



HORIZON

MINERALS LTD

ANNUAL REPORT

2023

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About Horizon Minerals Limited

Horizon Minerals Limited (Horizon and the Company) is an emerging mid-tier gold producer with high quality projects located in the heart of the West Australian goldfields. The Company is led by a Board and Management team with deep experience developing and operating successful gold mines within the Kalgoorlie region.

Horizon has a large tenement holding which hosts over a million ounces of gold in Resources and has significant open cut and underground growth potential.

Corporate Governance

The Company has adopted the 4th Edition of the ASX Corporate Governance Recommendations. A summary statement which has been approved by the Board together with current policies and charters is available on the Company website at the following address www.horizonminerals.com.au.

CORPORATE PARTICULARS

DIRECTORS

Ashok Parekh	Non-Executive Chairman
Peter Bilbe	Non-Executive Director
Jonathan Price	Non-Executive Director (ceased as Managing Director 30 June 2023)

CHIEF EXECUTIVE OFFICER

Grant Haywood	Chief Executive Officer (appointed 1 July 2023)
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COMPANY SECRETARY

Julian Tambyrajah	Chief Financial Officer & Company Secretary
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REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS

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PERTH WA 6000

Telephone 1300 787 272

AUDITORS

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WEST PERTH WA 6005

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STOCK EXCHANGE LISTING

Australian Securities Exchange
Home Exchange: Perth
Code: HRZ

CHAIRMAN AND CEO'S REVIEW

Dear Shareholder

The 2023 financial year has been a year of substantial progress for the company despite the challenging conditions for the junior resources sector, with poor sentiment for gold despite strong gold prices in Australian dollar terms.

Capital markets were quite volatile, particularly for junior explorers and emerging developers, but the gold price has remained strong ranging from A\$2,470-\$3,063 finishing the year at A\$2,858.40/oz (Source: Perth Mint).

There are continuing concerns in the 2023 financial year in the global economy with high inflation leading to most central banks tightening monetary policy reducing liquidity and therefore available funding. The focus of the industry is on conserving or growing cash reserves with conservatism in these volatile markets, reducing cost structures and production costs, focussing on organic growth, and looking for opportunities with M&A at asset and corporate level to strengthen the project resource base and/or the balance sheet. Further consolidation is anticipated in the year to come.

Locally, Western Australia and the goldfields region has managed well in this difficult environment despite severe labour shortages and escalating costs. Access to suitably skilled workers in record low unemployment conditions presents challenges now but also into the future as the number of tertiary and TAFE graduates continues to decline against demand. Positively, drill rig availability has eased markedly, as has laboratory turnaround times for assays.

The Company progressed on a number of fronts during the year with exploration programs continuing in new discovery and resource growth areas, acquisitions and divestments, underground mine studies and the successful demerger of the 25% interest in the Richmond vanadium project, including the completion of the internal restructure of the IPO vehicle Richmond Vanadium Technology (ASX:RVT) which holds 100% of the project, which was successfully listed on the ASX in December 2022 despite the volatile capital markets. The company retains 9% of RVT and also provided an in-specie distribution back to shareholders and a priority offering in the IPO. A dedicated RVT Board is now in place, it is well funded and has received significant interest in this emerging new green energy critical mineral for use in the grid scale renewable energy storage market as RVT moves towards successful completion of the DFS in late 2024.

A range of air core, reverse circulation and diamond drilling was completed during the year with excellent results received across the portfolio delivering resource growth and confirmation of new discoveries, some including new Nickel deposits such as Blair North and Euston in addition to the company's core gold business. Maiden gold resources were announced for Coote, Baden Powell and Capricorn. Exploration work also continued at Yarmany, Lakewood and the Greater Boorara-Cannon projects, with successful programs conducted at Golden Ridge, Pinner and Monument. Further drilling also occurred late in the year at Penny's Find to test additional mineralisation at depth and to the north with the aim of increasing the underground resource.

The acquisition of the remaining 50% of the high-grade Penny's Find underground project was also completed during the year. This acquisition is in-line with our strategy of developing high grade – low tonnage underground and open pit projects under the contract mining – toll milling / JV model for cash generation. The Cannon mine, the first to be developed, has been fully permitted and funded during the year, with a sequence of underground developments proposed to follow Cannon including Penny's Find and Rose Hill.

During the year, the Company announced a number of divestments including non-core assets and the sale of listed investments to contribute to exploration funding and project development. These divestments will continue in the FY2024 enabling focus on core exploration areas and to assist in funding the proposed underground developments whilst also reducing holding costs. Further M&A shall also be explored at both corporate and asset level.

We'd like to take the opportunity to thank all our Board members, staff, operational and drilling contractors, external consultants and you, our shareholders, for your support during the year. The Horizon team look forward to keeping you fully informed as the business grows in what will be another very exciting year ahead.



Ashok Parekh
Chairman



Grant Haywood
Chief Executive Officer

Perth, WA
18 September 2023

OPERATIONS REPORT

CORPORATE

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

The Company recognises the importance of Environmental, Social and Governance (ESG) factors and is committed to continuous improvement in this regard. During the year, a review commenced of all internal policies, procedures, governance principles to identify improvements and opportunities to ensure we meet or exceed our social license to operate. The Company engaged BDO in 2022 to assist in developing our ESG operational plan and roadmap and our first internal Sustainability Report. The Company will look to update its operation plan and roadmap, along with the ESG framework and strategy during the 2023/24 financial year.

ISSUED CAPITAL

At 30 June 2023, Horizon Minerals Limited had 696,983,676 fully paid ordinary shares on issue.

COMPANY INVESTMENTS

At 30 June 2023 Horizon held the following listed investments:

Company	Securities	ASX	Number	Spot Value at 30 June 2023
Greenstone Resources Ltd	Ordinary Shares	GSR	2,300,287	\$39,105
Richmond Vanadium Technology Ltd	Ordinary Shares	RVT	19,833,363	\$8,131,679
			TOTAL	\$8,170,784

The Company also has 8,223,684 Brightstar Resources unlisted options, exercisable at \$0.057 and expiring on 30 December 2023.

As at 30 June 2023, the Company had cash on hand of approximately \$5.62 million.

CORPORATE ACTIVITIES

On 24 June 2022, the Company announced an equity placement of \$4 million which completed and a Share Purchase (SPP) Plan for \$2 million. The equity placement was completed on 30 June 2022 with funds received from institutional investors. The SPP was extended to 27 July 2022 and closed with funds received from existing shareholders of \$539.6k.

On 30 August 2022, the Company announced the completion of acquisition of the remaining 50% interest in the Pennys Find Project.

During the 2022 year the Company commenced work on the restructure of its 25% in the Richmond Vanadium Project followed by the IPO of Richmond Vanadium Technology Ltd on the ASX, which was successfully completed in December 2022.

On 19 January 2023, the Company sold 37,088,333 Kingswest Resources Ltd shares for a consideration of approximately \$1.3 million.

On 28 April 2023 the Company announced the resignation of the Managing Director Mr Jon Price and his period of notice that would complete on 30 June 2023. At the same time the Company announced that Grant Haywood the current Chief Operating Officer was appointed as the Chief Executive Officer with a commencement date of 1 July 2023.

DIVESTMENT OF ROYALTIES

In 2018, Horizon divested its interest in the Lehmans Gold joint venture to Saracen Mineral Holdings (now Northern Star Resources) for A\$2.5 million in cash. As part of the divestment, a 2.5% Net Smelter Royalty is payable once production reaches 42,000 ounces from the Otto Bore tenements and ends on production of 100,000 ounces.

OPERATIONS REPORT

CORPORATE

DIVESTMENT OF ROYALTIES (CONTINUED)

On 29 March 2021, Horizon announced a Royalty Sale Agreement to Vox Royalty Corp. (TSX: VOX) (Vox) which included the Janet Ivy Production Royalty and the Otto Bore (Saracen Mineral Holdings now Northern Star Resources) Production Royalty. Vox paid A\$4 million in cash at Completion and a further A\$3 million in cash or Vox shares at Vox's election (priced on a 30-day VWAP basis) upon Vox receiving cumulative payments of A\$750,000 from the transaction royalties.

Upon receipt of the 30 June 2023 quarterly production results on the Janet Ivy Production Royalty, the deferred payment of \$3 million from Vox has been triggered and will become due and payable within 10 days of the September 2023 quarter end. Vox, however, has an election to pay the \$3 million in cash or shares, and if paid in shares are subject to a 4-month escrow.

DIVESTMENT OF GUNGA WEST

On 17 June 2022, the Company reached agreement with FMR Investments Pty Ltd (FMR) to divest its Gunga West gold project near Coolgardie in the Western Australian goldfields for cash and a toll milling allocation into FMR's 1Mtpa Greenfields mill. Horizon acquired Gunga West as part of a larger asset swap of projects with Northern Star Resources Limited as announced to the ASX on 12 September 2019 and included the core Rose Hill, Brilliant North and Golden Ridge tenure.

The divestment comprises seven mining leases, one prospecting licence and one miscellaneous license making up the Gunga West project. Under the Agreement, FMR will pay \$400,000 in cash on the following terms:

- Deposit of \$100,000 in cash
- \$300,000 in cash on completion
- Access to FMR's Greenfields toll mill in Coolgardie on commercial terms for ore treatment of 200,000 tonnes commencing in 2023

Completion was expected to be in the H2 2022 however, a delay occurred in completing this transaction due to obtaining third party consents.

SUBSEQUENT EVENTS

On 5 July 2023, the Company announced it had entered into a binding option and sale deed ("Option") with Metal Hawk Limited (ASX: MHK) to purchase an interest in seven tenements within the Company's Yarmany project area ("Tenements"). The Option provides that Metal Hawk pay Horizon a \$400,000 non-refundable option fee within five days of signing the Option, comprising \$200,00 in cash and \$200,000 in MHK shares, with the number of shares determined by the 20-Day VWAP prior to execution. On 17 July 2023, the Company announced receipt of \$200,000 in cash, and \$200,000 in MHK shares, with the number of shares determined by the 20-Day VWAP in relation to the executed Option and Sale Deed. The MHK shares are subject to escrow for 6 months.

On 17 July 2023, the Company announced that all conditions to the divestment of the Gunga West tenements to FMR Investments Pty Ltd have been completed.

On 30 August 2023, the Company announced it had entered into a binding option and sale deed ("Option") with Dundas Minerals Limited (ASX: DUN) to purchase an interest in 19 tenements within the Company's Baden Powell and Windanya project areas ("Tenements"). The Option relates to all mineral rights over 16 Prospecting Licences, two Mining Leases and one Mining Lease Application. The Option provides that Dundas pay Horizon a \$500,000 non-refundable option fee which consists of \$375,000 within 5 days of signing the Option, comprising \$125,000 in cash and \$250,000 in DUN shares, with the number of shares determined by the 5-Day VWAP prior to execution. The final \$125,000 is payable in cash on the first 12-month anniversary of the execution date.

OPERATIONS REPORT

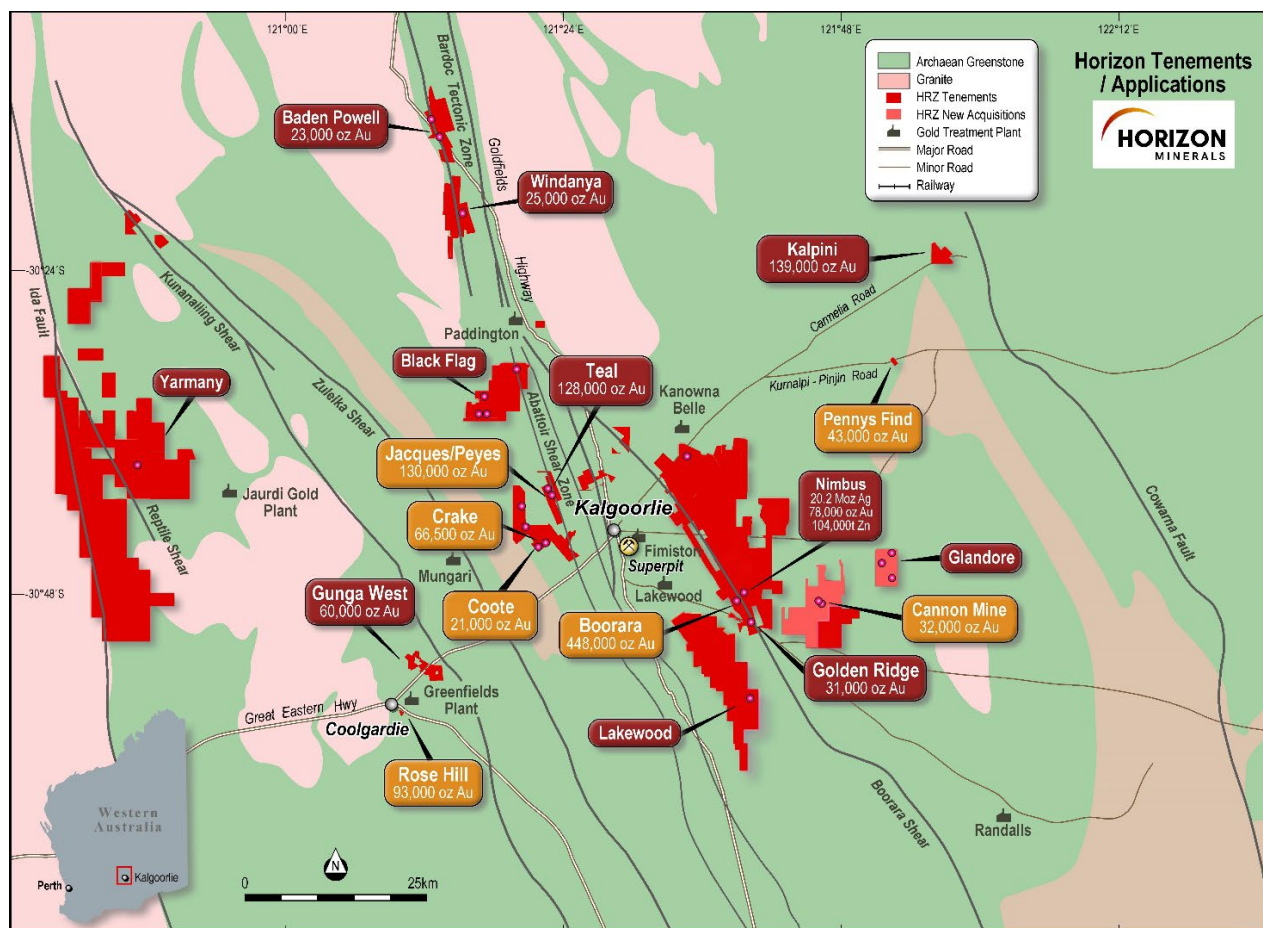
EXPLORATION AND EVALUATION

OVERVIEW

The Company continued to advance and build up its core gold project portfolio in Western Australia through extensional and new discovery drilling for gold, and to leverage off its substantial landholding into other commodities, including Ni-Co, Ag-Zn, Cu and PGE's. In addition, the Company along with joint venture partners Richmond Vanadium Technology (ASX:RVT) successfully transitioned the JV to a publicly listed company through a successful IPO and listed RVT on the ASX in December 2022, with Horizon shareholders receiving shares in RVT via an in-specie distribution, and Horizon maintaining a 9% shareholding in RVT. The Company also acquired the remaining 50% interest in the Penny's Find gold project from JV partner Labyrinth Resources Limited (ASX:LRL) and now owns the project 100%. The Company also divested its Kangaroo Hills and Phoenix tenements to Greenstone Resources Limited (ASX:GSR) for \$300,000 in cash and shares. Horizon also advanced its Cannon project by securing a US\$5m loan from Nebari Partners to pay the deferred consideration for the project and to fund its development, with all necessary statutory approvals also secured for the project.

The locations of all WA projects are shown in Figure 1.

Figure 1
Horizon Minerals Ltd WA Projects

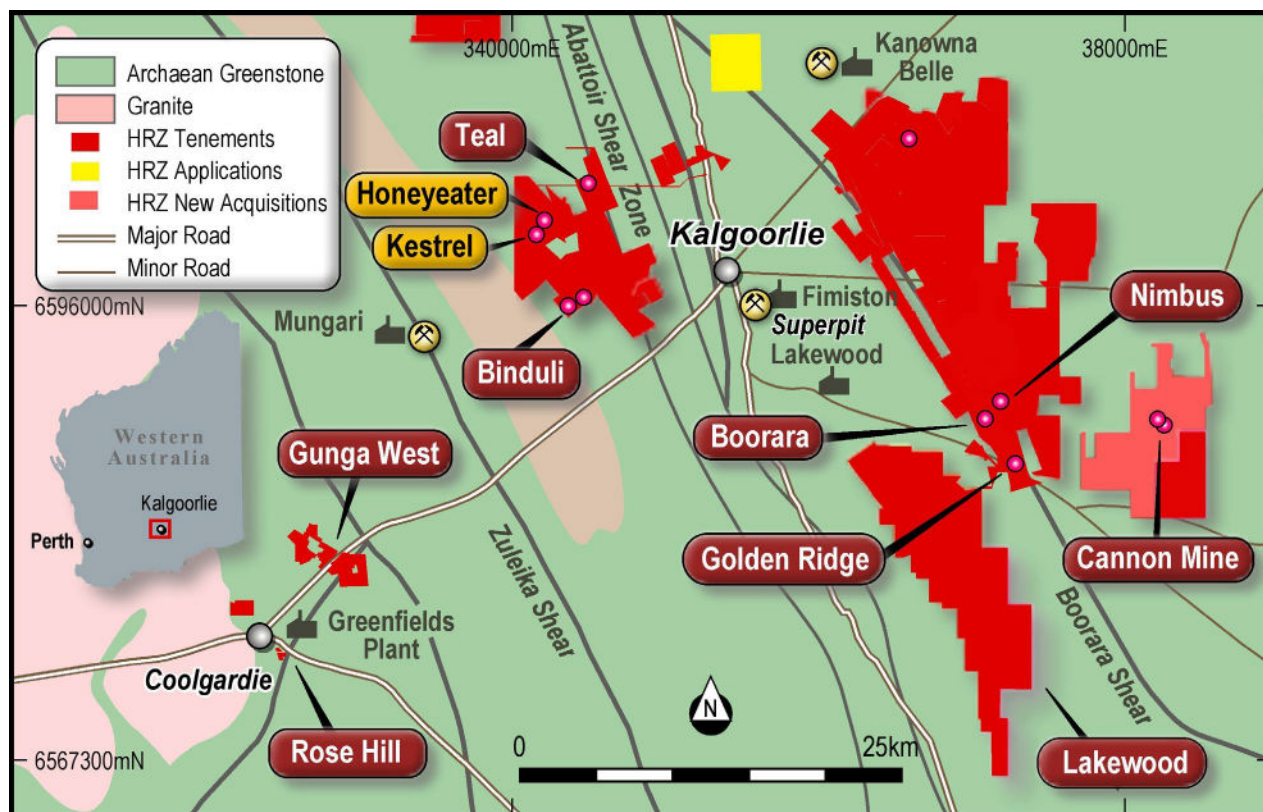


OPERATIONS REPORT

EXPLORATION AND EVALUATION

OVERVIEW (CONTINUED)

Figure 2
Horizon Minerals Ltd Kalgoorlie Area Gold Projects Location Map



BOORARA-CANNON GOLD PROJECT AREA

The Boorara-Cannon Gold Project (BGP) area comprises the 100% owned 448,000oz Boorara gold mine, the Golden Ridge project to the south, Cannon project 10km to the east and the Kanowna South and Balagundi prospects to the north (Figure 2). The Company is aiming to monetise low tonnage, high grade assets via underground mining and toll milling via a contract / JV model. The Cannon underground gold project shall be the first mine to be developed in the coming FY2024 year. The Cannon feasibility study was released in 2022 showing good economics, with this project being the first in a series of underground operations to be progressed, followed by Penny's Find and Rose Hill via further study work to bring these Mineral Resources into Ore Reserves.

UNDERGROUND GOLD PROJECTS

Horizon Minerals is focussed on bringing the Cannon and Pennys Find underground mines into production in 2024. The high-grade ore will likely be treated at the FMR owned Greenfields plant at Coolgardie. The first planned underground mining operation is the Cannon Gold Project which was acquired by the company in October 2021. A Feasibility Study was completed in the March 2022 quarter.

OPERATIONS REPORT

EXPLORATION AND EVALUATION

UNDERGROUND GOLD PROJECTS (CONTINUED)

The Cannon Gold Project was acquired by the company in October 2021, the Mineral Resource Estimate (MRE) updated the following month, and the Feasibility Study completed in 2022.

Table 1: Summary of Cannon Underground Ore Reserves by Classification

Classification	Tonnes	g/t Au	Ounces
Proven	-	-	-
Probable	135,000	4.1	17,680
Total	135,000	4.1	17,680

The Ore Reserve reflects the mining of the Cannon Mineral Resource via underground mining methods below the existing open pit. There is approximately 4 months of preproduction works including pit dewatering, mobilisation, and site establishment, followed by sixteen months of mining.

Operational activities shall be undertaken by a mining contractor or JV partner with technical and managerial oversight by Horizon. Mining will be underground with access via a portal within the pit to develop the decline to the base of the mine, with lateral ore drives developed from the decline. The mining method will be a bottom-up method using longhole stoping with Cemented Rockfill (CRF) and loose fill. Ore and waste shall be loaded out by conventional diesel-powered Load-Haul-Dump (LHD) loaders and low profile trucks. Development undertaken with Jumbo Drills and stoping with Longhole drills.

