DUKE EXPLORATION

ABN 28 119 421 868

Annual Report

For the year ended
30 June 2021

CONTENTS

CORPORATE DIRECTORY

DIRECTORS
Toko Kapea (Non-executive Chairman)
Philip Condon (Managing Director)
Paul Frederiks (CFO & Company Secretary)
Ian McAleese (Non-executive Director)

COMPANY SECRETARY
Paul Frederiks FCPA FGIA FAICD

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MANAGING DIRECTOR'S REVIEW

Dear Fellow Shareholder

It gives me great pleasure to present the Duke Exploration Limited 2021 Annual Report, the first as a listed company.

Before recently joining the team on 26th April 2021, I looked closely at the company assets and their ideal setting (easily accessible, mining district, excellent infrastructure). The quality and potential of the projects is very impressive in my view, enhanced by their location, particularly the Bundarra copper project (DEX 100%). Since joining the company, I have had the opportunity to work with the team and gain a more detailed understanding of the Bundarra project, and as a result I am more convinced there is significant potential for a large-scale copper system and ultimately a copper mining operation.

The Bundarra pluton hosts a very large copper system with numerous known copper occurrences, some previously mined. There are in the order of 46 separate artisanal historic mining locations, most of which took place between 1870 and 1910. The locations of these artisanal sites are mainly associated with the contact of the Bundarra pluton and importantly, only where the copper ore could be seen (outcropping). This accounts for about half of the pluton contact from Mt Flora in the north, west and south, around the perimeter of the pluton to Quorn, Absolon and Isens. There has been little modern exploration around the 50 km long contact zone of the Bundarra pluton and there is a high probability of more mineralisation under cover. For example, the southeast side of the pluton contact (approx. 25 km) that has no evidence of historic exploration or mining.

After listing on 10th November 2020, the company immediately started the exploration activities that were described in the listing prospectus. The initial focus was to drill the historic Mt Flora underground mine area aiming to deliver a maiden resource there, while at the same time, carrying out pluton-scale exploration, including geochemistry, geophysics and exploration drilling. The company started at the Mt Flora mine area given the weight of known data about the area and the high probability of a successful outcome. A maiden resource estimate was completed by the end of June 2021 as planned. An incredible achievement in less than 8 months after listing. The Inferred mineral resource at Mt Flora is 16 Mt at an average grade of 0.5% Cu and 6.9 ppm, Ag, reported at a 0.2% Cu cut-off grade as classified and reported in accordance with the JORC Code (2012), which equates to 78,000 tonnes of copper and 3.6 million ounces of silver.

		Tonnes (Mt)	Cu%	Ag g/t	Cu tonnes	Ag ounces
Inferred	Oxide	1	0.3	4.2	2,000	87,000
	Sulphide	15	0.5	7.0	76,000	3,500,000
	Total	16	0.5	6.9	78,000	3,600,000

Notes:

- Reported at a 0.2% Cu-equivalent cut-off grade (Cu & Ag)
- The Mineral Resource is classified in accordance with JORC, 2012 edition.
- The effective date of the Mineral Resource estimate is 25 June 2021.
- The Mineral Resource is contained within EMP 26499.
- Estimates are rounded to reflect the level of confidence in these resources at the present time. All resources have been rounded to the nearest million tonnes.
- The Mineral Resource is reported as a global resource

The areas of initial focus for the pluton-scale exploration were those of previous historical activity, again because of the weight of data already held on these locations. The modern exploration techniques being used have now been successfully tested and refined, using the Mt Flora mine area as a test case, to a point where they can now be used confidently to explore for additional resource development opportunities. This was recently demonstrated in June with the new discovery of the northern extension to the Mt Flora copper mineralisation identified by soil geochemical and electrical geophysical techniques in an area with no previous historic mining nor exploration. This is very significant as these techniques are cheap and can be acquired quickly, given the 150km^2 prospective area to be explored provide us with confidence that we will be able to add to the mineral resource at Mt Flora in the next year and rapidly grow the company's main asset organically.

The company also raised a gross amount of $8m in a share placement and a further $2.7m in the associated Share Purchase Plan offered to existing holders at the same price of $0.36/share, in June/July 2021. The decision was taken due to:

- the buoyant market conditions at the time,
- Extensive copper mineralisation identified, predominantly associated with the pluton contact,
- very cheap, fast and reliable exploration tools to explore below the surface and reliably detect copper mineralisation,
- the company had a very clear plan of value-add exploration activity mapped out, using techniques with a high level of reliability.

In summary, we are now in a position to:

1. Complete pluton-scale exploration in the next six months,
2. Discover and prioritise all the potential resource development opportunities in the prospective area,
3. Start resource development at the best targets, while expanding and economically evaluating the current resources at Mt Flora,
4. with the aim of developing a mining operation to take advantage of the current demand for metals like copper in the near term.

We aim to complete this data acquisition and evaluation phase in Q4 2021 and begin resource drilling on the highest priority targets in Q1 2022.

The Prairie Creek (DEX 91%) gold project is prospective for epithermal gold and remains an attractive target. About 10% of our budget for the next two years has been allocated to exploration and economic evaluation of the prospect for justification of further exploration and development.

The company's Red Hill project near Yass, in NSW, is an interesting project but the company is not in the position to do justice to the prospect, especially given the COVID situation persisting in NSW. We are actively seeking a suitable partner to begin to explore and evaluate Red Hill in 2022.

Whilst COVID has impacted the company in a general sense like all others, there has been limited impact on our exploration programs, given Queensland has to date been less affected by lockdowns and other associated restrictions. Provided this remains, we anticipate minimal impact on our programs into the future.

Similarly, weather impact on our field programs during the last wet season was also minimal. However, there are some aspects of our program that can and would be delayed should significant inclement weather occur.

I see a great future ahead for Duke Exploration, starting now. We have the next few months of exploration expansion and target identification across the whole of the Bundara pluton, followed by resource development drilling in Q1 next year. Concurrently, the Mt Flora resource development and economic evaluation work is continuing, including ore beneficiation and metallurgical test work. And don't forget Prairie Creek drill results and possible follow up.

A very exciting value adding phase of the company's evolution for all shareholders over the coming year and one that I hope you will continue to be with us through.

DIRECTORS' REPORT

Your Directors present their report together with the financial report of Duke Exploration Limited ("Duke Exploration" or the "Company") for the year ended 30 June 2021 and the auditor's report thereon. In order to comply with the provisions of the Corporations Act 2001, the Directors report as follows.

1. DIRECTORS

The names of directors who held office during or since the end of the year and until the date of this report are as follows. Directors were in office for the entire year unless otherwise stated.

Toko Kapea, Independent Non-Executive Chairman
Age: 54
Appointed: 11 July 2017
Qualifications: BA, LLB

Mr Toko Kapea is a Wellington (New Zealand) based director, commercial lawyer and consultant. Toko is a director of Tuia Group Limited and a partner in Tuia Legal. He is a director of Television New Zealand (the state-owned broadcaster). He was previously chairman of Bathurst Resources Ltd (NZ's largest coal mining company and also ASX listed) from May 2013 to June 2021. He has held legal roles in-house at Meridian Energy, Bank of New Zealand, St. George Bank NZ and ANZ. Mr Kapea was also an independent committee member of the Banjima Direct Benefits Trust in Perth, Western Australia.

Phllip Condon, Managing Director
Age: 56
Appointed: 26 April 2021
Qualifications: BE (mech), MBA, MAICD, MAusIMM

Philip Condon's career of 35 years spans across primary, secondary, and tertiary industry, from hands on site-based roles through to the corporate board rooms of several private and public listed (Toronto, London, Australia) companies.

Philip's past roles and responsibilities have included precious metals and base metals mining operations, mine project development/construction and mineral exploration at senior corporate management (CEO, President, Non-Exec Directorships), project management, engineering, and operations management, in Australia, Asia, Middle East and Africa.

Paul Frederiks, CFO and Company Secretary
Age: 60
Appointed: 11 July 2017
Qualifications: B.Bus. (Acc), FCPA, FGIA, FAICD

Paul Frederiks has extensive experience in public company financial and secretarial management with more than 30 years' experience in the Australian resources sector. He held the position of Company Secretary and Chief Financial Officer of Ross Mining NL for over eight years until 2000 and Company Secretary and Chief Financial officer of Geodynamics Limited for 10 years until 2012 and Company Secretary and CFO of Auzex Resources Limited and then Auzex Exploration Limited from 2005 until 2019. He also has expertise in ASX listed public company reporting, financial modelling and forecasting, treasury management and hedging, project financing and corporate governance.

Paul established his own consultancy in 2000 providing company financial and secretarial services to both listed and unlisted public companies. In addition to the positions outlined above, he was formerly Company Secretary of Billabong International Limited from 2000 to 2004 and CFO and Company Secretary of Discovery Metals Limited from October 2012 to August 2014.

DIRECTORS' REPORT (Continued)

Ian McAleese, Non-Executive Director
Age: 68
Appointed: 22 June 2020
Qualifications: B.Sc, GAICD, MAusIMM

Mr Ian McAleese is an Investor Relations specialist with a geological background and professional investment experience. He has a broad range of experience in the mining industry having recently worked for Whitehaven Coal as GM Investor Relations for over six years. Previously he worked for Queensland Investment Corporation as a Portfolio Manager responsible for the mining section of the portfolio.

Eugene Iliescu, Former Managing Director
Age: 67
Appointed: 11 July 2017, resigned 30 June 2021
Qualifications: Grad Dip.Soc Sci. Eng Surveying Cer, MACID

Eugene is an Engineer Surveyor holding a Graduate Diploma in Social Science with over 35 years' experience in the resources sector. He has extensive experience across a broad industry spectrum including exploration, mine development and operations in Australia, USA, the Middle East, North Africa, Eastern Europe and the Pacific Region, including Wirralie, Yandan and Mt Coolon gold mines in North Queensland. He was Country Manager for the feasibility and development of Ross Mining NL, the million-ounce Gold Ridge gold mine development. He was Managing Director for Gentor Resources in Oman, for Auzex Resources in Australia, and Ronphos (Nauru Government), as well as a number of non-executive directorships.

Dr Greg Partington, General Operations Manager
Age: 63
Appointed: 26 April 2006, resigned 31 August 2020
Qualifications: Ph.D, MAusIMM

Dr Gregor Partington is the Managing Director of his own company, Kenex Knowledge Systems Ltd, based in New Zealand and Western Australia, focusing on creating business opportunities in the spatial world. Greg has 40 years experience in the exploration industry in Australia, Pacific Islands and Melanesia where he worked as the exploration manager for Northern Gold and General Manager, exploration for Ross Mining NL. He also has eleven years experience in developing earth science GIS databases for use in exploration targeting and resource development.

Greg has expertise in mineral exploration, structural geology, database development and management, spatial analysis of data using Geographic Information Systems (**GIS**), and business management. He has focussed on gold exploration, but has experience in tin-tantalum deposits and platinum exploration

3. CORPORATE STRUCTURE

Duke Exploration Limited is a company limited by shares, incorporated and domiciled in Australia. Its registered office is Level 27, 111 Eagle Street, Brisbane QLD 4000. It was incorporated on 26 April 2006.

4. PRINCIPAL ACTIVITIES

Duke Exploration Limited is an active mineral exploration company with land holdings in Qld and New South Wales. The Company currently holds three exploration tenements for copper, gold and silver in these two states and also has a 10% free carried interest (to bankable feasibility study) in four New South Wales Cu-Au porphyry tenements currently operated by Lachlan Resources Limited.

5. OPERATING RESULTS

The loss of the Company for the financial year, after providing for income tax amounted to $1,373,381 (2020: $430,524).

6. EARNINGS PER SHARE

Basic loss per share for the year was 2.15 cents (30 June 2020: 1.19 cents).

DIRECTORS' REPORT (Continued)

7. REVIEW OF OPERATIONS / OPERATING AND FINANCIAL REVIEW

During the year, the Company was engaged in mineral exploration for metals in Australia. A review of the Company's operations, including information on exploration activity and results thereof, financial position, strategies and projects of the Company during the year ended 30 June 2021 is provided in this Financial Report. The Company's financial position, financial performance and use of funds information for the financial year is provided in the financial statements that follow this Directors' Report.

As an exploration entity, the Company has no operating revenue or earnings and consequently the Company's performance cannot be gauged by reference to those measures. Instead, the Directors' consider the Company's performance based on the success of exploration activity, acquisition of additional prospective mineral interests and, in general, the value added to the Company's mineral portfolio during the course of the financial year.

Whilst performance can be gauged by reference to market capitalisation, that measure is also subject to numerous external factors. These external factors can be specific to the Company, generic to the mining industry and generic to the stock market as a whole and the Board and management would only be able to control a small number of these factors.

The Company's business strategy for the financial year ahead and, in the foreseeable future, is to continue exploration, evaluation and development activity on the Company's existing Bundarra Project, identify and assess new mineral project opportunities and review development strategies where individual projects have reached a stage that allows for such an assessment. Due to the inherently risky nature of the Company's activities, the Directors are unable to comment on the likely results or success of these strategies. The Company's activities are also subject to numerous risks, mostly outside the Board's and management's control. These risks can be specific to the Company, generic to the mining industry and generic to the stock market as a whole. The key risks, expressed in summary form, affecting the Company and its future performance include but are not limited to:

- Geological and technical risk posed to exploration and commercial exploitation success;
- Sovereign risk, change in government policy, change in mining and fiscal legislation;
- prevention of access by reason of inability to obtain regulatory or landowner consents or approvals, or native title issues;
- retention of key staff;
- change in metal market conditions;
- mineral title tenure and renewal risks; and
- capital requirement and lack of future funding.

