noble HELIUM

# Annual Report 2022

For the financial year ended
30 June 2022

ACN 603 664 268

# Contents

# Noble Helium Limited
## ABN 49 603 664 268

### CORPORATE DIRECTORY

| | |
|---|---|
| **Directors** | Mr Justyn Wood<br>Executive Director<br><br>Mr Shaun Scott<br>Non-Executive Chairman<br><br>Mr Ariel (Eddie) King<br>Non-Executive Director<br><br>Prof Andrew Garnett<br>Non-Executive Director |
| **Chief Executive Officer (CEO)** | Mr Justyn Wood |
| **Chief Financial Officer (CFO)** | Mr Graham Yerbury |
| **Company Secretary** | Mr Craig McNab |
| **Registered Office &<br>Principal Place of Business** | Level 8, 216 St Georges Terrace<br>Perth WA 6000 |
| **Postal Address** | GPO Box 2517<br>Perth WA 6831 |
| **Web Site** | www.noblehelium.com.au |
| **Share Registry** | Automic Registry Pty Ltd<br>Level 5, 191 St Georges Terrace<br>Perth WA 6000 |
| **Auditors** | Hall Chadwick WA Audit Pty Ltd<br>283 Rokeby Road<br>Subiaco, WA 6008 |
| **Securities Exchange Listing** | ASX Code: NHE |
| **Country of Incorporation and Domicile** | Australia |

# Noble Helium Limited

## ABN 49 603 664 268

**DIRECTOR'S REPORT**

**For the year ended 30 June 2022**

The directors present the following report on Noble Helium Limited ("the Company") and its wholly owned subsidiaries (together referred to hereafter as "the Group") for the financial year ended 30 June 2022.

### Directors

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

| | |
|---|---|
| Justyn Wood | Executive Director & CEO |
| Shaun Scott | Non-Executive Chairman (appointed 25 January 2022) |
| Andrew Garnett | Non-Executive Director (appointed 9 December 2021) |
| Ariel Edward King | Non-Executive Director (appointed 15 December 2021) |
| Walter Jennings | Non-Executive Director (resigned 31 January 2022) |

### Company Secretary

Craig McNab was appointed Company Secretary on 20 December 2021. Justyn Wood resigned as Company Secretary on 20 December 2021.

### Principal Activities

The principal activity of the Group during the financial year was the exploration of resource projects in the United Republic of Tanzania.

### Operating Results

The loss of the Group for the year ended 30 June 2022 amounted to $2,746,008 (2021: $165,418).

### Financial Position

As at 30 June 2022 the Group had a cash balance of $8,463,073 (2021: $13,150) and a net asset position of $10,517,747 (2021: $281,469).

### Dividends Paid or Recommended

No dividends have been paid, and the directors do not recommend the payment of a dividend for the financial year ended 30 June 2022.

### Corporate Governance Statement

The Company has disclosed its corporate governance statement on the Company website at www.noblehelium.com.au.

### Significant Changes in State of Affairs

There were no significant changes in the state of affairs of the Group that occurred during the year not otherwise disclosed in this report or in the financial report.

# Noble Helium Limited
# ABN 49 603 664 268

## DIRECTOR'S REPORT
## For the year ended 30 June 2022

### Corporate
As at the date of this report the following securities were on issue.

| ORDINARY SHARES | 2022 |
|---|---|
| | No. |
| Fully Paid Ordinary Shares | 183,160,191 |
| **OPTIONS** | |
| 20 cents expiring on 16 September 2025 | 28,277,778 |
| 25 cents expiring on 1 October 2024 | 17,125,000 |
| 25 cents expiring on 10 February 2025 | 2,000,000 |

### Review of Operations
During the period, the Company successfully completed its IPO and listed on the Australian Securities Exchange Ltd (ASX). The Company's primary focus was to begin exploration activities at its flagship North Rukwa Project, in Tanzania with a goal of delineating two key targets for drilling in 2023.

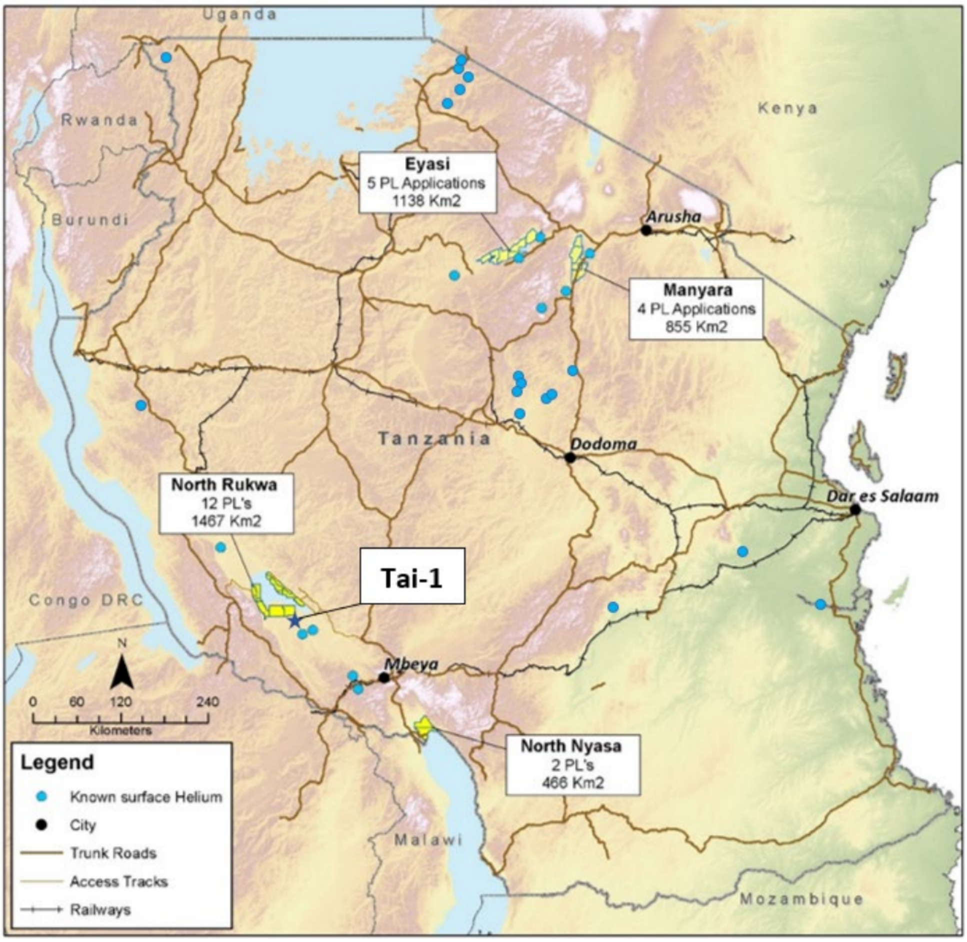


Figure 1 – Noble Helium Project Locations

**North Rukwa Project**

The North Rukwa Project is strategically located in the Rukwa Basin and has an independently certified, summed unrisked mean Prospective Helium Resource of 176 billion cubic feet (equivalent to approximately 30 years' supply). The Rukwa Basin has the potential to be the world's third largest helium reserve behind the USA and Qatar.

The Company has a substantial landholding of 1467km$^2$ in the Rukwa Basin and has benefited from legacy oil and gas exploration data to complement and accelerate its exploration activities.

*Airborne Gravity Gradiometry Program and Magnetics (AGG)*

During the reporting period, the Company received formal approval from the Tanzania Mining Commission to commence an Airborne Gravity Gradiometry Program (AAG). The Company appointed Bridgeporth Plc to assist with the AGG surveys, for full coverage of its North Rukwa Prospecting Licences.

The AGG survey is a relatively low-cost, high-value exploration tool for mapping sub-surface structural configuration. AGG has proven to be extremely effective in the East African Rift Basins of Uganda and Kenya ahead of exploration drilling.

Bridgeporth Plc has the unique licence to the latest Lockheed-Martin AGG instrument, which measures the Gravity Gradient with a four-fold improvement in signal-to-noise over its predecessor instrument. After the period, the AGG and magnetics program successfully commenced, the enhanced data quality is expected to provide maximum confidence and precision in locating the 3D seismic surveys, currently in preparation for Q3 2022.


Figure 2 – Bridgeporth AGG Aircraft

*Exploration Studies*

The company initiated a number of high-impact exploration studies, in partnership with the University of Dar es Salaam, Tanzania, James Cook University of Townsville, Queensland and Professors Chris Ballentine and Jon Gluyas of Oxford and Durham Universities, through their advisory company Global Helium Resources.

Each scientific study targets a specific component of the helium system in the Rukwa basin, collectively ensuring maximum likelihood of helium discoveries during our exploration drilling campaign in 2023.

*3D Seismic Survey*

The Company successfully negotiated and executed a 3D seismic contract with BGP Tanzania for the upcoming North Rukwa 3D seismic survey. The comprehensive survey will follow up every lead in North Rukwa portfolio (Figure 3), filling in significant gaps from the legacy 1980's 2D seismic data and providing significant de-risking advantages over more traditional 2D exploration seismic.

The survey will build on the airborne gravity gradiometry and soil gas geochemistry surveys, representing the final and most important exploration program to date. The focus of the 2022 exploration program is to mature all leads and ensure selection of the two most prospective structures for drilling in 2023.

BGP has commenced preparations for mobilisation and the 3D seismic survey will be carried out in September and October 2022, within the current dry period exploration program.

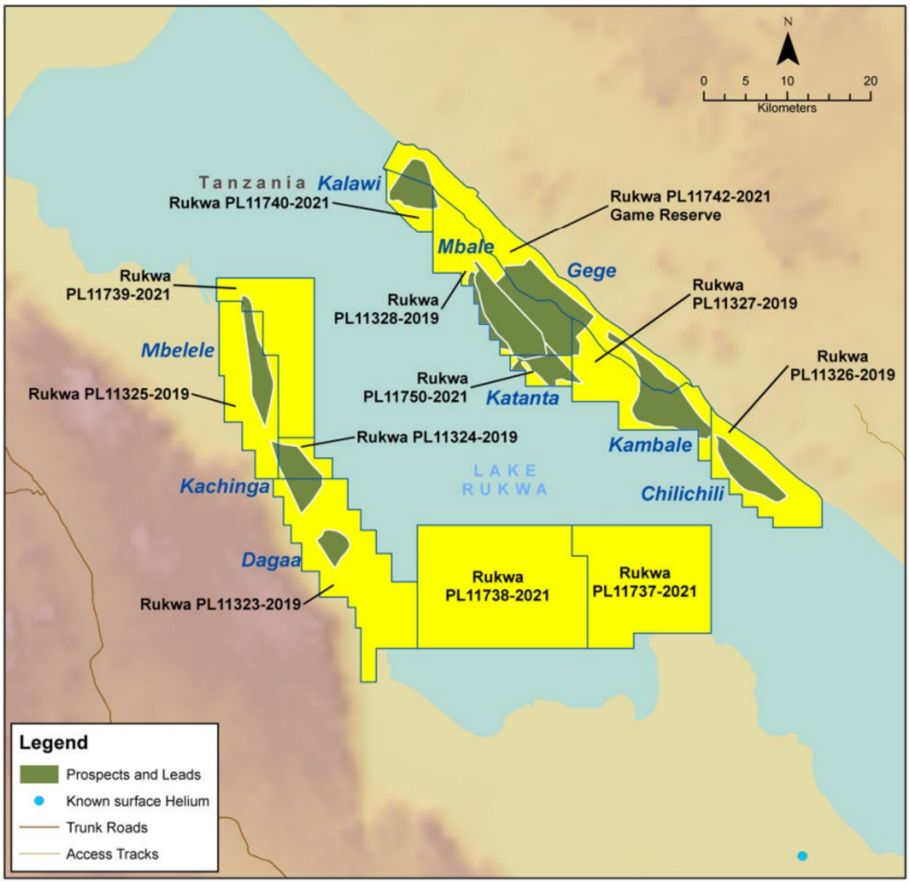


Figure 3 – North Rukwa Basin Helium Leads

*Soil Gas Survey*

Soil Gas Surveying involves sampling the soil on a regular grid, one metre below ground, for helium and other useful indicator gases such as nitrogen and methane. The method is an indirect indicator of helium and other gases trapped much deeper underground.