It is anticipated that the 100% owned Penny's Find gold mine shall be developed next in the underground development project pipeline, followed by the Rose Hill project. The Penny's Find resource was updated following acquiring the remaining 50% of the project during the year and stands at:

Table 2: Penny's Find Underground (<260m RL) Mineral Resource Estimate at a 1.5g/t au cut-off grade

Classification	Tonnes	g/t Au	Ounces
Indicated	203,000	5.45	35,000
Inferred	67,000	3.60	8,000
Total	270,000	4.99	43,000

The 100% Rose Hill gold project is the next project planned to be brought into production following Penny's Find. The Rose Hill resource stands at:

Table 3: Rose Hill Open Pit Mineral Resource Estimate at a 0.5g/t au cut-off grade

Classification	Tonnes (M)	g/t Au	Ounces
Measured	0.19	2.0	12,300
Indicated	0.09	2.0	6,100
Total	0.29	2.0	18,400

OPERATIONS REPORT

EXPLORATION AND EVALUATION

UNDERGROUND GOLD PROJECTS (CONTINUED)

Table 4: Rose Hill Underground Mineral Resource Estimate at a 2.0g/t au cut-off grade

Classification	Tonnes (M)	g/t Au	Ounces
Indicated	0.3	4.5	47,100
Inferred	0.2	4.8	27,800
Total	0.51	4.6	74,900

EXPLORATION CANNON, MONUMENT AND PINNER

In addition to the Cannon underground operation, there is potential for two nearby small open cut operations at Monument and Pinner to supplement the high-grade Cannon ore. The two prospects have been tested by historical drilling which demonstrated that both had patchy mineralisation. Horizon drilled 58 infill RC holes for 2695m to help better define the mineralisation. Significant new high-grade mineralisation intercepted at Pinner included (Figure 3, 4) ¹:

- 6m @ 6.94g/t Au from 35m inc. 1m @ 35.39g/t Au from 36m (CARC22055)
- 5m @ 2.80g/t Au from 20m (CARC22053)
- 1m @ 12.03g/t Au from 17m (CARC22042)
- 9m @ 1.86g/t Au from 12m (CARC22054)
- 2m @ 4.88g/t Au from 38m (CARC22036)
- 8m @ 1.8g/t Au from 28m (CARC22046)

Significant new high-grade mineralisation intercepted at Monument (Figures 3, 5) included ¹:

- 4m @ 4.63g/t Au from 68m and 4m @ 7.76g/t Au from 80m (CARC22024) ²
- 7m @ 2.40g/t Au from 59m (CARC22004)
- 5m @ 4.09g/t Au from 99m inc. 1m @ 16.13g/t Au from 99m (CARC22022)
- 4m @ 3.78g/t Au from 44m (CARC22005) ²

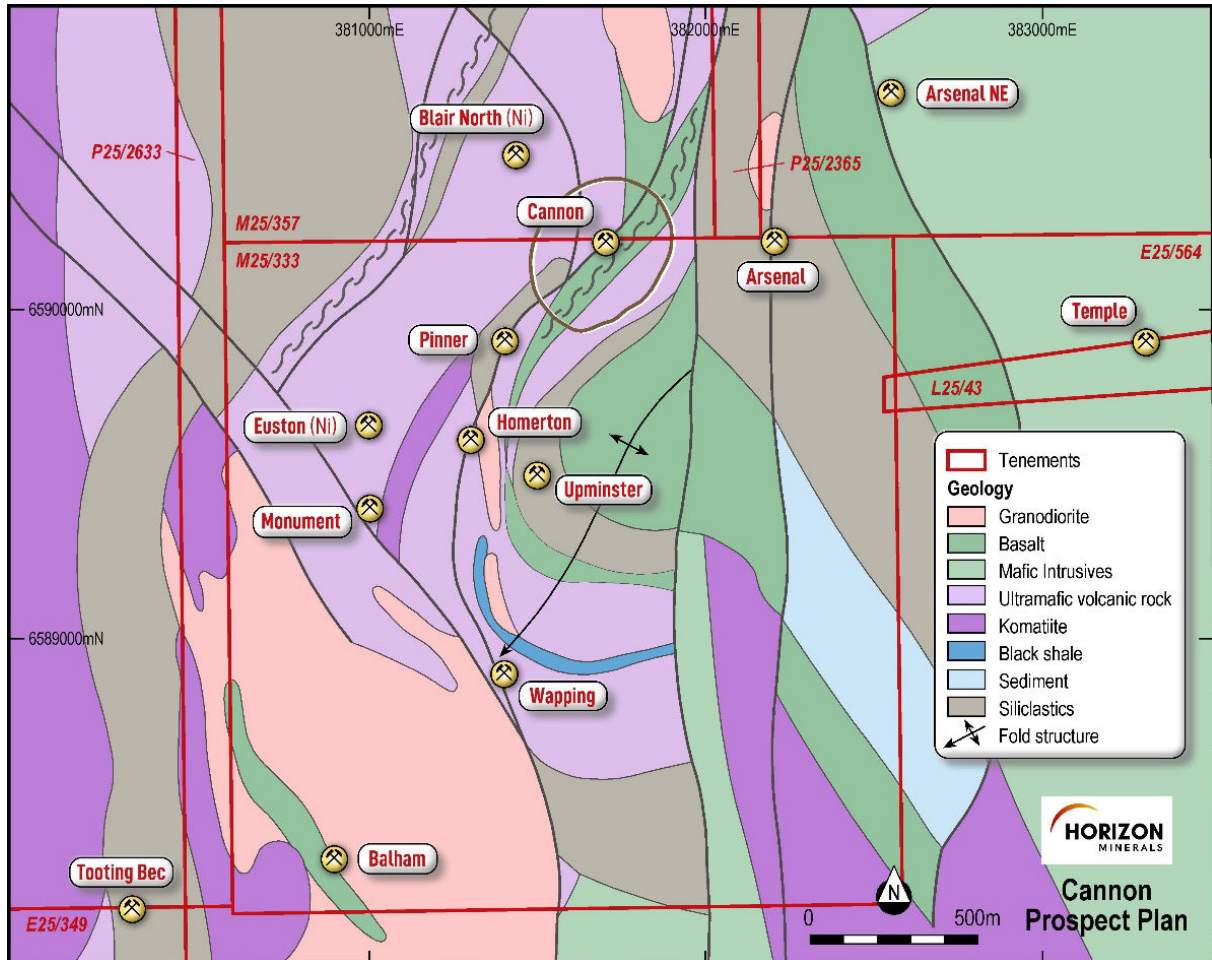
OPERATIONS REPORT

EXPLORATION AND EVALUATION

EXPLORATION CANNON MONUMENT AND PINNER (CONTINUED)

The drilling confirmed that the mineralisation was variable, but that also demonstrated that there was some continuity between sections and potential JORC resources could be established. Further drilling and maiden resources are planned in FY2024.

Figure 3: Cannon Project area showing surrounding prospects



OPERATIONS REPORT

EXPLORATION AND EVALUATION

EXPLORATION CANNON MONUMENT AND PINNER (CONTINUED)

Figure 4: Pinner drill highlights

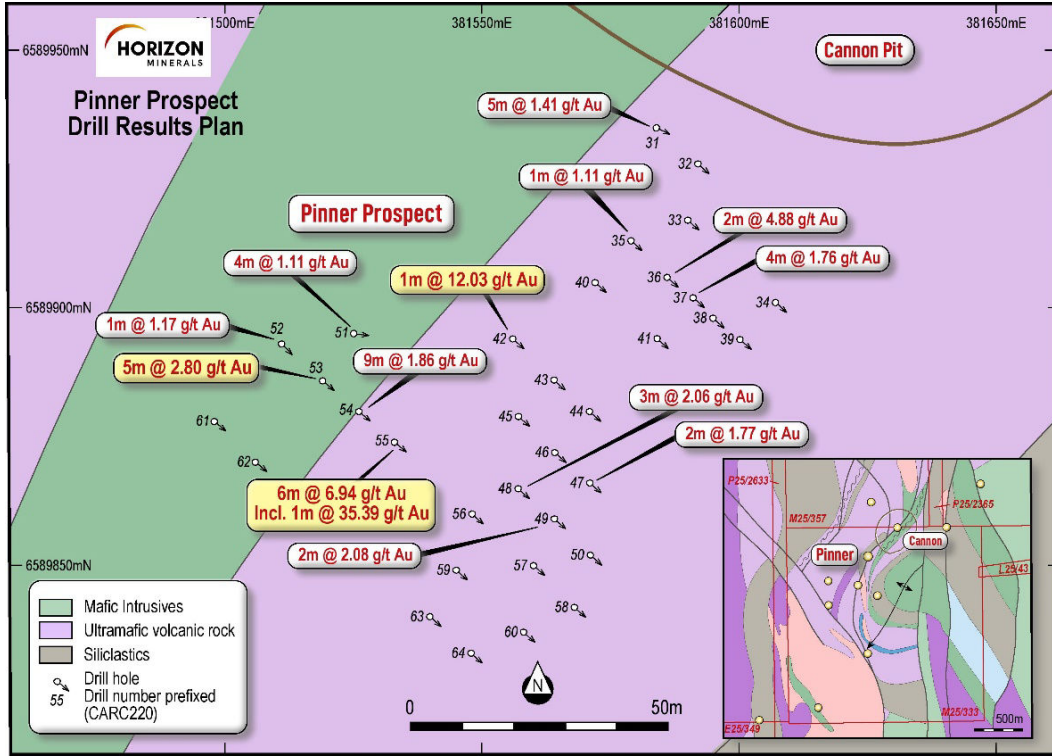
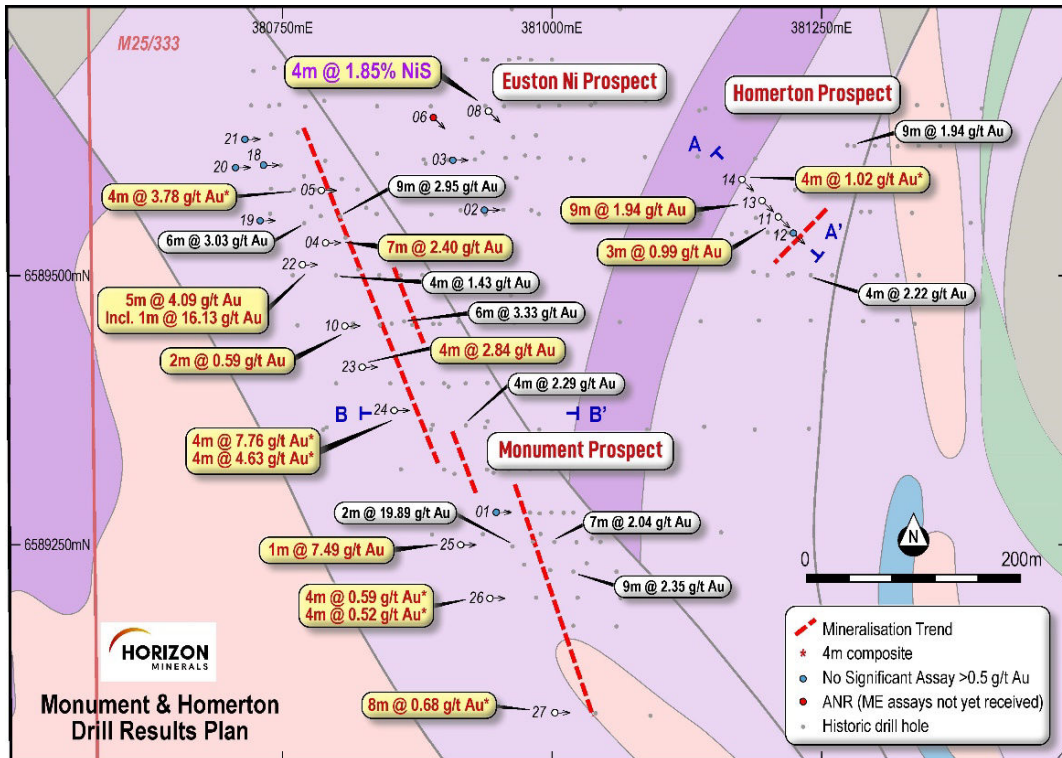


Figure 5: Monument and Homerton drill highlights



OPERATIONS REPORT

EXPLORATION AND EVALUATION

EXPLORATION PENNY'S FIND

After mining ceases at Cannon, it is anticipated that the 100% Horizon owned Penny's Find gold mine shall be developed next in the underground development project pipeline, followed by the Rose Hill project.

The high-grade gold mineralisation at Penny's Find is hosted in narrow quartz veins at the contact between footwall sediments including black shale and siltstone and a hanging wall basalt. The quartz veins dip about 60° to the northeast and collectively average 1m to 5m true width. Only minor sulphides are present.

Open cut mining to 85m (242m RL) was completed by Empire Resources in 2018 with toll treatment processing at Lakewood (Kalgoorlie) and Burbanks (Coolgardie). Production from the open pit totalled 18,300oz at 4.47g/t Au (as announced to the ASX by Empire (ASX: ERL) on 25 July 2018).

Metallurgical test work and toll milling data from open pit ore processing has shown fresh mineralisation to be free milling with a high gravity recoverable gold component and a total gold recovery which exceeded 90%.

During the financial 2023 year, Horizon Minerals completed 1,926m of RC and 626.4m of diamond tails. The drilling aimed to test potential high grade depth extensions, especially to the north where drilling in 2021 identified a new high grade lode (P1_10 5m @ 5.27 g/t Au) along the northern plunge.

Significant results are shown below and in Figures 6, 7.

- 1.45m @ 2.61g/t Au from 314.75m and 3.2m @ 4.19g/t Au from 318.3m (PFRCD23003)
- 1.05m @ 6.36g/t Au from 355.5m (PFRCD23001)
- 1.00m @ 7.49g/t Au from 363.9m (PFRCD23002)
- 2.90m @ 1.73g/t Au from 292.0m (PFRCD23007)
- 0.78m @ 12.85g/t Au from 331.48m (PFRCD23006)

Quartz reef was intersected in every hole with high grade mineralisation stretching at least 250m. Although the grade was consistent, the ore thickness was generally thin other than in PFRCD23003. PFRCD23003 contained thicker quartz vein (3m) and returned encouraging results of 1.45m @ 2.61g/t Au from 314.75m and 3.2m @ 4.19g/t Au from 318.3m. Visible gold was noted in the PFRCD23003 core. Follow up drilling is planned in FY2024.

OPERATIONS REPORT

EXPLORATION AND EVALUATION

EXPLORATION PENNY'S FIND (CONTINUED)

Figure 6: Penny's Find 2023 Drilling Location Plan

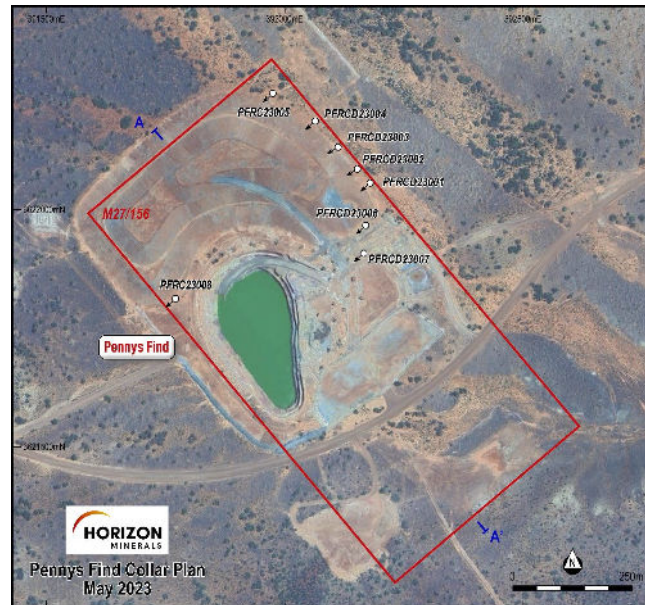
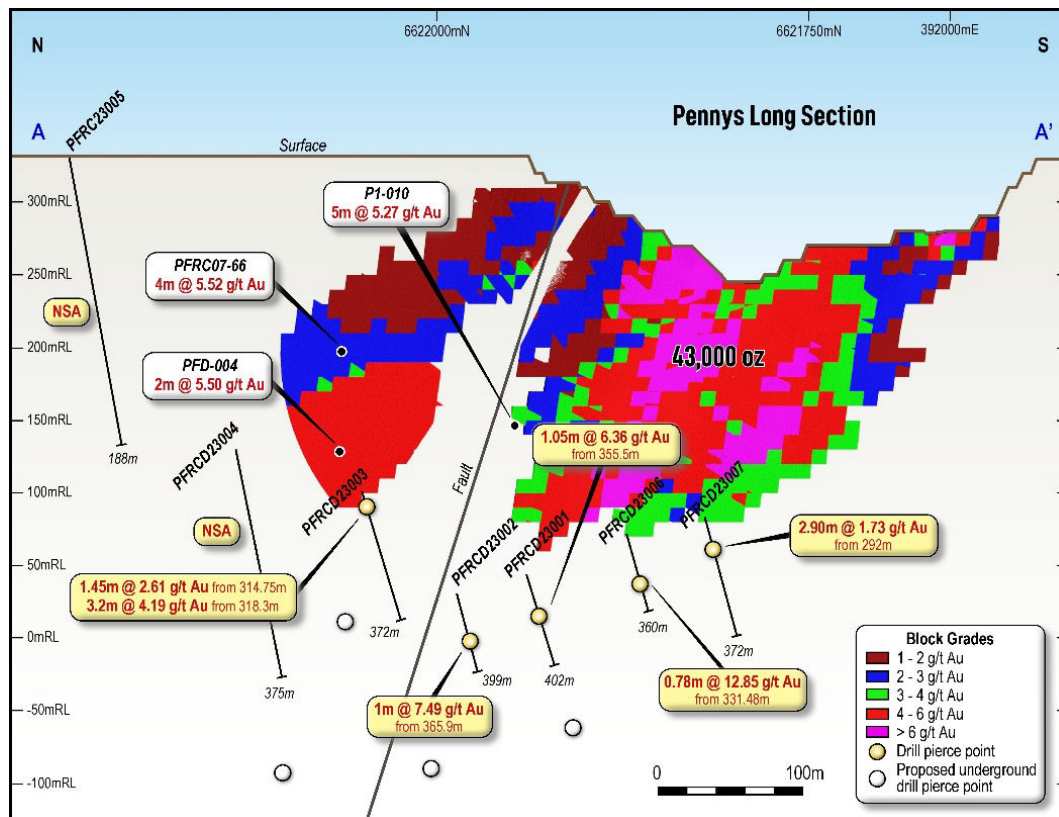


Figure 7: Penny's Find Long Section showing the resource and FY 2023 drilling



The third production site planned is at the Rose Hill mine in Coolgardie. Two miscellaneous licenses supporting a future operation lodged in 2021 are still active and expected to go before a mining warden in 2024. No field activities were completed at Rose Hill.

No other drilling or major field activities were conducted on Horizons remaining tenure and projects.

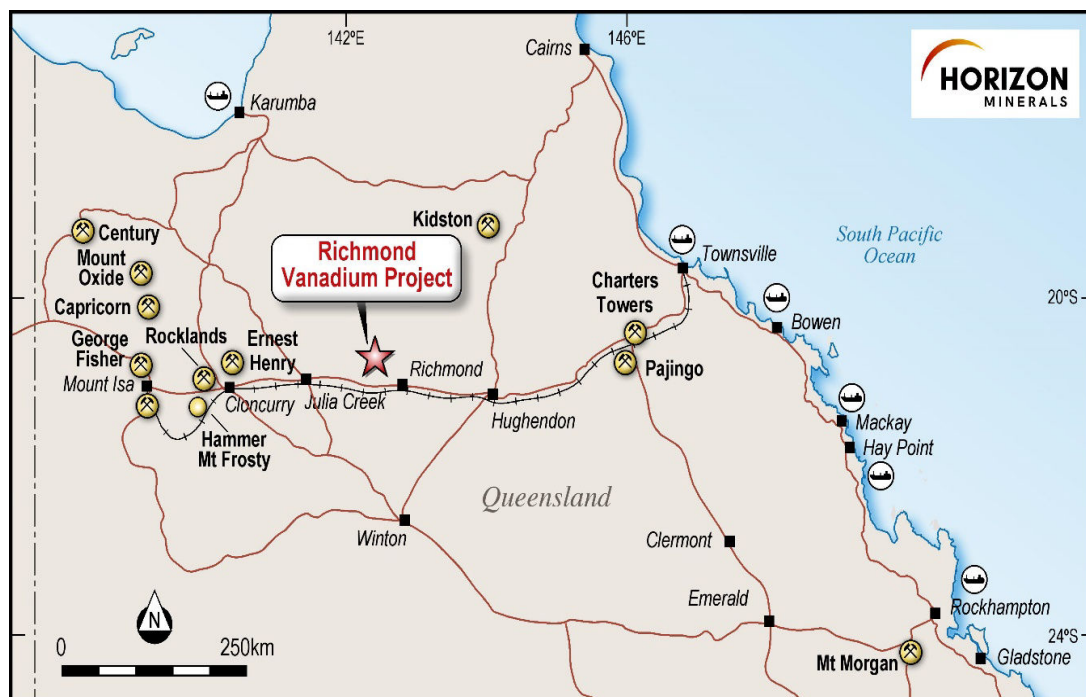
OPERATIONS REPORT

EXPLORATION AND EVALUATION

RICHMOND VANADIUM HORIZON 9% EQUITY – BANKABLE FEASIBILITY STUDY

The Richmond Vanadium Project is located 650km west of Townsville and 250km east of Mt Isa in northwest Queensland (Figure 8) and is owned 100% by RVT with Horizon owning 9% of RVT. The project tenements cover 1,420km² of Cretaceous Toolebuc Formation and the advanced Lilyvale deposit north of Richmond (Figures 9 and 10).

Figure 8
Richmond Vanadium Project location and surrounding infrastructure



The project is located within marine sediments of the early Cretaceous Toolebuc Formation which is a stratigraphic unit that occurs throughout the Eromanga Basin in northwest Queensland. The Toolebuc sediments consist predominantly of black carbonaceous and bituminous shale and minor siltstone, with limestone lenses and coquinites (mixed limestone and clays). It is composed of two distinct units representing two different facies: an upper coarse limestone-rich-clay-oil shale unit (coquina) and a lower fine-grained carbonate-clay-oil shale unit.

