Legacy Minerals Holdings Limited

ABN 43 650 398 897

Annual Report for the year ended 30 June 2023

Corporate Directory

Directors

Dr David Carland – Non-Executive Chairman

Christopher Byrne – CEO & Managing Director

Thomas Wall – Executive Director

Matthew Wall – Non-Executive Director

Douglas Menzies - Non-Executive Director

Company Secretary and Chief Financial Officer

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ASX Code: LGM

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Chairman's Letter

Dear Fellow Shareholder,

I am pleased to introduce the third Annual Report of Legacy Minerals Holdings Limited's (ASX: LGM, Legacy Minerals or the Company) to shareholders following a period of strong progress at our portfolio of projects in the world-class, Lachlan Fold Belt in New South Wales.

The 2023 financial year was highlighted by significant exploration progress at our tenements and the discovery of a large-scale epithermal system at the Bauloora Project. Legacy Minerals has also identified and acquired further major projects that fit its discovery strategy, which the Company is confident will deliver significant upside for shareholders.

Within our portfolio, the Bauloora Epithermal Gold Project has emerged as a standout example of the application of our discovery model. We have identified the Project's considerable potential to become the type of large-scale, low-sulphidation, epithermal project that may deliver a world-class mine.

Through the systematic work completed at Bauloora by our exploration team, the potential of the Project was increasingly realised. In April, we announced a farm-in and joint venture (JV) agreement with Newmont Exploration, a subsidiary of Newmont Corporation.

The $15 million discovery-focused JV was a strategic decision to partner with a large mining company and is now allowing Legacy Minerals to leverage Newmont's global epithermal expertise towards a major discovery and will sustain the funding required to advance exploration. Large scale exploration programs are underway at Bauloora under the JV agreement, and we look forward to reporting on the continued aggressive exploration here.

In addition, Legacy Minerals continued its strategy of building a portfolio of projects that show characteristics of a mineralised scale that can potentially host world-class deposits. In April, Legacy Minerals acquired the Black Range Gold Project (Black Range). Black Range, located 65km from Bauloora, is another large, under-explored, epithermal system which complements our exploration strategy.

Prior to Legacy Minerals commencing work on Black Range, the 905km^2 licence had not had any major exploration conducted on it since 1992, when Newcrest Mining held it in their NSW portfolio. Black Range creates another significant discovery opportunity for the Company in the Lachlan Fold Belt.

Further, the acquisition of the Drake Copper-Gold Project exploration licence in July increased Legacy Minerals' low-sulphidation, epithermal focused tenure to over 1,500km^2, when combined with the Company's position at Bauloora and Black Range.

Our pipeline of high-quality projects in the Lachlan Fold Belt also includes the Cobar and Rockley Projects, as well as the Fontenoy Project which is part of a strategic alliance with artificial intelligence exploration company, Earth AI. Exploration activities are either already underway or proposed at these Projects in the 2024 financial year.

The markets have remained strong for gold and copper, the commodities on which Legacy Minerals is focussed. While there has been much ownership consolidation in these sectors, they have done little to relieve the widening copper supply shortfall in the medium term to support the transition to a low-carbon future.

On behalf of the Board, we are sincerely grateful to our small but experienced and highly skilled exploration and management team who have done outstanding work to deliver our significant progress for Legacy Minerals over the year.

Finally, I would like to thank our shareholders for the loyalty and confidence you continue to place in us. We particularly thank those who participated in our $1 million placement in December 2022. We remain committed to maximising the value of our precious cash resources in achieving our objectives.

With the progress at Bauloora setting a strong foundation, Legacy Minerals' confidence in its discovery model and its portfolio of projects has grown significantly over the year in review. We are committed to building on this in the current year and we look forward to reporting on the next phase of Legacy Minerals' journey.

Yours sincerely,

David J Carland

Non-Executive Chairman

Directors’ Report

The directors of Legacy Minerals Holdings Limited (ASX: LGM, **Company** or **Legacy Minerals**) and its subsidiaries Legacy Minerals Pty Ltd (**LMPL**) and Greenpath Minerals Pty Ltd (together referred to as the **Group**) present their report, together with the financial statements for the year ended 30 June 2023.

Directors

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

Dr David Carland (Non-Executive Chairman) PhD (Econometrics), MEc, BEc (Hons), MAICD

Appointed 21 June 2021

David has over 40 years of investment banking and commercial experience in both the private sector and government. He is the Executive Director of Australian Resources Development Pty Ltd, a company focused on the provision of specialised advice and assistance on the structuring, financing, and developing of energy and resource projects. He is the former chairman of Rex Minerals Limited (ASX: RXM), and former non-executive director of Indophil Resources NL (ASX: IRN) and Polymetals Mining Limited (ASX: PLY). David holds a PhD (Econometrics), MEc, BEc (Hons1) and is a member of the Australian Institute of Company Directors.

In the last three years, Dr Carland has been a director of Rex Minerals Limited (ASX: RXM), appointed on 12 December 2013 and retired on 31 May 2021; and Aguia Resources Limited (ASX: AGR) appointed on 4 December 2020 and resigned on 15 July 2022.

Christopher Byrne (CEO & Managing Director) BsC, BEngs (Hons), M.PM, MAusIMM, MAICD

Appointed 21 May 2021

Chris has a number of years of experience as an engineer and manager in the mining, infrastructure, and logistics sectors in NSW and QLD. In the mining and exploration space he has worked in greenfield and brownfield environments, from early exploration projects through to mine establishment and operations. Chris’s experience has been focused on large and complex project delivery, project management, maintenance and operational support. Outside the mining sector, Chris has lead infrastructure teams in the public sector in the provisioning and delivery of large capital projects. Chris is a Member of AusIMM and the Australian Institute of Company Directors.

Matthew Wall (Non-Executive Director) CTE, MCILT, MAICD

Appointed 21 May 2021

Matthew is a metals and mining specialist with over 35 years of experience in sales, marketing, shipping/logistics, trading, capital raising and risk management. He has held senior management roles with Rio Tinto, EDF Trading and Wood Mackenzie. Matthew has advised a number of small private and junior listed mining companies in Australia and overseas on capital raisings and market development. Matthew is a Member of the Australian Institute of Company Directors and the Chartered Institute of Logistics & Transport (CILT).

In the last three years, Mr Matthew Wall was a director of Allegiance Coal Limited (ASX: AHQ). He was appointed on 23 February 2022. AHQ was delisted on 28 August 2023.

Directors’ Report (continued)

Thomas Wall (Executive Director and Exploration Manager) BsC (Hons), MPhil (Geology), MAIG

Appointed 21 May 2021

Thomas is a geologist with wide-ranging experience within the resource sector in NSW and WA having previously held senior roles at Peak Gold Mines, New South Resources and Omya Australia. He has demonstrated mining and exploration success across a variety of commodities and deposit styles with particular focus within the Lachlan Fold Belt of NSW. Thomas is a Member of the Australian Institute of Geoscientists (AIG).