On 23rd June a Soil Gas Survey commenced on the western side of the North Rukwa Basin. After the reporting period initial results were received and are highly encouraging, demonstrating widespread elevated helium concentrations at up to 7.3 parts per million (ppm), or 35% above background. As a noble gas, this anomalous helium can only be sourced from underground and a repeat survey of one of the anomalies replicated the results from 12 months ago, demonstrating the effectiveness and reliability of this technique.

The Soil Gas Survey team has now moved its operations to the eastern side of the North Rukwa Basin and is anticipated to be completed by September. Detailed analysis of the North Rukwa SGS from the western side is now in progress, with final results anticipated by September.

**Portfolio Development**

*Global Helium Atlas Licence*
During the period, the Company executed an agreement outlined in its IPO Prospectus, that provides Noble Helium with exclusive access to the world's first and only Global Atlas of Helium Occurrences and Exploration Play Fairway Analysis ("the Atlas").

The Atlas was constructed by two of the world's leading helium geoscientists, Professor Jon Gluyas of Durham University, UK and Professor Chris Ballentine of Oxford University, UK.

The Atlas is a unique and difficult to reproduce resource that provides NHE with significant competitive advantage to allow it to find and secure additional high potential helium opportunities. Significantly, the licencing agreement provides for ongoing technical support from Professors Gluyas and Ballentine.

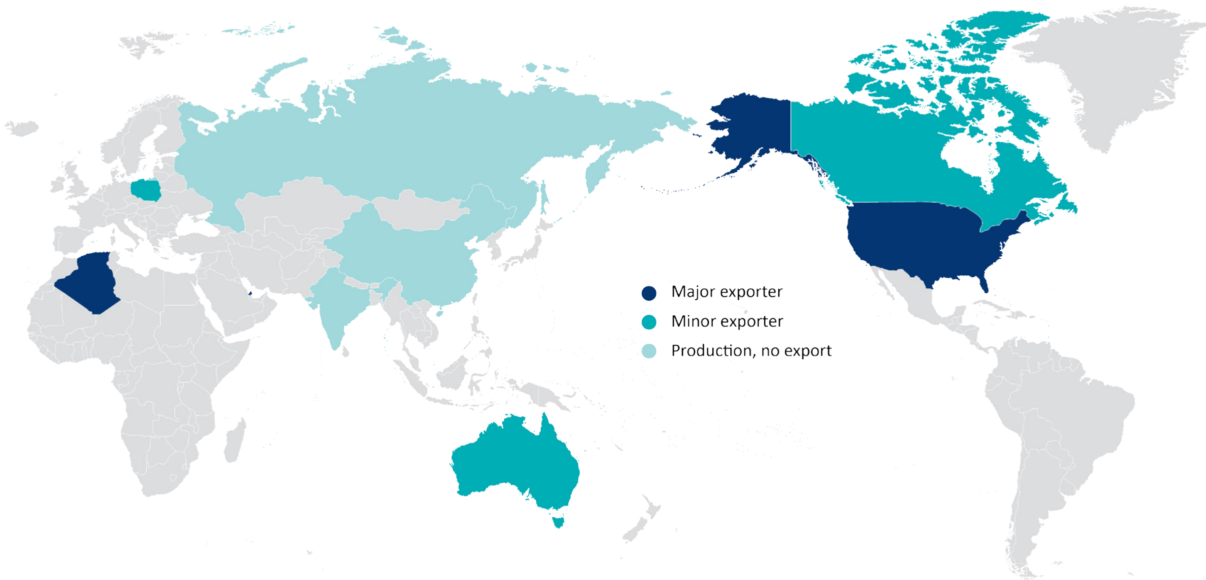


**Figure 4 – 2021 Helium Producing and Exporting Countries**

**North Nyasa Project**
Noble Helium has been awarded two PLs in the North Basin of the Nyasa (Malawi) Rift area. The PLs are located approximately 230 km to the southeast of the Lake Rukwa area, along the northern part of Lake Nyasa (Malawi). The Nyasa Rift is part of the Western Branch of the EARS and forms part of the western border of southwestern Tanzania with Malawi (Figure 5).

The Nyasa project area is accessible by road via the TANZAM highway from Dar es Salaam to Mbeya at the southern end of Lake Rukwa, followed by regional roads south, directly to Noble Helium's PLs.

Noble Helium is planning further data acquisition in the North Nyasa Area to improve structural resolution and to assist in drill target selection. The work program the Company has been designed for its North Nyasa PLs include:

i. sourcing of the vintage exploration data to build a prospective resource base for the North Nyasa PLs; and
ii. completion of surface geochemistry surveys across the subsurface structures identified by former petroleum licensee Heritage Oil and Gas, enabling each of these leads to be ranked according to its relative probability of subsurface helium discovery

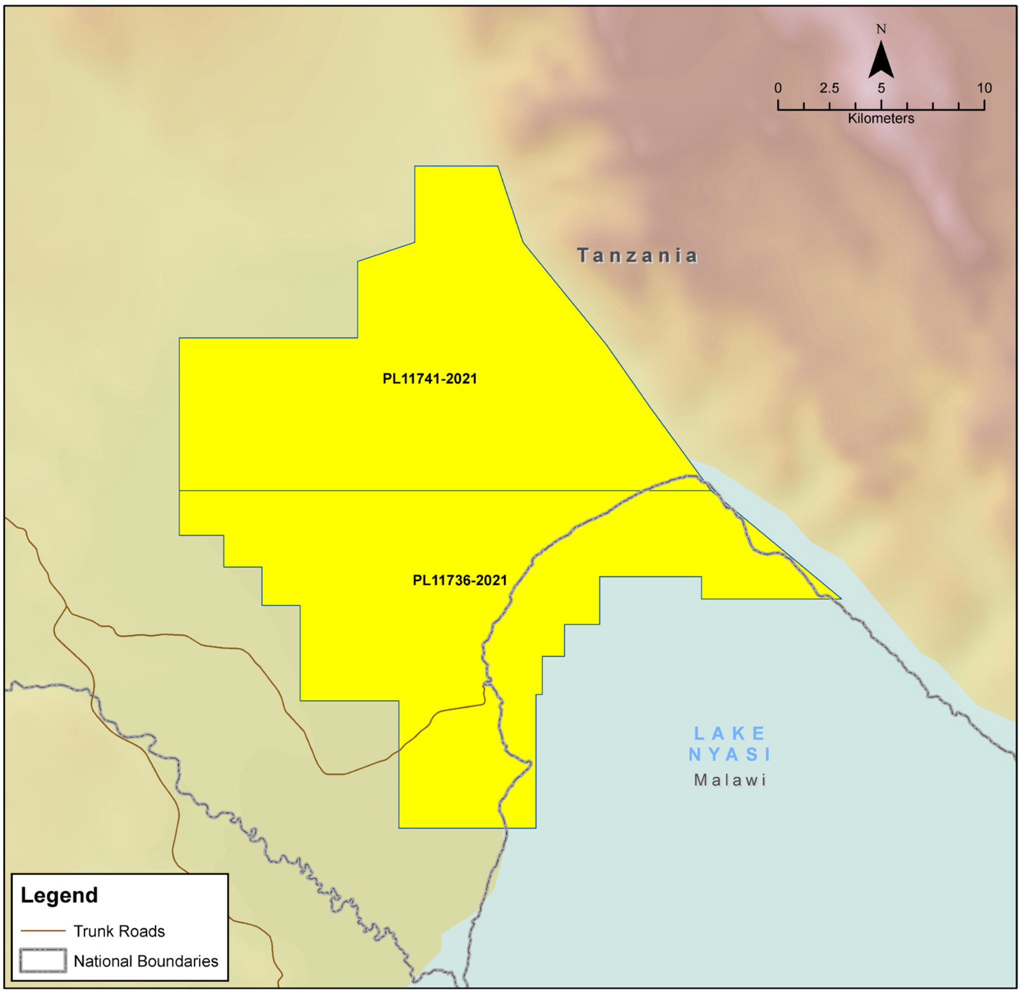


Figure 5 – North Nyasa Project

**Eyasi and Manyara Projects**

Noble Helium has applied for five prospecting licenses in the Eyasi Basin totalling 1,138km$^2$ and four prospecting licences in the Manyara Basin, totalling 854 km$^2$. Both licence areas are located in central northern Tanzania (Figure 6). Road access to the Eyasi Basin Project from Dar es Salaam is via the Tanzanian Capital of Dodoma, in the centre of the country.

Air access is via Arusha, the major tourist centre in northern Tanzania, followed by road access west toward Ngorongoro for approximately 100km to the Manyara Project Area and 160km to the Eyasi Project Area.

Noble Helium is planning data acquisition in the Eyasi and Manyara Areas that will provide initial structural, stratigraphic and geochemical insights into the basin. This planned work program includes:

(i) purchase the national airborne magnetics survey covering most of Tanzania, including the Eyasi and Manyara Basins, for inversion with gravity to identify internal structural trends;

(ii) completion of surface geochemistry surveys to identify areas of each basin that demonstrate greater helium concentrations associated with high nitrogen and low CO2; and

(iii) geological sampling and analysis programs.