The global MRE for the Richmond Vanadium Project area (Figure 9 on page 14) is shown in the Table on page 18:

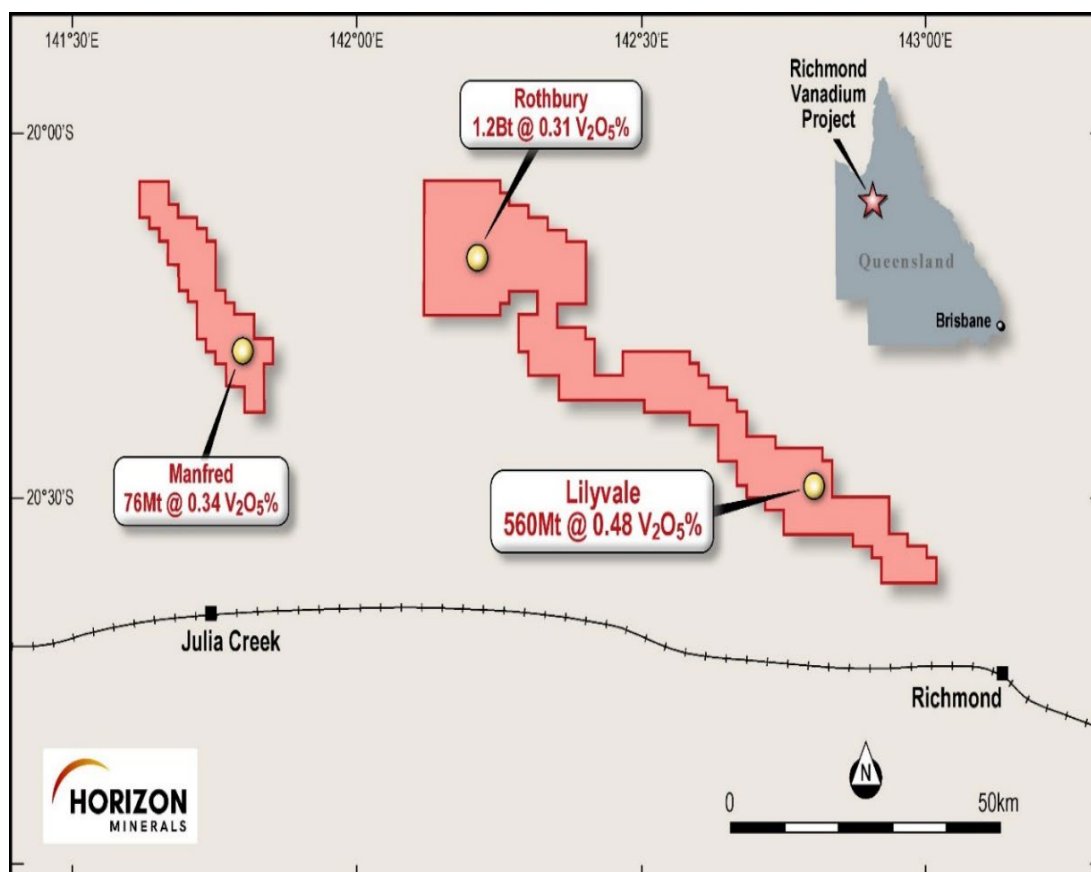
OPERATIONS REPORT

EXPLORATION AND EVALUATION

RICHMOND VANADIUM HORIZON 9% EQUITY – BANKABLE FEASIBILITY STUDY (CONTINUED)

RVT completed a 7,817m drilling program during 2020 at the Lilyvale vanadium deposit (Figure 99) to infill previous drilling enabling an updated Mineral Resource Estimate to be compiled at an improved JORC Category for reserve generation studies to be completed.

Figure 9
Lilyvale Vanadium project location and Richmond Lease areas



Lilyvale project

The advanced Lilyvale deposit is located 45km northwest of the Richmond Township and in close proximity to the Flinders Highway and Great Northern Railway line (Figures 9 and 10). The shallow supergene deposit is 5m to 15m thick, up to 4km wide, over 50km long and is open along strike. Lilyvale has been the focus for initial development studies and extensive metallurgical test work and flowsheet design given the grade, shallow depth, absence of oil shale and continuity of the deposit that can provide globally significant supply to the steel and emerging energy storage markets for over 100 years.

Lilyvale Pre-Feasibility Study results

As announced to the ASX on 22 March 2022, a positive PFS was released focussed on the development of the Lilyvale vanadium deposit.

- The Study delivered a maiden Ore Reserve for Lilyvale of:
- **459.2Mt grading 0.49% V₂O₅ for 2.25Mt of contained V₂O₅ product**
- The PFS was based on a long mine life at Lilyvale demonstrating a financially strong project with the following attributes:
 - Low impact open pit mining from surface to 25m depth (Figure 100) with progressive rehabilitation producing a 1.6% - 1.8% vanadium pentoxide (V₂O₅) concentrate on site

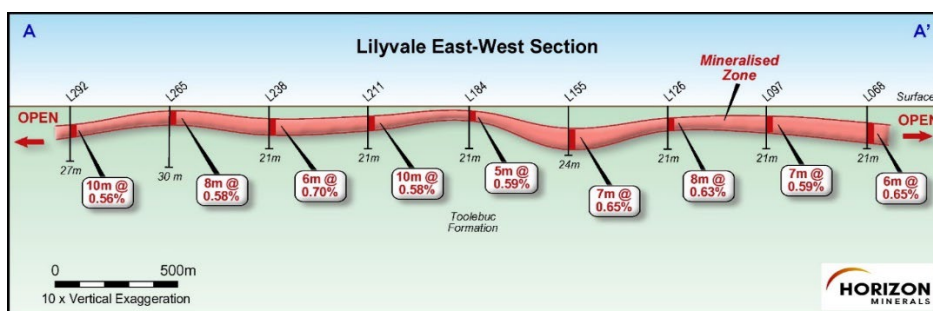
OPERATIONS REPORT

EXPLORATION AND EVALUATION

RICHMOND VANADIUM HORIZON 9% EQUITY – BANKABLE FEASIBILITY STUDY (CONTINUED)

- Extensive metallurgical test work at leading research institutes in China demonstrating successful concentration or run of mine ore and downstream processing to produce a 98% V₂O₅ flake product at laboratory and semi-industrial scale
- Modest up-front capital costs and highly competitive operating cash costs
- Strong economics at current vanadium prices with continuing demand in the steel industry and future demand from the emerging utility scale grid storage markets

Figure 10
Lilyvale cross section showing V₂O₅% depth, thickness and grade



- For more information on the Lilyvale PFS, we refer you to the ASX announcement entitled “**Richmond Vanadium Project and IPO Update**”, dated 22 March 2022 on the Company’s website.

RVT now owns 100% of the Project and has completed the IPO process in December 2022 which included an in-specie distribution of RVT shares back to Horizon shareholders and consequently Horizon reducing its holding from 25% to 9%.

The new Board of RVT is now in place and comprises:

- Former Western Australian MP, senior WA cabinet minister and corporate strategist Mr Brendon Grylls as Independent Non-Executive Chair;
- Recently appointed RVT Managing Director Jon Price who graduated as metallurgist and holds a Masters in Mineral Economics from the Western Australian School of Mines;
- Critical minerals specialist Dr Shaun Ren as a Non-Executive Director.

Work continues on progressing the Lilyvale project to Bankable Feasibility Study (BFS) level inclusive of detailed engineering on the defined process flowsheet design, optimal power supply, site selection options for the downstream processing plant, environmental and statutory approvals and further discussion with potential offtake partners.

For more information on Richmond Vanadium Technology and the project, we refer you to their website at www.richmondvanadium.com.au.

NIMBUS SILVER-ZINC PROJECT– EXPLORATION AND EVALUATION

The Nimbus project lies immediately adjacent to the Boorara gold mine (Figures 1 and 2) and was placed on care and maintenance in 2007 after producing 3.6Moz from 318kt processed at a grade of 353g/t Ag. The old milling circuit has since been removed and the area rehabilitated.

The Project hosts a high-grade silver zinc Resource of 256kt @ 773g/t Ag and 13% Zn that has been estimated from the global Nimbus Resource of 12.1Mt @ 52g/t Ag, 0.9% Zn and 0.2g/t Au for a total of 20Moz Ag and 104kt Zn and 78koz Au (JORC 2012) (see Tables and Competent Persons Statement on Page 18).

Nimbus is a shallow-water and low-temperature VHMS deposit with epithermal characteristics (i.e. a hybrid bimodal felsic deposit), which is consistent with its position near the margin of the Kalgoorlie Terrane. The current Discovery and East pits have been subject to extensive drilling highlighting significant potential to extend mineralisation along strike and at depth below 400m. Regional exploration has been limited to the north and south and considered highly prospective for further precious and base metal deposits.

OPERATIONS REPORT

EXPLORATION AND EVALUATION

NIMBUS SILVER-ZINC PROJECT– EXPLORATION AND EVALUATION (CONTINUED)

Extensive metallurgical test work has been completed on Nimbus ore with the Feasibility Study put on hold in 2014 due to depressed silver prices. In light of increasing silver and zinc prices and as announced to the ASX on 11 February 2021, the Company will retain the project and engage an independent technical team to complete the DFS in 2021.

During the year, activities focussed on initial discussions with potential equity and JV partners that have shown significant interest in the project.

WHITE RANGE GOLD PROJECT (DIVESTED)

The Company divested its White Range Gold Project in the Northern Territory to Red Dingo Corporation Pty Ltd. The Company is attending to some clean up, however, has been delayed due to access to contractors and sample validation and final regulatory approvals for the site to make application for return of environmental bonds held by The Department of Industry, Tourism and Trade in respect of the White Range tenements.

OPERATIONS REPORT

EXPLORATION AND EVALUATION

Horizon Minerals Limited – Summary of Gold Mineral Resources*

Project	Cut-off grade (g/t)	Measured			Indicated			Inferred			Total Resource		
		Mt	Au (a/t)	Oz	Mt	Au (a/t)	Oz	Mt	Au (a/t)	Oz	Mt	Au (a/t)	Oz
Boorara OP	0.5	1.28	1.23	50,630	7.19	1.27	294,140	2.56	1.26	103,470	11.03	1.26	448,240
Kalpini	0.8				1.40	2.43	108,000	0.47	2.04	31,000	1.87	2.33	139,000
Jacques - Peyes	0.8				0.97	2.59	81,000	0.77	1.98	49,000	1.74	2.32	130,000
Teal	1.0				1.01	1.96	63,680	0.80	2.50	64,460	1.81	2.20	128,140
Crake	0.8				1.33	1.47	63,150	0.08	1.27	3,300	1.42	1.46	66,450
Coote	1.0							0.42	1.54	21,000	0.42	1.54	21,000
Capricorn	0.5							0.70	1.20	25,500	0.70	1.20	25,500
Baden Powell								0.60	1.20	23,000	0.60	1.20	23,000
Cannon UG	1.0				0.18	5.1	28,580	0.05	2.30	3,750	0.23	4.40	32,330
Rose Hill OP	0.5	0.19	2.00	12300	0.09	2	6,100				0.29	2.00	18,400
Rose Hill UG	2.0				0.33	4.5	47,100	0.18	4.80	27,800	0.51	4.60	74,900
Pennys Find	1.5				0.20	5.45	35,000	0.10	3.60	8,000	0.27	4.99	43,000
Gunga West	0.6				0.71	1.6	36,440	0.48	1.50	23,430	1.19	1.56	59,870
Golden Ridge	1.0				0.47	1.83	27,920	0.05	1.71	2,800	0.52	1.82	30,720
TOTAL		1.47	1.33	62,930	13.89	1.77	791,150	7.32	1.64	386,210	22.60	1.71	1,240,290

* at 30 June 2023

CONFIRMATION

The information in this report that relates to Horizon's Mineral Resources estimates is extracted from and was originally reported in Horizon's ASX announcements "Intermin's Resources Grow to over 667,000 Ounces" (ASX:IRC) dated 12 March 2019, "Rose Hill firms as quality high grade open pit and underground gold project" dated 8 December 2020, "Updated Boorara Mineral Resource Delivers a 34% Increase In Gold Grade" dated 27 April 2021, "Penny's Find JV Resource Update" dated 14 July 2021, "Updated Crake Resource improves in quality" dated 7 September 2021, "Jacques Find- Peyes Farm Mineral Resource update" dated 15 September 2021, "Kalpini Gold Project Mineral Resource Update" dated 28 September 2021, "Gold resources increase to 1.24moz" dated 28 September 2022, "High Grade Drill results and Resource Update for Rose Hill", dated 4 February, 2020, Westgold (ASX:WGX) "2017 Annual Update of Mineral Resources & Ore Reserves 26% Increase in Ore Reserve to 3.38 Million Ounces", dated 4 September 2017, and "Intermin's Mineral Resources Grow 30% to over 560,000 Ounces", (ASX:IRC) dated 19 September, each of which is available at www.asx.com.au. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements and that all material assumptions and technical parameters underpinning the estimates in those announcements continue to apply and have not materially changed. The Company confirms that the form and context of the Competent Person's findings in relation to those Mineral Resources estimates or Ore Reserves estimates have not been materially modified from the original market announcements.

COMPETENT PERSONS STATEMENT

The information in this table that relates to the Golden Ridge and Gunga West Mineral Resources is based on information compiled by Mr David O'Farrell. Mr O'Farrell is a Member of the Australasian Institute of Mining and Metallurgy. Mr O'Farrell is a full-time employee of Horizon Minerals Ltd. The information was prepared under the JORC Code 2012. Mr O'Farrell has sufficient experience that is relevant to the style of mineralisation, type of deposit under consideration and to the activity that they are undertaking to qualify as a Competent Person as defined in the 2012 edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr O'Farrell consents to the inclusion in this report of the matters based on their information in the form and context in which they appear.

The information in this table that relates to the Estimation and Reporting of Gold Mineral Resources at the Teal Deposit is based on information compiled by Messrs David O'Farrell and Andrew Hawker. Both are Members of the Australasian Institute of Mining and Metallurgy. Mr O'Farrell is a full-time employee of Horizon Minerals Ltd and Mr Hawker is an independent consultant. The information was prepared under the JORC Code 2012. Messrs O'Farrell and Hawker have sufficient experience that is relevant to the style of mineralisation, type of deposit under consideration and to the activity that they are undertaking to qualify as a Competent Person as defined in the 2012 edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Messrs O'Farrell and Hawker consent to the inclusion in this report of the matters based on their information in the form and context in which they appear.

OPERATIONS REPORT

EXPLORATION AND EVALUATION

COMPETENT PERSONS STATEMENT (CONTINUED)

The information in this table that relates to the Estimation and Reporting of Gold Mineral Resources at the Cannon and Kalpini Deposits is based on information compiled by Messrs David O'Farrell and Stephen Godfrey. Mr O'Farrell is a member of the Australasian Institute of Mining and Metallurgy. Mr Godfrey is a Fellow of the Australasian Institute of Mining and Metallurgy and a member of the Australian Institute of Geoscientists. Messrs O'Farrell and Godfrey are full time employees of Horizon Minerals Ltd. The information was prepared under the JORC Code 2012. Messrs O'Farrell and Godfrey have sufficient experience that is relevant to the style of mineralisation, type of deposit under consideration and to the activity that they are undertaking to qualify as a Competent Person as defined in the 2012 edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Messrs O'Farrell and Godfrey consent to the inclusion in this report of the matters based on their information in the form and context in which they appear.

The information in this table that relates to the Estimation and Reporting of Gold Mineral Resources at the Boorara and Jacques-Peyes Deposits is based upon information compiled by Mr Mark Drabble B.App.Sci.(Geology), a Competent Person who is a current Member of the Australian Institute of Mining and Metallurgy and a Member of the Australian Institute of Geoscientists (MAIG). Mr Drabble is a Principal Geological Consultant at Optiro Pty Ltd. and an independent consultant to Horizon Minerals Ltd. Mr Drabble has sufficient experience relevant to the style of mineralisation and deposit type under consideration and to the activities being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Drabble consents to the inclusion in the report of matters based on his information in the form and context in which it appears.

The information in this table that relates to the Estimation and Reporting of Gold Mineral Resources at the Rose Hill Deposit is based upon information compiled by Ms Christine Shore BSc., a Competent Person who is a current Fellow of the Australian Institute of Mining and Metallurgy. Ms Shore was a Principal Geological Consultant at Entech Pty Ltd. and an independent consultant to Horizon Minerals Ltd. Ms Shore has sufficient experience relevant to the style of mineralisation and deposit type under consideration and to the activities being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Ms Shore consents to the inclusion in the report of matters based on her information in the form and context in which it appears. Open pit resource is defined as surface (~412m RL) to 367.5m RL, UG resource defined by <367.5m RL.

The information in this table that relates to the Estimation and Reporting of Gold Mineral Resources at the Crake Deposit is based on information compiled by Mr Stephen Godfrey and Ms Jill Irvin. Mr Godfrey is a Fellow of the Australasian Institute of Mining and Metallurgy and a member of the Australian Institute of Geoscientists. Ms Irvin is a Member of the Australian Institute of Geoscientists. Mr Godfrey are full time employee of Horizon Minerals Ltd. Ms Irvin is Principal Geologist with Entech Ltd. The information was prepared under the JORC Code 2012. Mr Godfrey and Ms Irvin have sufficient experience that is relevant to the style of mineralisation, type of deposit under consideration and to the activity that they are undertaking to qualify as a Competent Person as defined in the 2012 edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Godfrey and Ms Irvin consent to the inclusion in this report of the matters based on their information in the form and context in which they appear.

The information in this table that relates to the Estimation and Reporting of Gold Mineral Resources at the Coote, Capricorn and Baden Powell Deposits is based on information compiled by Mr Stephen Godfrey. Mr Godfrey is a Fellow of the Australasian Institute of Mining and Metallurgy and a member of the Australian Institute of Geoscientists. Mr Godfrey are full time employee of Horizon Minerals Ltd. The information was prepared under the JORC Code 2012. Mr Godfrey has sufficient experience that is relevant to the style of mineralisation, type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Godfrey consents to the inclusion in this report of the matters based on their information in the form and context in which they appear.

Horizon Minerals Limited – Summary of Vanadium / Molybdenum Mineral Resources

Project	Cut-off grade (%)	Tonnage (Mt)	Grade			Metal content (Mt)		
			V ₂ O ₅ (%)	Mo (ppm)	Ni (ppm)	V ₂ O ₅	Mo	Ni
Rothbury (Inferred)	0.30	1,202	0.31	259	151	3.75	0.31	0.18
Lilyvale (Indicated)	0.30	430	0.50	240	291	2.15	0.10	0.10
Lilyvale (Inferred)	0.30	130	0.41	213	231	0.53	0.03	0.03
Manfred (Inferred)	0.30	76	0.35	369	249	0.26	0.03	0.02
TOTAL		1,838	0.36	256	193	6.65	0.46	0.36

OPERATIONS REPORT

EXPLORATION AND EVALUATION

Horizon Minerals Limited – Summary of Silver / Zinc Mineral Resources

Nimbus All Lodes (bottom cuts 12g/t Ag, 0.5% Zn, 0.3g/t Au)

Category	Tonnes	Grade	Grade	Grade	Ounces	Ounces	Tonnes
	Mt	Ag (g/t)	Au (g/t)	Zn (%)	Ag (Moz)	Au ('000oz)	Zn ('000t)
Measured Resource	3.62	102	0.09	1.2	11.9	10	45
Indicated Resource	3.18	48	0.21	1.0	4.9	21	30
Inferred Resource	5.28	20	0.27	0.5	3.4	46	29
Total Resource	12.08	52	0.20	0.9	20.2	77	104

Nimbus high grade silver zinc resource (500g/t Ag bottom cut and 2,800g/t Ag top cut)

Category	Tonnes	Grade	Grade	Ounces	Tonnes
	Mt	Ag (g/t)	Zn (%)	Ag (Moz)	Zn ('000t)
Measured Resource	0	0	0	0	0
Indicated Resource	0.17	762	12.8	4.2	22
Inferred Resource	0.09	797	13.0	2.2	11
Total Resource	0.26	774	12.8	6.4	33

DIRECTORS' REPORT

The Directors present their report together with the financial statements of the Group (hereafter referred to as the Group) for the financial year ended 30 June 2023 and the auditor's report thereon.

DIRECTORS

The following persons held office as Directors of Horizon Minerals Limited during the financial year and up to the date of this report:

- Ashok Parekh
- Peter Bilbe
- Jonathan Price*

*Mr Price stepped down as Managing Director effective 30 June 2023 and moved into the role of Non-Executive Director from 1 July 2023. Former Chief Operating Officer Grant Haywood was appointed Chief Executive Officer effective 1 July 2023.

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

INFORMATION ON DIRECTORS

Ashok Parekh, Non-Executive Chairman

Appointed 14 June 2019, appointed Chairman 1 July 2020
B.Bus, AIMM, CTA, FNTAA, FTIA, FCA

Mr Ashok Parekh is a chartered accountant, of over 40 years' experience, who owns a large accounting practice in Kalgoorlie, which he has operated for 35 years. He was awarded the Centenary Medal in 2003 by the Governor General of Australia and was recently awarded the Meritorious Service Award by the Institute of Chartered Accountants, the highest award granted by the institute in Australia.

Mr Parekh has over 35 years' experience in providing advice to mining companies and service providers to the mining industry. He has spent many years negotiating with public listed companies and prospectors on mining deals which have resulted in new IPOs and the commencement of new gold mining operations. He has also been involved in the management of gold mining and milling companies in the Kalgoorlie region and has been the Managing Director of some of these companies. He is well known in the West Australian mining industry and has a very successful background in the ownership of numerous businesses in the Goldfields.

Directorships held in other listed companies in the past 3 years:

- Kingwest Resources Limited (ASX: KWR) (Appointed 2 May 2022)

Peter Bilbe, Independent Non-Executive Director

Appointed 1 July 2016, appointed Chairman 21 November 2016, resigned Chairman 1 July 2020
B.Eng. Mining Hons, MAusIMM

Mr Bilbe is a Mining Engineer with over 40 years' experience in the Australian and International mining industry at the operating, corporate and business level. He has comprehensive experience in all facets of open pit and underground mining and processing operations including exploration, feasibility studies, construction and provision of mining contract services.

Directorships held in other listed companies in the past 3 years:

- Independence Group NL (ASX: IGO) (Appointed 6 April 2009, Resigned 18 November 2021)
- Adriatic Metals PLC (ASX: ADT) (Appointed 16 February 2018)

Jonathan Price, Non-Executive Director

Appointed 1 January 2016
BSc (Env Science), Grad Dip (Extractive Metallurgy), MSc (Mineral Economics), MAusIMM, MAICD

Mr Price has over 25 years' experience in Australia and overseas across all aspects of the industry including exploration, development, construction and mining operations in the gold and advanced minerals sectors. Jon graduated as a metallurgist and holds a Masters in Mineral Economics from the Western Australian School of Mines. He then worked in various gold and advanced mineral operations including general manager of the Paddington gold and St Ives gold operations in the Western Australian goldfields.

More recently, Jon was the founding Managing Director of Phoenix Gold Ltd, acquired by Evolution Mining Ltd. During his tenure, Jon oversaw the reconsolidation of underexplored tenure in the Western Australian goldfields and realised significant exploration success.