Douglas Menzies (Non-Executive Director) DipBA, GradCertIT, BsC (Hons)

Appointed 21 May 2021

Douglas has over 28 years of experience in the mineral exploration and GIS industries including as a consultant. Douglas has experience exploring for porphyry gold-copper and epithermal gold mineralisation in Australia, PNG, Indonesia, Fiji, Laos, Chile, Argentina and Mexico. Douglas is a Member of the Australian Institute of Geoscientists (AIG). In the last three years, Mr Menzies was a director of Godolphin Resources Limited (ASX: GRL). He was appointed on 1 May 2020 and resigned on 9 January 2023.

Company Secretary and Chief Financial Officer

Ian Morgan B Bus, M Com Law, Grad Dip App Fin, CA, AGIA, MAICD, F Fin

Appointed 21 May 2021

Ian is a member of Chartered Accountants Australia and New Zealand and the Governance Institute of Australia, with over 35 years of experience. Ian provides secretarial and advisory services to a range of companies, including holding the position of Company Secretary and CFO for other listed public companies.

Nature of Operations and Principal Activities

Legacy Minerals is involved in the acquisition and exploration of gold and copper projects in the prospective Lachlan Fold Belt (LFB) and New England Fold Belt (NEFB) of New South Wales (NSW). The Group wholly owns 2,690km^2 of granted and pending exploration licence applications spanning eight projects. The LFB, also known as the Lachlan Orogen, hosts world-class copper-gold orebodies including the Cadia-Ridgeway, Northparkes and Cowal Mines.

Legacy Minerals has a straightforward exploration strategy: to systematically define and drill a pipeline of prospective targets for gold and copper mineralisation. The work conducted on Legacy Minerals’ tenements has defined a number of compelling drill ready prospects.

Legacy Minerals’ projects contain numerous untested geochemical, geophysical and geological targets. These afford the Company multiple opportunities for gold and copper discoveries; commodities which the Company considers having long term favourable fundamentals. Highlights of the projects include:

- drill-ready targets that provide immediate opportunities for gold and copper discoveries;
- projects with a prime position in the LFB targeting porphyry-related Cu-Au, Cobar-type, and low sulphidation epithermal-style systems; and
- high grade and shallow exploration targets in underexplored or overlooked projects that present an opportunity for aggressive resource definition.

There were no significant changes in the nature of the activities of the Company during the financial year.

Directors’ Report (continued)

Dividends

There were no dividends paid or declared by the Company to members during or since the end of the financial year.

Review of Operations and Outlook[1]

Across eight wholly-owned projects in New South Wales, Legacy Minerals targets numerous styles of mineralisation however the Company is focused primarily on those that are Cu-Au porphyry related, epithermal and Cobar-type deposits. The portfolio of projects provides the Company with significant exposure in the Lachlan Fold Belt, a mineral province that hosts several world-class, tier-one ore bodies, and the New England Fold Belt, which hosts several major gold, silver and base metal deposits.

BAULOORA PROJECT (EL8994 and EL9464)

The Bauloora Project exhibits one of the largest zones of low-sulphidation, epithermal-style alteration and mineralisation in NSW. The project hosts numerous targets with shallow, high-grade Au-Ag occurrences which includes the Mee Mar Prospect with veins out-cropping over 2km and rock samples up to 55.5g/t Au and 933g/t Ag.

Legacy Minerals has progressively developed the Bauloora Project through systematic exploration work including geological mapping, rock chip sampling, gradient array IP surveying, detailed ground magnetic surveying, ASTER data acquisition and interpretation, and widespread soil sampling. The results from this work strongly support the assessment that there is significant potential for a major, low-sulphidation, epithermal-style gold-silver discovery at the Bauloora Project.

The Bauloora Project, in the Central Lachlan Fold Belt NSW, is in a zone which is bounded to the west by the Gilmore Fault Zone and to the east by the Cootamundra Fault. Bauloora contains structural remnants of Early Silurian dominantly dacitic volcanic rocks and related granites, Siluro-Devonian sediments and felsic volcanic rocks deposited on a basement of Late Ordovician turbidites, Late Ordovician to Early Silurian intermediate volcanic rocks and related intrusions and sedimentary rocks.

[1] The information in the Directors’ Report that references previously reported exploration results is extracted from Legacy Minerals Holdings Limited’s ASX Announcements released on the date noted in the body of the text where that reference appears.

Directors’ Report (continued)

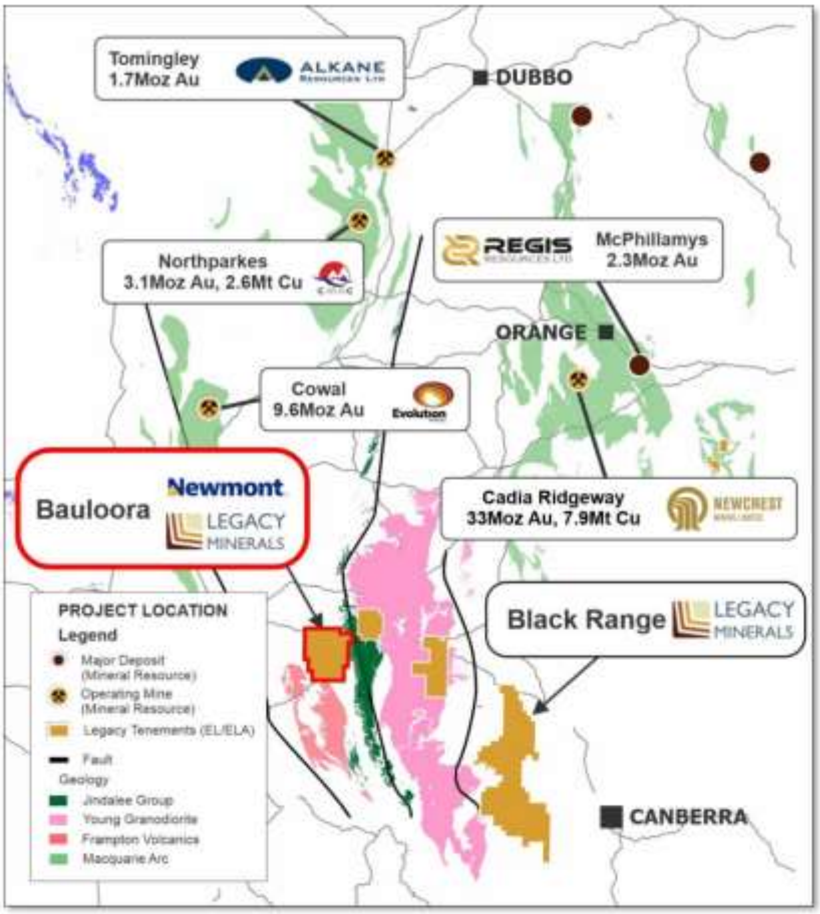

FIGURE 1: REGIONAL SETTING OF THE BAULOORA PROJECT.[2]

Diamond Drilling Program[3]

During the reporting period, Legacy Mineral’s exploration activity at Bauloora was highlighted by high-grade mineralisation assay results from a 10-hole diamond drilling program testing the 2km long gold-silver bearing low-sulphidation epithermal, Mee Mar Vein. Drilling focused on the Mee Mar prospect, where outcropping veins have been mapped and high-grade gold and silver rock samples have been collected.