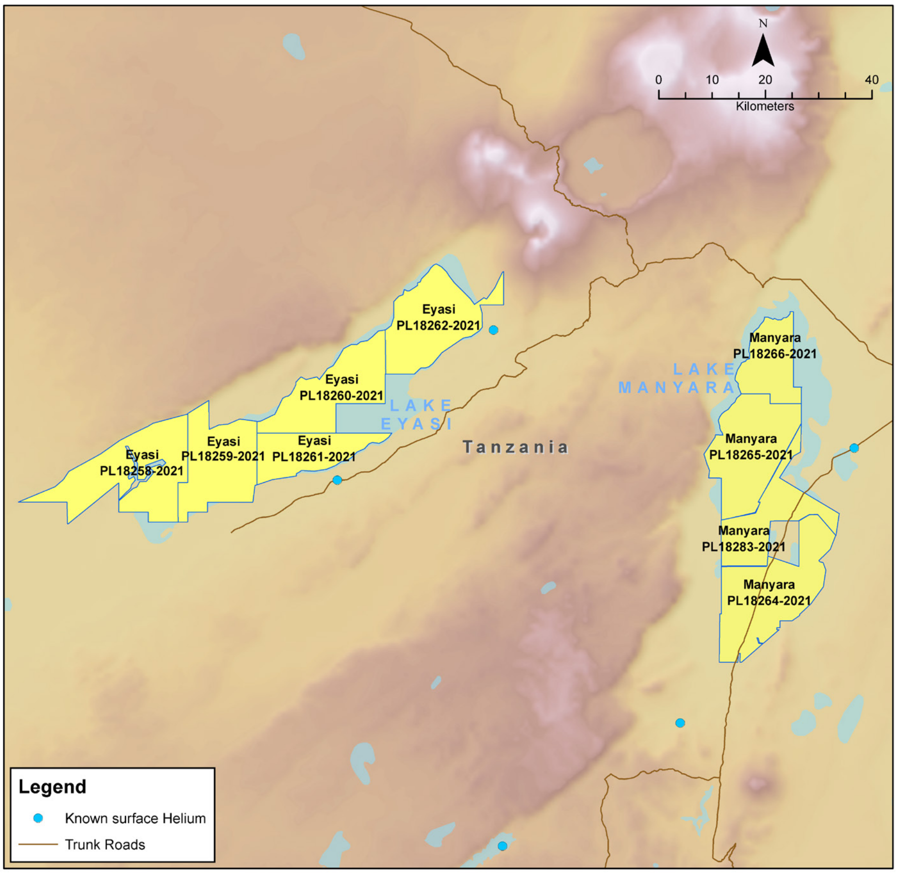


Figure 6 – Eyasi and Manyara Projects

**Events after the Reporting Period**
On 10 August 2022, the Company issued 2,000,000 unlisted options to an employee, Ashely Howlett (Exploration Manager), with an exercise price of $0.25 expiring on 10 February 2025.

On 25 August 2022, the Company was awarded 5 Eyasi prospecting licences by the Tanzanian Mining Commission, for an area, totalling 1,138km$^2$.

On 19 September 2022, the Company appointed Mr Graham Yerbury as Chief Financial Officer.

On 27 September 2022 the Company announced an entitlement issue of listed loyalty options on the basis of one option for every five fully paid ordinary shares held by eligible shareholders. A total of 36,632,038 options will be issued at an issue price of $0.001 per option and will be exercisable at $0.25 and expire on 2.5 years from the date of issue.

No other matter or circumstance has arisen since the end of audited period which significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial periods.

**Information on Directors**

The directors of the Company at any time during or since the end of the financial year are:

**Mr Justyn Wood**
**Executive Director & CEO**

Justyn Wood is a petroleum geophysicist and highly successful explorer, Justyn brings more than 25 years of E&P industry experience to Noble Helium. Justyn has an outstanding track record of value creation with a global career in technical and managerial roles with majors and super-majors Chevron and Repsol and at juniors Hardman Resources and Jacka Resources Australia. He has designed and executed numerous international frontier exploration projects and is recognised as having played key roles in unlocking the then frontier petroleum provinces of the East African Rift and the Guyana basins of NE South America. As a proven contrarian opportunity finder and highly successful explorer, Justyn became aware of the importance of helium and the potential for a Tier-1 helium resource in the East African Rift System. Following extensive research, he has committed his full attention to applying his skills and experience in securing the global supply chain of this critical, high-value, rare and unique, technology-enabling gas.

During the past three years, Mr Wood has not served as a Director of any other listed company.

*Interest in Securities*

- 70,000,000 fully paid ordinary shares

**Mr Shaun Scott (appointed 25 January 2022)**
**Non-Executive Chairman**

Shaun Scott is an experienced independent non-executive director on publicly listed and private company boards. Shaun's board experience includes non-executive director roles in the resources sector, training and education, alternative waste technology and the services industries. As an executive, Shaun was CEO of Arrow Energy Ltd and was instrumental in taking this business from a $20 million coal seam gas explorer to a significant gas and energy producer and leader in the development of Queensland's LNG industry until Arrow's $3.5 billion acquisition by Shell and Petro-China in 2010. Shaun is a Chartered Accountant, whose corporate career involved financing, commercial and M&A activities in the mining, resources and energy sectors in Australia, the United States and Asia, negotiating and closing many billions of dollars of transactions. At the board level Shaun has operated as Chairman and Non-Executive Director of several publicly listed companies and chaired numerous board sub-committees. Shaun has specific expertise and experience in business strategy, financing, negotiations, financial and risk management, executive remuneration, governance, and safety leadership.

During the past three years, Mr Scott has not served as a Director of any other listed company.

*Interest in Securities*

- 4,000,000 unlisted options exercisable at $0.25 on or before 01/10/2024

**Prof. Andrew Garnett (appointed 9 December 2021)**
**Non-Executive Director**

Prof. Garnett is currently the Director of the University of Queensland's research Centre for Natural Gas (CNG), working closely with the main LNG project proponents in Queensland, Australia. The Centre aims to be a leading provider of a wide range of technical and social science research services in this unconventional sector. He is also research Director of the University's Carbon Capture Utilisation and Storage Program. Andrew is a former non-executive Director of National Energy Resources Australia, an Australian government industry growth initiative and a former reviewer for natural gas for the IEA's World Energy Outlook series. He is a current non-executive Director of the Australian Gas Industry Trust. A former Shell and Schlumberger executive, Andrew has over 25 years' world-wide experience with oil majors in conventional and unconventional hydrocarbon exploration, appraisal and development projects. He has worked with the Queensland government, Petroleum and Gas Inspectorate on Well Construction Codes and Health and Safety and with Industry on Well Integrity Modelling.

During the past three years, Prof. Garnett has not served as a Director of any other listed company.

*Interest in Securities*

2,000,000 unlisted options exercisable at $0.25 on or before 01/10/2024

**Mr Ariel (Eddie) King (appointed 15 December 2021)**
**Non-Executive Director**

Mr King is a qualified Mining Engineer. Mr King holds a Bachelor of Commerce and Bachelor of Engineering from the University of Western Australia. Mr King's experience includes being a Manager for an investment banking firm, where he specialised in the technical and financial analysis of bulk commodity and other resource projects for investment and acquisition. Eddie is also a director of CPS Capital Group, one of Australia's most active stockbroking and corporate advisory firms specialising in capital raisings and corporate advice to junior / mid cap companies with high potential growth prospects.

Mr King also acts as a director of Ragnar Metals Limited (ASX:RAG), Queensland Pacific Metals Limited (ASX: QPM), Eastern Resources Limited (ASX: EFE), M3 Mining Limited (ASX:M3M), Bindi Metals Limited (ASX:BIM), and Rubix Resources Limited (ASX:RB6). He was a former director of Six Sigma Metals Limited (ASX: SI6) and European Cobalt Limited (ASX: EUC) (renamed to Aston Minerals Limited (ASX:ASO)).

*Interest in Securities*
- 200,000 fully paid ordinary shares
- 4,375,000 unlisted options exercisable at $0.25 on or before 01/10/2024

**Mr Walter Jennings** (**resigned on 31 January 2022)**
**Non-Executive Director**

Mr Walter Jennings is a start-up specialist with an enviable track record with 4 of the world's largest multinational companies and later in his own successful business start-ups. In his corporate career, he was part of history as a major Australian industry disruptor with four of the world's largest marketers. As part of a team, he was integral in growing one market segment from $10 million pa to $8 billion pa and capturing 80% of that market in the process.

Walter later reconstructed an entire 250-person national sales and marketing team across 6 divisions in just 9 months for a major industry. He reduced operating costs from 12%pa to just 3%pa, whilst increasing sales revenues by 14% in the first full year. He pioneered two significant start-up ventures, one that has grown to a $20b market segment today. In the other, he raised $30m to develop and launch a unique service operation, employing 1,000 people that revolutionised the relationship between suppliers and retailers. He has wide experience in corporate governance, board, chair and directorship roles.

During the past three years, Mr Jennings has not served as a Director of any other listed company.

*Interest in Securities*
- 25,250,000 fully paid ordinary shares

**Mr Graham Yerbury**
**Chief Financial Officer (appointed 19 September 2022)**

Mr Yerbury has over 40 years of experience from executive and senior finance roles with ASX-listed and multi-national resources and professional services companies. He has a proven track record as CFO, most recently with CleanCo Queensland Limited, and previously with Senex Energy, Cardno, Macarthur Coal and coal seam gas producer Arrow Energy.

**Mr Craig McNab**
**Company Secretary (appointed 20 December 2021)**

Craig McNab is a Chartered Accountant and Fellow member of The Chartered Governance Institute (Chartered Secretary) with over 13 years' experience in the resource industry and accounting profession in Australia, New Zealand and the UK. He initially qualified as an auditor at PricewaterhouseCoopers and his experience includes senior corporate compliance positions at De Beers UK and Anglo American plc in London. He provides services to a number of ASX-listed resource companies, specialising in corporate compliance and financial accounting.

## REMUNERATION REPORT (AUDITED)

The remuneration report, which forms part of the Directors' Report, outlines the remuneration arrangements in place for key management personnel (KMP) who are defined as those persons having the authority and responsibility for planning and directing the major activities of the Group, directly and indirectly, including any director (whether executive or otherwise).

### Remuneration Philosophy

The performance of the Group depends on the quality of the Company's Directors, executives and employees and therefore the Group must attract, motivate and retain appropriately qualified industry personnel.

### Remuneration Policy

Remuneration levels for the executives are competitively set to attract the most qualified and experienced candidates, taking into account prevailing market conditions and the individual's experience and qualifications. During the year, the Group did not have a separately established remuneration committee. The Board is responsible for determining and reviewing remuneration arrangements for the executive and non-executive Directors.

The remuneration of executive and non-executive Directors is not dependent on the satisfaction of performance conditions. Remuneration and share based payments are issued to align Directors' interest with that of shareholders.

### Voting and comments made at the company's Annual General Meeting ('AGM')

The adoption of the remuneration report for the year ended 30 June 2022 will be voted for approval at the upcoming AGM. As of the date of this report, the company did not receive any specific feedback regarding its remuneration practices.

### CEO Remuneration

Mr Wood was appointed CEO of the Group on 26 November 2021. His employment is in accordance with an Executive Service Agreement dated 26 November 2021 on an ongoing basis subject to termination and notice. Mr Wood is entitled to receive $195,000 per annum (plus superannuation), to commence upon the Company listing on the ASX. The Company or Mr Wood may terminate the agreement by providing 3 months' notice in writing.