This is not an exhaustive list of risks faced by the Company or an investment in it. There are other risks generic to the stock market and the world economy as a whole and other risks generic to the mining industry, all of which can impact on the Company.

In the 12 months to June 2021, Duke Exploration Limited has made considerable progress. The key achievements and progress made during the period were as follows:

<u>Corporate</u>

- Successfully completed IPO in November 2020, which was oversubscribed raising $8 million,
- The annual general meeting was held virtually on 14 September 2020 with all resolutions overwhelmingly passed on a poll.
- Completed a further share placement in June 2021 raising $8 million at 36 cents per share with shareholder approval of the second tranche of this placement received on 20 July 2021.
- Completed a Share Purchase plan in June 2021 raising a gross of $2.75m at 36 cents per share.
- The Company recorded a loss for the year of $1,373,381 which comprised one off costs associated with the IPO of legal costs of $119,265 and capital raising costs of $130,553. In addition non cash expenditure comprised share option valuation expense of $147,900 and depreciation of $33,048.
- The Company experienced net operating and investing cash outflows of $6,639,503 of which $5,184,104 related to exploration expenditure and $226,297 was for the purchase of property, plant and equipment. As at 30 June 2021, the Company has net current assets of $8,420,334 including cash and cash equivalents of $6,449,225.

DIRECTORS' REPORT (Continued)

Exploration and Development

- Announced the Company's maiden inferred mineral resource at Mt Flora of 16 Mt of copper at an average grade of 0.5% Cu for 78,000 tonnes of copper and 3.6 million ounces of silver. The Mt Flora Mineral Resource estimate is based on a total of 87 RC holes (15,834 m) and 3 diamond holes (550 m), drilled on a 60 m by 60 m grid, covering an area of 650 m by 650 m, and to a vertical depth of around 270 m.
- Four new exploration RC holes drilled 300 m to the north of the resource area at Mt Flora intersected massive sulphide mineralisation up to 11 m wide with visible chalcopyrite from a vertical depth of 20m to 200m. This important discovery extends the potential strike of mineralisation at Mt Flora by 300m.
- Drilling at Mt Flora confirmed that pXRF soil anomalies of greater than 140 ppm copper are related to bed rock massive sulphide copper mineralisation, which has very important implications for the potential scale of the mineralised systems in the south west of the Bundarra Pluton in the Quorn, Absolon and Rogers prospect areas.
- Results from the 3D IP survey at Quorn were very encouraging and have mapped similar conductivity anomalies to those associated with copper, silver and gold mineralisation at Mt Flora based on a statistical analysis of the downhole conductivity data from the current Mt Flora resource drilling.
- Conductive volume mapped at Quorn represents approximately 116 million tonnes of potentially mineralised rock, using the average measured density of the massive sulphide and disseminated mineralisation and ratio of conductive rock to mineralisation at Mt Flora. This is more than five times larger than the tonnage of mineralisation defined by the drilling to date at Mt Flora and represents a significant new resource development target.
- Up to 140 m widths of copper sulphide mineralisation, in the form of chalcopyrite, was logged in the exploration holes at Quorn from the surface to a vertical depth of 200m over a length of 400 m and a width of 200 m, confirming, as interpreted from the 3D IP, that Quorn has the potential to be a larger mineralised system than Mt Flora.
- A gradient array IP survey was completed at Isens, which suggests that the copper, silver and gold mineralisation mined underground historically at Isens could extend to the southwest into the hornfels and be much larger than initially interpreted.

DIRECTORS' REPORT (Continued)

8. SIGNIFICANT CHANGES IN STATE OF AFFAIRS

Significant changes in the state of affairs of the Company during the financial year were as follows:

- Shareholders' contributed equity increased from $3,565,039 to $17,742,338, an increase of $14,1777,299. The movement was as a result of capital raised from the IPO in November 2020 of $8,000,000, a share placement in June 2021 of $4,042,162, a Share Purchase Plan in June 2021 of $2,752,479 less equity raising expenses for those various equity raisings.

- Deferred Exploration and evaluation costs increased from $1,301,154 to $7,136,972 as a result of the capitalisation of expenses incurred on the Company's Bundarra, Prairie Creek and Red Hill projects.

9. SUBSEQUENT EVENTS

On 20 July 2021 an Extraordinary General Meeting of shareholders was held to approve the issue of 11,000,000 shares (tranche 2) of an $8 million share placememt announced on 10 June 2021. In addition shareholders ratified the issue of 11,228,229 shares (tranche 1) of the said placement which were issued on 18 June 2021. Shareholders also approved the issue of 1,250,000 options to the Company's Managing Director Mr Philip Condon who was appointed on 26 April 2021.

There were no other matters or circumstances which have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

10. LIKELY DEVELOPMENTS AND EXPECTED RESULTS

The activities of the Company will be focussed on progressing the Bundarra Copper Project in Central Queensland during the 2022 financial year. Significant exploration effort will continue to be directed towards establishing the scale and scope of the project which is currently open in all directions. Some additional resources will be directed to the Prairie Creek gold project, also in Central Queensland, where target evaluation drilling and follow up evaluation work will be undertaken.

The Directors are unable to comment on the likely results from the Company's planned activities on Bundarra due to the speculative nature of such activities.

11. ENVIRONMENTAL ISSUES

Duke Exploration Limited is committed to the effective environmental management of all its exploration and development activities. The Company recognises that its field exploration is a temporary land use, and is associated with a range of potential environmental impacts. Prior to commencement of operations, site planning must recognise these potential impacts and lead to the development of effective strategies for their control. During operations, the successful implementation of these strategies is a principal objective of site management. Following decommissioning, the site must be left in a safe and stable state, with all disturbed land successfully rehabilitated to an agreed standard.

The Company has an Environmental Policy in place that explains the site requirements to achieve these objectives including operating in accordance with a site environmental management plan and identification and management of environmental risk and liability. The Company's activities are subject to compliance with various laws including State and Commonwealth laws relating to the protection of the environment and aboriginal culture and heritage, native title and exploration for minerals. At the time of writing, the Company was not in breach of any environmental regulations regarding any field work undertaken on its exploration tenements.

The Company is aware of its environmental obligations with regards to its exploration activities and ensures that it complies with all regulations when carrying out any exploration work.

DIRECTORS' REPORT (Continued)

12. DIVIDENDS PAID OR RECOMMENDED

The Directors do not recommend the payment of a dividend and no amount has been paid or declared by way of a dividend to the date of this report.

13. DIRECTORS' MEETINGS

The number of directors' meetings held during the financial year and the number of meetings attended by each director are:

	Directors' Meetings	
Director	**Meetings Attended**	**Number Eligible to Attend**
Toko Kapea	9	10
Philip Condon	1	1
Paul Frederiks	10	10
Ian McAleese	10	10
Eugene Iliescu	10	10
Greg Partington	3	4

DIRECTORS' REPORT (Continued)

14. REMUNERATION REPORT (AUDITED)

Remuneration Policy

This remuneration report for the financial year ended 30 June 2021 outlines the Director and Executive remuneration arrangements of the Company in accordance with the requirements of the *Corporations Act 2001* and its regulations. For the purposes of this report, key management personnel (KMP) of the company are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company, directly and indirectly, including any director (whether executive or otherwise) of the company, and includes the five executives in the company receiving the highest remuneration. For the purposes of this report, the term 'executive' encompasses the Non-Executive Chairman, Managing Director, General Manager Operations, Non-Executive Directors and Company Secretary of the company. The information provided in this remuneration report has been audited as required by Section 308 (3C) of the Corporations Act 2001.

Remuneration Philosophy

The performance of the Company depends upon the quality of its Directors and Executives. To prosper, the Company must attract, motivate and retain highly skilled Directors and Executives.

To this end, the Company embodies the following principles in its remuneration framework:

- Provide competitive salaries to attract high calibre executives;
- Links executive rewards to shareholder value through the issue of share options or performance shares;
- Establishes appropriate performance hurdles under its share option scheme through key corporate milestones that are integral to the Company successfully completing its business plan.

The Board collectively develops and assesses the remuneration policy and practices of the Directors, Managing Director (MD) and Senior Executives who report directly to the MD.

Such assessment will incorporate the development of remuneration policies and practices which will enable the Company to attract and retain executives who will create value for shareholders. Executives will be fairly and responsibly rewarded having regard to the performance of the Company, the performance of the executive and the general market environment.

The Board undertakes its own self-evaluation annually and considers attributes such as the qualitative and quantitative nature of the review, and the mix between total Board review and individual Director review.

Remuneration Structure

In accordance with best practice corporate governance, the structure of Non-executive Director and Senior Executive remuneration is separate and distinct.

Non-executive Director Remuneration

Objective - The Board seeks to set aggregate remuneration at a level which provides the Company with the ability to attract and retain Directors of the highest calibre, whilst incurring a cost which is acceptable to shareholders.

Structure - The Constitution of Duke Exploration Limited specifies that the aggregate remuneration of Non-executive Directors shall be determined from time to time by a general meeting. An amount not exceeding the amount determined is then divided between the Directors as agreed. The latest determination was at the General Meeting held on 14 September 2020 when shareholders approved a maximum aggregate amount of $170,000 per annum.

The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst Directors is reviewed annually. The Board considers advice when required from external consultants as well as the fees paid to Non-executive Directors of comparable companies when undertaking the annual review process. No external consultants were engaged during the financial year. The amounts are set at a level that compensates the Directors for their significant time commitment in overseeing the progression of the Group's business plan.

DIRECTORS' REPORT (Continued)

REMUNERATION REPORT (Audited) (Continued)

Non-executive Director Remuneration (continued)

Each Non-executive Director receives a fee for being a Director of the Company. No additional committee fees are paid to any Director. The current fee structure is to pay Non-executive Directors a base annual remuneration of $50,000 p.a. including superannuation with the Chairman being paid a 50% loading or remuneration of $75,000 p.a. There are no retirement benefits offered to Non-executive Directors other than statutory superannuation.

Non-executive independent Directors are also encouraged by the Board to hold shares in the Company. It is considered good governance for Directors to have a stake in the Company on whose Board he or she sits. The remuneration of Non-executive Directors for the period ending 30 June 2021 is detailed in this report.

Variable Remuneration – Share Options

Objective - The objective of the Duke Exploration Option Plan is to retain, motivate and reward Non-Executive Directors in a manner which aligns this element of remuneration with the creation of shareholder wealth.

Structure – Variable remuneration is delivered to Non-Executive Directors in the form of share options – the grant of options to Non-Executive Directors is considered from time to time to be prudent due to the small size of the board and there consequent increased responsibilities.

The Company intends to use milestone driven achievements in conjunction with share price growth as performances hurdle for the Duke Exploration Option Plan. The Company believes this will ensure an alignment between comparative shareholder return and reward for the Non-executive Directors. The Board considers at this stage in the Company's development, that share price growth itself is an adequate measure of TSR.

A performance hurdle against profit is considered inappropriate as the Company is not generating revenue and will not do so until a project is advanced to a production phase. Due to the long lead times in resource development, the Company considers that shareholder wealth in its current phase is created through share price growth.

The number of share options granted to Non-executive Directors was calculated assuming a target share price annual growth rate of 20% with the benefit over 3 years to be 40% of base directors fees if this target was achieved.

Executive Director and Senior Management Remuneration

Objective - The Company aims to reward Executives with a level and mix of remuneration commensurate with their position and responsibilities within the Company and so as to:

- Reward Executives for Company, business division and individual performance against targets set by reference to appropriate benchmarks;
- Align the interests of Executives with those of shareholders;
- Link reward with the strategic goals and performance of the Company; and
- Ensure total remuneration is competitive by market standards.

Structure - The Executive Directors' and key Executives' emoluments are structured to retain and motivate Executives by offering a competitive base salary together with performance incentives through share options which allow Executives to share in the success of Duke Exploration Limited.

The Company's Managing Director and Exploration Manager remuneration packages are formalised in service agreements. The Company's General Manager Operations and CFO & Company Secretary engagements are formalised in service contracts with their consulting company's.

DIRECTORS' REPORT (Continued)

REMUNERATION REPORT (Audited) (Continued)

Executive Director and Senior Management Remuneration (continued)

Remuneration consists of the following key elements:

- Fixed Remuneration – Base salary and superannuation;
- Variable Remuneration – Share Options.

Fixed Remuneration

The level of fixed remuneration is set so as to provide a base level of remuneration which is both appropriate to the position and is competitive in the market. Fixed remuneration is reviewed annually by the Board and the process consists of a review of Company and individual performance, relevant comparative remuneration in the market and internal and, where appropriate, external advice on policies and practices. The Board has access to external advice independent of management. No external advice was obtained by the Board during the financial year.