Geological observations indicated all drill holes intersected host rocks that are dominantly variably altered quartz-eye and feldspar-phyric dacitic crystal lithic tuffs. Sericite and hematite alteration are commonly observed in the periphery to the main vein trend with sericite increasing in intensity proximal to more abundantly veined zones. The Mee Mar vein trend is dominated by crustiform-colloform quartz-adularia-chalcedony veins and breccia (+/- hematite, galena, low-Fe sphalerite and chalcopyrite). Common minor quartz-carbonate +/- chalcopyrite, galena, low-Fe sphalerite and chlorite veins are also observed proximal to the main Mee Mar vein trend.

Textural observations and interpretations of the chalcedony-quartz-sulphide veins and breccia intersected to date indicated that drill holes have tested the lower chalcedonic superzone to upper crustiform-colloform superzone. This interpretation is based on the observation of abundant chalcedony dominant over crystalline quartz in association locally with amethyst and floating clast breccia. This is further

[2] A supporting list of mineral resource estimates for Major Mineral Resources of NSW is included in Additional Shareholder Information, on page 81 of the Annual Report for the year ended 30 June 2023.

[3] ASX LGM 15 February 2023 Significant new discovery at the Bauloora Epithermal Project.

Directors’ Report (continued)

supported by the widespread elevated levels of Hg (up to 125ppm) and Sb (up to 216ppm) in drill assay results for most drill holes.

The implication of the high levels of Hg, Sb and Au, when combined with the widths of mineralisation, is that a potentially wide, high-grade gold bearing boiling zone remains at depth. With increasing depth towards the crystalline crustiform-colloform superzone, there is also the potential for gold grades to greatly increase. As such, with these high-grade results returning from the interpreted higher-level zones of the system, there is great encouragement for further testing at depth targeting the interpreted boiling zone. The low-sulphidation epithermal veins and breccias of the Mee Mar vein trend are open to the north and south along strike, down dip and to surface. Structural observations from these holes show veins strike north to north-north-east and have steeply west dipping (80°-85°) orientations for veins and breccias and, though true widths are not yet confirmed, they are estimated to be 70% to 100% of the down hole interval.

The best assay intercept was for hole MM008 which returned 6 metres at 3.56g/t Au, 10.95g/t Ag, 0.22% Cu, 1.89% Pb and 4.58% Zn from 57 metres depth. Textural vein observations to date are interpreted to indicate drilling has only intercepted a high level in the system above the boiling zone and so it is expected that the system will develop at depth.

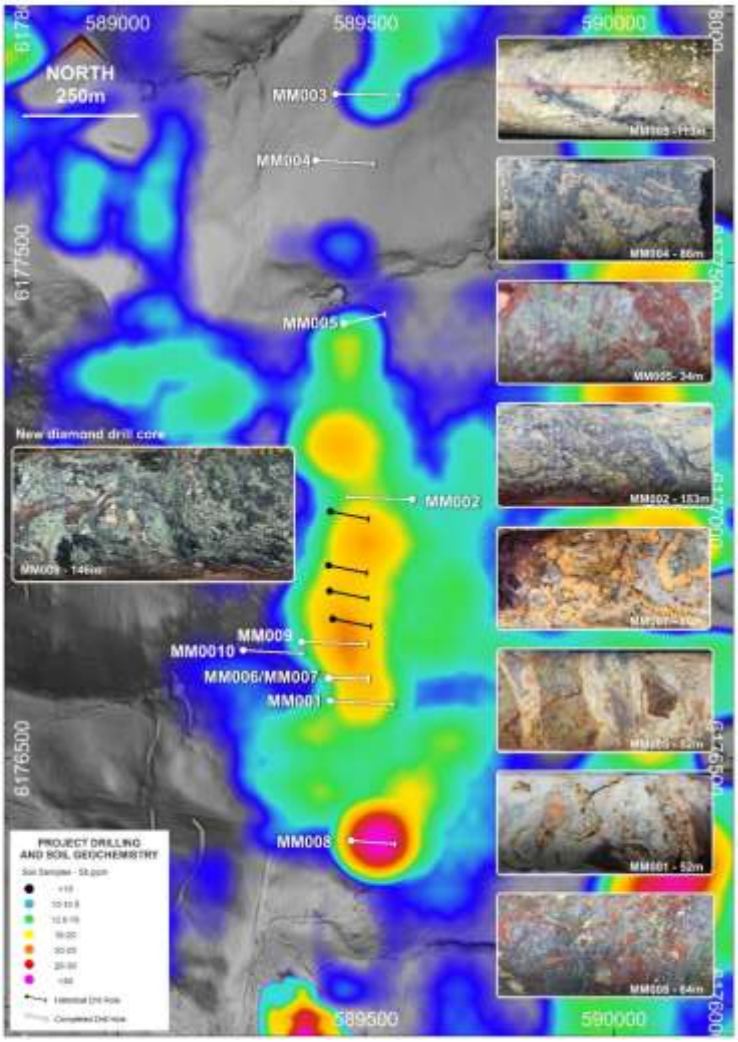

Figure 2: Mee Mar Prospect showing the location of completed diamond-cored drill holes, over antimony soil sample results, which tested low-sulfidation epithermal Au-Ag bearing veins with anomalous pathfinder elements.

Directors' Report (continued)

***Surface Geochemistry*[4]**

Legacy Minerals announced results from rock samples and soil samples collected across the known epithermal vein field. 2,714 soil samples were collected across newly defined vein trends and the wider known epithermal vein field. The soil sampling program was completed across 13km^2 of the project on a 50m x 100m grid with localised areas infilled to 25 x 50 metres. These, along with over 1,000 rock samples were taken at the end of last year as part of the follow up work to the Gradient Array Induced Polarisation (GA-IP) survey that identified numerous areas of interest and to ground truth historic geological mapping of quartz veins. The rock sampling results define a ~15km^2 footprint of gold mineralisation in rock chips assaying >0.2g/t Au. Highlights include sample number 5540 grading 55.5g/t Au & 444g/t Ag and sample number 5547 grading 0.41g/t Au & 904g/t Ag, both located at the Waratah Prospect. The soil sampling results have delineated extensive anomalies in Au and Ag as well as other pathfinder elements including Sb, As, Pb, Zn, Cu, Mo and Bi with peak soil results of 668ppb Au, 11.2ppm Ag, 409ppm As, 299ppm Cu, 9.47ppm Mo, 1450ppm Pb, 75.2ppm Sb, 15.4ppm W and 945ppm Zn.