### Non-Executive Directors Remuneration

Mr Scott was appointed Non-Executive Chairman on 25 January 2022. Mr Scott is entitled to receive $75,000 per annum (exclusive of superannuation) for his role of Chairman. Mr King is entitled to receive $48,000 per annum (exclusive of GST) for his role as Non-Executive Director. Prof. Garnett is entitled to receive $36,000 per annum (exclusive of GST) for his role as Non-Executive Director. All Directors remunerations commenced upon the Company listing on the ASX.

The Company's Constitution provides that the remuneration of Non-Executive Directors will not be more than the aggregate fixed sum determined by a general meeting. Before a determination is made by the Company in a general meeting, the aggregate sum of fees payable by the Company to the Non-Executive Directors is a maximum of $250,000 per annum. Summary details of remuneration of the Non-Executive Directors are provided in the table below. The remuneration is not dependent on the satisfaction of a performance condition. Directors are entitled to be paid reasonable travelling, accommodation and other expenses incurred in consequence of their attendance at meetings of Directors and otherwise in the execution of their duties as Directors. A Director may also be paid additional amounts as fees or as the Directors determine where a Director performs extra services or makes any special exertions, which in the opinion of the Directors are outside the scope of the ordinary duties of a Director.

**Relationship between the Remuneration Policy and Company's Performance:**

| | 30 June 2022 | 30 June 2021 |
|---|---|---|
| | $ | $ |
| Revenue | 941 | - |
| Loss after income tax | (2,746,008) | (165,418) |
| Basic and diluted loss per share (cents) | (1.99) | (0.15) |
| EBIT | (2,746,949) | (165,418) |
| EBITDA | (2,669,311) | (165,418) |
| Share price at reporting date | $0.16 | n/a* |

* There was no share price as at 30 June 2021 as the Group listed with the ASX on 8 April 2022.

**Details of remuneration**

Details of the nature and amount of each element of the emoluments of each of the Directors and Key Management Personnel (KMP) of the Group for the year ended 30 June 2022 and 30 June 2021 are:

**2022**

| Director | Short-term Benefits | | Post-employment Benefits | Other Long-term Benefits | Equity-settled share based Payments | | Total | Performance based as a percentage of Remuneration |
|---|---|---|---|---|---|---|---|---|
| | Cash, salary & bonus | Other | Super-annuation | Other | Equity | Options | | |
| | $ | $ | $ | $ | $ | $ | $ | % |
| **Directors** | | | | | | | | |
| Justyn Wood | 102,513 | - | 4,488 | - | - | - | **107,001** | - |
| Shaun Scott | 17,262 | - | 1,726 | - | - | 336,903 | **355,891** | - |
| Ariel (Eddie) King | 10,933 | - | - | - | - | 368,488 | **379,421** | - |
| Andrew Garnett | 8,200 | - | - | - | - | 168,452 | **176,652** | - |
| Walter Jennings | 56,750 | - | - | - | - | - | **56,750** | - |
| **TOTAL** | **195,658** | **-** | **6,214** | **-** | **-** | **873,843** | **1,075,715** | **-** |

**2021**

| Director | Short-term Benefits | | Post-employment Benefits | Other Long-term Benefits | Equity-settled share based Payments | | Total | Performance based as a percentage of Remuneration |
|---|---|---|---|---|---|---|---|---|
| | Cash, salary & bonus | Other | Super-annuation | Other | Equity | Options | | |
| | $ | $ | $ | $ | $ | $ | $ | % |
| **Directors** | | | | | | | | |
| Justyn Wood | 24,000 | - | - | - | - | - | 24,000 | - |
| Walter Jennings | 28,000 | - | - | - | - | - | 28,000 | - |
| **TOTAL** | **52,000** | **-** | **-** | **-** | **-** | **-** | **52,000** | **-** |

### Options Granted as Compensation

Details of options over ordinary shares in the Group that were granted as compensation during the financial year ended 30 June 2022 to each key management person are as follows:

| Director/Key Management Personnel | Number Options Granted During Year | Grant Date | Fair Value per Option | Exercise Price per Option | Expiry Date | Number Options Vested During Year |
|---|---|---|---|---|---|---|
| Shaun Scott | 4,000,000 | 01-04-2022 | $0.0842 | $0.25 | 01-10-2024 | 4,000,000 |
| Ariel (Eddie) King | 4,375,000 | 01-04-2022 | $0.0842 | $0.25 | 01-10-2024 | 4,375,000 |
| Andrew Garnett | 2,000,000 | 01-04-2022 | $0.0842 | $0.25 | 01-10-2024 | 2,000,000 |

### Transactions with Directors and their related parties

During the 2022 financial year, fees of $49,000 (2021: $7,000) were paid to Michelle Jennings, the spouse of former Director, Walter Jennings, for accounting & bookkeeping services.

The Company repaid a $10,000 non-interest bearing loan provided by Justyn Wood during the 2022 financial year.

No loans have been made to any Director or any of their related parties during the year. There were no further transactions with Directors including their related parties other than those disclosed above.

All transactions were made on normal commercial terms and conditions and at market rates.

### KMP Shareholdings

The number of ordinary shares in Noble Helium Limited held by each KMP of the Group during the financial year is as follows:

| | Balance at beginning of year | Granted as remuneration during the year | Issued on exercise of options during the year | Other changes during the year | Balance at end of year |
|---|---|---|---|---|---|
| **30 June 2022** | | | | | |
| Justyn Wood | 70,000,000 | - | - | - | 70,000,000 |
| Shaun Scott | - | - | - | - | - |
| Ariel (Eddie) King | - | - | - | 200,000 | 200,000 |
| Andrew Garnett | - | - | - | - | - |
| Walter Jennings | 25,000,000 | - | - | 250,000 | 25,250,000 |
| | 95,000,000 | - | - | 450,000 | 95,450,000 |

| | Balance at beginning of year | Granted as remuneration during the year | Issued on exercise of options during the year | Other changes during the year | Balance at end of year |
|---|---|---|---|---|---|
| **30 June 2021** | | | | | |
| Justyn Wood | 70,000,000 | - | - | - | 70,000,000 |
| Walter Jennings | 25,000,000 | - | - | - | 25,000,000 |
| | 95,000,000 | - | - | - | 95,000,000 |

**KMP Options Holdings**

The number of options over ordinary shares held during the financial year by each KMP of the Group is as follows:

| 30 June 2022 | Balance at beginning of year | Granted during the year | Exercised during the year | Other changes during the year | Balance at end of year | Vested |
|---|---|---|---|---|---|---|
| Justyn Wood | - | - | - | - | - | - |
| Shaun Scott | - | 4,000,000 | - | - | 4,000,000 | 4,000,000 |
| Ariel (Eddie) King | - | 4,375,000 | - | - | 4,375,000 | 4,375,000 |
| Andrew Garnett | - | 2,000,000 | - | - | 2,000,000 | 2,000,000 |
| Walter Jennings | - | - | - | - | - | - |
| | - | 10,375,000 | - | - | 10,375,000 | 10,375,000 |

| 30 June 2021 | Balance at beginning of year | Granted during the year | Exercised during the year | Other changes during the year | Balance at end of year | Vested |
|---|---|---|---|---|---|---|
| Justyn Wood | - | - | - | - | - | - |
| Walter Jennings | - | - | - | - | - | - |
| | - | - | - | - | - | - |

**End of Remuneration Report**

**Meeting of Directors**
During the year 1 director's meeting was held. Attendance by each director during the year were as follows:

| | Eligible to attend | Meetings attended |
|---|---|---|
| Justyn Wood | 1 | 1 |
| Shaun Scott | 1 | 1 |
| Ariel (Eddie) King | 1 | 1 |
| Andrew Garnett | 1 | 1 |
| Walter Jennings | - | - |

**Future Developments, Prospects and Business Strategies**
Further information, other than as disclosed in this report, about likely developments in the operations of the Group and the expected results of those operations in future years has not been included in this report as disclosure of this information would be likely to result in unreasonable prejudice to the Group.

**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 year.

**Environmental Issues**

The operations and proposed activities of the Group are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Group's activities are expected to have an impact on the environment, particularly if advanced exploration or field development proceeds. It is the Group's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws. The Directors are not in a position to state whether a review is imminent or whether the outcome of such a review would be detrimental to the funding needs of the Company.

**Indemnity and insurance of officers**

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

During the financial year, the Company paid a premium in respect of a contract to insure the directors and executives of the Company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

**Indemnity and insurance of auditors**

The Group has not, during the financial year, indemnified or agreed to indemnify the auditor of the Group or any related entity against a liability incurred by the auditor.

During the financial year, the Group has not paid a premium in respect of a contract to insure the auditor of the Group or any related entity.

**Officers of the Company who are former partners of Hall Chadwick WA Audit Pty Ltd**

There are no officers of the Group who are former partners of Hall Chadwick WA Audit Pty Ltd.

**Non-audit services**

The following amounts were paid to the auditors of the Group, Hall Chadwick WA Audit Pty Ltd, for non-audit services provided during the year:

| | 2022<br>$ | 2021<br>$ |
|---|---|---|
| **Non-audit services:** | | |
| Independent accountants report | 12,000 | - |

**Auditor's Independence Declaration**

Section 307C of the Corporations Act 2001 requires our auditors, Hall Chadwick WA Audit Pty Ltd, to provide the Directors of the Company with an Independence Declaration in relation to the audit of the financial report. This Independence Declaration is included within and forms part of this Directors' Report for the year ended 30 June 2022.

**Auditor**

Hall Chadwick WA Audit Pty Ltd continues in office in accordance with s327 of the Corporation Act 2001.

This report is signed in accordance with a resolution of the Board of Directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

JWood.

**Justyn Wood**

Executive Director

Dated this 29th day of September 2022

To the Board of Directors

## AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001

As lead audit director for the audit of the financial statements of Noble Helium Limited for the financial year ended 30 June 2022, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Yours Faithfully

Hall Chadwick

**HALL CHADWICK WA AUDIT PTY LTD**

D Bell

**D M BELL** CA
**Director**

Dated this 29th day of September 2022
Perth, Western Australia

# Noble Helium Limited
## ABN 49 603 664 268

### CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
### FOR THE YEAR ENDED 30 JUNE 2022

| | Note | 2022 $ | 2021 $ |
|---|---|---|---|
| **Revenue** | | | |
| Interest income | | 941 | - |
| **Expenses** | | | |
| Accounting and audit fees | | (22,695) | (18,626) |
| Compliance costs | | (14,696) | - |
| Corporate advisory and consulting fees | | (850,031) | (68,348) |
| Directors fees | | (24,000) | - |
| Finance costs | | (17,302) | (40,431) |
| Legal expenses | | (90,527) | (21,461) |
| Share based payments | 16 | (1,042,295) | - |
| Travel expenses | | (63,221) | (3,043) |
| Employee benefits expense | | (118,289) | - |
| Amortisation | 7 | (77,638) | - |
| Administration & other expenses | | (426,255) | (13,509) |
| **Loss before income tax expense** | | **(2,746,008)** | **(165,418)** |
| Income tax expense | 2 | - | - |
| **Loss after income tax for the year** | | **(2,746,008)** | **(165,418)** |
| **Other comprehensive income net of income tax** | | | |
| **Items that may be reclassified to profit and loss** | | | |
| Exchange differences on translation of foreign operations | | (37,951) | (2,433) |
| **Total comprehensive loss for the year** | | **(2,783,959)** | **(167,851)** |
| **Earnings Per Share** | | | |
| Basic and diluted loss per share (cents per share) | 3 | (1.99) | (0.15) |

The accompanying notes form part of these financial statements.