DIRECTORS' REPORT

Jonathan Price, Non-Executive Director (Continued)

Directorships held in other listed companies in the past 3 years:

- Kingwest Resources Limited (ASX: KWR) (Appointed 18 September 2019, Resigned 2 May 2022)
- Richmond Vanadium Technology Limited (ASX: RVT) (Appointed 14 June 2022)

COMPANY SECRETARY

Julian Tambyrajah, Chief Financial Officer & Company Secretary

Appointed Company Secretary 3 December 2020

B.Com. (Accounting), CPA, ACIS/AGIA, MAICD

Mr Tambyrajah is a global mining finance executive, a qualified Accountant (CPA) and Chartered Company Secretary (ACIS/AGIA) with over 25 years' experience including 18 years at the CFO & Company Secretary level. Mr Tambyrajah has significant experience that covers financial and techno-commercial areas such as treasury, financing, accounting, systems, supply and logistics, business development M&A, investor relations, project evaluation, feasibility studies, construction, and operations management for start-ups and global multi-billion-dollar organisations.

Mr Tambyrajah has held the position of Chief Financial Officer, Director and Company Secretary of several listed (AIM/ASX/TSX) public and private equity companies, including Central Petroleum Limited (CTP), Crescent Gold Limited (CRE), Rusina Mining NL (RML), DRD Gold Limited (DRD), Dome Resources NL (Gold producers) and held management and accounting roles for Hills Industries, Brown & Root, Woodside and Normandy Mining. Mr Tambyrajah has extensive experience in raising equity and debt from national and international financial markets, some of which includes raising US\$49M whilst at BMC UK, A\$122m whilst at Crescent Gold and A\$105m whilst at Central Petroleum.

CORPORATE INFORMATION

Horizon Minerals Limited is a company limited by shares that is incorporated and domiciled in Australia.

PRINCIPAL ACTIVITIES

The principal continuing activities during the year of the Group, constituted by Horizon Minerals Limited and the entities it controlled during the year, consisted of exploration for and mining of gold and other mineral resources.

OPERATING RESULTS

The net loss of the Group for the year ended 30 June 2023, after providing for income tax, amounted to \$1,009,710 (2022: Loss \$28,029,383).

REVIEW OF OPERATIONS

Exploration Activity

Please refer to the Operations Report for detailed information on the Group's exploration activities over the past year.

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

- On 27 July 2022, the Group announced that through a Share Purchase Plan Offer, 5,995,459 Shares of 9 cents per Share with free attaching Options with an exercise price of 11 cents and expiry date 30 June 2025 totalling \$539,591 was raised with a further \$128,800 (1,431,111 Shares + \$1,431,111 Listed Options) of Shortfall which closed in October 2022. 50,439,904 free attached Listed Options were issued which included Placement participants.
- On 11 August 2022, the Group divested its Phoenix and Kangaroo Hill gold projects near Coolgardie to Greenstone Resources Ltd (ASX: GSR). The divestment of 100% interest in the projects to Greenstone Resources Ltd was completed in October 2022 on the following terms:
 - \$150,000 in cash on completion; and
 - \$150,000 in GSR shares at an issue price equivalent to the VWAP calculated over the 15 trading days prior to the Completion Date and subject to a voluntary escrow period of 6 months.
- On 30 August 2022, the Group completed the acquisition of the remaining 50% interest of the Penny's Find gold project.

DIRECTORS' REPORT

SIGNIFICANT CHANGES IN STATE OF AFFAIRS (continued)

- On 19 October 2022, the Group executed a binding term sheet with Nebari Partners LLC for a US\$5 million senior secured credit facility. The credit facility is comprised of a two tranche Convertible Loan facility with US\$2 million in Tranche 1 and US\$3 million in Tranche 2. In November 2022, the Group executed a detailed Loan Agreement and General Security Deed with Nebari Partners LLC for the secured credit facility and shareholder approval was granted on 25 November 2022. Tranche 1 of US\$2 million was received on 30 November 2022.
- On 13 December 2022, Richmond Vanadium Technology (ASX: RVT) listed on the Australian Stock Exchange. The Group's shareholders received by way of capital reduction and in-specie distribution of approximately 20,000,000 RVT shares previously held by the Group to Eligible Group shareholders.
- On 19 January 2023, the Group divested 37,088,333 Kingwest Resources Ltd (ASX: KWR) Fully Paid Ordinary Shares at a price of 3.5 cents per share totalling \$1.3 million.
- On 30 March 2023, the Group received firm bids to place approximately 74.1 million shares at \$0.045 per share to raise approximately \$3.34 million. The Placement successfully completed on 4 April 2023.
- On 28 April 2023, the Group announced upcoming Board and Management changes. Mr Jon Price has resigned as Managing Director effective 30 June 2023 and moved into the role of Non-Executive Director on 1 July 2023. Mr Grant Haywood is promoted to Chief Executive Office effective 1 July 2023.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

On 5 July 2023, the Company announced it had entered into a binding option and sale deed ("Option") with Metal Hawk Limited (ASX: MHK) to purchase an interest in seven tenements within the Company's Yarmany project area ("Tenements"). The Option provides that Metal Hawk pay Horizon a \$400,000 non-refundable option fee within five days of signing the Option, comprising \$200,000 in cash and \$200,000 in MHK shares, with the number of shares determined by the 20-Day VWAP prior to execution. On 17 July 2023, the Company announced receipt of \$200,000 in cash, and \$200,000 in MHK shares, with the number of shares determined by the 20-Day VWAP in relation to the executed Option and Sale Deed. The MHK shares are subject to escrow for 6 months.

On 17 July 2023, the Company received \$300,000 cash as final consideration for the 100% divestment of its interest in the Gunga West gold project to FMR Investments Pty Ltd (ASX: FMR).

On 30 August 2023, the Company announced it had entered into a binding option and sale deed ("Option") with Dundas Minerals Limited (ASX: DUN) to purchase an interest in 19 tenements within the Company's Baden Powell and Windanya project areas ("Tenements"). The Option relates to all mineral rights over 16 Prospecting Licences, two Mining Leases and one Mining Lease Application. The Option provides that Dundas pay Horizon a \$500,000 non-refundable option fee which consists of \$375,000 within 5 days of signing the Option, comprising \$125,000 in cash and \$250,000 in DUN shares, with the number of shares determined by the 5-Day VWAP prior to execution. The final \$125,000 is payable in cash on the first 12-month anniversary of the execution date.

There are no other matters or circumstances that have arisen since 30 June 2023 that have or may significantly affect the operations, results, or state of affairs of the Group in future financial periods.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

In the opinion of the Directors, it would prejudice the interests of the Group to provide additional information, beyond that reported in this Annual Report, relating to likely developments in the operations of the Group and the expected results of those operations in financial years subsequent to 30 June 2023.

DIRECTORS' REPORT

DIVIDENDS PAID OR RECOMMENDED

Since the end of the previous financial year, no amount has been paid or declared by way of dividend. The Directors do not recommend that any dividend be paid.

MEETINGS OF DIRECTORS

The number of directors' meetings (including meetings of committees of Directors) held and attended by each of the Directors of the Group during the year were:

Directors	Full Meetings of Directors		Remuneration Committee	
	Eligible To Participate	Number Attended	Eligible To Participate	Number Attended
Ashok Parekh	5	5	1	0
Peter Bilbe	5	5	1	0
Jonathan Price	5	5	1	0

DIRECTORS INTERESTS

As at the date of this report interests of the Directors in the shares of the Company were:

Directors	Ordinary Shares		Total Holdings
	Direct Interest	Indirect Interest	Shares
Ashok Parekh	-	24,084,407	24,084,407
Peter Bilbe	-	2,480,000	2,480,000
Jonathan Price	5,200,000	-	5,200,000

SHARES UNDER OPTION

Unissued ordinary shares of Horizon Minerals Limited under option as at the date of this report are as follows:

Nature	Expiry Date	Exercise Price of Options	Number under Option
HRZOB: Listed Options	30 June 2025	\$0.097	51,871,015

Option holders do not have any rights to participate in any issues of shares or other interests in the Company or any other entity.

There have been no unissued shares or interests under option of any controlled entity within the Group during or since the end of the reporting period.

No person entitled to exercise the option had or has any right by virtue of the option to participate in any share issue of any other body corporate.

DIRECTORS' REPORT

AUDITED REMUNERATION REPORT

The information provided in this remuneration report has been audited as required by section 308(3C) of the Corporations Act 2001.

REMUNERATION GOVERNANCE

The role of the Remuneration Committee has been assumed by the full Board. The Board's policy for determining the nature and amount of remuneration for board members and senior Executives of the Company is as follows:

The objective of the Company's policy is to provide remuneration that is competitive and appropriate. The Board ensures that executive reward satisfies the following key criteria for good reward governance practices:

- (i) competitiveness and reasonableness;
- (ii) acceptability to shareholders;
- (iii) transparency; and
- (iv) capital management.

(a) Details of Remuneration

The remuneration of the key management personnel of the Group are set out in the following tables:

The key management personnel of the Consolidated Entity consisted of the following directors of Horizon Minerals Limited:

- Ashok Parekh – Non-Executive Chairman
- Peter Bilbe – Non-Executive Director
- Jonathan Price – Managing Director

And the following persons:

- Julian Tambyrajah – Chief Financial Officer & Company Secretary
- Grant Haywood – Chief Operating Officer (appointed Chief Executive Officer 1 July 2023)

Name	Year	Short Term Benefits			Long Term Benefits		
		Salary & Wages \$	Directors' Fee \$	Share based payments \$	Superannuation \$	Total \$	Performance Related %
Ashok Parekh	2023	-	72,000	19,535	7,560	99,095	19.71
(Non-Executive Chairman)	2022	-	72,000	27,998	7,200	107,198	26.12
Peter Bilbe	2023	-	54,000	11,163	5,670	70,833	15.76
(Non-Executive Director)	2022	-	54,000	15,999	5,400	75,399	21.22
Jonathan Price	2023	572,006	-	55,815	27,500	655,321	8.52
(Managing Director)	2022	502,246	-	79,993	27,500	609,739	13.12
Other KMP							
Julian Tambyrajah	2023	335,500	-	24,085	27,500	387,085	6.22
(Chief Financial Officer & Company Secretary)	2022	335,500	-	32,927	27,500	395,927	8.32
Grant Haywood	2023	342,485	-	24,085	27,500	394,070	6.11
(Chief Operating Officer)	2022	342,485	-	32,927	27,500	402,912	8.17
Total	2023	1,249,991	126,000	134,683	95,730	1,606,404	
Total	2022	1,180,231	126,000	189,844	95,100	1,591,175	

DIRECTORS' REPORT

(a) Details of Remuneration (continued)

The proportion of remuneration linked to performance and the fixed proportion are as follows:

Name	Fixed Remuneration		At risk - STI		At risk – LTI	
	2023	2022	2023	2022	2023	2022
Ashok Parekh <i>(Non-Executive Chairman)</i>	80%	74%	0%	0%	20%	26%
Peter Bilbe <i>(Non-Executive Director)</i>	84%	79%	0%	0%	16%	21%
Jonathan Price <i>(Managing Director)</i>	91%	87%	0%	0%	9%	13%
Other KMP						
Julian Tambyrajah <i>(Chief Financial Officer & Company Secretary)</i>	94%	92%	0%	0%	6%	8%
Grant Haywood <i>(Chief Operating Officer)</i>	94%	92%	0%	0%	6%	8%

The Company has no formal policy regarding bonus remuneration. The Directors may reward executives with bonuses at their discretion.

The Company has no formal policy regarding the provision of Directors' remuneration. Directors' fees in total are determined by the shareholders in a general meeting.

Shareholders have approved Directors' Fees in total up to \$250,000 per annum.

Directors that are not on a salary may be paid consulting fees for specialist services beyond normal duties at commercial rates calculated according to the amount of time spent on Company business. In the year ended 30 June 2023, the directors have received share-based compensation for services as directors of the Company. Full details are included below.

The share price of the Company has fluctuated with the markets and has also been influenced by the Company's investments in other ASX listed companies. Over the past five years the directors' fees have relatively remained static and have not been influenced by the fluctuating share price.

DIRECTORS' REPORT

(a) Details of Remuneration (continued)

Service agreements

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

Details	Service Terms
Name	Ashok Parekh
Title	Non-Executive Chairman
Agreement Commenced	14 June 2019
Terms of Agreement	No formal contract
Details	Mr Parekh was engaged as a Non-Executive Director by resolution of the board and was later re-elected at the annual general meeting. Mr Parekh is remunerated with Directors Fees of \$72,000 per annum plus superannuation.
Name	Peter Bilbe
Title	Independent Non-Executive Director
Agreement Commenced	1 July 2016
Terms of Agreement	Continues subject to re-election at AGM
Details	Mr Bilbe was engaged as a Non-Executive Director by resolution of the board and was later re-elected at the annual general meeting. Mr Bilbe is remunerated with Directors Fees of \$54,000 per annum plus superannuation.
Name	Jonathan Price
Title	Managing Director (appointed Non-Executive Director 1 July 2023)
Agreement Commenced	1 January 2016 (ceased as Managing Director 30 June 2023)
Term of Agreement	Continuous
Details	Mr Price is on a base salary of \$395,480 plus superannuation, the excess superannuation over the cap was added back to the base. Mr Price is also entitled to a fully maintained vehicle for business use which is on a novated lease is valued at \$67,520 per annum. Mr Price may terminate the contract by giving three (3) months' notice or at the Company's discretion salary payment in lieu of notice. Mr Price is entitled to six (6) months termination/break fee payment if the Company terminates for any other reason than serious misconduct.

DIRECTORS' REPORT

a) Details of Remuneration (continued)

Service agreements (continued)

Name	Julian Tambyrajah
Title	Chief Financial Officer & Company Secretary
Agreement Commenced	1 December 2020
Term of Agreement	Continuous
Details	<p>Mr Tambyrajah is on a base salary of \$303,500 plus superannuation, the excess superannuation over the cap was added back to the base.</p> <p>Mr Tambyrajah may terminate the contract by giving three (3) months' notice or at the Company's discretion salary payment in lieu of notice.</p> <p>Mr Tambyrajah is entitled to six (6) months termination/break fee payment if the Company terminates for any other reason than serious misconduct.</p>
Name	Grant Haywood
Title	Chief Operating Officer (appointed Chief Executive Officer 1 July 2023)
Agreement Commenced	1 October 2016
Term of Agreement	Continuous
Details	<p>Mr Haywood is on a base salary of \$336,350 plus superannuation, the excess superannuation over the cap was added back to the base.</p> <p>Mr Haywood may terminate the contract by giving three (3) months' notice or at the Company's discretion salary payment in lieu of notice.</p> <p>Mr Haywood is entitled to six (6) months termination/break fee payment if the Company terminates for any other reason than serious misconduct.</p>

DIRECTORS' REPORT

(b) Interests in the Shares of the Company

Shares

The number of shares in the Company held during the financial year by key management personnel of Horizon Minerals Limited, including their personally related parties, is set out below:

2023	Balance at the start of the year	Shares purchased	Shares sold	Performance Rights Vested	Exercise of Options	Balance held at resignation	Balance at the end of the year
Ashok Parekh	23,064,353	9,928,927	8,908,873	-	-	-	24,084,407
Peter Bilbe	1,980,000	500,000	-	-	-	-	2,480,000
Jonathan Price	4,500,000	700,000	-	-	-	-	5,200,000
Other KMP							
Julian Tambyrajah	-	-	-	-	-	-	-
Grant Haywood	2,350,000	55,600	-	-	-	-	2,405,600
TOTAL	31,894,353	2,220,054	-	-	-	-	31,764,407

2022	Balance at the start of the year	Shares purchased	Shares sold	Performance Rights Vested	Exercise of Options	Balance held at resignation	Balance at the end of the year
Ashok Parekh	23,064,353	-	-	-	-	-	23,064,353
Peter Bilbe	1,980,000	-	-	-	-	-	1,980,000
Jonathan Price	4,500,000	-	-	-	-	-	4,500,000
Other KMP							
Julian Tambyrajah	-	-	-	-	-	-	-
Grant Haywood	2,350,000	-	-	-	-	-	2,350,000
TOTAL	31,894,353	-	-	-	-	-	31,894,353

DIRECTORS' REPORT

(c) Share-Based Compensation

(i) Performance Rights Issued November 2017

In the year ended 30 June 2018, the Company provided benefits to employees (including directors) of the Company in the form of share-based payment transactions, whereby performance rights convertible to ordinary shares were granted at nil consideration as an incentive to improve Director and shareholder goal congruence. See Note 24 for details.

Details of performance rights over ordinary shares in the Company provided as remuneration to the Directors' of Horizon Minerals Limited are set out below. When vesting conditions are met, each right is convertible into one ordinary share of Horizon Minerals Limited.

Year ended 30 June 2023								
Directors	Balance at beginning of year unvested		Granted		Lapsed/ cancelled	Balance at end of year unvested		
	No.	Value to be expensed* \$	No.	Value to be expensed* \$	No.	No.	Value expensed in 2022/23^ \$	Value to be expensed* \$
Ashok Parekh	700,000	19,535	-	-	(700,000)	-	19,535	-
Peter Bilbe	400,000	11,163	-	-	(400,000)	-	11,163	-
Jonathan Price	2,000,000	55,815	-	-	(2,000,000)	-	55,815	-
Other KMP								
Julian Tambyrajah	1,000,000	24,085	-	-	(1,000,000)	-	24,085	-
Grant Haywood	1,000,000	24,085	-	-	(1,000,000)	-	24,085	-
TOTAL	5,100,000	134,683	-	-	(5,100,000)	-	134,683	-

Year ended 30 June 2022								
Directors	Balance at beginning of year unvested		Granted		Lapsed/ cancelled	Balance at end of year unvested		
	No.	Value to be expensed* \$	No.	Value to be expensed* \$	No.	No.	Value expensed in 2021/22 \$	Value to be expensed* \$
Ashok Parekh	1,050,000	47,533	-	-	(350,000)	700,000	27,998	19,535
Peter Bilbe	600,000	27,162	-	-	(200,000)	400,000	15,999	11,163
Jonathan Price	3,000,000	135,808	-	-	(1,000,000)	2,000,000	79,993	55,815
Other KMP								
Julian Tambyrajah	1,500,000	57,012	-	-	(500,000)	1,000,000	32,927	24,085
Grant Haywood	1,500,000	57,012	-	-	(500,000)	1,000,000	32,927	24,085
TOTAL	7,650,000	324,527	-	-	(2,550,000)	5,100,000	189,844	134,683

* Maximum value to be expensed in future periods if all vesting conditions are met.

^ All performance rights have lapsed or been forfeited; therefore, these amounts represent no value to the individual at year end.

The performance rights were issued in classes with varying performance and vesting conditions (refer Note 24). Details of the number of rights issued per class are as follows:

Directors	Expired Class I	Cancelled Class J	Total
	No.	No.	No.
Ashok Parekh	350,000	350,000	700,000
Peter Bilbe	200,000	200,000	400,000
Jonathan Price	1,000,000	1,000,000	2,000,000
Other KMP			
Julian Tambyrajah	500,000	500,000	1,000,000
Grant Haywood	500,000	500,000	1,000,000
TOTAL	2,550,000	2,550,000	5,100,000

DIRECTORS' REPORT

Performance Rights

Further details on the performance and valuations attaching to the performance rights are included in Note 24a to the Financial Statements.

The fair value of the rights was determined using a Hoadley's Barrier 1 model. A total amount of \$179,132 is included in the Statement of Financial Performance and Statement of Changes in Equity for the year ended 30 June 2023 (2022 - \$296,135), of which \$134,683 is attributable to KMP.

The assessed fair value at grant date of performance rights granted to the individuals is allocated equally over the period from grant date to vesting date, and the amount is included in the remuneration tables above. Fair values at grant date are independently determined using a Hoadley's Barrier 1 model that takes into account the vesting condition of the rights, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the rights.

(ii) Options

During the year ended 30 June 2023, there were no options exercised by directors.

(e) Other Transactions with Key Management Personnel

There were no other transactions with Key Management Personnel during the year.

This is the end of the Audited Remuneration Report.

DIRECTORS' REPORT

INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS

During the financial year, the Group maintained an insurance policy which indemnifies the Directors and Officers of Horizon Minerals Limited in respect of any liability incurred in connection with the performance of their duties as Directors or Officers of the Group. The Group's insurers have prohibited disclosure of the amount of the premium payable and the level of indemnification under the insurance contract.

NON-AUDIT SERVICES

The Directors are satisfied that the provision of non-audit services, during the year, by the auditor or a related practice of the auditor is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

No non-audit services have been provided by the Company's auditors in year ended 30 June 2023. Remuneration paid to the Company's auditors is detailed in Note 21 of this report.

AUDITOR'S INDEPENDENCE DECLARATION

In accordance with section 307C of the Corporations Act 2001, the Directors have obtained a Declaration of Independence from PKF Perth, the Group's auditor, as presented on page 33 of this Annual Report.

ENVIRONMENTAL REGULATION

The Group's exploration and mining operations are subject to environment regulation under the laws of the Commonwealth and the States. The Company holds exploration/mining tenements in Western Australia, Northern Territory and Queensland and thus is subject to the Mining Acts of these states, each with specific conditions relating to environmental management. In some instances, bonds are held by the Company's bank in favour of the Minister for Mines to be released to the Company when the Minister is satisfied that conditions imposed on tenement licences have been met. In some jurisdictions Cash Bonds must be lodged with the relevant Department until conditions are fulfilled. Bonds currently in place in respect of the Company's tenement holdings are tabulated below.

Tenement Number	Tenement Name	Bond Held \$
MLs150, 151	White Range	257,927*

*Pursuant to the White Range Mining Tenement Sale Agreement dated 18 January 2013 the Purchaser Red Dingo Corporation Pty Ltd is required to replace the Security Bond allowing refund of the current \$257,927 to Horizon Minerals Limited.

The Directors advise that during the year ended 30 June 2023, no claim has been made by any competent authority that any environmental issues, no condition of license or notice of intent has been breached, and no claim has been made for increase of bond.

The Directors have considered compliance with the National Greenhouse and Energy Reporting Act 2007 which requires entities to report annual greenhouse gas emissions and energy use. For the measurement period 1 July 2022 to 30 June 2023 the directors have assessed that there are no current reporting requirements, but may be required to do so in the future.

PROCEEDINGS ON BEHALF OF COMPANY

No person has applied for leave of Court to bring proceedings on behalf of the Group 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 Group was not a party to any such proceedings during the year.

