Orange Minerals NL

A.C.N. 650 435 895

Financial Statements
For the Period ended 30 June 2021

Contents

Directors' report

Your directors present their report on Orange Minerals NL (**Orange Minerals NL** or **the Company**) for the period 30 October 2020 to 30 June 2021.

Orange Minerals NL was incorporated with the intention of listing on the Australian Securities Exchange (**ASX**).

Directors

The names of Directors in office at any time during or since the end of the period are:

- Conrad George Manuel Karageorge Director (Appointed 24 May 2021)
- David Kenneth Wallace Michael Director (Appointed 24 May 2021)
- Peter Basil Wallace Michael Director (Appointed 24 May 2021)

Directors have been in office since the start of the period to the date of this report unless otherwise stated. For additional information of Directors including details of the qualifications of Directors please refer to paragraph 6 Information relating to the directors of this Directors Report.

Company secretary

The following person held the position of Company Secretary at the end of the period:

- Conrad George Manual Karageorge
  Qualifications : LLB, BComm
  Experience : Conrad is a corporate adviser and resources executive with experience in precious and base metals in Australia and Africa. He has degrees in law and commerce and is admitted to practice law in Western Australia.

  Conrad has undertaken management and strategy consulting roles with Amani Gold Limited, Argent Minerals Limited, MinRex Resources Limited and is a non-executive director of Bassari Resources Limited.

Dividend paid or recommended

There were no dividends paid or recommended during the period ended 30 June 2021.

Significant changes in the state of affairs

There have been no significant changes in the state of affairs of the Company during the period ended 30 June 2021 other than disclosed elsewhere in this Annual Report.

Operating and financial review

Nature of Operations and Principal Activities

The Company was incorporated as a no liability, unlisted public company on 24 May 2021, for the purpose of exploring for, discovering and then proceeding to develop mineral deposits.

Operations Review

The sole shareholder of Orange Minerals NL (the Company) is St Barnabas Investments Pty Ltd as trustee for the Melvista Family A/C (Seller).

The Company wishes to conduct an initial public offering (IPO) on the Australian Securities Exchange (ASX) and determined to incorporate a new special purpose vehicle to facilitate the IPO. Orange Minerals NL was incorporated to become the parent company of Orange Minerals Pty Ltd (Restructure) and the entity who will seek a listing of its shares on the ASX.

Given the nature of the Restructure, Orange Minerals NL was incorporated with the same capital structure as the seller which comprises 1 fully paid ordinary share in Orange NL held by the seller.

To effect the Restructure, the Seller and Orange NL entered into a share sale agreement dated 31 May 2021 under which the Seller sold, and Orange NL purchased, the 1 fully paid ordinary share on issue in Orange Minerals Pty Ltd on the terms and conditions of the Sale Agreement.

Orange Minerals Pty Ltd proposed to change its name from "Orange Minerals Pty Ltd" to "Orange Minerals (NSW) Pty Ltd" to help effect a restructure of the Group.