# Noble Helium Limited
# ABN 49 603 664 268

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2022

| | Note | 2022<br>$ | 2021<br>$ |
|---|---|---|---|
| **ASSETS** | | | |
| **CURRENT ASSETS** | | | |
| Cash and cash equivalents | 4 | 8,463,073 | 13,150 |
| Trade and other receivables | 5 | 400,192 | - |
| **TOTAL CURRENT ASSETS** | | **8,863,265** | **13,150** |
| **NON-CURRENT ASSETS** | | | |
| Exploration and evaluation assets | 6 | 1,580,991 | 295,349 |
| Intangible assets | 7 | 272,212 | - |
| **TOTAL NON-CURRENT ASSETS** | | **1,853,203** | **295,349** |
| **TOTAL ASSETS** | | **10,716,468** | **308,499** |
| **LIABILITIES** | | | |
| **CURRENT LIABILITIES** | | | |
| Trade and other payables | 8 | 189,800 | 6,920 |
| Provisions | 9 | 8,921 | - |
| Loan payable | 10 | - | 20,110 |
| **TOTAL CURRENT LIABILITIES** | | **198,721** | **27,030** |
| **TOTAL LIABILITIES** | | **198,721** | **27,030** |
| **NET ASSETS** | | **10,517,747** | **281,469** |
| **EQUITY** | | | |
| Issued capital | 11 | 12,174,927 | 986,066 |
| Foreign exchange translation reserve | 12 | (37,516) | 435 |
| Share based payments reserve | 12 | 1,831,376 | - |
| Accumulated losses | | (3,451,040) | (705,032) |
| **TOTAL EQUITY** | | **10,517,747** | **281,469** |

The accompanying notes form part of these financial statements.

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2022

| 2022 | Issued Capital | Share Based Payments Reserve | Foreign Exchange Translation Reserve | Accumulated losses | Total |
|---|---|---|---|---|---|
| | $ | $ | $ | $ | $ |
| **Balance at 1 July 2021** | **986,066** | **-** | **435** | **(705,032)** | **281,469** |
| Loss for the year | - | - | - | (2,746,008) | (2,746,008) |
| Foreign currency translation | - | - | (37,951) | - | (37,951) |
| Total comprehensive loss | - | - | (37,951) | (2,746,008) | (2,783,959) |
| *Transactions with owner directly recorded in equity* | | | | | |
| Shares issued | 12,323,675 | **-** | **-** | **-** | 12,323,675 |
| Share based payments | - | 1,831,376 | - | - | 1,831,376 |
| Share issue costs | (1,134,814) | - | - | - | (1,134,814) |
| **Balance at 30 June 2022** | **12,174,927** | **1,831,376** | **(37,516)** | **(3,451,040)** | **10,517,747** |

| 2021 | Issued Capital | Share Based Payments Reserve | Foreign Exchange Translation Reserve | Accumulated Losses | Total |
|---|---|---|---|---|---|
| | $ | $ | $ | $ | $ |
| **Balance at 1 July 2020** | **986,066** | **-** | **2,868** | **(539,614)** | **449,320** |
| Loss for the year | - | - | - | (165,418) | (165,418) |
| Foreign currency translation | **-** | - | (2,433) | - | (2,433) |
| Total comprehensive loss | **-** | **-** | **(2,433)** | **(165,418)** | **(167,851)** |
| *Transactions with owner directly recorded in equity* | **-** | **-** | **-** | **-** | **-** |
| **Balance at 30 June 2021** | **986,066** | **-** | **435** | **(705,032)** | **281,469** |

The accompanying notes form part of these financial statements.

**Noble Helium Limited**

**ABN 49 603 664 268**

## CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2022

| | Note | 2022<br>$ | 2021<br>$ |
|---|---|---|---|
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | | |
| Payments to suppliers and employees | | (1,442,163) | (124,006) |
| **Net cash used in operating activities** | 14 | **(1,442,163)** | **(124,006)** |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | | |
| Payments for exploration expenditure | | (1,285,642) | (60,598) |
| Payments for intangible assets | | (349,850) | - |
| **Net cash used in investing activities** | | **(1,635,492)** | **(60,598)** |
| **CASH FLOWS FROM FINANCING ACTIVITIES** | | | |
| Proceeds from issue of shares (net of costs) | | 11,254,266 | - |
| Proceeds from loans | | 348,675 | - |
| Loan repayments | | (20,110) | - |
| **Net cash provided by financing activities** | | **11,582,831** | **-** |
| **Net increase / (decrease) in cash and cash equivalents** | | **8,505,176** | **(184,604)** |
| Cash and cash equivalents at beginning of financial year | | 13,150 | 238,184 |
| Effects of exchange rate movements | | (55,253) | (40,430) |
| **Cash and cash equivalents at end of financial year** | 4 | **8,463,073** | **13,150** |

The accompanying notes form part of these financial statements.

## NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

These financial statements and notes represent those of Noble Helium Limited (the “Company”) and its wholly owned subsidiary (together referred to hereafter as “the Group”).

The financial statements are presented in Australian dollars, which is Noble Helium Limited’s functional and presentation currency.

The financial statements were authorised for issue on 29 September 2022 by the directors of the Company. The directors have the power to amend and reissue the financial statements.

The principal accounting policies adopted in the preparation of the financial statements are set out below.

**New or amended Accounting Standards and Interpretations adopted**
In the year ended 30 June 2022, the Group has reviewed all of the new and revised Accounting Standards and Interpretations issued by the Australian Accounting Standards Board that are relevant to its operations and effective for the current annual reporting year.

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

**Basis of Preparation**
The financial statements are general purpose financial statements that have been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board (AASB) and the *Corporations Act 2001*. The Company is a for-profit entity for financial reporting purposes under the Australian Accounting Standards.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in financial statements containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board (IASB). Material accounting policies adopted in the preparation of this financial report are presented below. They have been consistently applied unless otherwise stated.

The financial statements have been prepared on an accruals basis and is based on historical costs, modified where applicable, by the measurement at fair value of financial assets and financial liabilities.

**Accounting Policies**
The following is a summary of the material accounting policies adopted by the Group in the preparation of the financial report.

### a) Operating Segments

Operating segments are presented using the ‘management approach’ where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers. The Chief Operating Decision Maker is responsible for the allocation of resources to operating segments and assessing their performance.

### b) Principles of Consolidation

The consolidated financial statements incorporate all of the assets, liabilities and results of the parent, Noble Helium Limited and all of the subsidiaries (including any structured entities). Subsidiaries are entities the parent controls. The parent controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. A list of the subsidiaries is provided in Note 21.

The assets, liabilities and results of all subsidiaries are fully consolidated into the financial statements of the Group from the date on which control is obtained by the Group. The consolidation of a subsidiary is discontinued from the date that control ceases. Intercompany transactions, balances and unrealised gains or losses on transactions between group entities are fully eliminated on consolidation. Accounting policies of subsidiaries have been changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the Group.

Equity interests in a subsidiary not attributable, directly or indirectly, to the Group are presented as "non-controlling interests". The Group initially recognises non-controlling interests that are present ownership interests in subsidiaries and are entitled to a proportionate share of the subsidiary's net assets on liquidation at either fair value or at the non-controlling interests' proportionate share of the subsidiary's net assets. Subsequent to initial recognition, non-controlling interests are attributed their share of profit or loss and each component of other comprehensive income. Non-controlling interests are shown separately within the equity section of the statement of financial position and statement of comprehensive income.

c) **Income Tax**

The income tax expense (revenue) for the year comprises current income tax expense (income) and deferred tax expense (income).

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.

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

Current and deferred income tax expense (income) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity.

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 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 calculated at the tax rates that are expected to apply to the year 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.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

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 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 years in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

d) **Current and Non-current Classification**

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

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

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

e) **Exploration and Evaluation Expenditure**

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

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

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

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 within one period of abandoning the site.

f) **Impairment of Assets**

At the end of each reporting date, the Group assesses whether there is any indication that an asset may be impaired. The assessment will include the consideration of external and internal sources of information including dividends received from subsidiaries, associates or jointly controlled entities deemed to be out of pre-acquisition profits. If such an indication exists, 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. Any excess of the asset's carrying value over its recoverable amount is expensed.

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

g) **Intangibles**

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives.
The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

h) **Equity-settled Compensation**

The Group operates equity-settled share-based payment employee share and option schemes. The fair value of the equity to which employees become entitled is measured at grant date and recognised as an expense over the vesting period, with a corresponding increase to an equity account. The fair value of shares is ascertained as the market bid price. The fair value of options is ascertained using a Trinomial pricing model which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting date such that the amount recognised for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

i) **Fair Value Measurement**

When an asset or liability, financial or non-financial is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either; in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified, into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

j) **Issued Capital**

Ordinary shares are classified as equity.

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

k) **Cash and Cash Equivalents**

Cash and cash equivalents include cash on hand, restricted cash, deposits held at call with banks and other short-term highly liquid investments with original maturities of 3 months or less.

l) **Trade and Other Receivables**

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Trade receivables are generally due for settlement within 30 days.

The Company has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

m) **Trade and Other Payables**

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

n) **Borrowings**

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

o) **Other Revenue**

Other revenue is recognised when it is received or when the right to receive payment is established.

p) **Borrowing Costs**

All borrowing costs are recognised as expense in the period in which they are incurred.

q) **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 Tax 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.

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.

r) **Critical Accounting Estimates and Judgments**

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

***Share based payment transactions***

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value of the options issued are determined by an internal valuation using a Trinomial option pricing model, using the assumptions detailed in the notes to the financial statements. The assumptions detailed in the note is also judgemental.

For equity transactions with consultants and other employees, the fair value reflects the value attributable to services where applicable. Where there is no quantifiable value of services the value of options is calculated using the Trinomial option pricing model.

For instruments issued with market-based conditions, alternative valuation methodologies would be adopted.

***Exploration and evaluation costs***

Exploration and evaluation costs have been capitalised and are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Key judgements are applied in considering the costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised.

***Estimation of useful lives of assets***

The consolidated entity determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

***Impairment of non-financial assets other than goodwill and other indefinite life intangible assets***

The consolidated entity assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the consolidated entity and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

It is reasonably possible that the underlying metal price assumption may change which may then impact the estimated life of mine determinant and may then require a material adjustment to the carrying value of mining plant and equipment, mining infrastructure and mining development assets. Furthermore, the expected future cash flows used to determine the value-in-use of these assets are inherently uncertain and could materially change over time. They are significantly affected by a number of factors including reserves and production estimates, together with economic factors such as metal spot prices, discount rates, estimates of costs to produce reserves and future capital expenditure.