The widespread abundance of adularia within the veins, and the forms of silica vein material and their textures, all indicate that the veins on the Bauloora Project extend from the paleo-water table to the boiling level, and through the Crustiform-Colloform Superzone to the lower levels of the Chalcedonic Superzone (i.e., Buchanan's Precious Metals Interval). As well as vertical and horizontal zonation of these textural and depositional types, there has likely been a telescoping of various types of mineralisation at some locations as seen in the localised higher base metal contents to some portions of the veins. The implication is that the veins on the Bauloora Project present an excellent opportunity for the discovery of shallow gold mineralisation.

Recent petrography has confirmed sinter related lithology extends across the anomalous gold area. This observation, along with elevated levels of Hg, Sb and As, indicate a preserved epithermal system and the potential for high-grade gold at depth (boiling zone).

***Petrography*[5]**

Petrographic analysis (the study of the mineral content and the textural relationships within rocks) supports geological mapping of widespread sinter related lithology over the 27km^2 low-sulphidation epithermal vein field. The presence of widespread sinter over 5.6km strongly supports Legacy Mineral's interpretation that the footprint of a large epithermal gold system is preserved at depth at the Bauloora Project. Previous geochemistry samples from the Breccia Sinter Prospect have returned some of the highest gold results across the Bauloora Project to date: sample number 2966 returned grades of 32.2g/t Au, 196g/t Ag and 120ppm Sb.

[4] ASX LGM 5 December 2022 Bauloora soil results define multiple gold drill targets
[5] ASX LGM 8 November 2022 Widespread sinter recognition underpins Bauloora potential

FIGURE 3: SINTER OUTCROP AT THE BRECCIA SINTER PROSPECT, AND INSERTS SHOWING SINTER RELATED LITHOLOGY SAMPLE 4241 OF THE BRECCIA SINTER PROSPECT AND SAMPLE 4242 FROM THE QUARRY PROSPECT. SAMPLES SHOW DOMINANT LIGHT AND DARK GREY CHALCEDONIC-QUARTZ BANDING WITH YELLOW TO LIGHT BROWN OXIDES AFTER POSSIBLE IRON-CARBONATE.

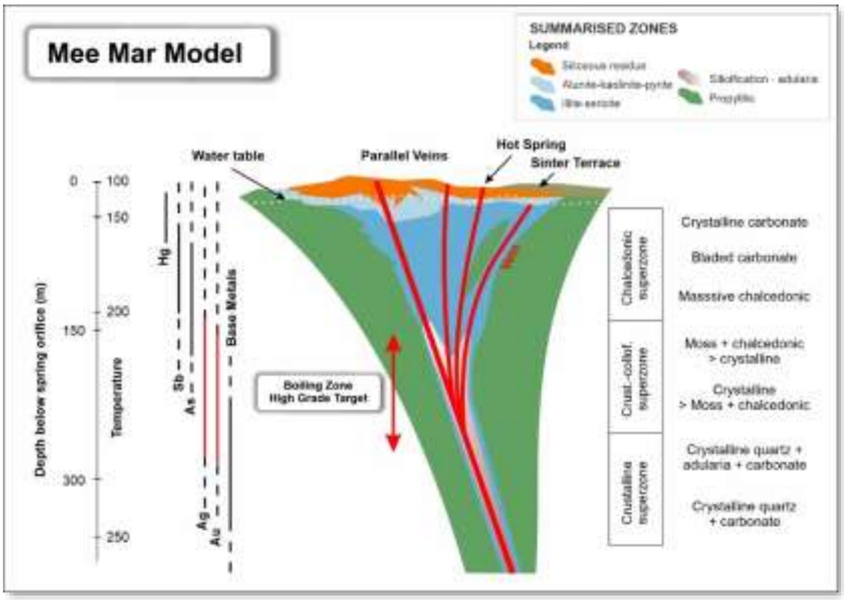

FIGURE 4: MODEL FOR THE MEE MAR PROSPECT WITH INTERPRETED ZONES OF PRESERVATION BENEATH SINTER HORIZONS (MODIFIED AFTER BUCHANAN, 1981 AND DONG AND MORRISON, 1995).

Geophysics[6]

Analysis of satellite hyperspectral data ASTER (Advanced Spaceborne Thermal Emission and Reflection) defined a potential district scale hydrothermal alteration footprint across an area of 150km^2 with nine high priority zones typical of that associated with low-sulphidation epithermal mineralisation.

A large, Audio-Magnetotellurics (AMT) geophysical survey comprising 83 line-km has commenced covering over 10km^2 of the Primary Vein Field with the goal of defining resistive 'feeder structures' that may host high-grades of gold and silver. AMT is a geophysical survey technique that has been successful in targeting low-sulphidation, epithermal Au-Ag deposits around the world and will provide visibility to more than 1km depth.

Newmont Farm-in and Joint Venture Agreement[7]

Legacy Minerals entered into a A$15 million farm-in and joint venture agreement with Newmont Exploration, a subsidiary of the Newmont Corporation, at its Bauloora Project.

Farm-in and Joint Venture Summary

Minimum Commitment

- Drill testing at the Breccia Sinter Prospect by end of 2023.
- Undertake a regional aerial magnetic survey of the tenements by end of 2023.
- A$2 million spend within 24 months.

Phase 1 - $5M earn-in for 51%

- Subject to satisfying the minimum commitments, Newmont may acquire a 51% farm-in interest in the Bauloora tenements by spending a total of A$5 million within 48 months.
- Undertaking 4,000m of drilling within 48 months.
- Legacy Minerals will act as operator during the initial earn in period.

Phase 2 - $10M earn-in for 75%

- Subject to completion of Phase 1, Newmont may earn a further 24% farm-in interest in the tenements by spending an additional A$10 million.
- Undertaking a further 8,000m of drilling within 48 months.

Newmont financing facility and Mining Joint Venture

- A Mining Joint Venture may be formed between the companies upon the decision to mine.
- At the discretion of Legacy Minerals, LGM may enter an agreement to a loan carried through to production through a Newmont financing facility, allowing Newmont to earn-in up to 80%.
- The loan would be re-paid from Legacy Minerals' share of any future mining proceeds.