ASSET ACQUISTIONS REGISTER

COMPANY	AGREEMENT	DATE AGREEMENT SIGNED	TENEMENT	DEAL TYPE	CONSIDERATION TERMS[1]
ORANGE MINERALS NL					
ORANGE MINERALS	N/A	Application Date 1. 30/4/20 2. 30/4/21 3. 16/4/21	1. ELA 6272 2. ELA 6273 3. ELA 6267	APPLICATION	**Nil.**
ORANGE MINERALS (NSW) PTY LTD					
GODOLPHIN RESOURCES LIMITED	**1.** Binding Term Sheet (Joint Venture) signed with Godolphin Tenements Pty Ltd (a wholly owned subsidiary of Godolphin Resources Pty Ltd) **2.** Joint Venture Agreement with signed with Godolphin Tenements Pty Ltd (a wholly owned subsidiary of Godolphin Resources Pty Ltd)	1. 17/12/20 2. 26/3/21	EL8554	JOINT VENTURE	**Tenement / Expenditure / Period / Interest** EL8554 / $1M / 3 Years / 70%
	1. Binding Term Sheet (Joint Venture) signed with Godolphin Tenements Pty Ltd (a wholly owned subsidiary of Godolphin Resources Pty Ltd) **2.** Joint Venture Agreement with signed with Godolphin Tenements Pty Ltd (a wholly owned subsidiary of Godolphin Resources Pty Ltd)	1. 17/12/20 2. 26/3/21	EL8323		EL8323 / $1M / 3 Years / 70%
	1. Binding Term Sheet (Joint Venture) signed with Godolphin Tenements Pty Ltd and TriAusMin Pty Ltd(a wholly owned subsidiary of Godolphin Resources Pty Ltd) **2.** Joint Venture Agreement with signed with Godolphin Tenements Pty Ltd and TriAusMin Pty Ltd(a wholly owned subsidiary of Godolphin Resources Pty Ltd)	1. 17/12/20 2. 26/3/21	EL8555 EL8580 ML739		EL8555, EL8580, ML739 / $1.5M / 3 Years / 70%
IMPACT MINERALS LIMITED	Binding Term Sheet signed with Drummond West (a wholly owned subsidiary of Impact Minerals Limited).	21/12/20	EL8632 EL8505 (PARTIAL)	ACQUISITION	OMG Shares ($0.20) - $134,000 Cash - $15,000 (Paid) 1% Royalty on EL8632 and EL8505 (partial)
HISTORIC GOLD MINES PTY LTD	Binding Term Sheet signed with Historic Gold Mines Pty Ltd	13/11/20	EL9109	ACQUISITION	OMG Shares ($0.20) - $45,000 Cash - $26,000 (pending successful listing)
BONANZA MINERALS LIMITED	Binding Term Sheet signed with Bonanza Minerals Pty Ltd	13/11/20	EL9032	ACQUISITION	OMG Shares ($0.20) - $50,000 Cash - $13,000 (pending successful listing)
BULLSEYE GOLD PTY LTD	1. Binding Term Sheet signed with Bullseye Gold Pty Ltd 2. Option Expiry - 30 September 2021	1. 13/11/20 2. 26/11/21	ELA6037 EL9076 EL9130 EL9131 EL9056	ACQUISITION ACQUISITION OPTION OPTION OPTION	**Option Fees (Paid) / Cash Price / Shares** ELA6037: – / $13,500 / $22,500 EL9076: N/A / $26,000 / $25,000 EL9130: $1,250 / $9,750 / $11,250 EL9131: $1,250 / $9,750 / $11,250 EL9056: $2,500 / $19,550 / $19,500
WESTERN SILVER PTY LTD	Binding Term Sheet signed with Western Silver Pty Ltd Option Expiry - 30 September 2021	26/11/20	ELA6134 ELA6135	OPTION	**Option Fee Paid / Cash Price / Shares** $5,000 / $39,000 / $70,000

[1] Note unless specified, cash and share consideration are due to be paid completion of the conditions precedent outlined in the term sheets.

Financial Review

Operating Results

For the period ended 30 June 2021 the Company reported a loss before tax of $78,213.

Financial Position

The net liabilities of the Company is $78,212 at 30 June 2021. As at 30 June 2021, the Company's cash and cash equivalents is $1 and working capital deficiency of $94,712.

The financial report has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business.

The Company incurred a loss for the period of $78,213 and a net operating cash out-flow of $68,189.

The directors are satisfied that the going concern basis of preparation is appropriate as the directors are confident of the Company's ability to raise additional funds as and when they are required.

The ability of the Company to continue as a going concern is principally dependent upon the ability of the Company to secure funds by raising capital and managing cash flow in line with available funds. These conditions indicate a material uncertainty that may cast significant doubt about the ability of the Company to continue as a going concern and realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

Should the Company be unable to continue as a going concern it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different to those stated in the financial statements. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or to the amount and classification of liabilities that might result should the Company be unable to continue as a going concern and meet its debts as and when they fall due.

Events Subsequent to Reporting Date

Orange Minerals NL completed a "Promoter" round of capital raising on 2 July 2021. The round involved the issue of 13,000,000 shares at a price of $0.01 per share raising $130,000.

There are no other significant after balance date events that are not covered in this Directors' Report or within the financial statements at Note 14 Events subsequent to reporting date.

Future Developments, Prospects and Business Strategies

Likely developments, future prospects and business strategies of the operations of the Company and the expected results of those operations have not been included in this report as the Directors believe that the inclusion of such information would be likely to result in unreasonable prejudice to the Company.

Environmental Regulations

The Company's operations are not currently subject to any other significant environmental regulations in the jurisdictions it operates in, namely Australia.

Information relating to the directors

Peter Basil Wallace Michael

Peter has over 20 years' experience in the property sector encompassing the arrangement and execution of commercial and residential property transactions, land development, construction and joint venture operations utilising an extensive network of contacts throughout Australia.