***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 Group 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 Group 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 Group unfavourably as at the reporting date or subsequently as a result of the Coronavirus (COVID-19) pandemic.

s) **New Accounting Standards for Application in Future Periods**

**New Accounting Standards and Interpretations not yet mandatory or early adopted**

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting year ended 30 June 2022. The Group's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the Group, is set out below.

***Conceptual Framework for Financial Reporting (Conceptual Framework)***

The revised Conceptual Framework is applicable to annual reporting periods beginning on or after 1 January 2020 and early adoption is permitted. The Conceptual Framework contains new definition and recognition criteria as well as new guidance on measurement that affects several Accounting Standards. Where the Group has relied on the existing framework in determining its accounting policies for transactions, events or conditions that are not otherwise dealt with under the Australian Accounting Standards, the Group may need to review such policies under the revised framework. At this time, the application of the Conceptual Framework is not expected to have a material impact on the Group's financial statements.

| NOTE 2: INCOME TAX EXPENSE | 2022 $ | 2021 $ |
|---|---|---|
| **a. Recognised in the income statement:** | | |
| Current tax | - | - |
| Deferred tax | - | - |
| Income tax as reported in the statement of comprehensive income | - | - |
| **b. Reconciliation of income tax expense to prima facie tax payable:** | | |
| Loss from ordinary activities before income tax expense | (2,746,008) | (165,418) |
| Prima facie tax benefit on loss from ordinary activities before income tax at 30% | 823,802 | 49,625 |
| Increase / (decrease) in income tax due to: | | |
| - Temporary differences | (21,850) | - |
| - Permanent difference | (426,693) | - |
| - Unused tax losses not recognised | (375,259) | (49,625) |
| Income tax attributable to operating profit | - | - |
| The following deferred tax balances have not been recognised: | | |
| **c. Deferred tax assets not recognised** | | |
| Carry forward revenue losses at 30% | 968,209 | 592,950 |

Potential deferred tax assets attributable to tax losses and other temporary differences have not been brought to account at 30 June 2022 because the directors do not believe it is appropriate to regard realisation of the deferred tax assets as probable at this point in time. These benefits will only be obtained if:

- the Group derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deductions for the expenditure to be realised; and
- no changes in tax legislation adversely affect the Group in realising the benefit from the deductions for the expenditure

## NOTE 3: EARNINGS PER SHARE

| | 2022 Cents per share | 2021 Cents per share |
|---|---|---|
| Basic and diluted loss per share | (1.99) | (0.15) |

| The loss and weighted average number of ordinary shares used in this calculation of basic and diluted loss per share are as follows: | 2022 $ | 2021 $ |
|---|---|---|
| Loss | (2,746,008) | (165,418) |
| | **Number** | **Number** |
| Weighted average number of ordinary shares for the purposes of basic and diluted loss per share | 138,282,709 | 111,537,500 |

The options outstanding are not included in the calculation of diluted loss per share because they have no dilutive effect for the year ended 30 June 2022 and 30 June 2021.

## NOTE 4: CASH AND CASH EQUIVALENTS

| | 2022 $ | 2021 $ |
|---|---|---|
| Cash at bank | 8,463,073 | 13,150 |
| | **8,463,073** | **13,150** |

## NOTE 5: TRADE AND OTHER RECEIVABLES

| | 2022 $ | 2021 $ |
|---|---|---|
| **Current** | | |
| GST receivable | 100,424 | - |
| Prepayments | 289,992 | - |
| Other receivables | 9,776 | - |
| | **400,192** | **-** |

There is no allowance for expected credit losses recognised for the year ended 30 June 2022 (2021: nil).

## NOTE 6: EXPLORATION AND EVALUATION ASSETS

| | 2022<br>$ | 2021<br>$ |
|---|---|---|
| **Exploration and evaluation assets** | | |
| Balance at the beginning of year | 295,349 | 234,751 |
| Costs capitalised | 1,285,642 | 60,598 |
| Impairment of costs | - | - |
| **Balance at the end of reporting year** | **1,580,991** | **295,349** |

The ultimate recoupment of balances carried forward in relation to areas of interest still in the exploration or valuation phase is dependent on successful development, and commercial exploitation, or alternatively sale of the respective areas. The Group conducts impairment testing when indicators of impairment are present at the reporting date.

## NOTE 7: INTANGIBLE ASSETS

| | 2022<br>$ | 2021<br>$ |
|---|---|---|
| Intangible assets at cost | 349,850 | - |
| Intangible assets – accumulated depreciation | (77,638) | - |
| | **272,212** | **-** |
| Balance at the beginning of year | - | - |
| Additions | 349,850 | - |
| Amortisation | (77,638) | - |
| Balance at the end of reporting year | **272,212** | **-** |

During the financial year, the Group executed a license agreement that provides exclusive access to the world's first and only Global Atlas of Helium Occurrences and Exploration Play Fairway Analysis.

## NOTE 8: TRADE AND OTHER PAYABLES

| | 2022<br>$ | 2021<br>$ |
|---|---|---|
| **Current** | | |
| Trade creditors | 71,233 | 3,455 |
| Accruals | 64,456 | 3,465 |
| Other payables | 54,111 | - |
| | **189,800** | **6,920** |

Trade creditors are expected to be paid on 30-day terms.

## NOTE 9: PROVISIONS

| | 2022 $ | 2021 $ |
|---|---|---|
| Provisions for annual leave | 8,921 | - |

## NOTE 10: BORROWINGS

| | 2022 $ | 2021 $ |
|---|---|---|
| **Current** | | |
| Loan payable | - | 20,110 |

During the 2022 financial year the Company repaid a $20,110 non-interest bearing loan. Included in the loan repayment amount was $10,000 to Wood Petroleum Exploration Pty Ltd a related party to Justyn Wood.

## NOTE 11: ISSUED CAPITAL

| | 2022 No. | 2022 $ |
|---|---|---|
| Ordinary shares - fully paid | **183,160,191** | **12,174,927** |
| **Movement in ordinary shares:** | | |
| **Balance at beginning of year** | **111,537,500** | **986,066** |
| Seed Placement | 17,777,778 | 1,600,000 |
| Conversion of convertible notes | 1,969,913 | 348,675 |
| IPO Placement | 50,000,000 | 10,000,000 |
| Shares issued in lieu of services provided (see note 16) | 1,875,000 | 375,000 |
| Share issue costs | - | (1,134,814) |
| **Balance at 30 June 2022** | **183,160,191** | **12,174,927** |

| | 2021 No. | 2021 $ |
|---|---|---|
| Ordinary shares - fully paid | **111,537,500** | **986,066** |

There was no movement in ordinary shares during the 2021 financial year.

**Terms and conditions of issued capital**

Ordinary shares participate in dividends and the proceeds on winding up of the Company in proportion to the number of shares held. The fully paid ordinary shares have no par value.

At the shareholders' meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

**Capital risk management**

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it may continue to provide returns for shareholders and benefits for other stakeholders.

The Company's capital includes ordinary share capital and financial liabilities, supported by financial assets.
Due to the nature of the Group's activities, being mineral exploration, it does not have ready access to credit facilities, with the primary source of funding being equity raisings. Accordingly, the objective of the Group's capital risk management is to balance the current working capital position against the requirements of the Group to meet exploration programmes and corporate overheads. This is achieved by maintaining appropriate liquidity to meet anticipated operating requirements, with a view to initiating appropriate capital raisings as required.

## NOTE 12: RESERVES

| | 2022 | 2021 |
|---|---|---|
| | $ | $ |
| Foreign exchange translation reserve[1] | (37,516) | 435 |
| Share based payments reserve[2] | 1,831,376 | - |
| **Total Reserves** | **1,793,860** | **435** |

[1] The Foreign Currency Translation Reserve is used to record exchange rate differences arising on translation of foreign subsidiaries.

[2] The Share Based Payments Reserve is used to record the value of equity incentives issued to Directors, suppliers and employees.

A summary of the movements of all options issued is as follows:

| | Number | Weighted Average Exercise Price ($) | Weighted Average Remaining Life (years) |
|---|---|---|---|
| **Options outstanding as at 1 July 2021** | - | - | - |
| Issued | 45,402,778 | 0.22 | 2.9 |
| Forfeited | - | - | - |
| Exercised | - | - | - |
| Expired | - | - | - |
| **Options outstanding as at 30 June 2022** | **45,402,778** | **0.22** | **2.9** |
| **Options exercisable as at 30 June 2022** | **45,402,778** | **0.22** | **2.9** |

There were no options issued or outstanding during the 2021 financial year.

See note 16 for valuation technique, assumptions and inputs.

## NOTE 13: AUDITORS' REMUNERATION

| | 2022 $ | 2021 $ |
|---|---|---|
| Remuneration of the auditor of the Group for: | | |
| Audit or review of the financial report | 18,000 | 4,500 |
| Non-audit services: | | |
| Independent accountants report | 12,000 | - |

## NOTE 14: CASHFLOW INFORMATION

| | 2022 $ | 2021 $ |
|---|---|---|
| a. **Reconciliation of Cash Flow from Operations with Loss after Income Tax** | | |
| Loss after income tax | (2,746,008) | (165,418) |
| Non-cash adjustment | | |
| Share Based Payments | 1,417,295 | - |
| Unrealised foreign exchange loss | 17,302 | 44,297 |
| Amortisation | 77,638 | - |
| Changes in assets and liabilities; | | |
| Increase in trade and other receivables | (400,191) | - |
| Increase / (decrease) in trade and other payables | 182,880 | (3,515) |
| Provisions | 8,921 | - |
| **Cash used in operating activities** | **(1,442,163)** | **(124,006)** |

b. **Non-Cash Financing and Investing Activities**

The Group had no non-cash financing and investing activities during the financial year.

## NOTE 15: TRANSACTIONS WITH RELATED PARTIES

**Key Management Personnel (KMP)**
The total of remuneration paid or due to be paid to the KMP of the Company during the year are as follows:

| | 2022 $ | 2021 $ |
|---|---|---|
| Short-term key management personnel benefits | 195,658 | 52,000 |
| Post-employment benefits | 6,214 | - |
| Share based payments (see note 16) | 873,843 | - |
| **Total remuneration paid** | **1,075,715** | **52,000** |

**Transactions with Directors and their related parties**
During the 2022 financial year, fees of $49,000 (2021: $7,000) were paid to Michelle Jennings, the spouse of former Director, Walter Jennings, for accounting & bookkeeping services.

The Company repaid a $10,000 non-interest bearing loan provided by Justyn Wood during the 2022 financial year.

No loans have been made to any Director or any of their related parties during the year. There were no further transactions with Directors including their related parties other than those disclosed above.

All transactions were made on normal commercial terms and conditions and at market rates.