Variable Remuneration – Share Options and Performance Rights

Objective - The objective of the Duke Exploration Option Plan is to retain, motivate and reward senior Executives and staff in a manner which aligns this element of remuneration with the creation of shareholder wealth.

Structure – Variable remuneration is delivered to executives in the form of share options and performance rights.

The Company intends to use milestone driven achievements in conjunction with share price growth as performances hurdle for the Duke Exploration Option Plan. The Company believes this will ensure an alignment between comparative shareholder return and reward for executives. The Board considers at this stage in the Company's development, that share price growth itself is an adequate measure of TSR.

A performance hurdle against profit is considered inappropriate as the Company is not generating revenue and will not do so until a project is advanced to a production phase. Due to the long lead times in resource development, the Company considers that shareholder wealth in its current phase is created through share price growth.

The number of share options granted to Senior Executives and staff was calculated assuming a target share price annual growth rate of 20% with the benefit over 3 years to be as follows:

- 50% of the base remuneration for the Managing Director if this target was achieved as well as performance milestones being met;
- 40% of the base remuneration for the Senior Executives if this target was achieved as well as performance milestones being met;
- 10% of the base remuneration for general staff if this target was achieved as well as performance milestones being met;

DIRECTORS' REPORT (Continued)

REMUNERATION REPORT (Audited) (Continued)

(a) Details of Key Management Personnel

(i) Specified Directors

Toko Kapea	Non-Executive Chairman - appointed 11 July 2017
Philip Condon	Managing Director - appointed 26 April 2021
Paul Frederiks	CFO & Company Secretary – appointed 11 July 2017
Ian McAleese	Non-Executive Director – appointed 22 June 2020
Eugene Iliescu	Managing Director - appointed 11 July 2017, resigned 30 June 2021
Greg Partington	General Manager Operations- appointed 26 April 2006, resigned 31 August 2020

(ii) Specified Executives

Greg Partington	General Manager Operations- appointed 1 January 2020
Thomas Dwight	Exploration Manager - appointed 1 March 2020

Executive Directors' remuneration and other terms of employment are reviewed annually by the Non-Executive Directors having regard to performance against goals set at the start of the year, relative comparative information and independent expert advice.

Except as detailed in the Remuneration Report, no Director has received or become entitled to receive, during or since the financial period, a benefit because of a contract made by the Group or a related body corporate with a Director, a firm of which a Director is a member or an entity in which a Director has a substantial financial interest. This statement excludes a benefit included in the aggregate amount of emoluments received or due and receivable by Directors and shown in the Remuneration Report, prepared in accordance with the Corporations regulations, or the fixed salary of a full time employee of the Group.

DIRECTORS' REPORT (Continued)

REMUNERATION REPORT (Audited) (Continued)

(b) Remuneration of Key Management Personnel

Details of Remuneration for the years ended 30 June 2021 and 30 June 2020

	Short-term benefits	Equity Compensation			Post-employ-ment		
	Base Salary and Fees $	Value of Options $	Value of Shares $	Value of Performance Rights $	Super-annuation Contribution $	TOTAL $	Portion in Equity %
Directors							
Toko Kapea							
2021	66,667	13,166	-	-	-	79,833	16.5
2020	12,500	-	5,000	12,500	-	30,000	58.3
Philip Condon							
2021	34,400	-	-	-	3,226	37,626	-
2020	-	-	-	-	-	-	-
Paul Frederiks							
2021	141,667	26,332	-	-	-	167,999	15.7
2020	25,000	-	9,600	25,000	-	59,600	58.1
Ian McAleese							
2021	39,243	6,583	-	-	3,728	49,554	13.3
2020	-	-	-	625	-	625	-
Eugene Iliescu							
2021	183,850	43,887	-	-	17,352	245,089	17.9
2020	70,263	-	20,000	50,000	4,338	144,601	48.4
Total 2021	**465,827**	**89,968**	**-**	**-**	**24,306**	**580,101**	**15.5**
Total 2020	**107,763**	**-**	**34,600**	**88,125**	**4,338**	**234,826**	**52.2**
Specified Executives							
Greg Partington[1]							
2021	183,697	35,110	-	-	-	218,807	16.1
2020	50,000	-	2,500	50,000	-	102,500	51.2
Thomas Dwight							
2021	130,576	22,821	-	-	12,291	165,688	13.8
2020	39,974	-	-	-	3,760	43,734	-
Total 2021	**314,273**	**57,931**	**-**	**-**	**12,291**	**384,495**	**15.1**
Total 2020	**89,974**	**-**	**2,500**	**50,000**	**3,760**	**146,234**	**35.9**

1 Greg Partington's remuneration is shown as a specified executive even though he was a director for the first 2 months of the financial year. This has been done on the basis that the vast majority of remuneration was earned as an executive, not as a director.

Performance income as a proportion of total income
No bonuses were paid during the year.

DIRECTORS' REPORT (Continued)

REMUNERATION REPORT (Audited) (Continued)

(c) Number of Shares held by Key Management Personnel

Year from 1 July 2020 to 30 June 2021

Directors

	Balance at beginning of year	Purchased in IPO or on-market	Purchased via Share Purchase Plan	Conversion of Performance Rights	Balance at end of year
Toko Kapea	2,786,000	-	55,556	62,500	2,904,056
Philip Condon	-	30,000	83,334	-	113,334
Paul Frederiks	1,460,000	-	83,334	125,000	1,668,334
Ian McAleese	-	100,000	55,556	3,125	158,681
Eugene Iliescu	3,380,000	-	83,334	250,000	3,713,334
Greg Partington	7,357,050	-	83,334	250,000	7,690,384
	14,983,050	**130,000**	**444,448**	**690,625**	**16,248,123**

Specified Executives

	Balance at beginning of year	Purchased in IPO	Purchased via Share Purchase Plan	Conversion of Performance Rights	Balance at end of year
Thomas Dwight	-	32,000	83,334	-	115,334
	-	**32,000**	**83,334**	**-**	**115,334**

Year from 1 July 2019 to 30 June 2020

Directors

	Balance at beginning of year	Issued for Services	Purchased /(Sold)	Balance at end of year
Toko Kapea	2,256,000	530,000	-	2,786,000
Eugene Iliescu	1,400,000	1,980,000	-	3,380,000
Paul Frederiks	500,000	960,000	-	1,460,000
Ian McAleese	-	-	-	-
Greg Partington	6,732,048	625,000	-	7,357,048
	10,888,048	**4,095,000**	**-**	**14,983,050**

Specified Executives

	Balance at beginning of year	Net Change Other	Purchased /(Sold)	Balance at end of year
Thomas Dwight	-	-	-	-
	-	**-**	**-**	**-**

DIRECTORS' REPORT (Continued)

REMUNERATION REPORT (Audited) (Continued)

(d) Number of Performance Rights held by Key Management Personnel

Year from 1 July 2020 to 30 June 2021

Directors

	Balance at beginning of year	Granted during year	Vested / Exercised	Balance at end of year
Toko Kapea	-	62,500	(62,500)	-
Eugene Iliescu	-	250,000	(250,000)	-
Paul Frederiks	-	125,000	(125,000)	-
Ian McAleese	-	3,125	(3,125)	-
Greg Partington	-	250,000	(250,000)	-
	-	**690,625**	**(690,625)**	**-**

Specified Executives

	Balance at beginning of year	Granted during year	Vested / Exercised	Balance at end of year
Nil	-	-	-	-
	-	**-**	**-**	**-**

There were no Performance Rights granted in the previous year.

The Performance rights issued during FY20/21 were for services provided to the Company between 1 January 2020 and 30 June 2020. Shareholders approved the grant of these Performance Rights at the Annual General Meeting held on 14 September 2020.

The performance rights were valued at 24.9 cents per right using a Black Scholes model based on a share price volatility of 100%, risk free interest rate of 0.9% and expected life of 1.5 years

The Performance Right will vest if the Company issues an announcement of an inferred resource at the Mt Flora prospect as defined under JORC 2012 that is equal to or better than 5.5 million tonnes at 0.5% Cu and 5 g/t Ag that equates to 27,500 tonnes of copper and 880,000 ounces of silver. The Company issued an announcement exceeding these specifications on 30 June 2021.

Each Performance Right once exercised will result in the issue of one fully paid ordinary share in the Company. The performance rights were exercised on 30 June 2021 and converted into escrowed unlisted fully paid ordinary shares. The shares are escrowed until 10 November 2022. All performance rights would have expired 3 years from their date of grant.

DIRECTORS' REPORT (Continued)

REMUNERATION REPORT (Audited) (Continued)

(e) Number of Options held by Key Management Personnel

Year from 1 July 2020 to 30 June 2021
Directors

	Balance at beginning of year	Granted during year	Options Exercised /other	Balance at end of year
Toko Kapea	-	494,505	-	494,505
Philip Condon	-	-	-	-
Paul Frederiks	-	989,011	-	989,011
Ian McAleese	-	247,253	-	247,253
Eugene Iliescu	-	1,648,352	-	1,648,352
Greg Partington	-	1,318,682	-	1,318,682
	-	**4,697,803**	**-**	**4,697,803**

Specified Executives

	Balance at beginning of year	Granted during year	Options Exercised	Balance at end of year
Thomas Dwight	-	857,143	-	857,143
	-	**857,143**	**-**	**857,143**

There were no Options granted in the previous financial year.

Exercise period for options issued to the Managing Director, Non-Executive Directors and Senior Management

One third of the options will vest upon the announcement of The announcement of an inferred resource at the Mt Flora prospect as defined under JORC 2012 that is equal to or better than 5.5 million tonnes at 0.5% Cu and 5 g/t Ag that equates to 27,500 tonnes of copper and 880,000 ounces of silver AND the satisfaction of a 15% per annum compound share price increase from the date of grant;

One third of the options will vest upon the announcement of a completed Scoping Study for the Bundarra Project (which includes the Mt Flora prospect) demonstrating the economics of the project can justify proceeding toward a pre-feasibility study in accordance with listing rule requirements and the JORC Code OR the announcement of an inferred resource at the Prairie Creek prospect as defined under JORC 2012 that is equal to or better than 4 million tonnes @1.5 g/t Au that equates to 200,000 oz of gold AND the satisfaction of a 15% per annum compound share price increase from the date of grant;

One third of the options will vest upon the announcement of a completed Feasibility Study for the Bundarra Project demonstrating that developing an open pit mine is economically viable for the project OR a completed Scoping Study for the Prairie Creek prospect demonstrating the economics of the prospect can justify proceeding toward a pre-feasibility study in accordance with listing rule requirements and the JORC Code AND the satisfaction of a 15% per annum compound share price increase from the date of grant.

(f) Employment Contracts of Directors and Senior Executives

The Company's remuneration packages for the Managing Director (Mr Philip Condon), the CFO and Company Secretary (Paul Frederiks), the General Manager Operations (Dr Gregor Partington) and the Exploration Manager (Thomas Dwight) are formalised in service agreements.

The Managing Director has a permanent employment contract with the Company with effect from 26 April 2021 to perform the role of Managing Director subject to an annual remuneration review. Under that contract, Philip Condon is entitled to receive annual remuneration including superannuation of $200,000.

A cash incentive is offered if the Board of the Company recommends to shareholders acceptance of a takeover bid or scheme of arrangement and the value of the offer is at a premium of at least 20% above the listing price of 25 cents. This cash incentive is equal to 12 months' salary.

DIRECTORS' REPORT (Continued)

REMUNERATION REPORT (Audited) (Continued)

(f) Employment Contracts of Directors and Senior Executives (Continued)

The Managing Director may terminate the agreement by three months' written notice. The Company may at any time terminate the employment contract of the Managing Director by paying six months salary provided the Managing Director has been employed by the Company for no less than 6 months or by giving six months' notice. In the case of misconduct, no notice is required and in the case of non-performance under the contract then one months' notice is required.

The General Manager Operations operates a consultancy business named Kenex Pty Ltd. The Company entered into a Services contract with Kenex Pty Ltd for 24 months with effect from 1 January 2020 for the provision of 75% of Dr Greg Partington's time. Under that contract, Kenex is entitled to receive annual fee of $200,000 for 30 hours service per week.

A cash incentive is offered to Kenex Pty Ltd if the Board of the Company recommends to shareholders acceptance of a takeover bid or scheme of arrangement and the value of the offer is at a premium of at least 20% above the Company's listing price of 25 cents. This cash incentive is equal to $100,000.

The Exploration Manager has a permanent employment contract with the Company with effect from 1 March 2020 to perform the role of Exploration Manager subject to an annual remuneration review. Under that contract, Thomas Dwight is entitled to receive annual remuneration including superannuation of $150,000.

A cash incentive is offered if the Board of the Company recommends to shareholders acceptance of a takeover bid or scheme of arrangement and the value of the offer is at a premium of at least 20% above the listing price of 25 cents. This cash incentive is equal to 12 months' salary.

The Exploration Manager may terminate the agreement by one months' written notice. The Company may at any time terminate the employment contract of the Exploration Manager by paying one months salary provided the Exploration Manager has been employed by the Company for no less than 3 months or by giving one months' notice. In the case of misconduct, no notice is required and in the case of non-performance under the contract then one months' notice is required.