This report is made in accordance with a resolution of directors, and signed for on behalf of the board by:



Ashok Parekh
Director

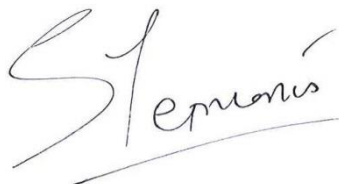
Perth, WA
18 September 2023

**AUDITOR'S INDEPENDENCE DECLARATION
TO THE DIRECTORS OF HORIZON MINERALS LIMITED**

In relation to our audit of the financial report of Horizon Minerals Limited for the year ended 30 June 2023, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the Corporations Act 2001 or any applicable code of professional conduct.

PKF Perth

PKF PERTH



**SIMON FERMANIS
SENIOR PARTNER**

18 SEPTEMBER 2023
WEST PERTH,
WESTERN AUSTRALIA

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PKF Perth is a member firm of the PKF International Limited family of legally independent firms and does not accept any responsibility or liability for the actions or inactions of any individual member or correspondent firm or firms.


Liability limited by a scheme approved under Professional Standards Legislation.

DIRECTORS' DECLARATION

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

1. The financial statements, comprising the consolidated statement of comprehensive income, consolidated statement of financial position, consolidated statement of changes in equity, consolidated statement of cash flows and accompanying notes, set out on pages 34 to 72 are in accordance with the *Corporations Act 2001* including:
 - (a) complying with Accounting Standards and the Corporations Regulations 2001 and other mandatory professional reporting requirements;
 - (b) giving a true and fair view of the financial position as at 30 June 2023 and of the performance for the year ended on that date of the Group; and
2. The Company has included in the notes to the financial statements an explicit and unreserved Statement of Compliance with International Financial Reporting Standards.
3. The Directors have been given the declaration by the Chief Executive Officer and the Chief Financial Officer required by Section 295A.
4. In the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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



Ashok Parekh
Director

Perth, WA
18 September 2023

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2023

	Note	2023 \$	2022 \$
Continuing Operations			
Gold sales		81,882	3,321,121
Interest income	3	20,105	8,954
Initial recognition of investment in association	31	-	6,328,245
Gain on demerger	32	8,663,873	-
Other income	4	338,850	3,367,952
Total revenue from Continuing Operations		9,104,710	13,026,272
Cost of sales	5	(627)	(2,062,288)
Exploration and evaluation expenditure		(2,946,794)	(1,776,781)
Depreciation expenses		(77,175)	(331,347)
Net change in fair value of financial assets at fair value through profit or loss	10	(535,889)	(1,846,000)
Employee benefits expense		(2,123,402)	(2,043,609)
Share based payments	24	(179,132)	(296,135)
Building and occupancy costs	5	(101,513)	(93,011)
Consultancy and professional fees		(631,138)	(508,039)
Impairment provision	13a	(3,003,901)	(31,017,868)
Interest expenses and finance charges		(689,861)	(44,176)
Impairment of Receivables		(11,598)	-
Share of losses of associates accounted for using the equity method	31	-	(116,897)
Other expenses		(652,199)	(919,504)
Fair value (loss)/gain on derivative liability	29d	838,809	-
Profit/(Loss) from continuing operations before income tax		(1,009,710)	(28,029,383)
Income tax (expense)/benefit	7	-	-
Profit/(Loss) for the year		(1,009,710)	(28,029,383)
Other comprehensive income			
Revaluation reserves reclassified to the profit & loss	19b	-	-
Other comprehensive income for the year, net of tax		-	-
Profit/(Loss) for the year and total comprehensive income attributable to owners of Horizon Minerals Limited		(1,009,710)	(28,029,383)

		2023	2022
Basic earnings/(loss) per share	20	(0.16) dollars	(4.93) dollars
Diluted earnings/(loss) per share	20	(0.16) dollars	(4.93) dollars

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2023

	Note	2023 \$	2022 \$
Current assets			
Cash and cash equivalents	8	5,623,808	5,406,635
Trade and other receivables	9	533,485	1,264,542
Total current assets		6,157,293	6,671,177
Non-current assets			
Financial assets at fair value through profit or loss	10	8,170,784	2,328,475
Other assets	11	257,927	257,927
Property, plant and equipment	12	384,410	427,808
Exploration and evaluation expenditure	13a/b	29,733,516	29,377,548
Right of use assets	14	31,610	79,024
Investments accounted for using the equity method	31	-	7,336,127
Total non-current assets		38,578,247	39,806,909
Total assets		44,735,540	46,478,086
Current liabilities			
Trade and other payables	15	378,706	4,466,961
Lease liability	14	35,516	50,686
Convertible note liability and derivative	16	6,929,786	-
Employee entitlements		316,057	346,173
Total current liabilities		7,660,065	4,863,820
Non-current liabilities			
Lease liability	14	-	35,516
Rehabilitation provisions	17	1,601,117	1,454,400
Employee entitlements		182,750	124,350
Total non-current liabilities		1,783,867	1,614,266
Total liabilities		9,443,932	6,478,086
Net assets		35,291,608	40,000,000
Equity			
Contributed equity	18a	66,211,489	70,089,303
Reserves	19a	-	835,750
Accumulated Losses	19b	(30,919,881)	(30,925,053)
Total equity		35,291,608	40,000,000

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2023

Group	Contributed Equity \$	Asset Revaluation Reserve \$	Share based payment Reserve \$	Accumulated Losses \$	Total Equity \$
Balance at 1 July 2021	66,426,399	-	747,003	(3,103,058)	64,070,344
Shares issued during the year	4,000,000	-	-	-	4,000,000
Performance rights vesting	-	-	296,135	-	296,135
Share based payments reclassified to accumulated losses	-	-	(207,388)	207,388	-
Shares issue costs	(337,096)	-	-	-	(337,096)
Options issued during the year	-	-	-	-	-
Total comprehensive profit/(loss) for the year	-	-	-	(28,029,383)	(28,029,383)
Balance at 30 June 2022	70,089,303	-	835,750	(30,925,053)	40,000,000
Balance at 1 July 2022	70,089,303	-	835,750	(30,925,053)	40,000,000
Shares issued during the year	4,227,779	-	-	-	4,227,779
Share issue costs	(105,593)	-	-	-	(105,593)
Performance rights vesting	-	-	179,132	-	179,132
In-species return of capital	(8,000,000)	-	-	-	(8,000,000)
Share based payments reclassified to accumulated losses	-	-	(433,005)	433,005	-
Options expired reclassified to accumulated losses	-	-	(581,877)	581,877	-
Total comprehensive profit/(loss) for the year	-	-	-	(1,009,710)	(1,009,710)
Balance at 30 June 2023	66,211,489	-	-	(30,919,881)	35,291,608

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

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2023

	Note	2023 \$	2022 \$
Cash flows from operating activities			
Receipts from customers		255,595	269,955
Payments to suppliers and employees		(2,737,714)	(2,152,809)
Interest received		20,036	8,942
Payments for exploration and evaluation expenditure		(4,430,268)	(1,776,781)
Payments for trial mine production costs		(627)	(2,062,288)
Proceeds for trial mine production sales		81,882	3,321,121
Income tax expense		-	-
Net cash inflow/(outflow) from operating activities	23a	(6,811,096)	(2,391,860)
Cash flows from investing activities			
Payments for property, plant and equipment		(36,500)	(282,528)
Proceeds from sale of property, plant and equipment		36,182	5,000
Payments for purchase of tenements		(3,226,800)	(2,500,000)
Proceeds from sale of tenements		475,000	475,000
Payments for capitalised exploration and evaluation expenditure		(2,962,447)	(7,549,115)
Payments for mine production costs		-	-
Payments for purchase of investments		-	(754,065)
Proceeds from sale of investments		1,758,071	3,473,075
Net cash inflow/(outflow) from investing activities		(3,956,494)	(7,132,633)
Cash flows from financing activities			
Proceeds from issue of convertible notes		7,254,309	-
Proceeds from issues of shares		4,004,579	4,000,000
Share issue costs		(105,593)	(337,096)
Interest paid		(6,715)	-
Borrowing costs		(111,131)	-
Payments for lease liability		(50,686)	(47,741)
Net cash (outflow)/inflow from financing activities		10,984,763	3,615,163
Net increase/(decrease) in cash and cash equivalents		217,173	(5,909,330)
Cash and cash equivalents at the beginning of the financial year		5,406,635	11,315,965
Cash and cash equivalents at the end of the financial year	8	5,623,808	5,406,635

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity

This financial report of Horizon Minerals Limited ('the Company') for the year ended 30 June 2023 comprises the Company and its subsidiaries (collectively referred to as 'the Consolidated Entity or the Group'). Horizon Minerals Limited is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange. The financial report was authorised for issue in accordance with a resolution of Directors dated 18 September 2023.

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

1a Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, Australian Accounting Interpretations and the *Corporations Act 2001*. The functional and presentation currency of Horizon Minerals Limited is in Australian Dollars.

Compliance with IFRSs

The financial statements of Horizon Minerals Limited also comply with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB).

New Accounting Standards and Interpretations

In the year ended 30 June 2023, the Company has reviewed and adopted all of the new and revised Standards and Interpretations issued by the AASB that are relevant to its operations and effective for annual reporting periods beginning on or after 1 July 2022.

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 company for the annual reporting period ended 30 June 2023.

The Company has also reviewed all new Standards and Interpretations that have been issued but are not yet effective for the year ended 30 June 2023. As a result of this review the Directors have determined that there is no impact, material or otherwise, of the new and revised Standards and Interpretations on its business and, therefore, no change is necessary to Company accounting policies.

Historical Cost Convention

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets.

Critical Accounting Estimates

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

Going concern

The financial statements have been prepared on the basis of going concern which contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business. As disclosed in the financial statements, the Company incurred a loss of \$1,009,710 (30 June 2022: loss of \$28,029,383) and had cash outflows from operating activities of \$6,811,096 for the year ended 30 June 2023 (30 June 2022: outflows of \$2,391,860). As at that date, the Company had net current liabilities of \$1,502,772 (30 June 2022: net current assets of \$1,807,357) and continues to incur expenditure on its exploration tenements drawing on its cash balances. As at 30 June 2023 the Group had \$5,623,808 (30 June 2022: \$5,406,635) in cash and cash equivalents.

The ability of the Company and the Group to continue to pay its debts as and when they fall due is dependent upon the Company successfully raising additional share capital and ultimately developing its mineral properties.

The accounts have been prepared on the basis that the Company can meet its commitments as and when they fall due and can therefore continue normal business activities, and the realisation of assets and liabilities in the ordinary course of business. The Directors believe that they will continue to be successful in securing additional funds through equity issues as and when the need to raise working capital arises.

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

1b Principles of consolidation

(i) Subsidiaries

The consolidated financial statements comprise the financial statements of Horizon Minerals Limited and its controlled entities, Black Mountain Gold Ltd and MacPhersons Resources Limited. MacPhersons Resources Limited was acquired on 14 June 2019 pursuant to a Scheme of Arrangement including its subsidiaries (refer Note 27). As at 30 June 2023, Horizon Minerals Limited and its subsidiaries together are referred to in this financial report as the Consolidated Entity or the Group.

Control exists where the Company has the capacity to dominate the decision-making in relation to the financial and operating policies of another entity so that the other entity operates with the Company to achieve the objectives of the Company. All inter-company balances and transactions between entities in the Group, including any unrealised profits and losses have been eliminated on consolidation.

Where control of an entity is obtained during a financial year, its results are included in the consolidated statement of comprehensive income from the date on which control commences. They are de-consolidated from the date that control ceases.

The acquisition of subsidiaries is accounted for using the equity method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of comprehensive income, consolidated statement of financial position and statement of changes in equity. Losses incurred by the consolidated entity are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

(ii) Joint ventures

Joint ventures entered into are not separate legal entities but rather are contractual arrangements between the participants for the sharing of costs and output and do not in themselves generate revenue and profit.

1c Income tax

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

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

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

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

1c Income tax

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

Current and deferred tax balances attributable to amounts recognised directly in other comprehensive income/equity are also recognised directly in other comprehensive income/equity.

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

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the economic entity will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

The Group is consolidated for income tax purposes effective 1 July 2016.

1d Revenue recognition

The Group recognises revenue as follows:

(i) Revenue from contracts with customers

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

(ii) Sale of gold

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable. Revenue is recognised at the point in time when the customer obtains control of the goods, which is generally at the time of delivery.

(ii) Interest income

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

(iii) Other services

Other debtors are recognised at the amount receivable and are due for settlement within 30 days from the end of the month in which services were provided.

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

1e Mineral prospects and exploration expenditure thereon

The Group's policy with respect to exploration expenditure is to write off all costs unless the directors and management are of the view that there is a reasonable prospect that the costs may be recovered in future income years. Costs that may reasonably be expected to be recovered are capitalised to the statement of financial position as a non-current asset and accumulated separately for each area of interest. Such expenditure comprises net direct cash and where applicable, an apportionment of related overhead expenditure.

Each area of interest is limited to a size related to a known or probably mineral resource capable of supporting a mining operation. Expenditure is not carried forward in respect of any area of interest unless the Group's right to tenure to that area of interest is current.

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. At 30 June 2023, the Directors considered that the carrying value of the mineral tenement interests of the Group was as shown in the accounts and did not need adjusting.

Exploration and evaluation assets are transferred to Development Phase assets once technical feasibility and commercial viability of an area of interest is demonstrable. Exploration and evaluation assets are tested for impairment, and any impairment loss is recognised, prior to being reclassified.

1f Mine properties and mining assets

Mine properties represents the acquisition cost and/or accumulated exploration, evaluation and development expenditure in respect of areas of interest in which mining has commenced.

Mine development costs are deferred until commercial production commences. When commercial production is achieved mine development is transferred to mine properties, at which time it is amortised on a unit of production basis based on ounces mined over the total estimated resources related to this area of interest.

Significant factors considered in determining the technical feasibility and commercial viability of the project are the completion of a feasibility study, the existence of sufficient resources to proceed with development and approval by the board of Directors to proceed with development of the project.

1g Deferred stripping costs

Stripping is the process of removing overburden and waste materials from surface mining operations to access the ore. Stripping costs are capitalised during the development of a mine and are subsequently amortised over the life of mine on a units of production basis, where the unit of account is ounces of gold sold.

1h Financial assets at fair value through profit or loss

Financial assets other than equity instruments that do not meet the above amortised cost criteria are measured at fair value through profit or loss. This includes financial assets that are held for trading and investments that the Group manages based on their fair value in accordance with the Group's documented risk management and/or investment strategy.

Equity instruments are measured at fair value through profit or loss unless the Group irrevocably elects at initial recognition to present the changes in fair value in other comprehensive income as described below.

Upon initial recognition, financial assets measured at fair value through profit or loss are recognised at fair value and any transaction costs are recognised in profit or loss when incurred. Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, and changes therein are recognised in profit or loss.

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

1i Impairment of assets

Mining tenements assets and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash flows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

1j Plant and equipment

Plant and equipment is stated at historical cost less depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit and loss during the financial period in which they are incurred.

Depreciation is calculated on a diminishing value basis to write off the net cost of each item of plant and equipment over its expected useful life to the Group. The expected useful lives are as follows:

Plant and equipment 5 - 10 years.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 1h).

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the profit and loss.

1k Trade receivables

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

The consolidated entity 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.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

1l Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid, together with assets ordered before the end of the financial year. The amounts are unsecured and are usually paid within 30 days of recognition.

1m Employee benefits

(i) Wages and salaries, annual leave and sick leave

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.

Annual leave has been accrued as at 30 June 2023.

(ii) Long service leave

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experiences of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Long service leave has been accrued as at 30 June 2023.

(iii) Share-based payments

Share-based compensation benefits are provided to directors through the granting of options and performance rights.

The fair value of options and performance rights granted by the Group are recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options and performance rights granted, which includes any market performance conditions but excludes the impact of any service and non-market performance vesting conditions and the impact of any non-vesting conditions.

Non-market vesting conditions are included in assumptions about the number of options and performance rights that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-marketing vesting conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

1n Cash and cash equivalents

For statement of cashflows presentation purposes, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid instruments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the statement of financial position.

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

1o Financial Liabilities

Financial liabilities are initially measured at fair value.

Financial liabilities including trade and other payables, loans and borrowings, deferred contingent considerations and the debt component of convertible notes are measured subsequently at amortised cost. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Financial liabilities at FVTPL, including those warrants issued which meet the definitions of a financial liability in accordance with the substance of the contractual arrangements, are initially measured at fair value and subsequently measured at fair value at each reporting date. Any gains and losses arising on changes in fair value are recognised in profit or loss to the extent that they are not part of a designated hedging relationship.

(i) Classification of Debt and Equity Instruments

Convertible loan notes issued by the Group are classified as either financial liabilities or equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

A conversion option that will be settled by the exchange of a fixed amount of cash for a variable number of the Company's own equity instruments is considered a financial liability. The conversion features that fail the equity classification are accounted for as derivative financial liabilities and are accounted for separately from their host debt component. Derivative financial liabilities are recognised initially at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The resulting gain or loss is recognised in profit or loss immediately.

A conversion option that will be settled by the exchange of a fixed amount of cash for a fixed number of the Company's own equity instruments is considered an equity component. The conversion feature classified as equity is not required to be revalued at each reporting date.

The option derivatives embedded in the convertible notes are assessed to determine whether it is to be separated from its debt host contract on the basis of the stated terms of the option feature. The debt component of convertible notes is subsequently measured at amortised cost as described above. The effective interest charged on the debt host contract is reported in interest expenses and finance charges.

1p Right-of-use assets

comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the consolidated entity expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of-use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The consolidated entity has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

1q Fair value measurement

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the Company is the current bid price; the appropriate quoted market price for financial liabilities is the current ask price.

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values.

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.

1r Goods and services tax

Revenues, expenses and assets are recognised net of the amount of associated goods and services tax (GST), unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

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

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the taxation authority, are presented as operating cash flows.

1s Contributed equity

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 from the proceeds. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a business are not included in the cost of acquisition as part of the purchase consideration.

If the entity reacquires its own equity instruments, e.g. as the result of a share buy-back, those instruments are deducted from equity and the associated shares are cancelled. No gain or loss is recognised in the profit or loss and the consideration paid including any directly attributable incremental costs (net of income taxes) is recognised directly in equity.

1t Provisions

Provisions for legal claims recognised when the Group has a present legal obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting date. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability.

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

1u Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker has been identified as the steering committee that makes strategic decisions.

1v Borrowing costs

Borrowing costs incurred for the construction of any qualifying asset are capitalised during the period of time that is required to complete and prepare the assets for its intended use or sale. Other borrowing costs are expensed.

1w Lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the consolidated entity's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of-use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

1x Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

(ii) Diluted earnings per share

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

1y Rehabilitation costs

The Group's mining, extraction and processing activities give rise to obligations for site rehabilitation. Rehabilitation obligations can include facility decommissioning and dismantling; removal or treatment of waste materials; land rehabilitation; and site restoration. The extent of work required and the associated costs are estimated based on feasibility estimates using current restoration standards and techniques. Provisions for the cost of each rehabilitation program are recognised at the time that environmental disturbance occurs.

Rehabilitation provisions are initially measured at the expected value of future cash flows required to rehabilitate the relevant site.

At each reporting date the rehabilitation liability is re-measured to account for any new disturbance, updated cost estimates, changes to the estimated lives of operations and new regulatory requirements.

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

1z Associates

Associates are entities over which the consolidated entity has significant influence but not control or joint control. Investments in associates are accounted for using the equity method. Under the equity method, the share of the profits or losses of the associate is recognised in profit or loss and the share of the movements in equity is recognised in other comprehensive income. Investments in associates are carried in the statement of financial position at cost plus post-acquisition changes in the consolidated entity's share of net assets of the associate. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment. Dividends received or receivable from associates reduce the carrying amount of the investment.

When the consolidated entity's share of losses in an associate equal or exceeds its interest in the associate, including any unsecured long-term receivables, the consolidated entity does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

The consolidated entity discontinues the use of the equity method upon the loss of significant influence over the associate and recognises any retained investment at its fair value. Any difference between the associate's carrying amount, fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

2 CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

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

2a Share-based payment transactions

The consolidated entity 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 is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity. Refer to note 24 for further information.

2b 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.

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

2 CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (CONTINUED)

2c Income tax

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

2d Rehabilitation provision

A provision has been made for the present value of anticipated costs for future rehabilitation of land explored or mined. The consolidated entity's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. The consolidated entity recognises management's best estimate for assets retirement obligations and site rehabilitations in the period in which they are incurred. Actual costs incurred in the future periods could differ materially from the estimates. Additionally, future changes to environmental laws and regulations, life of mine estimates and discount rates could affect the carrying amount of this provision.

2e Exploration and evaluation costs

Exploration and evaluation costs have been capitalised on the basis that the consolidated entity will commence commercial production in the future, from which time the costs will be amortised in proportion to the depletion of the mineral resources. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised.

In addition, costs are only capitalised that are expected to be recovered either through successful development or sale of the relevant mining interest. Factors that could impact the future commercial production at the mine include the level of reserves and resources, future technology changes, which could impact the cost of mining, future legal changes and changes in commodity prices. To the extent that capitalised costs are determined not to be recoverable in the future, they will be written off in the period in which this determination is made.

2f Associates accounted for using the equity method

Judgement is exercised in determining cost of the associate, and the significant influence but without control or joint control. The consolidated entity discontinues the use of the equity method upon the loss of significant influence over the associate and recognises any retained investment at its fair value. Where the consolidated entity controls an entity when the consolidated entity 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 to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	2023 \$	2022 \$
3 INTEREST INCOME		
Interest income	20,105	8,954
4 OTHER INCOME		
Profit/(loss) on sale of investments	(13,731)	1,112,284
Profit on sale of tenement interest	100,000	100,000
Recovery of administration costs	209,197	164,945
Diesel fuel rebate	-	28,557
Other income	43,384	1,962,166
	338,850	3,367,952
5 EXPENSES		
Profit/(loss) before income tax includes the following specific expenses:		
Cost of sales		
Trial mine processing costs	627	2,062,288
Cost of sales	627	2,062,288
Building and occupancy costs		
Rental expense - right of use asset	26,268	1,252
Interest expense – right of use asset (refer Note 14)	3,793	6,738
Amortisation – right of use asset (refer Note 14)	47,414	47,414
Other	24,038	37,607
Building and occupancy costs	101,513	93,011
Superannuation expenses		
Defined contribution superannuation expense	132,386	126,436
Superannuation expenses	132,386	126,436

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

6 SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the Board that are used to make strategic decisions.

The Board considers that the reportable segments are defined by the nature of the exploration activities. As such there are two reportable segments being Vanadium/Molybdenum tenements and Gold tenements.