BLACK RANGE PROJECT (EL9466 and EL9589) [8]

Following its success at Bauloora, Legacy Minerals commenced a search of NSW for low-sulphidation systems that presented similar opportunities. From that review, the Black Range Project in the Central Lachlan Fold Belt, NSW was identified as an underexplored and highly prospective epithermal region that

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[6] ASX LGM 1 November 2022 Geophysics expands potential size of Bauloora Gold System
[7] ASX LGM 5 April 2023 Newmont Farm-in at Bauloora Project
[8] ASX LGM 27 April 2023 Exploration underway at new low-sulphidation epithermal, NSW

Directors' Report (continued)

has many geological similarities to the Bauloora Project. It is Legacy Mineral's belief that the Black Range Project has historically been insufficiently tested for epithermal systems. The Project presents a large unexplored area hosting low to intermediate sulfidation mineralisation in association with large scale silica-sericite-pyrite alteration zones (up to 2.5km^2).

The Black Range Project covers 905km^2 of volcanics prospective for low-sulphidation epithermal mineralisation. The project is within a late Devonian, early Silurian volcanic system dominated by acid volcanics. Rhyolite to dacitic volcanism with lavas, breccias and tuffs are widely distributed and associated with epithermal mineralisation. A 5.2km^2 zone of silica-sericite-pyrite alteration has been mapped with low-sulphidation gold mineralisation intercepted in historical shallow percussion and diamond drilling. The interpreted low temperature quartz and low-iron sphalerite that is associated with gold mineralisation indicates the Project may host a large, preserved epithermal environment.

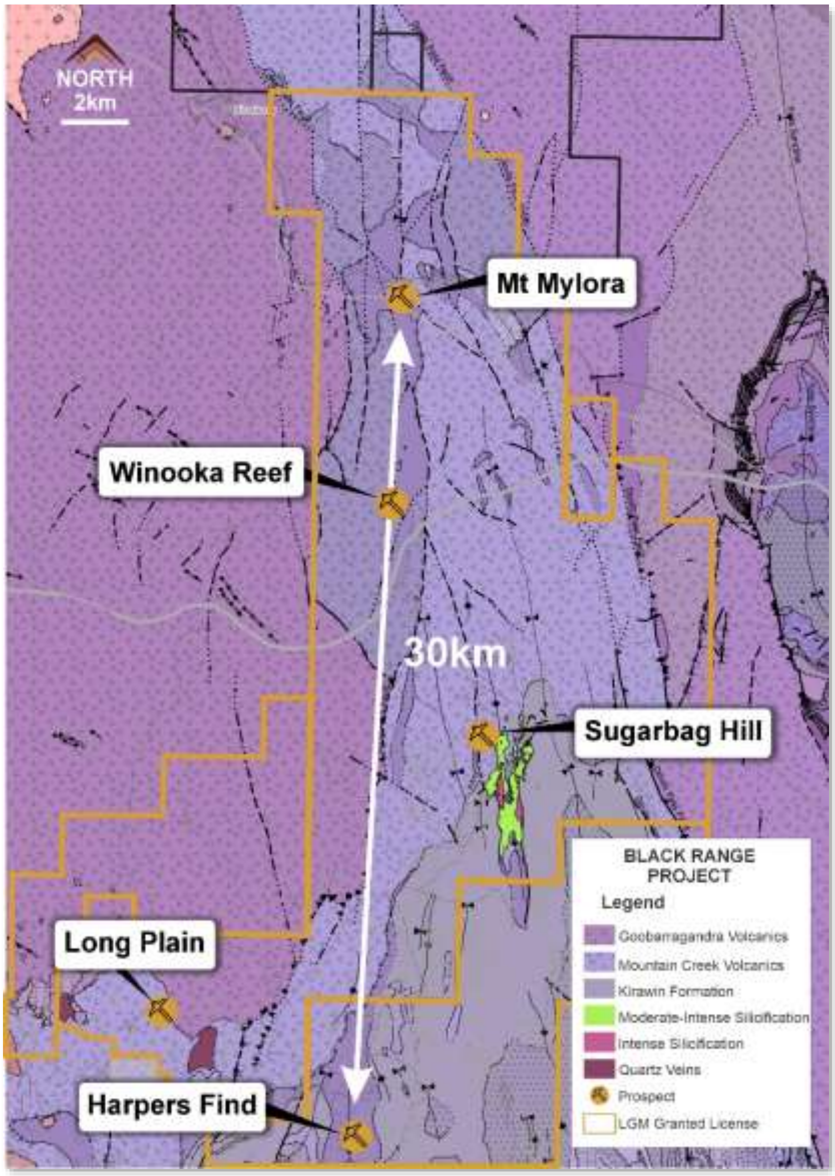

FIGURE 5: BLACK RANGE PROJECT OVERVIEW SHOWING GEOLOGY AND EXPLORATION LICENCES.

Limited Exploration History

Directors' Report (continued)

Historical maps detail large extents (4.3km x 1.2km) of mapped "silicification/chert" which remains unsampled and requires petrography to assess potential for paleo-water table lithology or sinter. In 1992 Newcrest identified Bauloora as the closet known mineralisation signature in the Lachlan Fold Belt from isotope ratios (ages and origins of rocks) in samples from Sugarbag Hill.

Newcrest Mining conducted the last on-ground exploration in 1992 at the Sugarbag Hill Prospect and, since then, no further on ground exploration has been conducted at this prospect. Limited drill testing has occurred across the remainder of the tenement.

District Scale Control

With the inclusion of Black Range into its portfolio, Legacy Minerals has control of 100% of the known epithermal style mineralisation within the Mountain Creek Volcanics covered by a 905km^2 licence and licence application. This area contains over 30km of underexplored strike between known epithermal occurrences including the high priority targets of Sugarbag Hill Prospect and Mylora Prospect.

High-Grade Rock Chips and Encouraging Intercepts

Results from the historical drilling at the Sugarbag Hill demonstrates need for deeper testing with historical results:

FRC-1: 30m at 0.3g/t Au from surface

FRC-21: 7m at 0.39g/t Au, 97.1ppm Mo and 18.1ppm Bi from 20m

FRC-24: 4m at 0.77g/t Au from 90m

Regional historical rock chip results returned up to 2.8g/t Au (Mt Mylora Mine) and 3.6g/t Au (Winooka Reef). Results from historical soil geochemical sampling at the Sugarbag Hill Prospect have defined a ~2.5km^2 footprint of Au, As, Pb and Zn anomalism (soil samples assaying >25ppb Au and as high as 550ppb Au).

Planned Exploration

Legacy Minerals plans to progressively develop the Black Range Project through systematic exploration work including data compilation and reprocessing, geological mapping, rock chip sampling and petrography before assessing the benefits of conducting further geophysical or geochemical surveys including drill campaigns.

The initial assessment from the literature review and data compilation from this work, supports the assessment that there is significant potential for a major low sulfidation epithermal-style gold deposit at the Black Range Project.