The CFO and Company Secretary operates a consultancy business named Blanckensee Consulting Pty Ltd. The Company entered into a Services contract with Blanckensee Consulting Pty Ltd for 24 months with effect from 1 January 2020 for the provision of the services of Paul Frederiks. Under that contract, Blanckensee Consulting is entitled to receive annual fee of $150,000.

A cash incentive is offered to Blanckensee Consulting Pty Ltd if the Board of the Company recommends to shareholders acceptance of a takeover bid or scheme of arrangement and the value of the offer is at a premium of at least 20% above the Company's listing price of 25 cents. This cash incentive is equal to $75,000.

End of Remuneration Report (audited)

15. INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS

The Company's Constitution requires it to indemnify Directors and officers of any entity within the Company against liabilities incurred with third parties and against costs and expenses incurred in defending civil or criminal proceedings, except in certain circumstances. Directors and officers of the Company have been insured against all liabilities and expenses arising as a result of work performed in their respective capacities, to the extent permitted by law. The insurance premium, amounting to $23,061 (2020 $10,555 excluding GST) relates to:

- costs and expenses incurred by the relevant officers in defending proceedings, whether civil or criminal and whatever the outcome.
- other liabilities that may arise from their position, with the exception of conduct involving a wilful breach of duty or improper use of information or position to gain a personal advantage.

16. OPTIONS

As at the date of this report, there were 8,303,043 options on issue.

	Number	**Exercise Price**	**Expiry Date**
Unlisted Options	5,555,946	25 cents	10 November 2027
Unlisted Options	1,250,000	33 cents	20 July 2028
Unlisted Options	1,497,097	50 cents	10 November 2022

There were 7,053,043 (2020 - nil) options issued during the year ended 30 June 2021. There were 1,250,000 options issued after 30 June 2021 and up to the date of this report. During or since the end of the financial year, the Company issued no (2020 - nil) ordinary shares as a result of the exercise of options.

17. PERFORMANCE RIGHTS

As at the date of this report, there were no Performance Rights on issue.

There were 690,625 (2020 - nil) Performance Rights issued during the year ended 30 June 2021. There were no Performance Rights issued after 30 June 2021 and up to the date of this report. During or since the end of the financial year, the Company has issued 690,625 ordinary shares as a result of vested Performance Rights.

19. AUDITOR’S INDEPENDENCE DECLARATION

The auditor, BDO Audit Pty Ltd, has provided the Board of Directors with an Independence Declaration in accordance with section 307C of the Corporations Act 2001. The Independence Declaration is located on page 32 and forms part of this Directors’ Report for the year ended 30 June 2021.

20. NON - AUDIT SERVICES

The Company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor’s expertise and experience with the company are important.

The Board of Directors is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The Directors are satisfied that the provision of non-audit services by the auditor did not compromise the auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services have been reviewed by the Board to ensure they do not impact the impartiality and objectivity of the auditor, and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professional Accountants.*

Signed in accordance with a resolution of the directors made pursuant to s.298(2) of the Corporations Act 2001.

On behalf of the Directors.

Toko Kapea
Chairman
27 August 2021

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Board of Directors of Duke Exploration Limited is responsible for the corporate governance of the Company. The Board guides and monitors the business and affairs of Duke Exploration Limited on behalf of the shareholders by whom they are elected and to whom they are accountable. The Company's governance approach aims to achieve exploration, development and financial success while meeting stakeholders' expectations of sound corporate governance practices by proactively determining and adopting the most appropriate corporate governance arrangements.

ASX Listing Rule 4.10.3 requires listed companies to disclose in their Annual Report the extent to which they have complied with the ASX Best Practice Recommendations of the ASX Corporate Governance Council in the reporting period. A description of the Company's main corporate governance practices is set out below. The Corporate Governance Statement is current as at 30 June 2021 and has been approved by the Board of Directors. All these practices, unless otherwise stated, were in place for the entire year. They comply with the ASX *Corporate Governance Principles and Recommendations (4th edition – February 2019).*

The Company's website at **www.duke-exploration.com.au.** contains a corporate governance section that includes copies of the Company's corporate governance policies.

Principle 1: Lay solid foundations for management and oversight

Recommendation 1.1:
AA listed entity should have and disclose a board charter setting out:
(a) the respective roles and responsibilities of its board and management; and
(b) those matters expressly reserved to the board and those delegated to management

The Board's role is to govern the Company rather than to manage it. In governing the Company, the Directors must act in the best interests of the Company as a whole. It is the role of the senior management to manage the Company in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of management in carrying out these delegated duties.

The Board is responsible for:

- Determining the vision and objectives of the Company;
- Overseeing and fostering an appropriate culture for the Company that is directly aligned to its values, strategies and objectives;
- Reviewing and approving the Company's financial position, systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- Identifying all areas where written board policy is required, detailing the policies, and overseeing the implementation and monitoring of compliance;
- Formulating short term and long-term strategies to enable the Company to achieve its objectives, and ensuring adequate resources are available to meet strategic objectives;
- Approving and monitoring the progress of major expenditure and acquisitions and divestments;
- Approving the annual budgets, and ensuring these are aligned with the Company's strategic objectives;
- Being responsible for the Company's senior management and personnel including appointing and, where appropriate, removing the Chairman;
- Ratifying the appointment, and where appropriate, the removal of the Executive Directors and the Company Secretary;
- Evaluating the performance of the senior management team and determining their remuneration;
- Delegating appropriate powers to senior management to ensure the effective day-to-day management of the business and monitoring the exercise of these powers;
- Ensuring that policies and procedures are in place consistent with the Company's objectives, and that the Company and its officers act legally, ethically and responsibly in all matters.
- Ensuring corporate accountability to the shareholders primarily through adopting an effective shareholder communications strategy.

The Managing Director is responsible for the attainment of the Company's goals and vision for the future, in accordance with the strategies, policies, programs and performance requirements approved by the Board.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

The Managing Director's specific responsibilities include:

- Responsibility for the achievement of corporate goals and objectives;
- Development of short, medium and long term corporate strategies and planning to achieve the Company's vision and overall business objectives;
- Implementing and monitoring strategy and reporting/presenting to the Board on current and future initiatives;
- Assessment of business opportunities of potential benefit to the Company;
- Establish and maintain effective and positive relationships with Board members, shareholders, the investment community and other government and business liaisons;
- Undertake the role of key company spokesperson;
- Ensure statutory, legal and regulatory compliance and comply with corporate policies and standards;
- Ensure appropriate risk management practices and policies are in place; and
- Select and appoint staff.

This statement of matters reserved for the Board and areas of delegated authority to the Managing Director and senior executives is contained in the Board Charter posted on the Company's website.

Recommendation 1.2:
A listed entity should:
(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and
(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

The Company undertakes checks on any person who is being considered as a director. These checks may include character, experience, education and financial history and background.

All security holder releases will contain material information about any candidate to enable an informed decision to be made on whether or not to elect or re-elect a director.

Recommendation 1.3:
A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

The Managing Director has a formal employment contract and the non-executive directors have a letter of appointment including a director's interest agreement with respect to disclosure of security interests. The other senior executives also have formal written agreements setting out their terms of appointment.

Recommendation 1.4:
The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board

The Company Secretary has a direct reporting line to the Board, through the Chair.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Recommendation 1.5:
A listed entity should
- *(a) have and disclose a diversity policy;*
- *(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and*
- *(c) disclose in relation to each reporting period:*
  1. *the measurable objectives set for that period to achieve gender diversity;*
  2. *the entity's progress towards achieving those objectives; and*
  3. *either:*
     - *A. the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or*
     - *B. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act*

The Company recognises that a talented and diverse workforce is a key competitive advantage. The Company is committed to developing a workplace that promotes diversity. The Company's policy is to recruit and manage on the basis of competence and performance regardless of age, nationality, race, gender, religious beliefs, sexuality, physical ability or cultural background. The Diversity Policy can be viewed on the Company's website.

The Company has two staff (excluding the Non-executive directors), none of which are woman. There are no women in senior executive positions or on the board but a number of women are used to technical consultants.

Recommendation 1.6:
A listed entity should:
- *a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and*
- *b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.*

Due to the size of the Board and the nature of its business, it has not been deemed necessary to institute a formal documented performance review program of individuals. The Chairman conducts an informal review during the financial year whereby the performance of the Board as a whole and the individual contributions of each Director are discussed. The board considers that at this stage of the Company's development an informal process is appropriate.

Recommendation 1.7:
A listed entity should:
- *a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and*
- *b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.*

The Board undertakes a review of the senior executives' performance, at least annually, including setting the goals for the coming year and reviewing the achievement of these goals.

Performance has been measured to date by the efficiency and effectiveness of the enhancement of the Company's mineral interest portfolio, the designing and implementation of the exploration and development programme and the securing of ongoing funding so as to continue its exploration and development activities. This performance evaluation is not based on specific financial indicators such as earnings or dividends as the Company is at the exploration stage and during this period is expected to incur operating losses.

Due to the size of the Company and the nature of its business, it has not been deemed necessary to institute a formal documented performance review program of senior executives. The Chairman conducts an informal review process whereby he discusses with the Managing Director and Exploration Manager the approach toward meeting the short and long term objectives of the Company. The board considers that at this stage of the Company's development an informal process is appropriate.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Principle 2: Structure the board to be effective and add value

Recommendation 2.1:
The board of a listed entity should:

a) *have a nomination committee which:*
   1. *has at least three members, a majority of whom are independent directors; and*
   2. *is chaired by an independent director,*

   and disclose:

   3. *the charter of the committee;*
   4. *the members of the committee; and*
   5. *as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*

b) *if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.*

The Company does not have a nomination committee. The Board considers that the Company is not currently of a size, nor are its affairs of such complexity, to justify the formation of separate or special committees at this time. The Board as a whole is able to address the governance aspects of the full scope of the Company's activities and to ensure that it adheres to appropriate ethical standards. In particular, the full Board considers those matters that would usually be the responsibility of a nomination committee. The Board considers that no efficiencies or other benefits would be gained by establishing a separate nomination committee.

Directors are appointed under the terms of the Company's Constitution. Appointments to the Board are based upon merit and against criteria that serves to maintain an appropriate balance of skills, expertise, and experience of the board. The categories considered necessary for this purpose are a blend of accounting and finance, business, technical and administration skills. Casual appointments must stand for election at the next annual general meeting of the Company.

Retirement and rotation of Directors are governed by the Corporations Act 2001 and the Constitution of the Company. All Directors, with the exception of the Managing Director (if appointed), serve for a period of three years before they are requested to retire and if eligible offer themselves for re-election.

Recommendation 2.2:
A listed entity should have and disclose a Board skills matrix setting out the mix of skills that the Board currently has or is looking to achieve in its membership.

	P. Condon	T Kapea	P. Frederiks	I. McAleese
Strategy	X	X	X	X
Communication	X	X	X	X
Fundraising	X		X	X
Mining Industry	X	X	X	X
Risk	X	X	X	X
Governance	X	X	X	
OH&S	X			
Environmental	X	X		
Accounting & Legal		X	X	

Each director has the right of access to all relevant company information and to the Company's employees and, subject to prior consultation with the Chairperson, may seek independent professional advice from a suitably qualified adviser at the Company's expense. The director must consult with an advisor suitably qualified in the relevant field and obtain the Chairperson's approval of the fee payable for the advice before proceeding with the consultation. A copy of the advice received by the director is made available to all other members of the board.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Recommendation 2.3:
A listed entity should disclose:

a) *the names of the directors considered by the board to be independent directors;*
b) *if a director has an interest, position or relationship of the type described in Box 2.3 of the Principles (factors relevant to assessing the independence of a director) but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and*
c) *the length of service of each director.*

The names, experience and responsibilities of Directors of the Company in office at the date of this statement are set out in the Prospectus (including names of the directors considered to be independent directors and length of service of each director).

Recommendation 2.4:
A majority of the Board of a listed entity should be independent directors.

In assessing whether a director is classified as independent, the Board considers the independence criteria set out in the ASX Corporate Governance Council Recommendation 2.3 and other facts, information and circumstances deemed by the Board to be relevant. Using the ASX Best Practice Recommendations on the assessment of the independence of Directors, the Board considers that of a total of four Directors, Mr Kapea and Mr McAleese are independent and therefore the Company does not have a majority of independent directors. The Company considers that each of the directors possesses the skills and experience suitable for building the Company and that the current composition of the Board is appropriate for the Company's current size and operations.

The Board takes the responsibilities of best practice in corporate governance seriously. It is the Board’s intention to review its composition on a continual basis as the Company’s expands its activities and greater demands and skills amongst Directors become necessary.

Recommendation 2.5:
The Chair of the Board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.

The Chairman is considered the "lead" Director and utilises his experience, skills and leadership abilities to facilitate the governance processes. The Board considers that the Chairman, Mr Toko Kapea, is an independent Director.

Recommendation 2.6:
A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.

A new Director is provided an induction pack that outlines the expectation of the director and provides a portfolio of the Company’s significant policies and procedures. The Company encourages appropriate professional development of its directors and will pay for relevant courses and seminars that enable the director to develop and maintain the skills and knowledge needed to perform their role.