2023	Vanadium/ Molybdenum \$	Gold \$	Total \$
Revenue	-	81,882	81,882
Profit/(loss) before income tax	-	(493,926)	(493,926)
Total segment assets	241,920	30,699,029	30,940,949

2022	Vanadium/ Molybdenum \$	Gold \$	Total \$
Revenue	-	3,321,121	3,321,121
Profit/(loss) before income tax	(116,897)	(26,075,440)	(26,192,337)
Total segment assets	1,249,802	37,493,174	38,742,976

		2023 \$	2022 \$
6a	Segment revenue		
	Segment revenue reconciles to revenue from continuing operations as follows:		
	Segment revenue	81,882	3,321,121
	Interest revenue	20,105	8,954
	Other revenue	62,309	3,367,952
	Revenue from continuing operations	164,296	6,698,027
6b	Segment profit/(loss)		
	Segment profit/(loss) reconciles to total comprehensive income as follows:		
	Segment profit/(loss) before income tax	(493,926)	(26,075,440)
	Interest revenue	20,105	8,954
	Net change in value of financial assets at fair value through profit & loss	(535,889)	(1,846,000)
	Items that may be reclassified subsequently to profit or loss	-	-
	Profit/(Loss) before income tax	(1,009,710)	(27,912,486)

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	2023	2022
	\$	\$
6 SEGMENT INFORMATION (CONTINUED)		
6c Segment assets		
Segment assets reconcile to total assets as follows:		
Segment assets	30,940,949	38,742,976
Unallocated assets	13,794,591	7,735,110
Total assets	44,735,540	46,478,086
6d Segment liabilities		
The Group's liabilities are not reported to management on an individual segment basis, but rather reported on a consolidated basis.		
7 INCOME TAX		
7a The prima facie income tax expense on pre-tax accounting loss reconciles to the income tax expense in the financial statements as follows:		
Profit/(Loss) from continuing operations after income tax expense	(1,009,710)	(28,029,383)
Income tax expense/(benefit) calculated at 25% (2022: 25%)	(252,428)	(7,007,346)
Capital raising cost allowable	(95,078)	(92,817)
	(347,506)	(7,100,163)
Movements in unrecognised timing differences	(2,481,881)	749,865
Expenses that are not deductible in determining taxable profit	130,166	154,608
Movement in share revaluations	133,972	461,500
Assessable gain on transfer of interest in Richmond Vanadium Project	-	4,987,500
Benefit of tax losses utilised not previously brought to account	-	(1,422,002)
Impact of change in corporate tax rate	-	2,168,692
Tax losses not recognised	2,565,249	-
Unused tax losses not recognised as a deferred tax asset	-	-
Income tax expense reported in the Statement of Profit or Loss and Other Comprehensive Income	-	-
7b Unrecognised deferred tax balances:		
The following deferred tax assets (2023: 25%, 2022: 25%) have not been brought to Account:		
Unrecognised deferred tax asset – tax losses	22,553,987	19,738,176
Unrecognised deferred tax asset – capital losses	1,552,105	-
Unrecognised deferred tax liability – capitalised exploration expenses	(6,557,310)	(6,347,859)
Unrecognised deferred tax asset/(liability) – share investments	334,880	908,753
Unrecognised deferred tax asset – other temporary differences	415,037	389,972
Equity accounted investments	-	(3,153,468)
Net deferred tax assets/(liability) not brought to account	18,298,699	17,842,510

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	2023	2022
	\$	\$
7 INCOME TAX (CONTINUED)		
7c The taxation benefits of tax losses and timing not brought to account will only be obtained if:		
<ul style="list-style-type: none"> • assessable income is derived of a nature and of amount sufficient to enable the benefit from the deductions to be realised; • conditions for deductibility imposed by the law are complied with; and • no changes in tax legislation adversely affect the realisation of the benefit from the deductions. 		
7d Tax consolidation		
Horizon Minerals and its wholly owned Australian subsidiaries are part of an income tax consolidated group and have entered into tax sharing and tax funding agreements. Under the terms of these agreements, the subsidiaries will reimburse Horizon Minerals for any current income tax payable by Horizon Minerals arising in respect of their activities. The reimbursements are payable at the same time as the associated income tax liability falls due and will therefore be recognised as a current tax-related receivable by Horizon Minerals when they arise. In the opinion of the Directors, the tax sharing agreement is also a valid agreement under the tax consolidation legislation and limits the joint and several liability of the subsidiaries in the event of a default by Horizon Minerals.		
7e Change in corporate tax rate		
Due to changes in operational circumstances, Horizon Minerals and its subsidiaries should be considered a 'base rate entity' for income tax purposes and therefore eligible for the reduced corporate tax rate. The impact of this change in the corporate tax rate has been reflected in the unrecognised deferred tax positions and the prima face income tax reconciliation above.		
8 CASH AND CASH EQUIVALENTS		
Cash at bank and on hand	5,623,808	5,406,635
Reconciliation to cash at the end of the year		
The above figures are reconciled to cash at the end of the financial year as shown in the cash flow statement as follows:		
Balances as above	5,623,808	5,406,635
Balances per statement of cash flows	5,623,808	5,406,635
9 TRADE AND OTHER RECEIVABLES		
Trade receivables	367,306	93,222
Other receivables – ATO receivables		-
Other receivables – sale of tenement – deferred payment (i)	-	800,000
Prepayment and other receivables	149,000	354,209
Accrued interest	79	11
Term deposit – bonds & credit card security deposit	17,100	17,100
	533,485	1,264,542

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

9 TRADE AND OTHER RECEIVABLES (CONTINUED)

- (i) During the period to 30 June 2023, the Company received \$300,000 being the second of three deferred payments for the 100% divestment of its interest in the Nanadie Well Copper project to Cyprium Metals Limited (ASX: CYM) in September 2020. The payment was made in cash in lieu of shares. The final tranche of \$200,000 was derecognised as a receivable during the period.

In June 2023, the Company transferred \$300,000 from 'Other receivables' to 'Trade receivables' when it invoiced FMR Investments Pty Ltd (ASX: FMR) as final consideration for the 100% divestment of its interest in the Gunga West gold project.

	2023	2022
	\$	\$
<p>Effective interest rates and credit risk Information concerning the effective interest rate and credit risk of both current and non-current receivables is set out below.</p> <p>Interest rate risk All receivable balances are non-interest bearing.</p> <p>Credit rate risk There is no concentration of credit risk with respect to current and non-current receivables. Refer to Note 29 for further information on the Group's risk management policies. Due to short term nature, fair value approximates carrying value.</p>		
10 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS		
Shares and options in listed companies at market value	8,170,784	2,328,475
	8,170,784	2,328,475
<p>Included is \$39,105 of shares held in Greenstone Resources Limited (2022: \$nil) and \$8,131,679 of shares held in Richmond Vanadium Technology Limited (2022: \$Nil).</p> <p>The net change in fair value on financial assets at fair value through profit or loss for the year was a loss of \$535,889.</p> <p>All financial assets at fair value through profit or loss are denominated in Australian currency. Refer to Note 29 for further information concerning the price and fair value measurement.</p>		
11 OTHER ASSETS		
Security deposits	257,927	257,927
	257,927	257,927
<p>The security deposits arise from monies held in trust accounts or lodged with appropriate authorities in relation to mining tenements held. The Group has restricted access to these funds, but they are expected to be reimbursed in the future.</p>		

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	2023 \$	2022 \$
12 PROPERTY, PLANT & EQUIPMENT		
Plant and equipment at cost	4,861,502	4,877,228
Accumulated depreciation and impairment	(4,634,412)	(4,618,715)
Total plant and equipment	227,090	258,513
Property at cost	322,571	322,571
Accumulated depreciation and impairment	(176,697)	(169,658)
Total property	145,874	152,886
Motor vehicles – at cost	214,643	250,361
Accumulated depreciation	(203,197)	(233,952)
Total motor vehicles	11,446	16,409
	384,410	427,808
RECONCILIATIONS		
12a Plant and equipment		
Carrying amount at beginning of the year	258,513	185,230
Reclassification of carrying amount	-	109,716
Additions	36,500	282,529
Disposals	(1,083)	(937)
Depreciation	(66,840)	(318,025)
Loss on impairment	-	-
Carrying amount at end of year	227,090	258,513
12b Property		
Carrying amount at beginning of the year	152,886	270,823
Reclassification of carrying amount	-	(109,716)
Depreciation	(7,012)	(8,221)
Carrying amount at end of year	145,874	152,886
12c Motor Vehicle		
Carrying amount at beginning of year	16,409	22,330
Additions	-	-
Disposals	(1,638)	(816)
Depreciation	(3,325)	(5,105)
Carrying amount at end of year	11,446	16,409

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	2023 \$	2022 \$
13 EXPLORATION, EVALUATION, DEVELOPMENT AND PRODUCTION EXPENDITURE		
During the year ended 30 June 2023, the Group incurred and capitalised the following exploration, evaluation, development and production expenditure:		
13a Exploration and evaluation phase		
Carrying amount at beginning of the year	29,377,548	48,931,342
Capitalised during the year	2,545,842	7,613,852
Transfer to equity investment	-	(1,124,778)
Purchases of tenements	950,000	5,000,000
Sale of tenements	(135,973)	(25,000)
Impairment*	(3,003,901)	(31,017,868)
Carrying amount at end of year	29,733,516	29,377,548
13b Mine properties		
Carrying amount at beginning of the year	-	-
Reclassification of mine properties**	-	-
Capitalised during the year	-	-
Amortised during the year	-	-
Carrying amount at end of year	-	-
Total exploration and mine properties	29,733,516	29,377,657
13c Mining production expenditure		
Carrying amount at beginning of the year	-	-
Capitalised during the year	-	-
Mine production costs expensed***	-	-
Carrying amount at end of year	-	-
Total mining production	-	-

* Impairment of mining tenements

During the year ended 30 June 2023, impairment to mining tenements was recorded as \$3,003,901. Management considered recent ASIC guidance and other relevant factors and has determined that the Kalpini project has little potential of being mined and have therefore impaired the carrying amount of Exploration and Evaluation related to the Kalpini deposit.

The ultimate recoupment of expenditure above relating to the exploration and evaluation phase is dependent upon the successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

** Reclassification of mine properties

The Group has reclassified prior allocated mine development expenditure as exploration expenditure.

*** Mine production expenditure

Costs relate to Boorara Gold Project, of which mining commenced in May 2020. These costs will be expensed in line with revenue recognised from this project.

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	2023 \$	2022 \$
14 RIGHT-OF-USE ASSET AND LEASE LIABILITY		
<i>Amounts recognised in the consolidated statement of financial position</i>		
Right-of-use asset		
<i>Property – head office lease</i>		
Opening balance	79,024	126,438
Amortisation	(47,414)	(47,414)
Closing balance	31,610	79,024
Lease liability		
Opening balance	86,202	133,943
Lease payments	(54,479)	(54,479)
Interest expense	3,793	6,738
Closing balance	35,516	86,202
Current lease liability	35,516	50,686
Non-current lease liability	-	35,516
Total lease liability	35,516	86,202
<i>Amounts recognised in the consolidated statement of profit or loss</i>		
Amortisation of right-of-use asset		
<i>Property – office lease amortisation</i>	47,414	47,414
	47,414	47,414

The total cash outflow for the lease in the twelve months to 30 June 2023 was \$54,479.

On 1 July 2019, the Company held one lease for the head office based in Nedlands. The lease was renewed on 22 February 2020 for a further two year period with an option to extend for another two years thereafter which was executed.

	2023 \$	2022 \$
15 TRADE AND OTHER PAYABLES		
Trade payables	319,674	4,361,473
Accrued expenses	59,032	105,488
	378,706	4,466,961

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	2023 \$	2022 \$
16 CONVERTIBLE NOTE LIABILITY AND DERIVATIVE		
Convertible note liability	5,752,850	-
Convertible note derivative	1,176,936	-
	6,929,786	-
<p>On 23 November 2022 the Company entered into an agreement with Nebari Gold Fund 1, LP pursuant to which it issued convertible notes with an aggregate principal value of USD\$5,102,040 in two tranches. The first tranche of USD\$2,040,816 was received on 29 November 2022 equivalent to a drawdown amount of AUD\$2,828,878 and the second tranche of USD\$3,061,224 was received on 13 June 2023 equivalent to a drawdown amount of AUD\$4,425,431. The convertible note has a 30-month maturity term.</p> <p>The convertible note can be converted into shares in the Company at the option of the Lender, in multiple parts, and at any time prior to the 29 May 2025 or to the principal amount being repaid, whichever is realised first.</p> <p>If the notes are converted, the conversion price will be an amount equal to a 25% premium to the 15-day VWAP of the Company's share price at the lowest of:</p> <ul style="list-style-type: none"> a) 29 September 2022; b) the completion date of the loan agreement between the Company and Nebari Gold Fund 1, LP, executed on 23 November 2002; and c) 19 October 2022. <p>The conversion feature of the notes has been recognised at fair value as a convertible note derivative. The reconciliation for the movements in the convertible note features is shown in Note 29d Fair Value Measurement.</p>		
17 PROVISIONS		
Rehabilitation of mine site	1,601,117	1,454,400
	1,601,117	1,454,400

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	2023 No.	2022 No.	2023 \$	2022 \$
18 CONTRIBUTED EQUITY				
18a Share capital				
At the beginning of the year	612,419,645	567,975,200	70,089,303	66,426,399
Placement	74,137,461	44,444,445	3,336,186	4,000,000
Share Purchase Plan	7,426,570	-	668,393,393	-
Labyrinth Resources Limited – Acquisition*	3,000,000	-	223,200	-
In-species return of capital - RVTRVT	-	-	(8,000,000)	-
Capital raising costs	-	-	(105,593)	(337,096)
Total Contributed Equity	696,983,676	612,419,645	66,211,489	70,089,303

*Escrowed to 30 August 2023

18b Terms and conditions of contributed equity

Ordinary shares

Ordinary shares have no par value. Ordinary shares have the right to receive dividends as declared and, in the event of winding up the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held. Ordinary shares entitle their holder to one vote, either in person or by proxy, at a meeting of the Company.

18c Options

	Unlisted Options No.	Unlisted Options No.	Listed Options No.	Total No.
Exercise Price	\$0.12	\$0.16	\$0.11	
Expiry date	30 Sept 2022	30 Sept 2022	30 June 2025	
Balance at 1 July 2022	12,000,000	12,000,000	-	24,000,000
Issued during the year	-	-	51,871,015	51,871,015
Expired during the year	(12,000,000)	(12,000,000)	-	(24,000,000)
Balance at 30 June 2023	-	-	51,871,015	51,871,015

	Unlisted Options No.	Unlisted Options No.	Total No.
Exercise Price	\$0.12	\$0.16	
Expiry date	30 Sept 2022	30 Sept 2022	
Balance at 1 July 2021	12,000,000	12,000,000	24,000,000
Issued during the year	-	-	-
Expired during the year	-	-	-
Balance at 30 June 2022	12,000,000	12,000,000	24,000,000

18d Performance Rights

As at 30 June 2023, there were nil performance rights on issue. Further details are contained in Note 24.

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	2023 \$	2022 \$
19 RESERVES AND ACCUMULATED LOSSES		
19a (i) Asset revaluation reserve		
Opening balance	-	-
Reclassified subsequently to profit or loss	-	-
Closing Balance	-	-
(ii) Share based payments reserve		
Opening balance	835,750	747,003
Performance rights issued during the year	179,132	296,135
Options reclassified to profit or loss	(581,877)	-
Share based payments reclassified to profit or loss	(433,005)	(207,388)
Reclassified subsequently to profit or loss	-	-
Closing Balance	-	835,750
Total Reserves	-	835,750
19b Accumulated losses		
Opening balance	(30,925,053)	(3,103,058)
Reserves reclassified to accumulated losses	1,014,882	207,388
Reserves reclassified subsequently to accumulated losses	-	-
Profit/(loss) for the year	(1,009,710)	(28,029,383)
Closing balance	(30,919,881)	(30,925,053)
<i>Asset Revaluation Reserve</i>		
The Asset Revaluation Reserve is used to record increments and decrements on the revaluation of non-current assets.		
<i>Share Based Payments Reserve</i>		
The Share Based Payments Reserve is used to recognise the fair value of shares, options and performance rights granted as remuneration.		
20 EARNINGS PER SHARE		
Operating profit/(loss) after tax attributable to members of Horizon Minerals Limited	(1,009,710)	(28,029,383)
Basic earnings (loss) per share	(0.16) dollars	(4.93) dollars
Diluted earnings (loss) per share	(0.16) dollars	(4.93) dollars
	Number	Number
Weighted average number of ordinary shares outstanding during the year used in the calculation of basic earnings per share.	638,834,076	567,975,200

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	2023 \$	2022 \$
21 REMUNERATION OF AUDITORS		
Remuneration for audit services and review of the financial reports of the parent entity or any entity in the Group to PKF Perth. No other fees were paid or payable for services provided by the auditor of the parent, related practices or non-related audit firms.		
PKF Perth	131,515	87,190
	131,515	87,190

	2023 \$	2022 \$
22 KEY MANAGEMENT PERSONNEL DISCLOSURES		
22a Details of remuneration		
Short-term benefits	1,375,991	1,306,231
Post-employment benefits	95,730	95,100
Share based payments	134,683	189,844
	1,606,404	1,591,175

23 STATEMENT OF CASH FLOWS		
23a Reconciliation of net cash from operating activities to Profit/(Loss) after income tax		
Operating Profit/(Loss) after income tax	(1,009,710)	(28,029,383)
Depreciation and amortisation	124,590	378,761
Share of loss – joint ventures	-	116,897
In-species return of capital – RVT	(8,066,667)	-
Share based payment	179,132	296,135
Unwind expired share-based payments	(433,005)	(207,388)
Net change in fair values of financial assets at fair value through profit or loss	535,889	1,846,000
Loss/(profit) on sale of investments	13,731	(2,657,284)
Profit on sale of tenements and non-current assets	(15,288)	(403,245)
Impairment loss on tenements	3,003,901	24,689,623
Interest and borrowing costs	689,861	-
Movement in assets and liabilities relating to operating activities:		
Provisions	28,284	97,170
Receivables	(55,777)	(197,747)
Prepayments	(13,166)	(11,267)
Lease liabilities	-	-
Trade creditors and accruals	(1,792,871)	1,689,868
Net cash inflow/(outflow) from operating activities	(6,811,096)	(2,391,860)

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

24 SHARE BASED PAYMENTS

24a Year ended 30 June 2023

During the year ended 30 June 2023, 7,066,667 of Class I and J performance rights were cancelled.

The performance rights were granted at nil consideration and did not have an exercise price.

The Performance Rights were issued under the Company's Employee Incentive Scheme (EIS) approved by shareholders at the General Meeting held on 29 November 2019. The issue to Directors was approved at the Annual General Meeting on 26 November 2020.

The Performance Conditions relating to Performance Rights were as follows:

Class of Performance Rights	Service Condition	Performance condition
Class I Performance Rights	The holder or the holder's representative remains engaged as an employee or Director until the performance condition is satisfied.	(a) Prior to 31 December 2022 the volume weighted average price of the Company's Shares over 20 consecutive Trading Days on which the Shares trade is 25 cents or more; or (b) Prior to 31 December 2022 a Takeover Event occurs.
Class J Performance Rights	The holder or the holder's representative remains engaged as an employee or Director until the performance condition is satisfied.	(a) Prior to 31 December 2023 volume weighted average price of the Company's Shares over 20 consecutive Trading Days on which the Shares trade is 30 cents or more; or (b) Prior to 31 December 2023 a Takeover Event occurs.

During the year ended 2023, \$179,132 was expensed as a share based payment in the respect of Class I and J performance rights, with the fair value being recognised over the vesting period. As of 30 June 2023, there were no performance rights on issue.

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

24 SHARE BASED PAYMENTS (CONTINUED)

24a Year ended 30 June 2023 (continued)

Set out below is a summary of the performance rights previously granted:

	Expired Class I.1	Cancelled Class J.1	Total
Number granted	1,550,000	1,550,000	3,100,000
Grant date	26-Nov-20	26-Nov-20	
Expiry date of milestone achievements	31-Dec-22	31-Dec-23	
Share price hurdle	25 cents	30 cents	
Fair value per right*	0.0741	0.0782	
Total fair value that would be recognised over the vesting period if rights are vested	114,855	121,210	236,065
	Class I.2	Class J.2	Total
Number granted	1,500,000	1,500,000	3,000,000
Grant date	26-Nov-20	26-Nov-20	
Expiry date of milestone achievements	31-Dec-22	31-Dec-23	
Share price hurdle	25 cents	30 cents	
Fair value per right*	0.0627	0.0675	
Total fair value that would be recognised over the vesting period if rights are vested	94,050	101,250	195,300
	Class I.3	Class J.3	Total
Number granted	333,333	333,334	666,667
Grant date	26-Nov-20	26-Nov-20	
Expiry date of milestone achievements	31-Dec-22	31-Dec-23	
Share price hurdle	25 cents	30 cents	
Fair value per right*	0.0663	0.0714	
Total fair value that would be recognised over the vesting period if rights are vested	22,100	23,800	45,900
	Class I.4	Class J.4	Total
Number granted	505,000	505,000	1,010,000
Grant date	30-Aug-21	30-Aug-21	
Expiry date of milestone achievements	31-Dec-22	31-Dec-23	
Share price hurdle	25 cents	30 cents	
Fair value per right*	0.0436	0.0554	
Total fair value that would be recognised over the vesting period if rights are vested	2,180	2,770	4,950

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

24 SHARE BASED PAYMENTS (CONTINUED)

24a Year ended 30 June 2023 (continued)

	Class I.5	Class J.5	Total
Number granted	100,000	100,000	200,000
Grant date	08-Oct-21	08-Oct-21	
Expiry date of milestone achievements	31-Dec-22	31-Dec-23	
Share price hurdle	25 cents	30 cents	
Fair value per right*	0.0479	0.0611	
Total fair value that would be recognised over the vesting period if rights are vested	4,790	6,110	10,900
Number expired/cancelled at 30 June 2023	(3,533,333)	(3,533,334)	(7,066,667)
Number remaining at 30 June 2023	-	-	-
Amount expensed in 2023	58,897	120,235	179,132

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

24 SHARE BASED PAYMENTS (CONTINUED)

24a Year ended 30 June 2023 (continued)

The fair value of the rights was determined using Hoadley's Barrier 1 model that takes into account the vesting condition of the rights, and was based on the following inputs:

Assumptions	Rights				
	Class I.1	Class I.2	Class I.3	Class I.4	Class I.5
Spot price	\$0.110	\$0.100	\$0.105	\$0.1075	\$0.1150
Vesting hurdle	\$0.25	\$0.25	\$0.25	\$0.25	\$0.25
Exercise price	Nil	Nil	Nil	Nil	Nil
Expiry period (years)	31-Dec-22	31-Dec-22	31-Dec-22	31-Dec-22	31-Dec-22
Expected future volatility	80%	80%	80%	75%	75%
Risk free rate	0.09%	0.10%	0.08%	0.01%	0.09%
Dividend yield	Nil	Nil	Nil	Nil	Nil

Assumptions	Rights				
	Class J.1	Class J.2	Class J.3	Class J.4	Class J.5
Spot price	\$0.110	\$0.100	\$0.105	\$0.1075	\$0.1150
Vesting hurdle	\$0.30	\$0.30	\$0.30	\$0.30	\$0.30
Exercise price	Nil	Nil	Nil	Nil	Nil
Expiry period (years)	31-Dec-23	31-Dec-23	31-Dec-23	31-Dec-23	31-Dec-23
Expected future volatility	80%	80%	80%	75%	75%
Risk free rate	0.11%	0.12%	0.10%	0.15%	0.39%
Dividend yield	Nil	Nil	Nil	Nil	Nil

24b Option issue

On 30 September 2022, the expiry of 24,000,000 options originally issued as an addition to external financing obtained during the year ending 30 June 2020 resulted in a reclassification of \$581,877 to reserves.