Results from historical soil geochemical sampling at the Sugarbag Hill Prospect have defined a 2.5 km^2 footprint of Au, As, Pb and Zn anomalism (soil samples assaying >25ppb Au and as high as 550ppb Au). These results, in conjunction with geological observations of widespread silicification and chert, and interpreted shallow level mineralisation, suggest we are at high levels in this low-sulfidation epithermal gold system. These systems are typically shallowly emplaced, and this preservation factor is critical when considering the opportunity for a district scale, preserved, gold bearing low-sulfidation epithermal-style system.

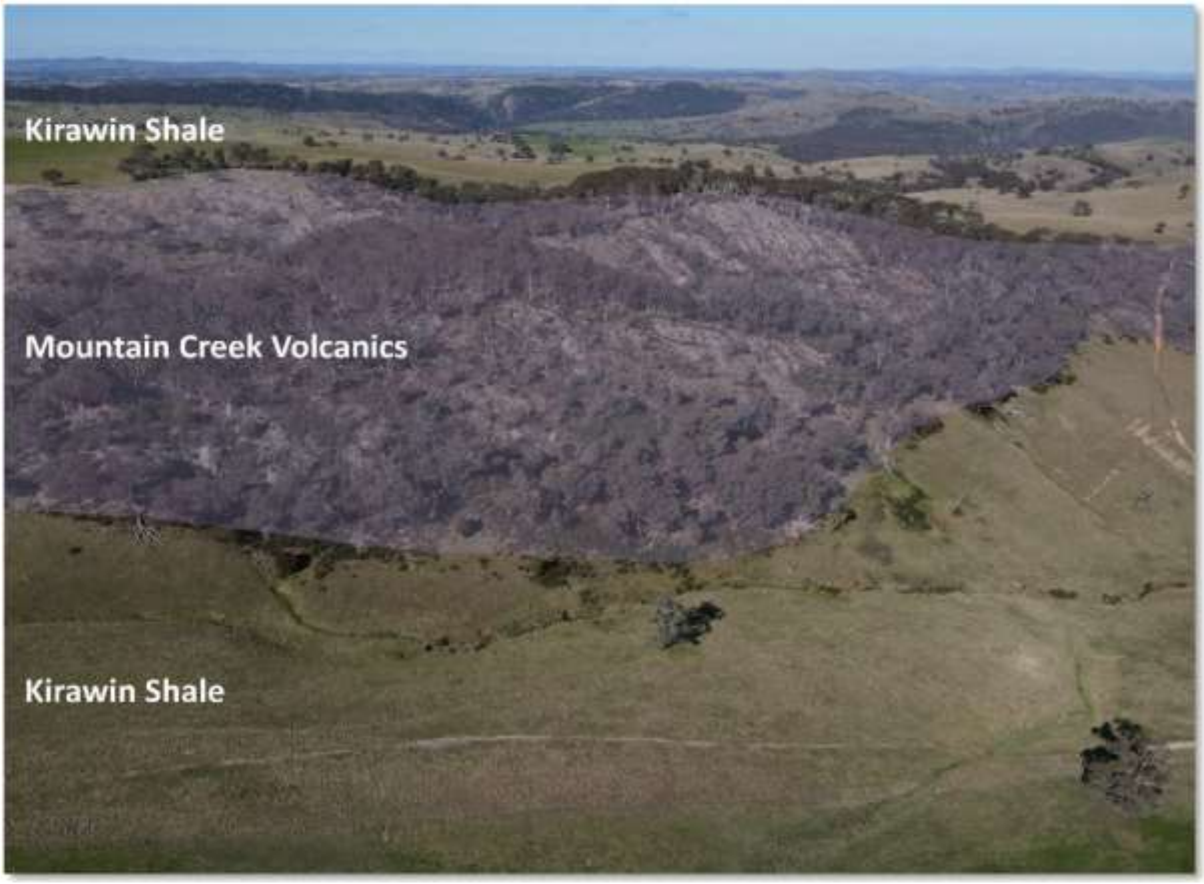

FIGURE 6: AERIAL VIEW LOOKING EAST ACROSS THE SUGARBAG HILL PROSPECT HOSTED WITHIN THE MOUNTAIN CREEK VOLCANICS, BLACK RANGE PROJECT.

FONTENOY PROJECT (EL8995) [9]

Legacy Minerals announced the commencement of field work by its Alliance Partner, Earth AI, at Fontenoy in search of critical and battery metals including Copper-Nickel-Cobalt-Platinum-Gold. Fontenoy has a known mineralised strike of at least 8km with historical drilling having intercepted widespread disseminated and veined copper-gold mineralisation from surface.

The southern 3.5km extent of this zone is covered by shallow quaternary cover which had limited drill testing that resulted in encouraging Au-Cu intercepts. Significant drill intersects included: 79m at 0.27% Cu from 1.5m, 22m at 0.34% Cu and 0.67g/t Au, and 58m at 0.2% Cu from 2m.

Preliminary work includes the identification of oxide copper mineralisation interpreted as malachite and chalcocite from undrilled historical workings. Upon completion of the reconnaissance field work, a revised targeting assessment will be conducted prior to final field checking and drilling.

[9] ASX LGM 13 December 2022 Earth AI fieldwork underway at Fontenoy Copper-Gold Project

Directors' Report (continued)