The previous Managing Director undertook the Australian Institute of Directors Company Directors Course and Mr Paul Frederiks has previously completed the same course and is a fellow of the AICD. Mr McAleese has also completed the AICD course and is a GAICD.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Principle 3: Instil a culture of acting lawfully, ethically and responsibly

Recommendation 3.1:
A listed entity should articulate and disclose its values.

The Company has developed a Statement of Values which has been endorsed by the Board and applies to all employees, Directors and officers. New employees are trained on these values which are continually reinforced by senior management. A copy of the Statement of Values is available on the Company's website.

Recommendation 3.2:
A listed entity should:
(a) have and disclose a code of conduct for its directors, senior executives and employees; and
(b) ensure that the board or a committee of the board is informed of any material breaches of that code.

The Company has developed a Code of Conduct (the Code) which has been endorsed by the Board and applies to all employees, Directors and officers. The Code may be amended from time to time as necessary to ensure it reflects the practices necessary to maintain confidence in the Company's integrity and to take into account legal obligations and reasonable expectations of the Company's stakeholders. The Code outlines the responsibility and accountability of Company personnel to report and investigate reports of unethical practices. A copy of the Code is available on the Company's website.

Trading in Company securities is regulated by the Corporations Act and the ASX Listing Rules. The Board makes all Directors, officers and employees aware on appointment that it is prohibited to trade in the Company's securities whilst that Director, officer or employee is in the possession of price sensitive information.

For details of shares held by Directors and officers please refer to the Prospectus. Directors are required to report to the Company Secretary any movements in their holdings of Company securities, which are reported to ASX in the required timeframe prescribed by the ASX Listing Rules.

Recommendation 3.3:
A listed entity should:
(a) have and disclose a whistle-blower policy; and
(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.

The Company has a Whistle-blower policy in place which has been endorsed by the Board and applies to all employees, Directors and officers. The induction process for new employees and directors encompasses an overview of this policy. A copy of the Whistle-blower policy is available on the Company's website.

Recommendation 3.4:
A listed entity should:
(a) have and disclose an anti-bribery and corruption policy; and
(b) ensure that the board or a committee of the board is informed of any material breaches of that policy.

The Company has an Anti-bribery and Corruption policy in place which has been endorsed by the Board and applies to all employees, Directors and officers. The induction process for new employees and directors encompasses an overview of this policy. A copy of the Anti-bribery and Corruption policy is available on the Company's website.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Principle 4: Safeguard the Integrity of corporate reports

Recommendation 4.1

The board of a listed entity should:

(a) *have an audit committee which:*
   1. *Has at least three members, all of whom are non- executive directors and a majority of whom are independent directors; and*
   2. *Is chaired by an independent director, who is not the chair of the board,*

   and disclose:
   3. *the charter of the committee;*
   4. *the relevant qualifications and experience of the members of the committee; and*
   5. *in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*

(b) *if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.*

The Company does not have an audit committee. The Board considers that the Company is not currently of a size, nor are its affairs of such complexity, to justify the formation of separate or special committees at this time. The Board as a whole is able to address the governance aspects of the full scope of the Company's activities and to ensure that it adheres to appropriate ethical standards. In particular, the full Board considers those matters that would usually be the responsibility of an audit committee. The Board considers that no efficiencies or other benefits would be gained by establishing a separate audit committee.

The Company requires external auditors to demonstrate quality and independence. The performance of the external auditor is reviewed and applications for tender of external audit services are requested as deemed appropriate, taking into consideration assessment of performance, existing value and tender costs.

It is auditor's policy to rotate audit engagement partners on listed companies at least every 5 years.

Recommendation 4.2

The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Managing Director and the Company Secretary have declared in writing to the Board that the Company's financial statements for the year ended 30 June 2021 present a true and fair view, in all material aspects, of the Company's financial condition and operational results and are in accordance with relevant accounting standards, that this is founded on a sound system of risk management and internal compliance and control and that the Company's risk management and internal compliance and control system is operating efficiently and effectively. This representation is made by the Managing Director and Company Secretary prior to the Director's approval of the release of the annual and half yearly accounts. This representation is made after enquiry of, and representation by, appropriate levels of management.

Recommendation 4.3

A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.

The Company has a stringent check off procedure for all periodic corporate reports released to market which involves signoff by at least three officers including the Managing Director and Company Secretary.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Principle 5 – Make timely and balanced disclosure

Recommendation 5.1:
A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1

The Company has developed a Continuous Disclosure Policy which has been endorsed by the Board. The Continuous Disclosure Policy ensures compliance with ASX Listing Rules and Corporations Act obligations to keep the market fully informed of information which may have a material effect on the price or value of its securities and outlines accountability at a senior executive level for that compliance. All ASX announcements are automatically posted to the Company's website immediately after confirmation of receipt is received from ASX, including all financial reports.

Recommendation 5.2:
A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

All Directors receive a copy of all announcements immediately they are made – this is achieved by adding their names to the ASX Online platform to automatically receive all announcements.

Recommendation 5.3:
A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

The Company always releases new and substantive investor or analyst presentations to market ahead of making the presentation.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Principle 6 – Respect the rights of security holders

Recommendation 6.1:
A listed entity should provide information about itself and its governance to investors via its website.

The Company is committed to maintaining a Company website with general information about the Company and its operations, information about governance and information specifically targeted at keeping the Company's shareholders informed about the Company. In particular, where appropriate, after confirmation of receipt by the ASX, the following are posted to the Company's website:

- relevant announcements made to the market via the ASX;
- notices of meetings;
- investment updates;
- company presentations and media releases;
- copies of press releases and announcements for (at least) the preceding three years; and
- copies of annual, half-yearly and quarterly reports including financial statements for (at least) the preceding three years.

Recommendations 6.2 and 6.3:
A listed entity should have an investor relations program that facilitates effective two-way communication with investors

A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

The Managing Director makes himself available to meet shareholders and regularly responds to enquiries made via telephone or email. The Managing Director also completes periodic investor presentations to facilitate engagement with investors and other financial market participants.

The Board encourages full participation of shareholders at the Annual General Meeting. In preparing for general meetings of the Company, the Company drafts the notice of meeting and related explanatory information so that shareholders are provided with all of the information that is relevant to shareholders in making decisions on matters to be voted on by them at the meeting. The Company allows shareholders a reasonable opportunity to ask questions of the Board of Directors and to otherwise participate in the meeting. The external auditor of the Company is asked to attend each annual general meeting and to be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report. Important issues are presented to the shareholders as single resolutions. The shareholders are also responsible for voting on the appointment of Directors.

Recommendations 6.4:
A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.

It is the Company's policy to have all substantive resolutions at a meeting of security holders decided by poll.

Recommendation 6.5:
A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically

Information about the Company is regularly emailed to all shareholders who lodge their email contact details with the Company. Information on lodging email addresses and on submitting information requests with the Company is available on the Company's website. Shareholders can receive communications from, and send communications to, the Company's security registry electronically.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Principle 7 – Recognise and manage risk

Recommendation 7.1:
The board of a listed entity should:
(a) have a committee or committees to oversee risk, each of which:
1. *has at least three members, a majority of whom are independent directors; and*
2. *is chaired by an independent director,*

and disclose:
3. *the charter of the committee;*
4. *the members of the committee; and*
5. *as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*

(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

The Company is not currently of a size to require the formation of committees to oversee risk. The full Board has the responsibility for the risk management, compliance and internal controls systems of the Company.

The Board is responsible for identifying, monitoring and reducing the significant areas of potential business and legal risk of the Company. The Board continually reviews the risks associated with its exploration activities and also reviews and monitors the parameters under which such risks will be managed.

Management, through the Managing Director, is responsible for designing, implementing and reporting on the adequacy of the Company's risk management and internal control system. Management reports to the Board on the Company's key risks and the extent to which it believes these risks are being managed. This is performed on an annual basis or more frequently as required by the Board.

The Board is responsible for satisfying itself annually, or more frequently as required, that management has developed and implemented a sound system of risk management and internal control. It reviews strategic, operational and technical risks in conjunction with, and as a key input to an annual corporate strategy workshop attended by the Board and senior management. This workshop reviews the Company's strategic direction in detail and includes specific focus on the identification of business risks which could prevent the Company from achieving its objectives. Management are required to ensure that appropriate controls and mitigation strategies are in place to effectively manage those risks. Compliance and reporting risks and reviewed on an ongoing basis. The Board oversees the adequacy and comprehensiveness of risk reporting from management.

Recommendation 7.2:
The board or a committee of the board should:
- a) *review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and*
- b) *disclose, in relation to each reporting period, whether such a review has taken place.*

The Board considers risks and discusses risk management at each Board meeting. As outlined above, management reports to the Board on the Company's key risks and the extent to which it believes these risks are being managed. This is performed on an annual basis or more frequently as required by the Board. A review has taken place in the reporting period.

The Company's main areas of risk include:

- Geological and technical risk posed to exploration and commercial exploitation success;
- Sovereign risk, change in government policy, change in mining and fiscal legislation;
- Prevention of access by reason of inability to obtain regulatory or landowner consents or approvals, or native title issues;
- Retention of key staff;
- Change in metal market conditions;
- Mineral title tenure and renewal risks; and
- Capital requirement and lack of future funding.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Recommendation 7.3:
A listed entity should disclose:

a) *if it has an internal audit function, how the function is structured and what role it performs; or*
b) *if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.*

The Company does not have an internal audit function. The Board considers that the Company is not currently of a size, nor are its affairs of such complexity, to justify the formation of an internal audit function at this time. The Board as a whole regularly evaluates and improves the effectiveness of its risk management (refer above) and internal control processes.

Recommendation 7.4:
A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.

The Company is of the view that it has adequately disclosed the nature of its operations and relevant information on exposure to economic, environmental and social sustainability risks. Other than general risks associated with the mineral exploration industry, the Company does not currently have material exposure to environmental and social sustainability risks.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Principle 8 – Remunerate fairly and responsibly

Recommendation 8.1:
The board of a listed entity should:

(a) have a remuneration committee which:
1. *has at least three members, a majority of whom are independent directors; and*
2. *is chaired by an independent director,*

and disclose:

3. *the charter of the committee;*
4. *the members of the committee; and*
5. *as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*

(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

The Company does not have a remuneration committee. The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify the formation of separate or special committees at this time. The Board as a whole is able to address the governance aspects of the full scope of the Company's activities and to ensure that it adheres to appropriate ethical standards. In particular, the full Board considers those matters that would usually be the responsibility of a remuneration committee. The Board considers that no efficiencies or other benefits would be gained by establishing a separate remuneration committee.

Recommendation 8.2:
A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

The Company provides disclosure of all Directors and executives remuneration in its annual report.

The remuneration policy of Duke Exploration has been designed to align Director's objectives with shareholder and business objectives by providing a fixed remuneration component which is assessed on an annual basis in line with market rates. The Board of Duke Exploration believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best directors to run and manage the Company. Directors remuneration is approved by resolutions of the Board. The Board's policy for determining the nature and amount of remuneration for Board members is as follows:

Non-Executive Directors
The Board policy is to remunerate Non-Executive Directors at market rates for comparable companies for time, commitment and responsibilities. Payments to the Non-Executive Directors are reviewed annually, based on market practice, duties and accountability. The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders at the Annual General Meeting. Fees for Non-Executive Directors are not linked to the performance of the Company. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Company. Non-Executive Directors are entitled to receive incentive options and or performance rights (subject to shareholder approval) as it is considered an appropriate method of providing sufficient reward whilst maintaining cash reserves. There is no scheme to provide retirement benefits, other than statutory superannuation, to Non-Executive Directors.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES (Continued)

Executives
The senior executives of the Company are the Managing Director, the General Manager Operations, the Exploration Manager and Company Secretary/CFO. The Company is committed to remunerating its senior executives in a manner that is market-competitive and consistent with best practice as well as supporting the interests of shareholders. Consequently, the remuneration of senior executives may be comprised of the following:

- fixed salary or fee that is determined from a review of the market and reflects core performance requirements and expectations;
- participation in any equity incentive scheme with thresholds approved by shareholders;
- statutory superannuation.

By remunerating senior executives through performance and long-term incentive plans in addition to their fixed remuneration, the Company aims to align the interests of senior executives with those of shareholders and increase performance. The value of shares and incentive options were they to be granted to senior executives would be calculated using the Black-Scholes-Merton option pricing model.

The objective behind using this remuneration structure is to drive improved performance and thereby increase shareholder value as well as aligning the interests of executives and shareholders.

The Board may use its discretion with respect to the payment of bonuses, incentive share options and other incentive payments.

For details of remuneration paid to Directors and officers for the financial year please refer to the Annual Report of the Company.

Recommendation 8.3:
A listed entity which has an equity-based remuneration scheme should:
- *a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and*
- *b) disclose that policy or a summary of it.*

The Company does not have an equity-based remuneration scheme which is affected by this recommendation. Recipients of equity-based remuneration (e.g. incentives options) are not permitted to enter into any transactions that would limit the economic risk of options or other unvested entitlements.