The fair value of these options granted was calculated using the Black-Scholes option valuation methodology and applying the following inputs:

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

24 SHARE BASED PAYMENTS (CONTINUED)

24b Option issue (continued)

	12,000,000	12,000,000
Weighted average exercise price (cents)	0.12	0.16
Weighted average life of the options (years)	2.208	2.208
Weighted average underlying share price (cents)	0.065	0.065
Expected share price volatility	100%	100%
Risk-free interest rate	0.92%	0.92%
Grant date	15 April 2020	15 April 2020
Expiry date	30 September 2022	30 September 2022
Value per option	\$0.026	\$0.022
Total value granted	\$316,155	\$265,722

	2023	2022
	\$	\$
25 CAPITAL AND OTHER COMMITMENTS		
25a Exploration expenditure commitments		
Commitments for minimum expenditure requirements on the mineral exploration assets it has an interest in are payable as follows:		
Within one year	3,209,180	3,322,300
Later than one year but not later than five years	2,746,020	3,012,140
Later than five years	1,071,100	1,089,100
	7,026,300	7,423,540

26 RELATED PARTY TRANSACTIONS

26a Directors / Key Management Personnel

Other transactions with Director related entities

Transactions with related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated. Disclosures relating to Key Management Personnel are set out in Note 22 and the Remuneration Report.

26b Subsidiaries

See Note 27 for further details regarding subsidiaries.

27 INVESTMENT IN CONTROLLED ENTITIES

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

Name of Entity	Country of Incorporation	Class of Shares	Equity Holding	
			2023 %	2022 %
<u>Direct Subsidiaries</u>				
Black Mountain Gold Ltd	Australia	Ordinary	100	100
MacPhersons Resources Limited	Australia	Ordinary	100	100
Gordon Sirdar Gold Mine Pty Ltd <i>(previously known as CGP Minerals Pty Ltd)</i>	Australia	Ordinary	100	100
Mill and Mining Services Pty Ltd <i>(previously known as CGP Assets Pty Ltd)</i>	Australia	Ordinary	100	100
<u>Indirect Subsidiaries</u>				
Kalgoorlie Ore Treatment Company Pty Ltd	Australia	Ordinary	100	100
Polymetals (WA) Pty Ltd	Australia	Ordinary	100	100

The indirect subsidiaries are direct subsidiaries of MacPhersons Resources Limited.

Horizon Minerals Limited, incorporated in Australia, is the ultimate parent entity of the Group.

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

28 CONTINGENT ASSETS AND LIABILITIES

- 28a** Security bonds are held with respect to tenements held in Northern Territory. Bonds are set by the Department of Primary Industry and Resources, however there is no certainty that such bonds will be adequate to cover any environmental damage. Horizon Minerals Limited and its controlled entities are not able to determine the nature or extent of any further liability in view of changing environmental requirements.
- 28b** Horizon Minerals Limited has been advised of a potential liability arising as a result of the storage of laboratory waste material at the White Range project site and is currently awaiting approval from the NT Environmental Protection Authority to bury the material at White Range. As at the date of this report, the potential liability for the rectification remains unquantifiable.
- 28c** On 29 March 2021, the Group announced the divestment of two royalties covering the Janet Ivy and Otto Bore gold projects in the Western Australian goldfield for a consideration of \$7 million consisting of \$4 million in cash on settlement and \$3 million in cash or shares in Vox Royalty Corp. (Vox, TSX: VOX) at Vox's election and on the achievement of cumulative royalty payments to Vox of \$750,000.

29 FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks; market risk (including fair value interest rate risk foreign currency risk and price risk), credit risk, liquidity risk and cash flow interest rate risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.

Risk management is carried out by the Board of Directors, who identify, evaluate and manage financial risks as they consider appropriate.

29a Market risk

Price risk

The Group is exposed to equity securities price risk. This arises from investments held by the Group and classified on the statement of financial position as financial assets at fair value through profit and loss of \$8,170,784 (2022: \$2,328,475).

The investments assets are classified as financial asset at fair value through profit and loss and any changes to their value is recognised in profit and loss when incurred. The group have used an equity price change of 70% upper and lower representing a reasonable possible change based upon the weighted average historic share price volatility over the last 12 months on the investment portfolio held. If the value of the investments held had moved in accordance with the volatility, and all other factors kept constant, the impact on the profit and loss for the year ended 30 June 2023 would have been \pm \$5,719,549 (2022: \pm \$1,629,932).

Fair value interest rate risk

Refer to (29d) below.

29b Credit risk

Credit risk is the risk of financial loss to the Group iff a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from customers.

Presently, the Group undertakes mining, exploration and evaluation activities exclusively in Australia. At the balance sheet date there were no significant concentrations of credit risk.

(i) Cash and cash equivalents

The Group limits its exposure to credit risk by only investing in liquid securities and only with major Australian financial institutions.

(ii) Trade and other receivables

The Group's trade and other receivables relate to gold sales, GST refunds and other income.

The Group has determined that its credit risk exposure on all other trade receivables is low, as customers are considered to be reliable and have short contractual payment terms. Management does not expect any of these counterparties to fail to meet their obligations.

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

29 FINANCIAL RISK MANAGEMENT (CONTINUED)

29b Credit risk (continued)

The carrying amount of the Group's financial assets represents the maximum credit exposure. The Group's maximum exposure to credit risk at the reporting date was:

	Carrying Amount	
	2023	2022
	\$	\$
Cash and cash equivalents	5,623,808	5,406,635
Trade and other receivables	533,485	1,264,542
Total	6,157,293	6,671,177

29c Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through the ability to raise further funds on the market and the ability to close-out market positions. Due to the dynamic nature of the underlying businesses, the Board aims at maintaining flexibility in funding through management of its cash resources.

Maturities of financial liabilities.

30 June 2023 Group	Less than 6 months	6 – 12 months	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total contractual cash flows	Carrying Amount (assets)/ liabilities	Interest Rate (% p.a.)
Non-derivatives	\$	\$	\$	\$	\$	\$	\$	
Non-interest bearing payables	378,706	351,573	-	-	-	-	730,279	-
Fixed rate borrowings	-	-	-	-	-	-	-	-
Total non-derivatives	378,706	351,573	-	-	-	-	730,279	

30 June 2022 Group	Less than 6 months	6 – 12 months	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total contractual cash flows	Carrying Amount (assets)/ liabilities	Interest Rate (% p.a.)
Non-derivatives	\$	\$	\$	\$	\$	\$	\$	
Non-interest bearing payables	4,762,134	-	-	-	-	-	4,762,134	-
Fixed rate borrowings	-	-	-	-	-	-	-	-
Total non-derivatives	4,762,134	-	-	-	-	-	4,762,134	

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

29 FINANCIAL RISK MANAGEMENT (CONTINUED)

29d Fair value measurements

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

AASB 7 *Financial Instruments: Disclosures* requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1),
- (b) inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (level 2), and
- (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (level 3).

The following table presents the group's assets and liabilities measured and recognised at fair value at 30 June 2023 and 30 June 2022:

At 30 June 2023	Level 1	Level 2	Level 3	Total
Assets				
Financial assets at fair value through profit or loss				
- Trading Securities	8,170,784	-	-	8,170,784
Other financial assets				
- Security deposits	257,927	-	-	257,927
Total assets	8,428,711	-	-	8,428,711

At 30 June 2022	Level 1	Level 2	Level 3	Total
Assets				
Financial assets at fair value through profit or loss				
- Trading Securities	2,328,475	-	-	2,328,475
Other financial assets				
- Security deposits	257,927	-	-	257,927
Total assets	2,586,402	-	-	2,586,402

At 30 June 2023	Level 1	Level 2	Level 3	Total
Liabilities				
Financial liabilities at fair value through profit or loss				
- Convertible Note Liability	-	-	5,752,850	5,752,850
- Convertible Note Derivative	-	-	1,176,936	1,176,936
Total liabilities	-	-	6,929,786	6,929,786

The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the group is the current bid price. These instruments are included in level 1.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for convertible notes. The Black Scholes option pricing model has been used to determine the fair value of the embedded derivative component of the convertible note.

Movements in level 3 assets and liabilities during the current financial year are set out below:

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

29 FINANCIAL RISK MANAGEMENT (CONTINUED)

29d Fair value measurements (continued)

	Convertible Note		Total
	Liability	Derivative	
	\$	\$	\$
Balance at 1 July 2022	-	-	-
Additions	5,238,564	2,015,745	7,254,309
Gain recognised in profit or loss	-	(838,809)	(838,809)
Interest recognised in profit or loss	237,745	-	237,745
Foreign exchange	276,541	-	276,541
Balance at 30 June 2023	5,752,850	1,176,936	6,929,786

The level 3 assets and liabilities unobservable inputs and sensitivity are as follows:

Description	Unobservable inputs	Measure	Sensitivity
Convertible note derivative	Volatility	70%	1% change would increase/decrease fair value by \$2,000
	Interest rate	4.18%	0.25% change would increase/decrease fair value by \$3,000

29e Cash flow interest rate risk

As the Group has no significant variable interest-bearing assets, the Group's income and operating cash flows are not exposed to changes in market interest rates.

29f Capital risk management

In employing its capital (or equity as it is referred to on the statement of financial position) the Group seeks to ensure that it will be able to continue as a going concern and provide value to shareholders by way of increased market capitalisation. The Group has invested its available capital in intangible assets such as acquiring and exploring mining tenements and in investments. As is appropriate at this stage, the Group is funded predominantly by equity.

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	2023 \$	2022 \$
30 PARENT ENTITY FINANCIAL INFORMATION		
Current assets	17,156,988	11,820,374
Non-current assets	10,005,435	10,808,486
Total assets	27,162,423	22,628,860
Current liabilities	7,667,699	4,715,623
Non-current liabilities	913,917	888,563
Total liabilities	8,581,616	5,604,186
Net assets	18,580,807	17,024,673
Equity		
Contributed equity	66,211,489	70,089,303
Reserves	-	835,750
Accumulated profits/(losses)	(47,630,682)	(53,900,380)
Total equity	18,580,807	17,024,673
Profit/(Loss) for the year	(23,199,320)	(57,009,198)

31 INVESTMENT IN ASSOCIATES

As outlined in Note 32, during the year the consolidated entity reduced its holding in Richmond Vanadium Technology (RVT), thereby losing significant influence. The Groups remaining interest in RVT as at 30 June 2023 is disclosed in Note 10. Information relating to investments in associates as at 30 June 2022 that are material to the consolidated entity are set out below:

Name	Principal place of business	Principal activities	Non-controlling interest Ownership interest 2022
Richmond Vanadium	Australia	Vanadium Exploration	25%

	2022 \$
Summarised statement of financial position	
Cash and cash equivalents	1,051,358
Other current assets	629,588
Non-current assets	26,166,120
Total assets	27,847,066
Current liabilities	1,503,532
Non-current liabilities	22,671
Total liabilities	1,526,203
Net assets	26,320,863
Summarised statement of profit or loss and other comprehensive income	
Other revenue	406,318
Interest revenue	114
Depreciation and amortisation expense	(5,070)
Other expenses	(868,945)
Loss before income tax	(467,583)
Income tax expense	-

NOTES TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

31 INTERESTS IN SUBSIDIARIES (CONTINUED)

	2022 \$
Loss after income tax	(467,583)
Other comprehensive income	-
Total comprehensive income	(467,583)
Reconciliation of consolidated entity's carrying amount	
Opening carrying amount	-
Transferred exploration costs	1,124,779
Initial recognition of equity investment at cost	6,328,245
Share of loss after income tax	(116,897)
Closing carrying amount	7,336,127

In March 2017, the Company finalised a strategic development JV with Richmond Vanadium Technology Pty Ltd ("RVT") (formerly AXF Vanadium Pty Ltd), a wholly owned subsidiary of the AXF Group. The JV covers Horizon's 100% interest in the Richmond vanadium project in North West Queensland which include metal rights at the nearby Julia Creek project which is owned by Global Oil Shale Plc. The project tenements cover 1,520km² of Cretaceous Toolebuc Formation.

In November 2021 the Company entered into a Process Deed (as amended by a Letter Deed dated 22 February 2022) with RVT in relation to a restructure and RVT's subsequent IPO and listing. As contemplated by the Process Deed, the Company and RVT entered into the SPA on 2 May 2022 to formally document the transfer of the Company's 25% beneficial interest in the tenements comprising the Richmond Joint Venture. Completion of the SPA occurred in June 2022, whereby RVT became the holder of 100% of the beneficial interest in the tenements comprising the Richmond Vanadium Project, in consideration for the Company being issued an amount equal to 25% of the issued share capital of RVT on a diluted basis. Horizon's interest in the new company was 25% and considered significant influence by management.

On 13 December 2022, Richmond Vanadium Technology (ASX: RVT) listed on the Australian Stock Exchange. The Group's shareholders received by way of capital reduction and in-specie distribution of approximately 20,000,000 RVT shares previously held by the Group to Eligible Group shareholders (note 32).

32 GAIN ON DEMERGER OF ASSOCIATE

On 5 December 2022, Richmond Vanadium Technology Pty Ltd (RVT) was demerged from the Horizon Minerals Limited Consolidated Group (Horizon), following approval by Horizon Shareholders at the Annual General Meeting held on 17 November 2022. Existing Horizon shareholders received shares in RVT on a 1 RVT share for every 31.1391 Horizon shares held (in-specie distribution) resulting in an associated reduction in share capital of \$8,000,000. The number of shares issued with the in-specie distribution was 20,000,000 at the determined share price of \$0.40 per share (same as at initial public offering of RVT). The share price at demerger of RVT was determined to be \$0.40 per share (same as at initial public offering of RVT) resulting in a realised gain of \$8,663,873.

	5 December 2022
Carrying value of net assets of demerged entity	
Assets	
Cash and cash equivalents	23,365,839
Trade and other receivables	112,031
Other assets	30,001
Property, plant and equipment	97,083
Exploration and evaluation expenditure	26,219,055
	49,824,009
Liabilities	
Trade and other payables	(1,248,176)
Other liabilities	(155,396)
	(1,403,572)
Net assets	48,420,437

INDEPENDENT AUDIT REPORT TO THE MEMBERS OF HORIZON MINERALS LIMITED

33 EVENTS OCCURRING AFTER REPORTING DATE

On 5 July 2023, the Company announced it had entered into a binding option and sale deed (“Option”) with Metal Hawk Limited (ASX: MHK) to purchase an interest in seven tenements within the Company’s Yarmany project area (“Tenements”). The Option provides that Metal Hawk pay Horizon a \$400,000 non-refundable option fee within five days of signing the Option, comprising \$200,00 in cash and \$200,000 in MHK shares, with the number of shares determined by the 20-Day VWAP prior to execution. On 17 July 2023, the Company announced receipt of \$200,000 in cash, and \$200,000 in MHK shares, with the number of shares determined by the 20-Day VWAP in relation to the executed Option and Sale Deed. The MHK shares are subject to escrow for 6 months.

On 17 July 2023, the Company announced that all conditions to the divestment of the Gunga West tenements to FMR Investments Pty Ltd have been completed.

On 30 August 2023, the Company announced it had entered into a binding option and sale deed (“Option”) with Dundas Minerals Limited (ASX: DUN) to purchase an interest in 19 tenements within the Company’s Baden Powell and Windanya project areas (“Tenements”). The Option relates to all mineral rights over 16 Prospecting Licences, two Mining Leases and one Mining Lease Application. The Option provides that Dundas pay Horizon a \$500,000 non-refundable option fee which consists of \$375,000 within 5 days of signing the Option, comprising \$125,000 in cash and \$250,000 in DUN shares, with the number of shares determined by the 5-Day VWAP prior to execution. The final \$125,000 is payable in cash on the first 12-month anniversary of the execution date.

There are no other matters or circumstances that have arisen since 30 June 2023 that have or may significantly affect the operations, results, or state of affairs of the Group in future financial periods.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

HORIZON MINERALS LIMITED

Report on the Financial Report

Opinion

We have audited the accompanying financial report of Horizon Minerals Limited (the "Company") and controlled entities (consolidated entity), which comprises the consolidated statement of financial position as at 30 June 2023, 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, notes comprising a summary of significant accounting policies and other explanatory information, and the Directors' Declaration of the Company and the consolidated entity comprising the Company and the entities it controlled at the year's end or from time to time during the financial year.

In our opinion the accompanying financial report of Horizon Minerals Limited 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 2023 and of its performance for the year ended on that date; and
- ii) Complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report.

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

Material Uncertainty Related to Going Concern

Without modifying our opinion, we draw attention to the financial report which indicates the consolidated entity has incurred an operating loss of \$1,009,710 (2022: \$28,029,383) and operating cash outflows of \$6,811,096 (2022: \$2,391,860) for the year ended 30 June 2023. These conditions along with other matters in note 1, indicate the existence of a material uncertainty that may cast significant doubt about the consolidated entity's ability to continue as a going concern and therefore, the consolidated entity may be unable to realise its assets and discharge its liabilities in the normal course of business.

The financial report of the consolidated entity does not include any adjustments in relation to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should the consolidated entity not continue as a going concern.

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Liability limited by a scheme approved under Professional Standards Legislation.

Independence

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 (including Independence Standards) 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.

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 for the current year. These matters were addressed in the context of our audit of the financial report, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Carrying value of capitalised exploration expenditure

Why significant	How our audit addressed the key audit matter
<p>As at 30 June 2023 the carrying value of exploration and evaluation assets was \$29,733,516 (2022: \$29,377,548), as disclosed in Note 13.</p> <p>The consolidated entity's accounting policy in respect of exploration and evaluation expenditure is outlined in Note 1 (e). Estimates and judgments in relation to capitalised exploration and evaluation expenditure is detailed at Note 2(e).</p> <p>Significant judgement is required:</p> <ul style="list-style-type: none"> • In determining whether facts and circumstances indicate that the exploration and evaluation expenditure should be tested for impairment in accordance with Australian Accounting Standard AASB 6 Exploration for and Evaluation of Mineral Resources (AASB 6) and; • In determining the treatment of exploration and evaluation expenditure in accordance with AASB 6, and the consolidated entity's accounting policy. In particular: <ul style="list-style-type: none"> ○ whether the areas of interest meet the recognition conditions for an asset; and ○ which elements of exploration and evaluation expenditures qualify for capitalisation for each area of interest. 	<p>Our work included, but was not limited to, the following procedures:</p> <ul style="list-style-type: none"> • conducting a detailed review of management's assessment of impairment trigger events prepared in accordance with AASB 6 including: <ul style="list-style-type: none"> ○ assessing whether the rights to tenure of the areas of interest remained current at reporting date as well as confirming that rights to tenure are expected to be renewed for tenements that will expire in the near future; ○ holding discussions with the Directors and management as to the status of ongoing exploration programmes for the areas of interest, as well as assessing if there was evidence that a decision had been made to discontinue activities in any specific areas of interest; and ○ obtaining evidence of the consolidated entity's future intention, reviewing planned expenditure and related work programmes. • considering whether exploration activities for the areas of interest had reached a stage where a reasonable assessment of economically recoverable reserves existed; • testing, on a sample basis, exploration and evaluation expenditure incurred during the year for compliance with AASB 6 and the consolidated entity's accounting policy; and • assessing the appropriateness of the related disclosures in Note 1 (e), Note 2(e) and Note 13.

Accounting for Convertible Loan Notes

Why significant

On 23 November 2022 the Company entered into an agreement with Nebari Gold Fund 1, LP pursuant to which it issued convertible notes with an aggregate principal value of USD\$5,102,040 in two tranches. The first tranche of USD\$2,040,816 was received on 29 November 2022 and the second tranche of USD\$3,061,224 was received on 13 June 2023. The convertible notes have a 30-month maturity term.

The convertible notes can be converted into shares in the Company at the option of the lender, in multiple parts, and at any time prior to the 29 May 2025.

Accounting for convertible loan notes has been considered a key audit matter, due to the complexity of the accounting treatment required, under Australian Accounting Standards.

How our audit addressed the key audit matter

Our audit procedures included:

- Reviewing the convertible note agreements, to evaluate their terms;
- Evaluating the accounting treatment proposed to determine whether it is in compliance with Australian Accounting Standards;
- Confirming that the instrument is a hybrid instrument, consisting of a host liability and an embedded derivative, and therefore classified as a financial liability;
- Assessing an expert's valuation of the fair value of the embedded derivative at inception, and its subsequent measurement as at balance date;
- Evaluating the reasonableness of key inputs to the valuation model; and
- Assessing the appropriateness of the disclosures in respect of the convertible notes.

Other Information

Those charged with governance 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 2023, 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, with the exception of the Remuneration Report.