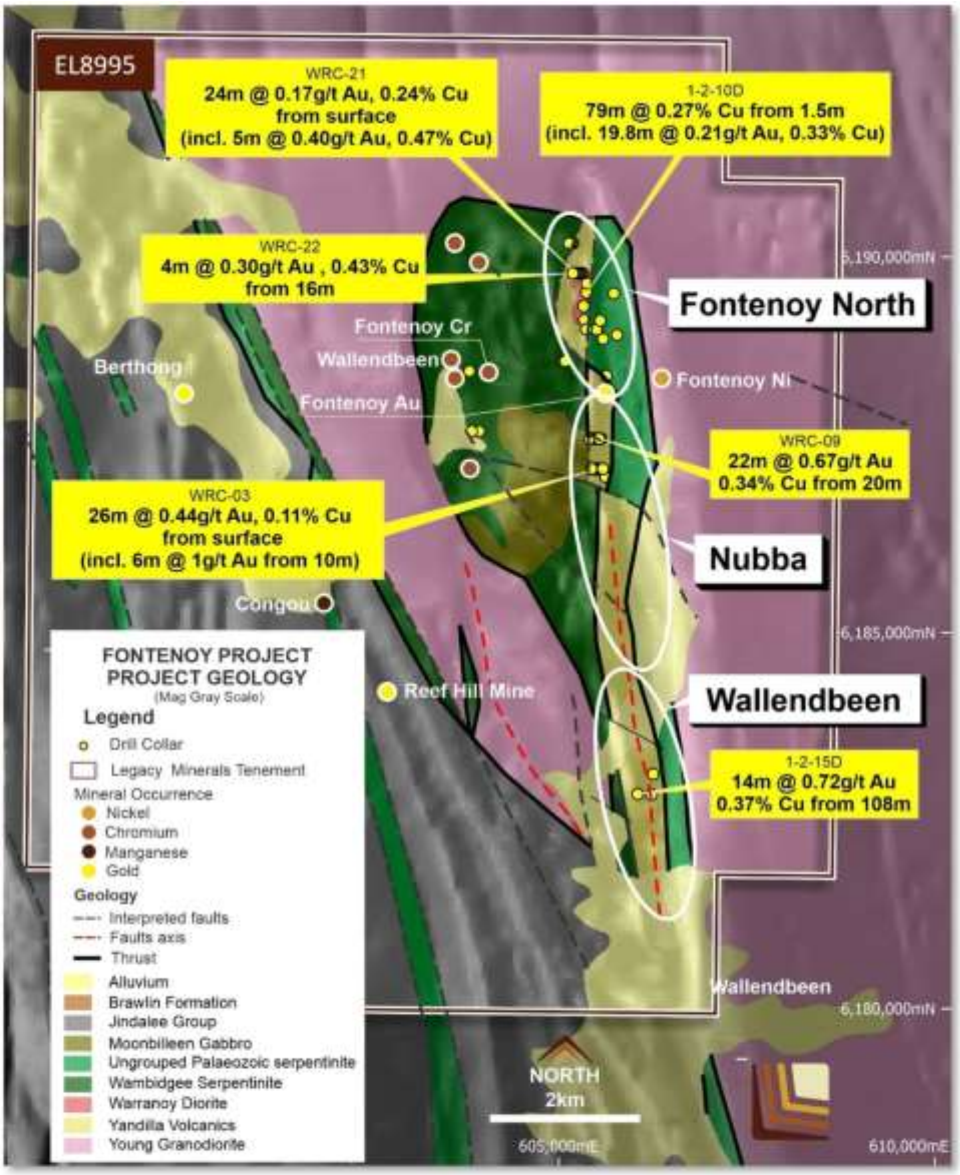

FIGURE 7: FONTENOY PROJECT EXPLORATION AREAS AND HIGHLIGHT DRILL INTERSECTIONS.

Earth AI Strategic Alliance

In May 2022, Legacy Minerals signed an Exploration Alliance Agreement (Agreement) and a Minerals Royalty Deed with Earth AI covering its Fontenoy (EL8995) and Mulholland tenements (EL9330) (Strategic Alliance). The Strategic Alliance allows for a co-funding model, whereby Earth AI will contribute up to $4.5M AUD of total exploration costs across the tenements over a two-year period, with an option to extend for a further year. Subject to a qualifying drilling intersection (as defined within the Alliance Agreement) being subsequently identified on any tenement, Earth AI Pty Ltd is entitled to a net smelter return royalty (Royalty) up to 3% in connection with a to be agreed upon area surrounding the discovery (Area of Interest).

Legacy Minerals is under no obligation to explore, develop or mine any of the Tenements during the period of the Strategic Alliance. However, if after the second anniversary of the Royalty Trigger Date, no mineral resource has been defined and the combined annual exploration development and mining expenditure in the Area of Interest falls below $250,000 USD, Earth AI will have the option to assume operational control and buy all the Royalty Tenements that overlap the single Area of Interest under the Minerals Royalty

Directors' Report (continued)

Deed, for a cash purchase price equal to $1,000,000 USD plus a 2% net smelter royalty granted to Legacy Minerals.

Legacy Minerals will retain 100% ownership over the tenements covered under the Agreement.

Earth AI Exploration Strategy

Earth AI is a vertically integrated metals exploration company based in San Francisco, USA. The Company's NSW based operations are at Young, 15km from Legacy Minerals' Fontenoy tenement. Earth AI plans to implement its artificial intelligence deposit targeting system to generate drill targets across the Company's tenements. Once identified, Earth AI will follow up with on ground geophysical and geochemical work before drill testing.

FIGURE 8: EARTH AI EXPLORATION MODEL AND DRILLING CONFIGURATION.

Surface Geochemical Program

Preliminary results delivered from field work being carried out at Fontenoy by Earth AI have confirmed Nickel-Iron Sulphide and PGE mineralisation through petrography and scanning electron microscopy (SEM) in fresh rock (Sample EFO2212043R):

12ppb Pt, 11ppb Pd, 286ppm Cu and 662ppm Ni

This sample contained anomalous PGEs supporting a magmatic origin for the mineralisation.

Other highlight reconnaissance rock chip assay results have returned up to:

0.80% Nickel (Laterite), 8.30% Copper, 585ppm Cobalt, 0.21g/t Platinum, 0.34g/t Palladium and 0.28g/t Gold.

Ni-laterites have been previously identified at Fontenoy and were the focus of previous nickel-cobalt exploration drilling. These residual deposits were thought to have been formed as a results of serpentinite weathering solely and as such the exploration for nickel-iron sulphides did not occur. The recognition of Ni-sulphides in association with copper and PGEs however highlights the prospectivity of the Fontenoy Project for Ni-Fe sulphide deposits and presents an opportunity for the Company to be the first to apply exploration methods and systems thinking for this style of mineralisation.

Further to this encouraging observation, the field team is also recognising complexities and zonation patterns within the mafic intrusive units that have previously been unrecognised in the mapped Ordovician Moonbilleen gabbro, around which Ni-sulphides have been observed. Understanding the zonation within these mafic intrusive complexes is a key factor in focusing drill targeting for nickel sulphides and other battery metal elements such as scandium and cobalt as seen at the nearby Sunrise Project (ASX: SRL).

FIGURE 9: EARTH AI FIELD TEAM CONDUCTING SOIL SAMPLING AT FONTENOY (LEFT), AND ROCK SAMPLE 5996 (TOP RIGHT), AND NICKEL SULPHIDES (PN - PENTLANDITE), COPPER SULPHIDES (CPY - CHALCOPYRITE) CONFIRMED IN SERPENTINITE/GABBRO THROUGH SEM AND PETROGRAPHIC ANALYSIS (BOTTOM RIGHT).

About Fontenoy

The Fontenoy Project contains several prospective units within the Project area which include the Yandilla Volcanics, Warrenoy Diorite and ultramafic rocks of the Wambidgee Serpentinite for copper-nickel and cobalt. Stratabound manganese mineralisation occurs in the Cambro-Ordovician Jindalee Group while the Wambidgee Serpentinite contains several chromite deposits, and this differentiated ultramafic sequence is prospective for both chromite and platinum group element (PGE) mineralisation.

The Project has a significant amount of surface geochemical work completed with extensive soil sampling focused on the Yandilla Volcanics and a bulk cyanide leach stream sediment survey conducted across the tenement. Rock chip sampling has also been conducted across the tenement for Mn and Talc assessment and for Au-Cu mineralisation in the Yandilla Volcanics and Warrego Diorite. This work defined an 8km long Cu and Au soil anomaly centred over the Yandilla Volcanics with rock chips grading up to 0.73g/t Au and 0.47% Cu.