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DECLARATION OF INDEPENDENCE BY R M SWABY TO THE DIRECTORS OF DUKE EXPLORATION LIMITED

As lead auditor of Duke Exploration Limited for the year ended 30 June 2021, I declare that, to the best of my knowledge and belief, there have been:

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

R M Swaby
Director

BDO Audit Pty Ltd

Brisbane

27 August 2021

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
For the year ended 30 June 2021

	NOTE	30 June 2021 $	30 June 2020 $
REVENUES			
Interest income		11,233	967
Total revenue		11,233	967
EXPENSES			
Travel costs		(19,723)	(7,134)
Employee benefits expense		(319,368)	(55,207)
Share based payment expense		(147,900)	(177,725)
Foreign exchange gain / (loss)		50	(45)
Consultants fees		(266,344)	(48,854)
Auditor fees		(65,599)	(9,770)
Legal fees		(125,189)	(36,957)
Marketing and Public Relations		(86,534)	(4,607)
General corporate expenses		(190,406)	(53,152)
Capital raising costs		(130,554)	-
Depreciation		(33,047)	-
Exploration written off		-	(38,040)
Loss before income tax		**(1,373,381)**	**(430,524)**
Income tax benefit / (expense)	2	-	-
Net loss for the year		**(1,373,381)**	**(430,524)**
Other Comprehensive income/(loss)			
Other Comprehensive income/ (loss) for the year, net of tax		**-**	**-**
Total Comprehensive Loss for the year		**(1,373,381)**	**(430,524)**
Loss attributable to:			
Owners of the Entity		**(1,373,381)**	**(430,524)**
		(1,373,381)	**(430,524)**
Total comprehensive gain / (loss) attributable to:			
Owners of the Entity		**(1,373,381)**	**(430,524)**
		(1,373,381)	**(430,524)**
Basic and Diluted loss per share (cents per share)		**(2.15)**	**(1.19)**

The accompanying notes form part of these financial statements.

STATEMENT OF FINANCIAL POSITION
As at 30 June 2021

	NOTE	30 June 2021 $	30 June 2020 $
CURRENT ASSETS			
Cash and cash equivalents	4	6,449,225	1,644,389
Trade and other receivables	5	3,122,288	64,944
TOTAL CURRENT ASSETS		**9,571,513**	**1,709,333**
NON CURRENT ASSETS			
Other assets	6	39,000	20,500
Property, Plant & Equipment	7	193,248	-
Deferred exploration & evaluation costs	8	7,136,972	1,301,154
TOTAL NON CURRENT ASSETS		**7,369,220**	**1,321,654**
TOTAL ASSETS		**16,940,733**	**3,030,987**
CURRENT LIABILITIES			
Trade and other payables	9	1,114,256	339,688
Provision for employee benefits		36,923	11,207
TOTAL CURRENT LIABILITIES		**1,151,179**	**350,895**
TOTAL LIABILITIES		**1,151,179**	**350,895**
NET ASSETS		**15,789,554**	**2,680,092**
EQUITY			
Issued capital	10	17,742,338	3,565,039
Reserves	11	305,544	-
Accumulated losses		(2,258,328)	(884,947)
TOTAL EQUITY		**15,789,554**	**2,680,092**

The accompanying notes form part of these financial statements.

STATEMENT OF CASH FLOWS
For the year ended 30 June 2021

	NOTE	30 June 2021 $	30 June 2020 $
Cash flows from operating activities			
Payments to suppliers and employees		(1,928,385)	(261,215)
GST Received		476,614	93,914
Interest received		11,233	967
Net cash flows used in operating activities	12	**(1,440,538)**	**(166,334)**
Cash flows from investing activities			
Payments for Property, Plant & Equipment		(226,297)	-
R&D Refund		211,346	-
Payments for exploration expenditure		(5,184,014)	(945,781)
Net cash flows used in investing activities		**(5,198,965)**	**(945,781)**
Cash flows from financing activities			
Proceeds from issue of shares		12,166,869	2,054,000
Issue costs - shares		(722,530)	-
Net cash flows from financing activities		**11,444,339**	**2,054,000**
Net increase / (decrease) in cash and cash equivalents		**4,804,836**	**942,185**
Cash and cash equivalents at beginning of year		1,644,389	702,204
Effects of exchange rate fluctuations on cash held		-	-
Cash and cash equivalents at end of year	4	**6,449,225**	**1,644,389**

The accompanying notes form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
For the year ended 30 June 2021

	Issued Capital	Accumulated Losses	Reserves	Total
	$	$	$	$
Balance as at 1 July 2020	**3,565,039**	**(884,947)**	**-**	**2,680,092**
Loss for the year	-	(1,373,381)	-	(1,373,381)
Other comprehensive income / (loss)	-	-	-	-
Total comprehensive loss for the year	-	(1,373,381)	-	(1,373,381)
Transactions with owners in their capacity as owners				
Shares issued during the year (net)	14,039,174	-	-	
Performance Rights issued during the period as approved by shareholders	-	-	138,125	138,125
Performance Rights vested during the period	138,125	-	(138,125)	-
Options issued during the period as approved by shareholders	-	-	305,544	305,544
Total transactions with owners in their capacity as owners	14,039,174	-	305,544	14,482,843
Balance at 30 June 2021	**17,742,338**	**(2,258,328)**	**305,544**	**15,789,554**

	Issued Capital	Accumulated Losses	Reserves	Total
	$	$	$	$
Balance as at 1 July 2019	**1,465,439**	**(454,423)**	**-**	**1,011,016**
Loss for the year	-	(430,524)	-	(430,524)
Other comprehensive income / (loss)	-	-	-	-
Total comprehensive loss for the year	-	(430,524)	-	(430,524)
Transactions with owners in their capacity as owners				
Shares issued during the year (net)	2,099,600	-	-	2,099,600
Total transactions with owners in their capacity as owners	2,099,600	-	-	2,099,600
Balance at 30 June 2020	**3,565,039**	**(884,947)**	**-**	**2,680,092**

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2021

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Preparation

These financial statements are general purpose financial statements, which have been prepared in accordance with the requirements of the Corporations Act 2001, Accounting Standards and Interpretations.

The accounting policies detailed below have been consistently applied to all of the years presented unless otherwise stated. The financial statements are for the Company consisting of Duke Exploration Limited.

The financial statements have been prepared on a historical cost basis. Historical cost is based on the fair values of the consideration given in exchange for assets.

The financial statements are presented in Australian dollars.

The Company is a listed public company, incorporated in Australia and operated in Australia during the year ended 30 June 2021. The entity's principal activity is mineral exploration. The Company is a for-profit entity.

Going concern

The 30 June 2021 financial report has been prepared on the going concern basis that contemplates the continuity of normal business activities and the realisation of assets and discharge of its liabilities as and when they fall due, in the ordinary course of business.

The Company incurred an operating loss after income tax of $1,373,381 for the year ended 30 June 2021, whilst cash balances as at 30 June 2021 were 6,449,225. In addition, the net cash outflows from operating and investing activities was $6,639,503 while net cash inflows from financing activities was $11,444,339.

The ability of the company to continue as a going concern is principally dependent upon one or more of the following:

- the ability of the Company to raise capital as and when necessary; and / or
- the successful exploration and subsequent exploitation of the company's tenements.

These conditions give rise to material uncertainty which may cast significant doubt over the company's ability to continue as a going concern.

The Directors believe that the going concern basis of preparation is appropriate as they believe there is sufficient cash available for the company to continue operating until it can raise sufficient further capital to fund its ongoing activities.

Should the company be unable to continue as a going concern, it may be required to realise its assets and extinguish its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial report. This financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts or classification of liabilities and appropriate disclosures that may be necessary should the company be unable to continue as a going concern.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2021

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Adoption of new and revised standards

Certain Australian Accounting Standards and interpretations became effective during the period. These has an immaterial effect on the Company for the annual reporting period ended 30 June 2021.

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2021 reporting periods and have not been early adopted by the company. The Company has assessed that none of the new accounting standards and interpretations are likely to have a material impact on the Company.

(c) Statement of compliance

The financial report was authorised for issue in accordance with a resolution of the directors on 27 August 2021.

The financial report complies with Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards (‘AIFRS’). Compliance with AIFRS ensures that the financial report, comprising the financial statements and notes thereto, complies with International Financial Reporting Standards (‘IFRS’).

(d) Income Tax

Deferred income tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences:

- except where the deferred income tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither that accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, except where the timing of the reversal of the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax assets and unused tax losses can be utilised:

- except where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2021

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Income taxes relating to items recognised directly in equity are recognised in equity, not in the statement of profit and loss.

(e) Exploration and Evaluation Expenditure

Exploration and evaluation expenditure in relation to each separate area of interest is recognised as an exploration and evaluation asset in the year in which it is incurred where the following conditions are satisfied:

(i) the rights to tenure of the area of interest are current; and
(ii) at least one of the following conditions is also met:

(a) the exploration and evaluation expenditures are expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale; or
(b) exploration and evaluation activities in the area of interest have not at the reporting date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest are continuing.

Exploration and evaluation assets are initially measured at cost and include acquisition of rights to explore, studies, exploratory drilling, trenching and sampling and associated activities and an allocation of depreciation and amortisation of assets used in exploration and evaluation activities. General and administrative costs are only included in the measurement of exploration and evaluation costs where they are related directly to operational activities in a particular area of interest.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. The recoverable amount of the exploration and evaluation asset (for the cash generating unit(s) to which it has been allocated being no larger than the relevant area of interest) is estimated to determine the extent of the impairment loss (if any). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2021

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at bank and in hand and short-term deposits with an original maturity of nine months or less.

For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

(g) Trade and other receivables

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

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

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

(h) Trade and other Payables

Trade payables and other payables are carried at amortised cost and represent liabilities for goods and services provided to the Company prior to the end of the financial year that are unpaid and arise when the Company becomes obliged to make future payments in respect of the purchase of these goods and services. Trade and other payables are presented as current liabilities unless payment is not due within 12 months.

(i) Employee Benefits

Provision is made for the Company’s liability for employee benefits arising from services rendered by employees to reporting date. Employee benefits expected to be settled within one year together with entitlements arising from wages and salaries and annual leave which will be settled after one year, have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs. Other employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits.

Contributions are made by the Company to employee superannuation funds and are charged as expenses when incurred.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2021

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Impairment of non-financial asset

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Companys of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset unless the asset is carried at revalued amount (in which case the impairment loss is treated as a revaluation decrease).

An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

(k) Earnings per share

Basic earnings per share is calculated as net profit / loss attributable to members of the parent, adjusted to exclude any costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares, adjusted for any bonus element.

(l) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office ("ATO"). In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities which are recoverable from, or payable to, the ATO are classified as operating cash flows.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2021

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Investments and other financial assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless, an accounting mismatch is being avoided.

Financial assets at fair value through profit or loss
Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or (ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss.

Impairment of financial assets
The Company recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the Company’s assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets measured at fair value through other comprehensive income, the loss allowance is recognised within other comprehensive income. In all other cases, the loss allowance is recognised in profit or loss.

(n) Plant and Equipment

Plant and equipment is stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is calculated on a diminishing value basis over the estimated useful life of the assets as follows:

Plant and equipment – 3 years
Motor Vehicles – 3 years
Office Equipment – 3 to 5 years

The assets' residual values, useful lives and amortisation methods are reviewed, and adjusted if appropriate, at each financial year end.

(o) Issued Capital

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

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2021

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) 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, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors of Duke Exploration Limited.

(q) Derecognition of financial assets and financial liabilities

(i) Financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is derecognised when the rights to receive cash flows from the asset have expired.

(ii) Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

(r) Share-based payment transactions

Equity settled transactions

The Company can provide benefits to employees and consultants of the Company in the form of share-based payments, whereby the recipients render services in exchange for shares or rights over shares (equity-settled transactions).

There is a formal Employee Option Plan in place at present and options are issued when necessary in order to provide these benefits to employees.

The cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using a Black-Scholes model for Performance Rights and a Hull-White model for Options. In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of Duke Exploration Limited (market conditions) if applicable. The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the vesting period).

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the Company's best estimate of the number of equity instruments that will ultimately vest. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date.

The statement of profit or loss charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is only conditional upon a market condition. If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2021

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings / loss per share.

(s) Critical accounting estimates and judgement

The application of accounting policies requires the use of judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions are recognised in the period in which the estimate is revised if it affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

Exploration and evaluation expenditure

The Company's accounting policy for exploration and evaluation expenditure is set out in Note 1 (e). The application of this policy necessarily re quires the Board to make certain estimates and assumptions as to future events and circumstances. Any such estimates and assumptions may change as new information becomes available. If, after having capitalised expenditure under this policy, it is concluded that the expenditures are unlikely to be recoverable by future exploitation or sale, then the relevant capitalised amount will be written off to the statement of profit and loss. Management have performed an assessment for triggers of impairment and have not identified any significant indicators of impairment of exploration and evaluation assets.

The Board of Directors determines when an area of interest should be abandoned. When a decision is made that an area of interest is not commercially viable, all costs that have been capitalised in respect of that area of interest are written off. The Directors' decision is made after considering the likelihood of finding commercially viable reserves.