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 Directors' for the Financial Report

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

In preparing the financial report, the Directors are responsible for assessing the 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 have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in 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 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 audit. We remain solely responsible for our audit opinion.

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

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

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

Report on the Remuneration Report

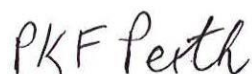
Opinion

We have audited the Remuneration Report included in the Directors' Report for the year ended 30 June 2023.

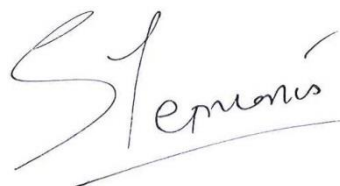
In our opinion, the Remuneration Report of Horizon Minerals Limited for the year ended 30 June 2023, complies with section 300A of the Corporations Act 2001.

Responsibilities

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



PKF PERTH



SIMON FERMANIS
SENIOR PARTNER

18 SEPTEMBER 2023
WEST PERTH,
WESTERN AUSTRALIA

SHAREHOLDER INFORMATION

Additional information required by the Australian Stock Exchange Limited Listing Rules, and not disclosed elsewhere in this report.

SHAREHOLDINGS

The numbers of ordinary shares held by the substantial shareholders as at 14 September 2023 were:

QUOTED SECURITIES OPTIONHOLDINGS

Nature	Expiry Date	Exercise Price of Options	Number under Option	Number of Holders
Listed options	30 June 2025	9.77 cents	5151,871,015	129

CLASS OF SHARES AND VOTING RIGHTS

As at 14 September 2023 there were 4,067 holders of the ordinary shares, 129 holders of the listed options of the Company. The voting rights attached to the shares are:

- at a meeting of members or classes of members each member entitled to vote may vote in person or by proxy or by attorney; and
- on a show of hands every person present who is a member has one vote, and on a poll every person present in person or by proxy or attorney has one vote for each ordinary share held.

DISTRIBUTION OF SHAREHOLDERS (as at 14 September 2023)

Category			Number of Shareholders
1	–	1,000	167
1,001	–	5,000	662
5,001	–	10,000	803
10,001	–	100,000	1,926
100,001	–	over	609
TOTAL HOLDERS			4,067

The number of shareholders holding less than a marketable parcel as at 14 September 2023 was 1,786.

DISTRIBUTION OF OPTION HOLDERS (as at 14 September 2023)

Category			Number of Shareholders
1	–	1,000	-
1,001	–	5,000	-
5,001	–	10,000	-
10,001	–	100,000	69
100,001	–	over	60
TOTAL HOLDERS			129

The number of option holders holding less than a marketable parcel as at 14 September 2023 was 73.

SHAREHOLDER INFORMATION

TWENTY LARGEST SHAREHOLDERS (as at 14 September 2023)

Rank	Name	No of Shares	% of holding
1	SPARTA AG	42,200,000	6.05
2	SHIPBARK PTY LIMITED <MATTERSON FAMILY A/C>	41,453,662	5.95
3	BNP PARIBAS NOMINEES PTY LTD HUB24 CUSTODIAL SERV LTD <DRP A/C>	23,669,677	3.40
4	BILL BROOKS PTY LTD <BILL BROOKS SUPER FUND A/C>	23,076,026	3.31
5	BNP PARIBAS NOMS PTY LTD <GLOBAL MARKETS DRP>	22,952,396	3.29
6	DELPHI UNTERNEHMENSBERATUNG AKTIENGESELLSCHAFT	21,150,000	3.03
7	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	18,948,769	2.72
8	SPARTA AG	15,090,397	2.17
9	GOLDFIELDS HOTELS PTY LTD <PALACE INVESTMENT A/C>	13,936,696	2.00
10	YARRAWAH PTY LTD <PETER HENDERSON P/L S/F A/C>	12,500,000	1.79
11	MR WILLEM RAVESTEYN + MRS ROSEMARY ANNE RAVESTEYN <THE W RAVESTEYN S/FUND A/C>	11,240,000	1.61
12	AUSTRALIAN EXECUTOR TRUSTEES LIMITED <NO 1 ACCOUNT>	10,000,000	1.43
12	SHARON MAE TAYLOR <TAYLOR INVESTMENT A/C>	10,000,000	1.43
14	CARAGOYA PTY LTD <CARAGOYA FAMILY A/C>	9,450,000	1.36
15	ROMAN DENTAL PTY LTD <PINHASOV HYBRID A/C>	8,730,846	1.25
16	WGS PTY LTD	7,888,888	1.13
17	BOND STREET CUSTODIANS LIMITED <DAVKRE - D08642 A/C>	7,702,285	1.11
18	J&D BANKS PTY LTD <J & D BANKS SUPER FUND A/C>	7,383,381	1.06
19	MR WILLEM RAVESTEYN + MRS ROSEMARY ANNE RAVESTEYN	5,820,000	0.84
20	BANKS PTY LTD	5,586,850	0.80
Top 20 holders of FULLY PAID ORDINARY SHARES (Total)		318,779,873	45.74
Total Remaining Holders Balance		378,203,803	54.86

SHAREHOLDER INFORMATION

TWENTY LARGEST OPTIONHOLDERS (as at 14 September 2023)

Rank	Name	No of Shares	% of holding
1	BNP PARIBAS NOMS PTY LTD <GLOBAL MARKETS DRP>	5,222,222	10.07
2	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	5,000,000	9.64
3	SHIPBARK PTY LTD <THE LAKEVIEW SUPER FUND A/C>	4,333,334	8.35
4	MR SEONG TAE KIM	4,001,765	7.71
5	SPARTA AG	3,333,333	6.43
6	BILL BROOKS PTY LTD <BILL BROOKS SUPER FUND A/C>	2,777,778	5.36
7	GAZUMP RESOURCES PTY LTD	1,813,555	3.50
8	MR GRAHAM ROBERT FOREMAN	1,800,000	3.47
9	SHIPBARK PTY LIMITED <MATTERSON FAMILY A/C>	1,785,286	3.44
10	MR JOHN HENRY MATTERSON	1,222,222	2.36
11	KALAM PROPERTY PTY LTD <KEOGH FAMILY A/C>	1,200,000	2.31
12	GOFFACAN PTY LTD	1,177,778	2.27
13	MR CHRISTOPHER WILLIAM CHALWELL + MR IAN WAYNE WILSON <CHALWELL PENSION FUND A/C>	1,000,000	1.93
14	MRS JASPREET KAUR	727,778	1.40
15	ABN AMRO CLEARING SYDNEY NOMINEES PTY LTD <CUSTODIAN A/C>	699,157	1.35
16	MR JACK KEITH PENFOLD	629,555	1.21
17	MR GODFREY WENNESS	555,556	1.07
18	GABADY PTY LTD <HAYWOOD SUPERANNUATION A/C>	505,522	0.97
19	MR ANDREW COEN	500,000	0.96
20	ERIC GOLF PTY LTD <RUSSELL JE WRIGHT S/F A/C>	473,251	0.91
Top 20 holders of LISTED OPTIONS EXP 30/06/2025 @ \$0.097 (Total)		38,758,092	74.72
Total Remaining Holders Balance		13,112,923	26.28

TENEMENT SCHEDULE

AS AT 30 JUNE 2023

Project	Tenement	Registered Holders	Equity	Notes
BINDULI	L26/261	HRZ	100%	
	M26/346	BMG	100%	
	M26/499	HRZ	100%	
	M26/549	BMG	100%	
	M26/621	BMG	100%	
	P26/4056	BMG	100%	
	P26/4256	BMG	100%	
	P26/4331	BMG	100%	
	P26/4579	BMG	100%	
	P26/4580	BMG	100%	
	MLA26/855	BMG	100%	
	PLA26/4318	BMG	100%	
	BLACK FLAG	P24/5143	BMG	100%
P24/5144		BMG	100%	
P24/5145		BMG	100%	
P24/5146		BMG	100%	
P24/5147		BMG	100%	
P24/5148		BMG	100%	
P24/5149		BMG	100%	
P24/5150		BMG	100%	
P24/5151		BMG	100%	
P24/5152		BMG	100%	
P24/5153		BMG	100%	
P24/5154		BMG	100%	
P24/5155		BMG	100%	
P24/5156		BMG	100%	
P24/5157		BMG	100%	
P24/5158		BMG	100%	
P24/5159		BMG	100%	
P24/5160		BMG	100%	
P24/5415		BMG	100%	
PLA24/5637		BMG	100%	New app 24/2/23
PLA24/5638		BMG	100%	New app 24/2/23
PLA24/5639	BMG	100%	New app 24/2/23	
PLA24/5640	BMG	100%	New app 24/2/23	
ELA26/220	BMG	100%		
BROAD ARROW	P24/5348	BMG	100%	
CANNON	E25/349	BMG	100%	
GOLD MINE	E25/564	BMG	100%	
	L25/43	BMG	100%	
	L25/48	BMG	100%	
	L25/50	BMG	100%	
	L25/51	BMG	100%	
	M25/182	BMG	100%	
	M25/327	BMG	100%	

TENEMENT SCHEDULE

AS AT 30 JUNE 2023 (CONTINUED)

Project	Tenement	Registered Holders	Equity	Notes
CANNON	M25/329	BMG	100%	
GOLD MINE	M25/330	BMG	100%	
	M25/333	BMG	100%	
	M25/357	BMG	100%	
	P25/2365	BMG	100%	
	P25/2449	BMG	100%	
	P25/2633	BMG	100%	
	P25/2670	BMG	100%	
	PLA25/2761	BMG	100%	New App 13/4/23
	P25/2733	BMG	100%	Granted 19/4/23
CHADWIN	P16/3121	BMG	100%	
COOLGARDIE	E16/589	BMG	100%	Granted 17/4/23
	E16/590	BMG	100%	Granted 17/4/23
	E16/591	BMG	100%	Granted 17/4/23
	E16/592	BMG	100%	Granted 17/4/23
	LA15/429	BMG	100%	
	LA15/430	BMG	100%	
GOLDEN	E25/543	BMG	100%	
RIDGE	M26/41	BMG	100%	
(NIMBUS)	M26/433	BMG	100%	
	M26/534	BMG	100%	
KALPINI	L27/88	BMG	100%	
	M27/485	BMG	100%	
KANOWNA	P26/4064	BMG	100%	
BELLE	P26/4065	BMG	100%	
(NIMBUS)	P26/4156	BMG	100%	
	P27/2379	BMG	100%	
	P27/2380	BMG	100%	
	P27/2381	BMG	100%	
	P27/2382	BMG	100%	
	P26/4535	BMG	100%	
LAKEWOOD	E26/209	BMG	100%	
	P26/4316	BMG	100%	
	P26/4317	BMG	100%	
	PLA26/4318	BMG	100%	New app pending
	P26/4319	BMG	100%	
	P26/4320	BMG	100%	
	P26/4321	BMG	100%	
	P26/4322	BMG	100%	
	P26/4323	BMG	100%	
	P26/4324	BMG	100%	
	P26/4325	BMG	100%	
	P26/4326	BMG	100%	

TENEMENT SCHEDULE

AS AT 30 JUNE 2023 (CONTINUED)

Project	Tenement	Registered Holders	Equity	Notes
LAKEWOOD	P26/4327	BMG	100%	
	P26/4328	BMG	100%	
	P26/4329	BMG	100%	
	P26/4330	BMG	100%	
	P26/4331	BMG	100%	Grant 5/10/2021
	P26/4332	BMG	100%	
	P26/4333	BMG	100%	
	P26/4334	BMG	100%	
	P26/4335	BMG	100%	
	P26/4336	BMG	100%	
	P26/4337	BMG	100%	
	P26/4338	BMG	100%	
	P26/4339	BMG	100%	
	P26/4340	BMG	100%	
	P26/4341	BMG	100%	
	P26/4342	BMG	100%	
	P26/4343	BMG	100%	
	P26/4344	BMG	100%	
	P26/4345	BMG	100%	
	P26/4350	BMG	100%	
ROSEHILL	M15/652	BMG	100%	
	M15/1204	BMG	100%	
	P15/6380	BMG	100%	
WHITE FLAG	E26/168	BMG	100%	
	M26/616	HRZ	100%	2
	P26/4078	BMG	100%	
	P26/4079	BMG	100%	
	P26/4080	BMG	100%	
WINDANYA	M24/919	BMG	100%	
	M24/959	BMG	100%	
	P24/4817	BMG	100%	
	P24/5046	BMG	100%	
	P24/5047	BMG	100%	
	P24/5048	BMG	100%	
	P24/5049	BMG	100%	
	P24/5050	BMG	100%	
	P24/5051	BMG	100%	
	P24/5052	BMG	100%	
	P24/5055	BMG	100%	
	P24/5056	BMG	100%	

TENEMENT SCHEDULE

AS AT JUNE 2023 (CONTINUED)

Project	Tenement	Registered Holders	Equity	Notes
WINDANYA	P24/5057	BMG	100%	
	P24/5058	BMG	100%	
	P24/5059	BMG	100%	
	P24/5464	BMG	100%	
	P24/5507	BMG	100%	
YARMANY	E15/1655	BMG	100%	Option to MHK
	E15/1723	BMG	100%	Option to MHK
	E16/470	BMG	100%	
	E16/471	BMG	100%	
	E16/493	BMG	100%	
	E16/494	BMG	100%	
	E16/497	BMG	100%	
	E16/503	BMG	100%	Option to MHK
	E16/506	BMG	100%	Option to MHK
	E16/507	BMG	100%	Option to MHK
	E16/510	BMG	100%	
	E16/519	BMG	100%	
	E16/521	BMG	100%	Option to MHK
	E16/525	BMG	100%	
	E16/526	BMG	100%	
	E16/591	BMG	100%	Option to MHK
	P16/3212	BMG	100%	
	P16/3213	BMG	100%	
	NIMBUS/ BOORARA	E25/511	KOTC	100%
L25/32	KOTC	100%		
L25/35	KOTC	100%		
L25/36	KOTC	100%		
L26/240	POLY	100%		
L26/252	KOTC	100%		
L26/266	POLY	100%		
L26/270	POLY	100%		
L26/274	POLY	100%		
L26/275	KOTC	100%		
M25/355	KOTC	100%		
M26/29	POLY	100%		
M26/161	POLY	100%		
M26/277	POLY	100%		
M26/318	POLY	100%		
M26/490	KOTC	100%		
M26/598	KOTC	100%		
P25/2292	KOTC	100%		
P25/2393	KOTC	100%		
P25/2394	KOTC	100%		
P25/2403	KOTC	100%		
P25/2404	KOTC	100%		
P25/2405	KOTC	100%		
P25/2450	KOTC	100%		
P25/2467	KOTC	100%		
P25/2468	KOTC	100%		

TENEMENT SCHEDULE

AS AT 30 JUNE 2023 (CONTINUED)

Project	Tenement	Registered Holders	Equity	Notes
NIMBUS/	P25/2469	KOTC	100%	
BOORARA	P25/2470	KOTC	100%	
	P25/2471	KOTC	100%	
	P25/2472	KOTC	100%	
	P25/2473	KOTC	100%	
	P25/2474	KOTC	100%	
	P25/2475	KOTC	100%	
	P25/2526	KOTC	100%	
	P25/2545	KOTC	100%	
	P25/2546	KOTC	100%	
	P25/2547	KOTC	100%	
	P25/2548	KOTC	100%	
	P25/2549	KOTC	100%	
	P25/2550	KOTC	100%	
	P25/2551	KOTC	100%	
	P25/2552	KOTC	100%	
	P25/2643	KOTC	100%	
	P25/2644	KOTC	100%	
	P25/2645	KOTC	100%	
	P25/2646	KOTC	100%	
	P25/2647	KOTC	100%	
	P25/2732	KOTC	100%	
	P26/4020	KOTC	0%	Expired 27/5/23
	P26/4035	POLY	100%	
	P26/4036	POLY	100%	
	P26/4053	KOTC	100%	
	P26/4054	KOTC	100%	
	P26/4055	KOTC	100%	
	P26/4199	KOTC	100%	
	P26/4200	KOTC	100%	
	P26/4201	KOTC	100%	
	P26/4202	KOTC	100%	
	P26/4203	KOTC	100%	
	P26/4204	KOTC	100%	
	P26/4205	KOTC	100%	
	P26/4206	KOTC	100%	
	P26/4207	KOTC	100%	
	P26/4208	KOTC	100%	
	P26/4297	KOTC	100%	
	P26/4298	KOTC	100%	
	P26/4299	KOTC	100%	
	P26/4300	KOTC	100%	
	P26/4301	KOTC	100%	
	P26/4302	KOTC	100%	
	P26/4381	KOTC	100%	
	P26/4382	KOTC	100%	
	P26/4383	KOTC	100%	

TENEMENT SCHEDULE

AS AT 30 JUNE 2023 (CONTINUED)

Project	Tenement	Registered Holders	Equity	Notes
NIMBUS/	P26/4384	KOTC	100%	
BOORARA	P26/4385	KOTC	100%	
	P26/4386	KOTC	100%	
	P26/4405	KOTC	100%	
	P26/4431	KOTC	100%	
	P26/4432	KOTC	100%	Grant 1/6/23
	P26/4467	KOTC	100%	
	P26/4468	KOTC	100%	
	P26/4478	KOTC	100%	
	P26/4479	KOTC	100%	
	P26/4505	KOTC	100%	
	P26/4509	KOTC	100%	
	P26/4510	KOTC	100%	
	P26/4511	KOTC	100%	
	P26/4512	KOTC	100%	
	P26/4513	KOTC	100%	
	P26/4514	KOTC	100%	
	P26/4515	KOTC	100%	
	P26/4516	KOTC	100%	
	P26/4517	KOTC	100%	
	P26/4518	KOTC	100%	
	P26/4582	KOTC	100%	
	P27/2265	KOTC	100%	
	P27/2266	KOTC	100%	
	P27/2267	KOTC	100%	
	P27/2268	KOTC	100%	
	P27/2269	KOTC	100%	
	P27/2270	KOTC	100%	
	P27/2271	KOTC	100%	
	P27/2772	KOTC	100%	
	P27/2273	KOTC	100%	
	P27/2274	KOTC	100%	
	P27/2275	KOTC	100%	
	P27/2276	KOTC	100%	
	P27/2387	KOTC	100%	
	P27/2388	KOTC	100%	
	P27/2389	KOTC	100%	
	P27/2408	KOTC	100%	
	P27/2429	KOTC	100%	
	P27/2431	KOTC	100%	
	P27/2432	KOTC	100%	
	P27/2433	KOTC	100%	
	P27/2434	KOTC	100%	
	P27/2435	KOTC	100%	
	P27/2436	KOTC	100%	
	P27/2437	KOTC	100%	
	P27/2438	KOTC	100%	

TENEMENT SCHEDULE

AS AT 30 JUNE 2023 (CONTINUED)

Project	Tenement	Registered Holders	Equity	Notes
NIMBUS/	P27/2446	KOTC	100%	
BOORARA	P27/2447	KOTC	100%	
	P27/2448	KOTC	100%	
	P27/2449	KOTC	100%	
	P27/2466	KOTC	100%	
	P27/2467	KOTC	100%	
	P27/2474	KOTC	100%	
	P27/2475	KOTC	100%	
	P27/2476	KOTC	100%	
	P27/2477	KOTC	100%	
	P27/2478	KOTC	100%	
COOLGARDIE	L15/356	BMG	100%	1
	M15/26	BMG	100%	1
	M15/518	BMG	100%	1
	M15/637	BMG	100%	1
	M15/1272	BMG	100%	1
	M15/1361	BMG	100%	1
	M15/1833	BMG	100%	1
	M15/1834	BMG	100%	1
	P15/5910	BMG	100%	1
PENNY'S FIND	P27/2480	Transferred to ERL 21/7/22	Granted 13/5/22	

TENEMENT SCHEDULE

AS AT 30 JUNE 2023 (CONTINUED)

Project	Tenement	Registered Holders	Equity	Notes
Joint Ventures				
Yarmany JV	E16/492	BMG	100%	3
Gold Tiger	E16/499	BMG	100%	3
Penny's Find JV	M27/156	BMG	BMG 100%	4
	L27/90	BMG	BMG 100%	4
	L27/91	BMG	BMG 100%	4
	L27/92	BMG	BMG 100%	4
	L27/93	BMG	BMG 100%	4
	G27/1	BMG	BMG 100%	4
Richmond JV	EPM25163	HRZ/RVT	HRZ 75% / RVT 25%	5
	EPM25164	HRZ/RVT	HRZ 75% / RVT 25%	5
	EPM25258	HRZ/RVT	HRZ 75% / RVT 25%	5
	EPM26425	HRZ/RVT	HRZ 75% / RVT 25%	5
	EPM26426	HRZ/RVT	HRZ 75% / RVT 25%	5

Abbreviations

BMG	Black Mountain Gold Ltd	ORM	Orminex Ltd
HRZ	Horizon Minerals Limited	POLY	Polymetals (WA) Pty Ltd
KOTC	Kalgoorlie Ore Treatment Company Pty Ltd	RVT	Richmond Vanadium Technology Pty Ltd (formerly AXF Vanadium Pty Ltd)

Notes

- (1) Subject to completion of the divestment of the Gunga West gold project to FMR Investments Pty Ltd (see release dated 20 June 2022)
- (2) Royalty of A\$1 per tonne of ore mined and treated from M26/616 is payable to Pamela Jean Buchhorn.
- (3) An earn-in JV whereby Gold Tiger Resources (Australia) Limited can earn 90% over 4 stages (4 years) by spending A\$300,000 and paying Horizon A\$120,000 non-refundable cash amounts.
- (4) A development JV whereby Horizon Minerals purchased 50% interest from Orminex Ltd, Horizon to fund first A\$1M in pre-development expenditure with the joint venture partners funding the project on a 50:50 basis thereafter. On 20 December 2021, it was announced that Horizon reached agreement with Labyrinth Resources Ltd (ASX: LRL, formerly Orminex Ltd) to acquire the remaining 50% of the Penny's Find gold project which was completed on 30 August 2022.
- (5) An earn-in JV whereby Richmond Vanadium Technology (RVT) can earn 25% of the project area by spending A\$1M within a 1-year period and maintaining the project in good standing – completed February 2018. RVT to solely contribute to further expenditure of A\$5m on the projects to earn a further 50% over a 3-year period – completed July 2021. Restructure and demerger of Horizon's 25% interest in the Richmond Vanadium Project where RVT became 100% owned of the project and was listed on the ASX (see HRZ release dated 15 June 2022 and crossed RVT announcement 13 December 2022).



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