd	Application	
Dingo Rocks			
E63/2070	ERL (Aust) Pty Ltd	Application	100%
Yalwest			
ELA59/2541	ERL (Aust) Pty Ltd	Pending	100%
ELA59/2604	ERL (Aust) Pty Ltd	Pending	