David Kenneth Wallace Michael

David is a Perth based stockbroker with Euroz-Hartleys with over 30 years' experience in accounting, corporate advisory and the resources industry.

Conrad George Manuel Karageorge

Conrad is a corporate adviser and resources executive with experience in precious and base metals in Australia and Africa. He has degrees in law and commerce and is admitted to practice law in Western Australia.

Meetings of directors

During the period no meeting of Directors was held.

Indemnifying officers or auditors

Indemnification

The Company has agreed to indemnify all the directors of the Company for any liabilities to another person (other than the Company or related body corporate) that may arise from their position as directors of the Company and its controlled entities, except where the liability arises out of conduct involving a lack of good faith.

Insurance premiums

During the period the Company has paid a premium of $Nil in respect of a contract to insure the directors and officers of the Company and its controlled entities against any liability incurred in the course of their duties to the extent permitted by the Corporations Act 2001

Options

Unissued shares under option

No options have been issued by the Company.

Shares issued on exercise of options

None.

Proceedings on behalf of the company

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

The Company was not a party to any such proceedings during the period.

Auditors independence declaration

The auditor's independence declaration under section 307C of the *Corporations Act 2001* (Cth) for the period ended 30 June 2021 has been received and can be found on page 7.

This Report of the Directors is signed in accordance with a resolution of directors made pursuant to s.298(2) of the Corporations Act 2001 (Cth).

CONRAD GEORGE MANUEL KARAGEORGE
Director
Dated this 28th day of July 2021

Tel: +61 8 6382 4600
Fax: +61 8 6382 4601
www.bdo.com.au

38 Station Street
Subiaco, WA 6008
PO Box 700 West Perth WA 6872
Australia

DECLARATION OF INDEPENDENCE BY JARRAD PRUE TO THE DIRECTORS OF ORANGE MINERALS NL

As lead auditor of Orange Minerals NL for the period ended 30 June 2021, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Orange Minerals NL and the entity it controlled during the period.

Jarrad Prue

Partner

BDO Audit (WA) Pty Ltd

Perth, 28 July 2021

Statement of profit or loss and other comprehensive income

For the period ended 30 June 2021

	Note	2021 $
Continuing operations		
Revenue		-
Compliance costs		923
Consulting fees		25,000
Exclusivity fees		33,000
Professional fees		15,819
Other expenses		3,471
(Loss) before tax		(78,213)
Income tax benefit / (expense)	**3**	-
Net (loss) for the period		**(78,213)**
Other comprehensive income, net of income tax		
Items that will not be reclassified subsequently to profit or loss		-
Items that may be reclassified subsequently to profit or loss		-
Other comprehensive income for the period, net of tax		-
Total comprehensive loss for the period		**(78,213)**

The statement of profit or loss and other comprehensive income is to be read in conjunction with the accompanying notes.

Statement of financial position

As at 30 June 2021

	Note	2021 $
Current Assets		
Cash on hand	**4**	1
Prepayments		10,000
Total Current Assets		10,001
Non-Current Assets		
Exploration and Evaluation	**5**	16,500
Total Non-Current Assets		16,500
Total Assets		**26,501**
Current Liabilities		
Trade Payables and other payables	**6**	10,024
Loans	**7**	94,689
Total Current Liabilities		**104,713**
Total Liabilities		**104,713**
Net Liabilities		**(78,212)**
Equity		
Issued capital	**8**	1
Accumulated losses		(78,213)
Total Equity		**(78,212)**

The statement of financial position is to be read in conjunction with the accompanying notes.

Statement of changes in equity

For the period ended 30 June 2021

	Note	Issued Capital $	Accumulated Losses $	Total $
Balance as at 30 October 2020		**-**	**-**	**-**
Loss for the period		-	(78,213)	(78,213)
Other comprehensive income for the period		-	-	-
Total comprehensive income for the period		**-**	**-**	**(78,213)**
Transactions with owners, directly in equity				
Share application funds received	**8**	1	-	1
Transaction costs		-	-	-
Balance at 30 June 2021		**1**	**(78,213)**	**(78,212)**

The statement of changes in equity is to be read in conjunction with the accompanying notes.