## NOTE 16: SHARE BASED PAYMENTS

There were the following share based payments during the year:

| | 2022 $ | 2021 $ |
|---|---|---|
| **Options** | | |
| - Issued to Directors(i) | 873,843 | - |
| - Issued to employees and consultants(i) | 168,452 | |
| **Total Share Based Payments Expense** | **1,042,295** | |
| - Issued to brokers and advisors(ii) | 789,081 | - |
| **Total Share Based Payments Reserve** | **1,831,376** | |
| **Ordinary Shares – Fully Paid** | | |
| - 1,875,000 Ordinary shares issued to a supplier in lieu of services provided | 375,000 | - |

(i) Share based payment recognised in the statement of profit or loss and other comprehensive income.
(ii) Share based payment recognised in share issue costs.

The options issued during the year were calculated using the Black-Scholes model with the following inputs:

| | **Options Granted Range** |
|---|---|
| Expected volatility (%) | 80% |
| Risk free interest rate (%) | 0.2% - 0.8% |
| Weighted average expected life of options (years) | 2.5 - 4 years |
| Expected dividends | Nil |
| Option exercise price ($) | 0.20 - 0.25 |
| Share price at grant date ($) | 0.09 - 0.20 |
| Fair value of option ($) | 0.037 - 0.084 |

The options issued were deemed to vest immediately and there were no other vesting conditions.

## NOTE 17: CONTINGENT ASSETS AND LIABILITIES

In the opinion of the directors there were no contingent assets or liabilities as at 30 June 2022.

## NOTE 18: CAPITAL AND OTHER COMMITMENTS

In order to maintain the current rights to Tanzanian exploration tenements, the Group is required to perform minimum exploration requirements specified by the 2018 Regulations, under the 2010 Mining Act of the United Republic of Tanzania.

| | **30 June 2022 $** | **30 June 2021 $** |
|---|---|---|
| Less than 12 months | 280,734 | 256,756 |
| Between 12 months and 5 years | 458,263 | 675,877 |
| 5 years or more | - | - |
| **Total** | **738,997** | **932,633** |

The Group has no other capital or expenditure commitments as at reporting date.

## NOTE 19: OPERATING SEGMENTS

The Group operates in one reportable segment, being mineral exploration in the United Republic of Tanzania. The Board of Directors review internal management reports on a regular basis that is consistent with the information provided in the statement of profit or loss and other comprehensive income, statement of financial position and statement of cash flows. As a result no reconciliation is required because the information as presented is what is used by the Board to make strategic decisions.

## NOTE 20: FINANCIAL RISK MANAGEMENT

The Group's financial instruments consist mainly of deposits with banks, local money market instruments, short-term investments, accounts payable, loans to and from subsidiaries, bills and leases.

The Board of Directors has overall responsibility for the oversight and management of the Group's exposure to a variety of financial risks (including market risk, credit risk and liquidity risk).

***Credit risk***

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets, is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the Statement of Financial Position and notes to the financial statements.

The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions is spread amongst approved counterparties.

The Group does not have any collateral. Credit risk related to balances with banks and other financial institutions is managed by the board. The board's policy requires that surplus funds are only invested with counterparties with a Standard & Poor's rating of at least AA-. All of the Group's surplus funds are invested with AA Rated financial institutions.

The Group does not have any material credit risk exposure to any single receivable or receivables under financial instruments entered into by the Group.

***Liquidity risk***

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

The responsibility with liquidity risk management rests with the Board of Directors. The Group manages liquidity risk by monitoring forecast cash flows and ensuring that adequate working capital is maintained. The Group's policy is to ensure that it has sufficient cash reserves to carry out its planned exploration activities over the next 12 months.

The table below reflects an undiscounted contractual maturity analysis for financial liabilities and receivables.

**Financial liability and financial asset maturity analysis**

| **2022** | **Weighted Average Interest Rate** | **1 year or less** | **Between 1-2 years** | **Between 2-5 years** | **Total** |
|---|---|---|---|---|---|
| | **%** | **$** | **$** | **$** | **$** |
| **Non-Derivatives** | | | | | |
| *Financial Assets* | | | | | |
| Cash and Cash Equivalents | 1.40 | 8,463,073 | - | - | 8,463,073 |
| Trade and Other Receivables | - | 400,192 | - | - | 400,192 |
| *Financial Liabilities* | | | | | |
| Trade and Other Payables | - | (189,800) | - | - | (189,800) |
| **Net Financial Assets** | | **8,763,465** | **-** | **-** | **8,763,465** |

| **2021** | **Weighted Average Interest Rate** | **1 year or less** | **Between 1-2 years** | **Between 2-5 years** | **Total** |
|---|---|---|---|---|---|
| | **%** | **$** | **$** | **$** | **$** |
| **Non-Derivatives** | | | | | |
| *Financial Assets* | | | | | |
| Cash and Cash Equivalents | - | 13,150 | - | - | 13,150 |
| Trade and Other Receivables | - | - | - | - | - |
| *Financial Liabilities* | | | | | |
| Trade and Other Payables | - | (6,920) | - | - | (6,920) |
| Loan Payable | - | (20,110) | - | - | (20,110) |
| **Net Financial Assets** | | **(13,880)** | **-** | **-** | **(13,880)** |

***Market risk***

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments.

***Interest rate risk***

The Group manages interest rate risk by monitoring immediate and forecast cash requirements and ensuring adequate cash reserves are maintained.

**Fair value of financial instruments**

Unless otherwise stated, the carrying amount of financial instruments reflects their fair value.

## NOTE 21: INTEREST IN CONTROLLED ENTITIES

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

| Controlled entities | Country of incorporation | Percentage owned | |
|---|---|---|---|
| | | 30 June 2022 | 30 June 2021 |
| Rocket Tanzania Limited | United Republic of Tanzania | 100% | 100% |
| Antares Tanzania Limited | United Republic of Tanzania | 100% | 100% |
| Cephei Tanzania Limited | United Republic of Tanzania | 100% | 100% |

## NOTE 22: PARENT ENTITY DISCLOSURES

| Financial position | 2022 | 2021 |
|---|---|---|
| | $ | $ |
| Assets | | |
| Current assets | 10,312,910 | 414,424 |
| Non-current assets | 388,981 | - |
| Total assets | 10,701,891 | 414,424 |
| Liabilities | | |
| Current liabilities | 184,144 | 27,030 |
| Non-current liabilities | - | - |
| Total liabilities | 184,144 | 27,030 |
| Net Assets | 10,517,747 | 387,394 |
| Equity | | |
| Issued capital | 12,174,927 | 986,066 |
| Accumulated losses | (3,488,556) | (598,672) |
| Reserves | 1,831,376 | - |
| Total equity | 10,517,747 | 387,394 |

| Financial performance | | |
|---|---|---|
| Loss for the year | (2,889,884) | (143,776) |
| Total comprehensive loss for the year | (2,899,660) | (143,776) |

*Significant accounting policies*

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

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

**Contingent Liabilities:**
The Company has no contingent liabilities as at 30 June 2022 (2021: Nil).

**Other Commitments and Contingencies:**
The Company has no other commitments and contingencies as at 30 June 2022 (2021: Nil).

## NOTE 23: EVENTS AFTER REPORTING PERIOD

On 10 August 2022, the Company issued 2,000,000 unlisted options to an employee, Ashely Howlett (Exploration Manager), with an exercise price of $0.25 expiring on 10 February 2025.

On 25 August 2022, the Company was awarded 5 Eyasi prospecting licences by the Tanzanian Mining Commission, for an area, totalling 1,138km$^2$.

On 19 September 2022, the Company appointed Mr Graham Yerbury as Chief Financial Officer.

On 27 September 2022 the Company announced an entitlement issue of listed loyalty options on the basis of one option for every five fully paid ordinary shares held by eligible shareholders. A total of 36,632,038 options will be issued at an issue price of $0.001 per option and will be exercisable at $0.25 and expire on 2.5 years from the date of issue.

No other matter or circumstance has arisen since the end of audited period which significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial periods.

## Noble Helium Limited
## ABN 49 603 664 268

### DIRECTORS' DECLARATION

---

In accordance with a resolution of the directors of Noble Helium Limited, the directors of the Company declare that:

1. the consolidated financial statements, notes and the remuneration report in the Directors' Report are in accordance with the Corporations Act 2001, including:

    (i) giving a true and fair view of the financial position of the Group as at 30 June 2022 and of its performance, for the year ended 30 June 2022; and

    (ii) complying with Australian Accounting Standards (including International Financial Reporting Standards) and the Corporations Regulations 2001;

2. in the directors' opinion there are reasonable grounds to believe that Noble Helium Limited will be able to pay its debts as and when they become due and payable;

This declaration has been made after receiving the declarations required to be made by the directors in accordance with sections of 295A of the Corporations Act 2001.

This declaration is made in accordance with a resolution of the Board of Directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

JWood.

Justyn Wood
Executive Director

Perth, 29 September 2022

# INDEPENDENT AUDITOR'S REPORT
# TO THE MEMBERS OF NOBLE HELIUM LIMITED

## Report on the Audit of the Financial Report

### Opinion

We have audited the financial report of Noble Helium Limited ("the Company") and its controlled entities ("the Consolidated Entity"), which comprises the consolidated statement of financial position as at 30 June 2022, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion:

a. the accompanying financial report of the Consolidated Entity is in accordance with the Corporations Act 2001, including:

   (i) giving a true and fair view of the Consolidated Entity's financial position as at 30 June 2022 and of its financial performance for the year then ended; and

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

b. the financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

### Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement. 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 Consolidated Entity in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's *APES 110 Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

### Key Audit Matters

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

| Key Audit Matter | How our audit addressed the Key Audit Matter |
|---|---|
| **Exploration and Evaluation Assets**<br><br>As disclosed in note 6 to the financial statements, as at 30 June 2022, the Consolidated Entity's exploration and evaluation assets were carried at $1,580,991.<br><br>The recognition and recoverability of the exploration and evaluation asset was considered a key audit matter due to:<br><br>• The carrying value represents a significant asset of the Consolidated Entity, we considered it necessary to assess whether facts and circumstances existed to suggest whether an impairment event has occurred; and<br><br>• Determining whether impairment indicators exist involves significant judgement. | Our audit procedures included but were not limited to:<br><br>• Assessing management's determination of its areas of interest for consistency with the definition in AASB 6 *Exploration and Evaluation of Mineral Resources* ("AASB 6");<br><br>• Assessing the Consolidated Entity's rights to tenure for a sample of tenements;<br><br>• Testing the Consolidated Entity's additions to capitalised exploration costs for the year by evaluating a sample of recorded expenditure for consistency to underlying records, the capitalisation requirements of the Consolidated Entity's accounting policy and the requirements of AASB 6;<br><br>• Testing the status of the Consolidated Entity's tenure and planned future activities, reading board minutes and enquiries with management we assessed each area of interest for one or more of the following circumstances that may indicate impairment of the capitalised exploration costs:<br><br>    ○ The licenses for the rights to explore expiring in the near future or are not expected to be renewed;<br><br>    ○ Substantive expenditure for further exploration in the area of interest is not budgeted or planned;<br><br>    ○ Decision or intent by the Consolidated Entity to discontinue activities in the specific area of interest due to lack of commercially viable quantities of resources; and<br><br>    ○ Data indicating that, although a development in the specific area is likely to proceed, the carrying amount of the exploration asset is unlikely to be recorded in full from successful development or sale; and |

| Key Audit Matter | How our audit addressed the Key Audit Matter |
|---|---|
| | ○ We also assessed the appropriateness of the related disclosures in note 6 to the financial statements. |
| ***Share based payments***<br>As disclosed in note 16 in the financial statements, during the year ended 30 June 2022, the Company incurred share-based payments totaling $2,206,376.<br>Share based payments are considered to be a key audit matter due to<br>• the value of the transactions;<br>• the complexities involved in recognition and measurement of these transactions; and<br>• the judgement involved in determining the inputs used in the valuation. | Our procedures included, amongst others:<br>• Analysing agreements to identify the key terms and conditions of share based payments issued and relevant vesting conditions in accordance with *AASB 2 Share Based Payments*;<br>• Evaluating valuation models and assessing the assumptions and inputs used;<br>• Assessing the amount recognised during the period in accordance with the vesting conditions of the securities granted; and<br>• Assessing the adequacy of the disclosures included in Note 16 of the financial report. |

## Other Information

The directors are responsible for the other information. The other information comprises the information included in the Consolidated Entity's annual report for the year ended 30 June 2022, but does not include the financial report and our auditor's report thereon.