(t) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an asset, it is offset against the underlying asset being constructed. The Company received an R&D Grant during the financial year.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2021

2. INCOME TAX

		30 June 2021 $	30 June 2020 $
(a)	The components of tax expense comprise:		
	Current tax	-	-
	Deferred tax	-	-
		-	-
(b)	The prima facie tax benefit on loss from ordinary activities before income tax is reconciled to the income tax as follows:		
	Accounting loss before tax	**1,373,381**	**430,524**
	Prima facie tax benefit on loss from ordinary activities before income tax at 26% (2020: 27.5%)	357,079	118,394
	Less tax effect of:		
	- Other non-allowable items	(59,690)	(6,959)
	Less tax effect of:		
	- Other deferred tax balances	(297,389)	(111,435)
	Income tax benefit	-	-
(c)	Deferred tax assets at 26% (2020 – 27.5%):		
	- Carry forward revenue losses[1]	2,174,940	518,181
	- Carry forward capital losses	-	-
	- Offset deferred tax liabilities	(1,525,905)	(379,406)
	Deferred tax assets not recognised	**649,035**	**138,775**

The tax benefits of the above deferred tax assets will only be obtained if:

- the company and its subsidiaries derive future assessable income of a nature and of an amount sufficient to enable the benefits to be utilised;
- the company and its subsidiaries continues to comply with the conditions for deductibility imposed by law: and
- no changes in income tax legislation adversely affect the company and its subsidiaries in utilising benefits.

(d)	Deferred tax liabilities:		
	Deferred exploration and evaluation expenditure and other assets	**1,517,313**	**379,406**

Deferred tax assets arising from tax losses and temporary differences are only brought to account to the extent that it offsets the Company's deferred tax liabilities arising from temporary differences. As the Company does not have a history of taxable profits and is not revenue generating, the deferred tax assets associated with tax losses and temporary differences, in excess of the Company's deferred tax liabilities arising from temporary differences, is not yet regarded as probable of recovery at 30 June 2021.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2021

3. KEY MANAGEMENT PERSONNEL COMPENSATION

The aggregate remuneration of key management personnel is set out below.

	30 June 2021 $	30 June 2020 $
Short-term employee benefits	780,100	210,837
Equity Compensation value of securities	147,900	138,125
Post-employment benefits	36,596	8,097
	964,596	**357,059**

4. CASH AND CASH EQUIVALENTS

Term Deposits	3,000,000	-
Cash at bank and on hand	3,449,225	1,644,389
	6,449,225	**1,644,389**

Cash at bank earns interest at floating rates based on a daily bank deposit rates. Bank deposit rates are currently 0.05%.

Deposits at call are made for varying periods of between one day and nine months, depending on the immediate cash requirements of the Company, and earn interest at the respective deposits at call rates.

5. TRADE AND OTHER RECEIVABLES

	30 June 2021 $	30 June 2020 $
CURRENT		
Share Purchase Plan Funds Receivable	2,752,479	-
GST receivable	314,485	26,150
Term Deposits (secured)	10,000	10,000
Prepayments	45,204	28,782
Other Receivables	120	12
	3,122,288	**64,944**

No significant expected credit loss was noted on trade and other receivables at 30 June 2021 or 30 June 2020. Share Purchase Plan Funds were received from the Company's Share Registry on 2 July 2021.

6. OTHER ASSETS

Security deposits on tenements	39,000	20,500
	39,000	**20,500**

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2021

7. PLANT AND EQUIPMENT

	30 June 2021 $	30 June 2020 $
At cost	226,295	-
Accumulated depreciation	(33,047)	-
	193,248	**-**
Reconciliation		
Carrying amounts at the beginning of the year	-	-
Additions	226,295	-
Disposals	-	-
Depreciation expense	(33,047)	-
Carrying amount at the end of the year	**193,248**	**-**

8. DEFERRED EXPLORATION EXPENDITURE

	30 June 2021 $	30 June 2020 $
NON –CURRENT		
Exploration and evaluation costs carried forward in respect of exploration areas of interest		
Exploration and evaluation phases	**7,136,972**	**1,301,154**
Movement in carrying amounts		
Opening balance	1,301,154	393,413
Expenditure incurred	6,047,164	945,781
R&D Tax Refund	(211,346)	-
Expenditure written off	-	(38,040)
Closing balance	**7,136,972**	**1,301,154**

At 30 June 2021, the balance of deferred exploration expenditure is in respect of the Company's Bundarra and Prairie Creek projects in Qld and the Red Hill Project in NSW. The recoupment of costs carried forward in relation to this area of interest is dependent on the successful development and commercial exploitation or sale of the area.

9. TRADE AND OTHER PAYABLES

	30 June 2021 $	30 June 2020 $
Trade creditors and accruals	1,114,256	339,688
	1,114,256	**339,688**

Terms and conditions relating to the above financial instruments
Trade payables are non-interest bearing and are normally settled on 30 day terms.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2021

10. ISSUED CAPITAL

	As at 30 June 2021 $	As at 30 June 2020 $
94,419,627 (30 June 2020 – 42,854,861) fully paid ordinary shares	**17,742,338**	**3,565,039**

Movement in ordinary share capital:

		Number of Shares		$
30/06/19	**Balance end of period**	**28,594,861**		**1,465,439**
	Share Placement – Equity issued for Services	3,960,000		39,600
	Share Placement	10,270,000	0.20	2,054,000
	Shares to be issued – Equity for Services	30,000		6,000
30/06/20	**Balance end of period**	**42,854,861**		**3,565,039**
6/11/20	Share Placement – IPO	32,000,000	0.25	8,000,000
	Capital Raising expenses - IPO			(480,000)
	Options Valuation for broker – IPO			(157,644)
17/6/21	Share Placement	11,228,229	0.36	4,042,162
	Capital Raising expenses – share placement			(242,530)
29/6/21	Share Purchase Plan	7,645,912	0.36	2,752,479
30/6/21	Shares issued on conversion of Performance Rights	690,625		138,125
30/6/21	Unissued Equity			124,706
30/06/20	**Balance end of period**	**94,419,627**		**17,742,338**

Terms and conditions of issued capital
Ordinary shares have the right to receive dividends as declared and, in the event of the winding up of 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.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2021

11. RESERVES

	CONSOLIDATED	
	30 June 2021 $	30 June 2020 $
Total Share-based payment Reserves	**305,544**	**-**

	2021 Number	2020 Number	2021 $	2020 $
(b) Movements in options on issue:				
At the beginning of the year	-	-	-	-
Options issued to directors and employees November 2020	5,555,946	-	147,900	-
Options issued to Morgans in consideration for services rendered on the IPO in November 2020	1,497,097	-	157,644	-
Options lapsed during the year	-	-	-	-
Less amounts transferred to issued capital	-	-	-	-
At the end of the year	**7,053,043**	**-**	**305,544**	**-**
(c) Movements in Performance Rights on issue:				
At the beginning of the year	-	-	-	-
Performance Rights Issued to Directors in November 2020	690,625	-	138,125	-
Less amounts transferred to issued capital	(690,625)	-	(138,125)	-
At the end of the year	**-**	**-**	**-**	**-**

Options Commentary

At 30 June 2021, the Company had a total of 7,053,043 options outstanding (2020 – nil) comprising:

- 5,555,000 options exercisable at 25 cents and expiring on 10 November 2027;
- 1,497,097 options exercisable at 50 cents expiring 10 November 2022.

There were no options exercised during the year.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2021

11. RESERVES (CONTINUED)

The following table lists the inputs to the models used for the options issued during the year

	Share and Option Plan
Weighted average fair values at the measurement date	14.67 cents
Dividend yield (%)	-
Expected volatility (%)– Reducing to 50% after year 3 and 30% after year 6	100%
Risk–free interest rate (%)	0.9%
Expected life of share options/SARs (years)	3.50
Weighted average share price – grant 10/11/20	25 cents
Model used	Hull-White

Performance Rights Commentary

At 30 June 2021, the Company had no Performance Rights outstanding (30 June 2020 – nil).

During the year a total of 690,625 Performance Rights were granted to Directors and employees following approval by shareholders at the Annual General Meeting held on 10 November 2020. The fair value of the Performance Rights granted on 1 December 2020 was measured as 24.9 cents.

The following table lists the inputs to the models used for the Performance Rights issues during the period:

	Performance Rights
Dividend yield (%)	-
Expected volatility (%)	100%
Risk–free interest rate (%)	0.9%
Expected life of share options/SARs (years)	1.50
Weighted average share price – grant 10/11/20	25 cents
Model used	Black-Scholes

The Performance Rights will vest if the Company issues an announcement of an inferred resource at the Mt Flora prospect as defined under JORC 2012 that is equal to or better than 5.5 million tonnes at 0.5% Cu and 5 g/t Ag that equates to 27,500 tonnes of copper and 880,000 ounces of silver. The Company issued an announcement exceeding these specifications on 30 June 2021.

Each Performance Right once exercised will result in the issue of one fully paid ordinary share in the Company. The performance rights were exercised on 30 June 2021 and converted into escrowed unlisted fully paid ordinary shares. The shares are escrowed until 10 November 2022.

All performance rights would have expired 3 years from their date of grant.

The share-based payments reserve is used to recognise the value of equity-settled share based payments provided to consultants, employees, including key management personnel, as part of their remuneration.

This reserve is used to record the value of equity benefits provided to employees and directors as part of their remuneration, and to record the proceeds from the issue of other options.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2021

12. STATEMENT OF CASH FLOWS

(a) Reconciliation of the operating loss after tax to the net cash flows from operations:	30 June 2021 $	30 June 2020 $
Net loss	(1,373,381)	(430,524)
Non-cash flows in operating loss		
Exploration written off	-	38,040
Depreciation	33,047	-
Increase in provision for employee benefits	25,716	11,207
Share based payment expense	286,025	177,725
Changes in operating assets and liabilities		
(Increase)/decrease in receivables	(323,365)	(43,531)
Increase/(decrease) in payables	(88,581)	80,749
Net cash flows (used in) operating activities	**(1,440,539)**	**(166,334)**

(b) Non cash financing activities

During the year ended 30 June 2021, there were no services provided by directors or their related parties totalling (2020 $45,600) that were settled via the issue of shares in the Company.

(c) Non cash investing activities

During the year ended 30 June 2021, there were no non-cash financing activities (2020: nil).

(d) Reconciliation of net debt

During the year ended 30 June 2021, the company had no debt (2020: nil).

13. SEGMENT INFORMATION

The operating segments are identified by management based on the nature of activity undertaken by the Company. The Company operates in one operating business segment being the activity of multi metal exploration and development. Discreet financial information about the operating business is reported to the executive management team on a monthly basis.

14. LOSS PER SHARE

	30 June 2021 $	30 June 2020 $
The following reflects the income and share data used in the calculation of basic and diluted loss per share:		
Loss used in calculation of diluted earnings per share	(1,373,381)	(430,524)
Weighted average number of ordinary shares outstanding during the year used in the calculation of basic and diluted loss per share	63,935,367	34,306,286

Effect of Dilutive Securities
Share Options
The Company had 7,053,043 share options on issue at 30 June 2021. Options are considered to be potential ordinary shares. However, in periods of a net loss, share options are anti-dilutive, as their exercise will not result in lower earnings per share.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2021

15. RELATED PARTY DISCLOSURES

During the year, services were provided by Kenex Limited (Kenex) which provides technical assistance to the Company to carry out its work program. Dr Greg Partington, who is the General Manager Operations of Duke Exploration, controls Kenex. The Board considers that the Kenex agreement is a commercial arrangement entered into on favourable terms to Duke Exploration. There is no obligation for the Company to acquire services exclusively from Kenex or for Kenex to exclusively provide services to the Company. However, Kenex has agreed to give priority to the Company over Kenex's other clients in the provision of services and all services provided under the agreement are for the exclusive benefit and advantage of Duke Exploration. As the Company is not required to acquire any minimum amount of services from Kenex, there is no minimum payment required under the agreement.

Total amounts paid to Kenex during the year including the provision of services provided by Dr Partington were $475,974 (excluding GST) (2020 $319,912). The balance outstanding at 30 June 2021 was $65,002.

During the year, accounting and certain corporate advisory services were provided by Blanckensee Consulting Pty Ltd (BLC). Mr Paul Frederiks, who is the Company Secretary, controls BLC. The Board considers that the BLC agreement is a commercial arrangement entered into on reasonable arm's length terms. There is no obligation for the Company to acquire services exclusively from BLC or for BLC to exclusively provide services to the Company. Directors note that P. Frederiks provides these services due to his extensive expertise in secretarial and financial administration in the resources sector. Directors believe this arrangement enhances the corporate governance of the Company.

Total amounts paid to BLC during the year including the provision of services and expenses provided by Mr Paul Frederiks was $134,048 (excluding GST) (2020 - $25,641). The balance outstanding at 30 June 2021 was $13,750.

16. AUDITORS' REMUNERATION

	30 June 2021 $	30 June 2020 $
Amounts received or due and receivable by BDO Audit Pty Ltd for (excluding GST):		
- Audit and review of the financial report of the Company	56,199	10,000
- Other assurance services - Investigating Accountants Report	9,400	-
	65,599	**10,000**

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2021

17. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risks. The Company'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 business. The Company uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks and ageing analysis for credit risk. Risk management is carried out by the Board of Directors.

(a) Market risk

(i) Foreign exchange risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities that are denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis as appropriate. The Australian dollar is the reporting and functional currency for the Company. At 30 June 2021, the Company did not have any exposure to foreign exchange risk.