Statement of cash flows

For the period ended 30 June 2021

	Note	2021 $
Cash flows from operating activities		
Payments to suppliers and employees		(68,189)
Net cash used in operating activities	**4b.i**	**(68,189)**
Cash flows from investing activities		
Acquisition of tenement		(16,500)
Prepayment for tenement acquisition		(10,000)
Net cash used in investing activities		**(26,500)**
Cash flows from financing activities		
Proceeds from issue of shares		1
Proceeds from borrowings		94,689
Net cash provided from financing activities		**94,690**
Net increase in cash held		**1**
Cash and cash equivalents at the beginning of the period		-
Cash and cash equivalents at the end of the period	**4**	**1**

The statement of cash flows is to be read in conjunction with the accompanying notes.

Notes to the financial statements

For the period ended 30 June 2021

Note 1 Statement of significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted
The 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.

The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the entity.

The following Accounting Standards and Interpretations are most relevant to the consolidated entity:

Conceptual Framework *for Financial Reporting (Conceptual Framework)*
The entity has adopted the revised Conceptual Framework from 1 July 2020. The Conceptual Framework contains new definition and recognition criteria as well as new guidance on measurement that affects several Accounting Standards, but it has not had a material impact on the consolidated entity's financial statements.

AASB 1060 General Purpose Financial Statements - Simplified Disclosures for For-Profit and Not-for-Profit Tier 2 Entities
The entity has adopted AASB 1060 from 1 July 2020. The standard provides a new Tier 2 reporting framework with simplified disclosures that are based on the requirements of IFRS for SMEs. As a result, there is increased disclosure in these financial statements for key management personnel, related parties, tax and financial instruments.

1.1 Basis of preparation
These general purpose financial statements have been prepared in accordance with the Australian Accounting Standards - Simplified Disclosures issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities.

Historical cost convention
The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

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 consolidated entity'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.

Merger and Acquisition
On 31 May 2021 Orange Minerals NL completed the acquisition of Orange Minerals (NSW) Pty Ltd, an Australian-based company. Under the Australian Accounting Standards Orange Minerals NL was deemed to be the accounting acquirer in this transaction. The acquisition was based on the terms and conditions of the Share Sale Agreement.

Accordingly, the consolidated financial statements of Orange Minerals NL have been prepared as a continuation of the business and operations of Orange Minerals (NSW) Pty Ltd. As the deemed acquirer, Orange Minerals NL has been accounted for the acquisition of Orange Minerals (NSW) Pty Ltd from 31 May 2021.

Note 1 Statement of significant accounting policies (continued)

The implication of the acquisition by Orange Minerals NL on the financial statements are as follows:

- *Statement of Profit or Loss and Other Comprehensive Income*
  The statement of profit or loss and other comprehensive income comprises the total comprehensive income for the 9 months ended 30 June 2021 for Orange Minerals (NSW) Pty Ltd and the period from 31 May 2021 to 30 June 2021 for Orange Minerals NL.

- *Statement of Financial Position*
  The statement of financial position as at 30 June 2021 represents the combination of Orange Minerals NL and its wholly owned subsidiary Orange Minerals (NSW) Pty Ltd.

- *Statement of Changes in Equity*
  The statement of Changes in Equity comprises:
  - The equity balance of Orange Minerals (NSW) Pty Ltd at registration date (30 October 2020).
  - The total comprehensive income for the financial period and transactions with equity holders, being 9 months for Orange Minerals (NSW) Pty Ltd and the period from 31 May 2021 to 30 June 2021 for Orange Minerals NL.
  - The equity balance of the combined Orange Minerals NL and its wholly owned subsidiary Orange Minerals (NSW) Pty Ltd for the period ended 30 June 2021.

- *Statement of Cash Flows*
  The statement of Cash Flows comprises:
  - The cash balance of Orange Minerals (NSW) Pty Ltd at registration date (30 October 2020).
  - The transactions for the financial period, being 9 months for Orange Minerals (NSW) Pty Ltd and the period from 31 May 2021 to 30 June 2021 for Orange Minerals NL.
  - The cash balance of the combined Orange Minerals NL and its wholly owned subsidiary Orange Minerals (NSW) Pty Ltd for the period ended 30 June 2021.

- Equity Structure
  The equity structure (the number and type of equity instruments issued) in the financial statements reflects the consolidated equity structure of Orange Minerals NL and its wholly owned subsidiary Orange Minerals (NSW) Pty Ltd.

1.2 Going Concern

The financial report has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business.

The Company incurred a loss for the period of $78,213 and $68,189 net operating cash out-flow. As at 30 June 2021, the Company's cash and cash equivalents is $1 and working capital deficiency of $94,712.