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

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

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

## Responsibilities of the Directors for the Financial Report

The directors of the Consolidated Entity 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 Note 1, the directors also state in accordance with Australian Accounting Standard *AASB 101 Presentation of Financial Statements*, that the financial report complies with International Financial Reporting Standards.

In preparing the financial report, the directors are responsible for assessing the Consolidated Entity's ability 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 Consolidated Entity or to cease operations, or has no realistic alternative but to do so.

## Auditor's Responsibilities for the Audit of the Financial Report

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

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

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Consolidated Entity'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 Consolidated Entity'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 Consolidated Entity 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.

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

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

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

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

## Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2022. The directors of the Consolidated Entity are responsible for the preparation and presentation of the remuneration report in accordance with s 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

## Auditor's Opinion

In our opinion, the Remuneration Report of Noble Helium Limited, for the year ended 30 June 2022, complies with section 300A of the Corporations Act 2001.

Hall Chadwick

**HALL CHADWICK WA AUDIT PTY LTD**

**D M BELL** CA
**Director**

Dated this 29th day of September 2022
Perth, Western Australia

# Noble Helium Limited
## ABN 49 603 664 268

### SHAREHOLDER INFORMATION

The following additional information is required by the Australian Securities Exchange Ltd in respect of listed public companies only. The information is current as at 29 September 2022.

1. **Shareholding**

a. **Distribution of Shareholders**

(i) *Ordinary share capital*
- 183,160,191 fully paid shares held by 1,102 shareholders. All issued ordinary share carry one vote per share and carry the rights to dividends.

| | Class of Equity Security | | |
|---|---|---|---|
| **Category (size of holding)** | **Number of Holders** | **Fully Paid Ordinary Shares** | **Percentage %** |
| 1 - 1,000 | 11 | 1,772 | 0.00% |
| 1,001 – 5,000 | 318 | 943,919 | 0.52% |
| 5,001 – 10,000 | 207 | 1,832,226 | 1.00% |
| 10,001 – 100,000 | 420 | 16,663,927 | 9.10% |
| 100,001 – and over | 146 | 163,718,347 | 89.38% |
| **Total** | **1,102** | **183,160,191** | **100.00%** |

b. The number of shareholders with less than a marketable parcel of shares is 172.

c. The Company had the following substantial shareholders at the date of this report.

***Fully Paid Ordinary Shares***

| **Holder** | **Number** | **%** |
|---|---|---|
| JUSTYN WOOD | 70,000,000 | 38.22% |
| SHOKI PTY LTD | 25,250,000 | 13.79% |
| JERRY KENT MASTERS, Jnr | 11,537,500 | 6.30% |

d. **Voting Rights**
The voting rights attached to each class of equity security are as follows:
Ordinary shares
– Each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.

**SHAREHOLDER INFORMATION**



e. **20 Largest holders of quoted equity securities (fully paid ordinary shares)**

| | Name | Number Held | Percentage % |
|---|---|---|---|
| 1. | MR JUSTYN JAMES WOOD | 35,000,000 | 19.11% |
| 2. | WOOD PETROLEUM EXPLORATION PTY LTD | 35,000,000 | 19.11% |
| 3. | SHOKI PTY LTD | 25,250,000 | 13.79% |
| 4. | MR JERRY KENT MASTERS | 11,537,500 | 6.30% |
| 5. | MS LAURA BAILEY | 5,000,000 | 2.73% |
| 6. | J & J BANDY NOMINEES PTY LTD <BANDY P/F A/C> | 2,350,000 | 1.28% |
| 7. | SHRIVER NOMINEES PTY LTD | 1,991,112 | 1.09% |
| 8. | PRIME ENERGY CONSULT LTD | 1,969,913 | 1.08% |
| 9. | S3 CONSORTIUM PTY LTD | 1,875,000 | 1.02% |
| 10. | JALAVER PTY LTD <FALCON PENSION A/C> | 1,800,000 | 0.98% |
| 11. | INYATI FUND PTY LTD <INYATI FUND NO2 UNIT A/C> | 1,527,778 | 0.83% |
| 12. | CITYSIDE INVESTMENTS PTY LTD | 1,400,000 | 0.76% |
| 13. | CELTIC CAPITAL PTE LTD <INVESTMENT 1 A/C> | 1,250,000 | 0.68% |
| 14. | MR ANTHONY DE NICOLA & MRS TANYA LOUISE DE NICOLA <DE NICOLA FAMILY S/F A/C> | 1,250,000 | 0.68% |
| 15. | JAMARLA NOMINEES PTY LTD | 1,111,111 | 0.61% |
| 16. | SURF COAST CAPITAL PTY LTD <MINNIE P/F A/C> | 1,100,000 | 0.60% |
| 17. | OKAWARI CONSORTIUM PTY LTD <THE OKA T A/C> | 1,050,926 | 0.57% |
| 18. | BR CORPORATION PTY LTD | 1,050,000 | 0.57% |
| 19. | MR BRIAN PETER BYASS | 1,000,000 | 0.55% |
| 20. | MELBOR PTY LTD <RJW FAMILY A/C> | 925,926 | 0.51% |
| | | 133,439,266 | 72.85% |

2. The Name of the Company Secretary is Mr Craig McNab.

3. The address of the registered office and principal place of business in Australia is Level 8, 216 St Georges Terrace, Perth WA 6000. Telephone (08) 9481 0389.

4. Registers of securities are held at the following address:
Automic Pty Ltd
Level 5, 191 St Georges Terrace
Perth WA 6000

5. **Stock Exchange Listing**
Quotation has been granted for all the ordinary shares of the company on the Australian Securities Exchange Limited.

6. **Restricted Securities**

The Company has the following restricted securities on issue as at the date of this report:

- 100,447,409 fully paid ordinary shares, escrowed to 8 April 2024
- 17,125,000 options exercisable at $0.25 expiring 3 June 2026, escrowed to 8 April 2024
- 17,222,223 options exercisable at $0.20 expiring 28 March 2025, escrowed to 8 April 2024

7. **Unquoted Securities**

The Company has the following unquoted securities on issue as at the date of this report:

- 28,277,778 options exercisable at $0.20 on or before 16 September 2025
- 17,125,000 options exercisable at $0.25 on or before 1 October 2024
- 2,000,000 options exercisable at $0.25 on or before 10 February 2025

8. **Use of Funds**

Between the date of listing on ASX and the date of this report the Company has used the cash and assets in a form readily convertible to cash that it had at the time of admission in a way consistent with its business objectives and as set out in the Prospectus dated 18 February 2022.

## SCHEDULE OF EXPLORATION TENEMENTS

The information in the table below is current as at 29 September 2022.

| Project | Tenement | Holder | Status | Expiry Date | Area (km2) | Interest at Beginning of Listing | Interest as at XX September 2022 |
|---|---|---|---|---|---|---|---|
| North Rukwa Basin | PL11323-2019 | RTL | Awarded | 29-Jul-23 | 185.77 | 100% | 100% |
| | PL11324-2019 | RTL | Awarded | 29-Jul-23 | 26.06 | 100% | 100% |
| | PL11325-2019 | RTL | Awarded | 29-Jul-23 | 107.12 | 100% | 100% |
| | PL11326-2019 | RTL | Awarded | 29-Jul-23 | 93.42 | 100% | 100% |
| | PL11327-2019 | RTL | Awarded | 29-Jul-23 | 107.48 | 100% | 100% |
| | PL11328-2019 | RTL | Awarded | 29-Jul-23 | 131.85 | 100% | 100% |
| | PL11737-2021 | RTL | Awarded | 30-Nov-25 | 206.4 | 100% | 100% |
| | PL11738-2021 | RTL | Awarded | 30-Nov-25 | 291.04 | 100% | 100% |
| | PL11739-2021 | RTL | Awarded | 30-Nov-25 | 116.84 | 100% | 100% |
| | PL11740-2021 | RTL | Awarded | 30-Nov-25 | 29.43 | 100% | 100% |
| | PL11742-2021 | RTL | Awarded | 30-Nov-25 | 148.24 | 100% | 100% |
| | PL11750-2021 | RTL | Awarded | 30-Nov-25 | 23.7 | 100% | 100% |
| North Nyasa Basin | PL11736-2021 | RTL | Awarded | 30-Nov-25 | 237.27 | 100% | 100% |
| | PL11741-2021 | RTL | Awarded | 30-Nov-25 | 228.88 | 100% | 100% |
| Eyasi Basin | PL12013-2022 | ATL | Awarded | 24-Aug-2026 | 222.62 | 100% | 100% |
| | PL12014-2022 | ATL | Awarded | 24-Aug-2026 | 222.70 | 100% | 100% |
| | PL12015-2022 | ATL | Awarded | 24-Aug-2026 | 147.66 | 100% | 100% |
| | PL12016-2022 | ATL | Awarded | 24-Aug-2026 | 245.53 | 100% | 100% |
| | PL12017-2022 | ATL | Awarded | 4-Sep-2026 | 299.52 | 100% | 100% |
| Manyara Basin | PL18262-2021 | ATL | Application | Four years from award | 299.97 | N/A | N/A |
| | PL18262-2021 | ATL | Application | Four years from award | 267.43 | N/A | N/A |
| | PL18262-2021 | ATL | Application | Four years from award | 137.39 | N/A | N/A |
| | PL18262-2021 | ATL | Application | Four years from award | 149.72 | N/A | N/A |

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