(ii) Interest rate risk

The Company is exposed to movements in market interest rates on short term deposits.

The Company's exposure to interest rate risk and the effective weighted average interest rate for each class of financial assets and financial liabilities is set out in the following table:

2021		Fixed interest maturing in				
	Floating interest rate $	1 year or less $	over 1 year less than 5 $	more than 5 years $	Non-Interest bearing $	Total $
Financial Assets						
Cash at bank	3,449,225	3,000,000	-	-	-	6,449,225
Term Deposit (Secured)	-	10,000	-	-	-	10,000
Security deposits	-	-	-	-	39,000	39,000
Trade & other receivables	-	-	-	-	3,112,288	3,112,288
	3,449,225	3,010,000	-	-	3,151,288	9,610,513
Weighted Average Interest Rate	0.2%	-	-	-	-	
Financial Liabilities						
Trade & other creditors	-	-	-	-	(1,114,256)	(1,114,256)
	-	-	-	-	(1,114,256)	(1,114,256)
Weighted Average Interest Rate	-	-	-	-	-	
Net financial assets (liabilities)	3,449,225	3,010,000	-	-	2,037,032	8,496,257

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2021

17. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

2020		**Fixed interest maturing in**				
	Floating interest rate $	**1 year or less $**	**over 1 year less than 5 $**	**more than 5 years $**	**Non-Interest bearing $**	**Total $**
Financial Assets						
Cash at bank	1,644,887		-	-	-	1,644,887
Term Deposit (Secured)	-	10,000	-	-	-	10,000
Security deposits	-	-	-	-	20,500	20,500
Trade & other receivables	-	-	-	-	54,944	54,944
	1,644,887	10,000	-	-	75,444	1,730,331
Weighted Average Interest Rate	0.2%	-	-	-	-	
Financial Liabilities						
Trade & other creditors	-	-	-	-	(201,563)	(201,563)
	-	-	-	-	(201,563)	(201,563)
Weighted Average Interest Rate	-	-	-	-	-	
Net financial assets (liabilities)	1,644,887	10,000	-	-	(126,119)	1,528,768

Financial assets and Liabilities
Financial assets and liabilities carried at amortised cost are measured by taking into account any discount or premium on acquisition, and fees or costs associated with the asset or liability. Due to the short-term nature of these assets and liabilities, their carrying value is assumed to approximate their fair value.

Trade receivables from other entities are carried at nominal amounts less any allowance for doubtful debts. Other receivables are carried at nominal amounts due. Interest is recorded as income on an accruals basis. Liabilities are recognised for amounts to be paid in the future for goods and services received, whether or not billed to the Company. The carrying amounts of these assets and liabilities approximate their fair value.

Fair value of financial assets and liabilities
The carrying amounts of cash and cash equivalents, trade and other receivables, and trade and other payables approximate their fair values because of their short-term nature.

(b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted the policy of only dealing with credit worthy counterparties and obtaining sufficient collateral or other security where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Company does not have any significant credit risk exposure to any single counterparty or any Company of counterparties having similar characteristics. The carrying amount of financial assets recorded in the financial statements, net of any provisions for losses, represents the Company's maximum exposure to credit risk.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2021

17. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

(c) Liquidity and capital risk

The Company's total capital is defined as the shareholders' net equity plus any net debt. The objectives when managing the Company's capital is to safeguard the business as a going concern, to maximise returns to shareholders and to maintain an optimal capital structure in order to reduce the cost of capital.

The Company does not have a target debt /equity ratio, but has a policy of maintaining a flexible financing structure so as to be able to take advantage of investment opportunities when they arise. There are no externally imposed capital requirements.

There have been no changes in the strategy adopted by management to control the capital of the Company since the prior year.

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

The Company manages liquidity risk by maintaining adequate reserves by continuously monitoring forecast and actual cash flows.

If the Company anticipates a need to raise additional capital in the next 12 months to meet forecasted operational activities, then the decision on how the Company will raise future capital will depend on market conditions existing at that time.

Typically the Company ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 90 days, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

18. EVENTS AFTER REPORTING DATE

On 20 July 2021 an Extraordinary General Meeting of shareholders was held to approve the issue of 11,000,000 shares (tranche 2) of an $8 million share placememt announced on 10 June 2021. In addition shareholders ratified the issue of 11,228,229 shares (tranche 1) of the said placement which were issued on 18 June 2021. Shareholders also approved the issue of 1,250,000 options to the Company's Managing Director Mr Philip Condon who was appointed on 26 April 2021.

There were no other matters or circumstances which have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 30 June 2021

19. CONTINGENT LIABILITIES

There are no contingent liabilities as at 30 June 2021.

20. COMMITMENTS

The Company is required to fund exploration expenditures in order to maintain current rights of tenure. These commitments are minimum expenditure requirements, determined by the relevant Government body on an individual tenement basis for each year of tenure from the date of grant, to maintain the tenements in good standing. The commitment remains only for as long as the tenement is held, and may be subject to negotiation or renegotiation before the end of the annual period based on merit. The expenditure commitments listed below and which are not provided for in the financial report represent an estimate of the sum of all Qld and NSW annual expenditure requirements of tenements. At 30 June 2021 the Company had the following commitments with respect to the licences:

Project	**Tenement Reference**	**Total Project Commitment $**
Bundarra Project	EPM 26499, EPM 27474 & EPM 27609	1,632,500
Prairie Creek	EPM 26852	420,700
Red Hill	EI 8568	150,000
Total		**2,203,500**

Period	**Total Project Commitment $**
Less than 1 year	507,200
1 to 2 years	398,500
2 to 5 years	1,297,500
Total	**2,203,200**

21. COVID-19 IMPACTS

COVID has impacted the Company to the extent that the Company’s Operations Manager is based in WA which has made travel to our Bundarra project site in Queensland extremely difficult. Project supervision has therefore had to be done remotely. Our Exploration Manager has relocated to Queensland which has assisted greatly. As the Company’s two active projects are in Queensland (Bundarra and Prairie Creek), it has not yet been impacted materially with project delays – future intrastate regional lockdowns could however impact these two projects.

Directors' Declaration

In the opinion of the Directors:

(a) The accompanying financial statements and the notes and the additional disclosures included in the Directors' Report designated as audited, of the Company are in accordance with the Corporations Act 2001, including:

(i) Giving a true and fair view of the Company's financial position as at 30 June 2021 and of its performance for the year ended that date; and

(ii) Complying with Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and

(b) There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

(c) The financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.

(e) This declaration has been made after receiving the declarations required to be made to the Directors in accordance with section 295A of the Corporations Act 2001 for the financial year ended 30 June 2021.

Signed in accordance with a resolution of the Directors made pursuant to s.295 (5) of the Corporations Act 2001.

On behalf of the Directors

Toko Kapea
Chairman
27 August 2021

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INDEPENDENT AUDITOR'S REPORT

To the members of Duke Exploration Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Duke Exploration Limited (the Company), which comprises the statement of financial position as at 30 June 2021, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial report, including a summary of significant accounting policies, and the directors' declaration.

In our opinion the accompanying financial report of Duke Exploration Limited, is in accordance with the *Corporations Act 2001*, including:

(i) Giving a true and fair view of the Company's financial position as at 30 June 2021 and of its financial 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 are independent of the Company in accordance with the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

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

Material uncertainty related to going concern

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

Key audit matters

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

Key audit matter	***How the matter was addressed in our audit***
There is a risk that the carrying value of exploration and evaluation assets is overstated and that there are some assets carried which did not meet the criteria prescribed in AASB 6 to be capitalised.	Our audit procedures included, amongst others: • Selected a sample of capitalised exploration expenditure during the year to ensure it met the recognition criteria under AASB 6; • Ensured that the Group had the rights to tenure and maintains the tenements in good standing; • Assessed the entities ability to carry forward exploration and expenditure assets under AASB 6 in respect of its tenements; and • Reviewed the management's assessment of impairment of exploration assets and considered the reasonableness of the key judgments and assumptions used.

Other information

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

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

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

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

Responsibilities of the directors for the Financial Report

The directors of the 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 Company'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 Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (http://www.auasb.gov.au/Home.aspx) at: https://www.auasb.gov.au/admin/file/content102/c3/ar2_2020.pdf

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 9 to 17 of the directors' report for the year ended 30 June 2021.

In our opinion, the Remuneration Report of Duke Exploration Limited, for the year ended 30 June 2021, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

BDO Audit Pty Ltd

BDO

R M Swaby
Director

Brisbane, 27 August 2021

ADDITIONAL SHAREHOLDER INFORMATION

A.CORPORATE GOVERNANCE

A statement disclosing the extent to which the Company has followed the best practice recommendations set by the ASX Corporate Governance Council during the reporting period is contained within this Annual Report.

B. SHAREHOLDINGS

1. Substantial Shareholders

An extract of the Company's register of substantial shareholders is set out below.

Shareholder	Number of Shares
Mr Keiran James Slee	8,083,334
Misty Grange Pty Ltd	6,875,156

2. Number of holders in each class of equity securities and the voting rights attached

There are 1,072 holders of ordinary shares. Each shareholder is entitled to one vote per share held.

On a show of hands every shareholder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote. There are no voting rights attached to options.

3. Distribution schedule of the number of holders in each class of equity security as at 13 September 2021.

Ordinary Shares

By Class	Holders of Ordinary Shares	No. Of Ordinary Shares	%
1 to 1,000	25	2528	0.00
1,001 to 5,000	169	485,704	0.46
5,001 to 10,000	145	1,165,439	1.11
10,001 to 100,000	563	20,842,136	19.77
100,001 and over	153	82,923,820	78.66
	1055	105,419,627	100.00

Options

By Class	Holders of Options	No. Of Options	%
1 to 1,000	-	-	-
1,001 to 5,000	-	-	-
5,001 to 10,000	-	-	-
10,001 to 100,000	-	-	-
100,001 and over	8	8,303,043	100.00
	8	8,303,043	100.00

4. Marketable Parcel

As at 13 September 2021 there were 77 shareholders with unmarketable parcel of shares totalling 81,051 shares representing 0.08% of issued capital.

ADDITIONAL SHAREHOLDER INFORMATION (CONT.)

5. Twenty largest holders of each class of quoted equity security

The names of the twenty largest holders of each class of quoted equity security, the number of equity security each holds and the percentage of capital each holds as at 13 September 2021 is as follows:

Ordinary Shares

Name	No. of Ordinary Shares	%
MR KEIRAN JAMES SLEE	8,083,334	7.67%
MISTY GRANGE PTY LTD <BJ&LA WINSOR S/F PENS A/C>	5,786,565	5.49%
GAPMAS HOLDINGS PTY LTD	4,439,999	4.21%
MR TERRY LESLIE GALLAGHER	3,700,000	3.51%
MR EUGENE STEPHEN ILIESCU & MRS JENNIFER MARGARET ILIESCU <ES & JM ILIESCU S/FUND A/C>	2,904,800	2.76%
ALTOR CAPITAL MANAGEMENT PTY LTD <ALTOR ALPHA FUND A/C>	2,684,015	2.55%
AURORA VENTURES PTY LIMITED	2,583,334	2.45%
EPOCC PTY LTD	2,500,000	2.37%
MR KENNETH JOSEPH HALL <HALL PARK A/C>	2,300,000	2.18%
ALISTAIR MALLETT	2,203,334	2.09%
KENEX KNOWLEDGE SYSTEMS LTD	2,038,998	1.93%
MR DAVID MARK GARNHAM	1,781,634	1.69%
TUIA GROUP SERVICES LIMITED	1,636,000	1.55%
PAUL MICHAEL FREDERIKS	1,485,000	1.41%
TOM HADLEY ENTERPRISES PTY LTD	1,479,733	1.40%
TOKORANGI THOMAS KAPEA	1,268,056	1.20%
ROBERT TREVOR DICKINSON	1,200,000	1.14%
WEST TRADE ENTERPRISES PTY LTD	1,000,000	0.95%
DR LAMBERTUS DE GRAAF & MRS ROSALYN DE GRAAF <ROSS MINING NO 1 SUPER A/C>	893,334	0.85%
MR BABAK NASIRPOUR	719,000	0.68%
TOTAL	50,687,136	48.08%

6. Unquoted equity securities

Unquoted equity securities on issue at 13 September 2021 were as follows:

Fully Paid Ordinary Shares

The are 15,208,475 restricted fully paid ordinary shares on issue with restriction ending on 10 November 2022.

Options

The are 8,303,043 options on issue as follows:

Number of Options	Exercise Price	Exercise Periods/ Expiry Dates	Number of Holders
5,555,946	25 cents	On or before 10 November 2027	6
1,250,000	33 cents	On or before 20 July 2028	1
1,497,097	50 cents	On or before 10 November 2022	1

Refer to the Remuneration Report for vesting conditions relating to these options.

C. STATEMENT ON USE OF FUNDS

The Company has used its cash at the time of admission in a manner consistent with its business objectives.

D.OTHER DETAILS

TENEMENT DIRECTORY

Mineral tenements held at 13 September 2021 are as follows:

Project	Tenement Reference	Company Interest %
Bundarra Project	EPM 26499, EPM 27474 & EPM 27609	100
Prairie Creek	EPM 26852	91
Red Hill	EI 8568	100