The ability of the Company to continue as a going concern is principally dependent upon the ability of the Company to secure funds by raising capital and managing cash flow in line with available funds. These conditions indicate a material uncertainty that may cast significant doubt about the ability of the Company to continue as a going concern and realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

Should the Company be unable to continue as a going concern it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different to those stated in the financial statements.

The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or to the amount and classification of liabilities that might result should the Company be unable to continue as a going concern and meet its debts as and when they fall due.

Note 1 Statement of significant accounting policies (continued)

1.3 Significant accounting policies

a. Income tax

The income tax expense / (revenue) for the period comprises current income tax expense / (income) and deferred tax expense / (income). Current and deferred income tax expense / (income) is charged or credited directly to other comprehensive income instead of the profit or loss when the tax relates to items that are credited or charged directly to other comprehensive income.

Current tax

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities / (assets) are therefore measured at the amounts expected to be paid to / (recovered from) the relevant taxation authority.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur.

Deferred tax

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the period as well unused tax losses.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. 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 assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

b. 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. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

The net amount of GST recoverable form, or payable to, the Australian Taxation Office is included as a current asset or liability in the statement of financial position.

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

Note 1 Statement of significant accounting policies (continued)

c. Financial Instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions to the instruments. For Financial assets, this is equivalent to the date that the Company commits itself to either purchase or sell the asset (i.e. trade date accounting is adopted).

Financial instruments are initially measured at fair value plus transaction costs, except where the instruments is classified 'at fair value through profit or loss' in which case transaction costs are expensed to profit or loss immediately. Financial instruments are classified and measured as set out below.

Classification and Subsequent Measurement

Financial instruments are subsequently measured at either fair value, amortised cost using the effective interest rate method or cost. Fair value represents the price that would be received to sell an asset or paid to transfer a liability in orderly transaction between market participants at the measurement date. Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation techniques are adopted.

Amortised cost is calculated as (i) the amount at which the financial asset or financial liability is measure at initial recognition; (ii) less principal repayments; (iii) plus or minus the cumulative amortization of the difference, if any, between the amount initially recognised and the maturity amount calculated using the effective interest method; and (iv) less any reduction for impairment.

The effective interest method is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life (or when this cannot be reliability predicted, the contractual term) of the financial instrument to the net carry amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an adjustment to the carrying value with a consequential recognition of an income or expense in profit or loss. The Company does not designate any interest in subsidiary, associates or joint venture entities as being subject to the requirements of accounting standards specifically applicable to financial statements.

i. Financial assets at fair value through profit and loss or through other comprehensive Income

Financial assets are classified at 'fair value through profit or loss' or Fair value through Other comprehensive Income' when they are either held for trading for purposes of short term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss if electing to choose 'fair value through profit or loss' or other comprehensive income if electing 'Fair Value through other comprehensive income'.

ii. Financial Liabilities

The Company's financial liabilities include trade and other payables, loan and borrowings, provisions for cash bonus and other liabilities which include deferred cash consideration and deferred equity consideration for acquisition of subsidiary & associates. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, and payables, net of directly attributable transaction costs.

Fair value

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

Note 1 Statement of significant accounting policies (continued)

Derecognition

Financial assets are derecognised where the contractual rights to receipts of cash flows expire or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risk and benefits associated with the asset. Financial Liabilities are recognised where the related obligations are either discharged, cancelled or expire. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

Cash and cash equivalents

Cash comprises cash on hand and demand deposits. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.
Bank overdrafts are shown within short-term borrowings in current liabilities on the statement of financial position.

Loans

Loans are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost.

Loans are included in current assets, except for those which are not expected to mature within 12 months after the end of the reporting period.

Trade and other receivables

Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets.

Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Collectability of trade and other receivables are reviewed on an ongoing basis. An impairment loss is recognised for debts which are known to be uncollectible. An impairment provision is raised for any doubtful amounts

Exploration and evaluation expenditure

Exploration and evaluation costs represent intangible assets. Exploration, evaluation and development costs are expensed as incurred. Acquisition costs related to an area of interest are capitalised and 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 which permits reasonable assessment of the existence of economically recoverable reserves and active and significant operations in, or in relation to, the areas of interest are continuing.

Costs of site restoration are provided over the life of the facility from when exploration commences and are included in the costs of that stage. Site restoration costs include the dismantling and removal of mining plant, equipment and building structures, waste removal, and rehabilitation of the site in accordance with clauses of the mining permits. Such costs have been determined using estimates of future costs, current legal requirements and technology on an undiscounted basis.

Any changes in the estimates for the costs are accounted on a prospective basis. In determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation. Accordingly the costs have been determined on the basis that the restoration will be completed.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial period which are unpaid and stated at their amortised cost. The amounts are unsecured and are generally settled on 30 day terms.

Note 1 Statement of significant accounting policies (continued)

Share capital

Ordinary issued capital is recorded at the consideration received. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any related income tax benefit. Ordinary issued capital bears no special terms or conditions affecting income or capital entitlements of the shareholders.

Impairment of financial assets

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a significant or prolonged decline in the value of the instrument is considered to determine whether impairment has arisen. Impairment losses are recognised in the statement of profit or loss and other comprehensive income.

The carrying amount of financial assets including uncollectible trade receivables is reduced by the impairment loss through the use of an allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

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

In respect of available-for-sale equity instruments, any subsequent increase in fair value after an impairment loss is recognised directly in the financial assets reserve in other comprehensive income.

Derecognition

Financial assets are derecognised where the contractual rights to receipt of cash flows expire or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised where the related obligations are either discharged, cancelled or expire. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non- cash assets or liabilities assumed is recognised in profit or loss.

d. Impairment of non-financial assets

At each reporting date, the Company reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

Any excess of the asset's carrying value over its recoverable amount is expensed to the statement of profit or loss and other comprehensive income.
Impairment testing is performed annually for intangible assets with indefinite lives and intangible assets not yet available for use. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

e. Provisions

Provisions are recognised when the Company has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.
Provisions are measured using the best estimate of amounts required to settle the obligation at the end of the reporting period.

Note 1 Statement of significant accounting policies (continued)

f. Revenue and other income

Revenue is measured at the fair value of the consideration received or receivable after taking into account any trade discounts and volume rebates allowed. Any consideration deferred is treated as the provision of finance and is discounted at a rate of interest that is generally accepted in the market for similar arrangements. The difference between the amount initially recognised and the amount ultimately received is interest revenue.

Interest income is recognised as it accrues in the profit and loss using the effective interest method.

All revenue is stated net of the amount of Goods and Services Tax (GST).

Note 2 Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial period are discussed below.

Coronavirus (COVID-19) pandemic
Judgement has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on the consolidated entity based on known information. This consideration extends to the nature of the products and services offered, customers, supply chain, staffing and geographic regions in which the consolidated entity operates. Other than as addressed in specific notes, there does not currently appear to be either any significant impact upon the financial statements or any significant uncertainties with respect to events or conditions which may impact the consolidated entity unfavourably as at the reporting date or subsequently as a result of the Coronavirus (COVID-19) pandemic.

Income tax
The consolidated entity is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The consolidated entity recognises liabilities for anticipated tax audit issues based on the consolidated entity's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

Exploration and evaluation expenditure
In accordance with AASB 6 Exploration for and Evaluation of Mineral Resources, the costs of acquiring rights to explore areas of interest are capitalised. All other exploration expenditure is expensed to the consolidated statement of profit or loss and other comprehensive income. The costs of acquisition are carried forward where the rights of tenure are current and:

(i) such costs are expected to be recouped through successful development and exploration of the area of interest, or alternatively by its sale; or
(ii) exploration activities in the area have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable resources.

Note 2 Critical accounting judgements, estimates and assumptions (continued)

Exploration and evaluation assets are assessed annually for impairment in accordance with AASB 6 and where impairment indicators exist, recoverable amounts of these assets will be estimated based on discounted cash flows from their associated cash generating units. An impairment loss is recognised in the statement of profit or loss and other comprehensive income where the carrying values of exploration and evaluation assets exceed their recoverable amounts.

When the technical feasibility and commercial viability of extracting a mineral resource have been demonstrated then any capitalised exploration and evaluation expenditure is reclassified as capitalised mine development. Prior to reclassification, capitalised exploration and evaluation expenditure is assessed for impairment.

Note 3 Income Tax

	2021 **$**
a. Income tax expense / benefit	
Current tax	-
Deferred tax	-
	-
The prima facie tax payable / (benefit) on loss from ordinary activities before income tax is reconciled to the income tax expense as follows:	
Prima facie tax on operating loss at 26.0%	(20,335)
Add / (less) tax effect of:	
• Deferred tax asset not brought to account	20,335
	-

Note 4 Cash and cash equivalents

a. Reconciliation of cash

	2021 **$**
Cash on Hand	1
	1

b. Cash Flow information

	2021 **$**
i Reconciliation of cash flow from operations to profit/(loss) after income tax	
Loss after income tax	(78,213)
Non-cash flows in profit	-
Changes in assets and liabilities	
• Accruals	8,000
• Increase/(decrease) in payables	2,024
• (Increase)/decrease in receivables	-
Cash flow from operations	**(68,189)**

Note 5 Prepayments

	2021 $
Prepayments	10,000
	10,000

Note 6 Exploration and Evaluation

The Company paid $16,500 as a deposit on for the purchase of EL 8632, an exploration licence previously owned by Impact Minerals Limited.

Note 7 Trade and other payables

	2021 $
Current	
Trade Payables	2,024
Audit Fee Accrual	8,000
	10,024

Note 8 Loans Payable

As at the date of this report the company has a loan outstanding to St Barnabas Investments Pty Ltd (**St Barnabas**) (a related party of the Company). The loan totals $94,689, has an interest rate of 0% and is unsecured. St Baranabas have agreed the loan will not be called until such time as the Company has the ability to repay the loan.

Note 9 Issued capital

Ordinary Shares Issued and Fully Paid	**Number of Shares 2021**	**2021 $**
Opening Balance 1 July	-	-
Shares issued	1	1
Share Split	17,000,000	-
Closing Balance 30 June	**17,000,001**	**1**

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

Note 10 Commitments

The Company has no material commitments as at 30 June 2021.

Note 11 Contingent assets and liabilities

The company has no contingent assets or liabilities as at 30 June 2021.

Note 12 Related Party Transaction

The related party transaction, referred to in Note 8. Loan funds are an advance from a shareholder to facilitate the Company's listing.

Note 13 Financial Risk Management

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments.

This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of those risks is presented throughout these financial statements.

The Board has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function. The Company's risk management policies and objectives are therefore designed to minimise the potential impacts of these risks on the Company where such impacts may be material. The Board receives monthly financial reports through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility.

Note 14 Events subsequent to reporting date

Orange Minerals NL completed a "Promoter" round of capital raising on 2 July 2021. The round involved the issue of 13,000,000 shares at a price of $0.01 per share raising $130,000.

No other matters or circumstances have arisen since the end of the financial period which significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial periods.

Note 15 Company details

The registered office of the company is

Address:	25 Colin Street West Perth WA 6005	Telephone:	0447348088

Directors' Declaration

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

The Directors of the Company declare that:

1. The financial statements and notes, as set out on pages 8 to 21, are in accordance with the *Corporations Act 2001*(Cth) and:

    a. comply with Accounting Standards as described in Note 1 to the financial statements, the *Corporations Regulations 2001* and other mandatory professional reporting requirements;

    b. give a true and fair view of the financial position as at 30 June 2021 and of the performance for the period ended on that date of the Company.

2. 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.

This declaration is made in accordance with a resolution of the Board of Directors and is signed for and on behalf of the directors by:

CONRAD GEORGE MANUEL KARAGEORGE
Director
Dated this 28th day of July 2021

Tel: +61 8 6382 4600
Fax: +61 8 6382 4601
www.bdo.com.au

38 Station Street
Subiaco, WA 6008
PO Box 700 West Perth WA 6872
Australia

INDEPENDENT AUDITOR'S REPORT

To the members of Orange Minerals NL

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Orange Minerals NL (the Company) and its subsidiary (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 then ended, and notes to the financial report, including a summary of significant accounting policies and the directors' declaration.

In our opinion the accompanying financial report of Orange Minerals NL, 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 ended on that date; 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 *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

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

Material uncertainty related to going concern

We draw attention to Note 1 in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the group's ability to continue as a going concern and therefore the group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in respect of this matter.

Other information

The directors are responsible for the other information. The other information obtained at the date of this auditor's report is information included in the report, 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 on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the Financial Report

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

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

Auditor's responsibilities for the audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (http://www.auasb.gov.au/Home.aspx) at:

http://www.auasb.gov.au/auditors_responsibilities/ar3.pdf

This description forms part of our auditor's report.

BDO Audit (WA) Pty Ltd

BDO

Jarrad Prue

Director

Perth, 28 July 2021