A dipole-dipole induced polarisation survey has been completed at 200m and 800m line spacing along the length of the Yandilla Volcanics. Further to this, ground electromagnetic (EM) survey traverses and airborne EM at 150m line spacing has also been completed by earlier explorers. Induced polarisation (IP) surveying highlighted several known zones of Cu and Au mineralisation, with several anomalies yet to be drilled.

Directors' Report (continued)

A total of 16 diamond core holes for 4,014 metres and an additional 28 reverse circulation percussion (RC) drill holes for 1,667 metres were historically completed. Drilling has confirmed soil anomalism is associated with broad Au-Cu mineralisation intersected along the entire 8km strike and provides encouragement for several drill ready target zones.

Historical Drill intercepts at the Project include:

1-2-10D:	**79m at 0.27% Cu**	from 1.5m
WRC9:	22m at 0.67g/t Au and 0.34% Cu	from 20m
WRC21:	24m at 0.17g/t Au and 0.24% Cu	from surface
WRC3:	26m at 0.44g/t Au and 0.11% Cu	from surface
1-2-15D:	14m at 0.72g/t Au and 0.37% Cu	from 108m

The large amount of historical data has provided Earth AI with significant base of information to utilise in their artificial intelligence and machine learning software for the delivery of compelling drill targets in a data rich environment.

COBAR PROJECT (EL9511) [10]

The Cobar Project covers 232km^2 in a world-class exploration and mining jurisdiction. The project has all the right ingredients for Cobar-Type mineralisation: structural complexity, geochemical anomalies and geophysical anomalies with very limited historical drilling. The project contains undrilled targets surrounded by operating and historical Au and Cu mines with proximity to infrastructure and skilled mining workforce. Numerous geophysical anomalies, including late time AEM conductors and magnetic targets coincident with anomalous geochemistry, remain untested. Elevated gold has been reported in regionally significant surface lag sample results up to 1.5g/t Au and 0.43g/t Au.

Geochemistry and Geophysics

Work across the Cobar tenement continued with understanding the modelled the results of completed geophysical programs including the AEM and ground magnetics at the Woggle anomaly and the preliminary pXRF test results of widespread soil sampling on the project. The completion of the soil programs which are nearing completion across the Woggle, Kidman, Yarrawonga and Hillview Prospect areas were delayed while the Company focused its effort on realising value in the Bauloora tenement.

[10] ASX LGM 18 November 2021 Cobar magnetic survey highlights priority targets

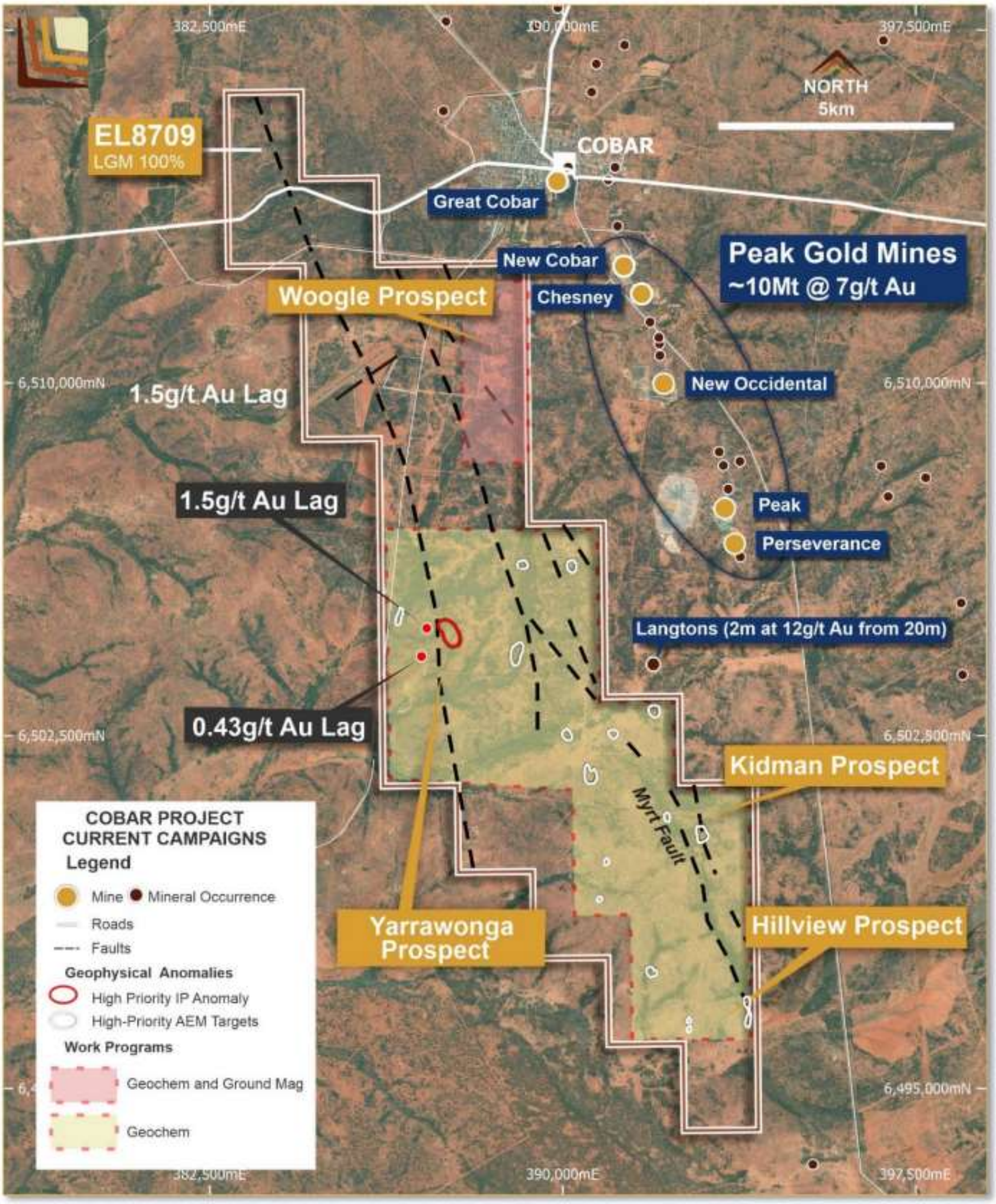

FIGURE 10: COBAR SOIL SAMPLING GEOCHEMISTRY AND GEOPHYSICS CAMPAIGNS.

ROCKLEY PROJECT (EL8296) [11]

The Rockley Project is situated within the highly prospective Ordovician Macquarie Arc, which hosts the Cadia Valley, Northparkes and Cowal orebodies and is coincident within the Lachlan Transverse Zone. Assessment by the Geological Survey of NSW found that the Rockley Project covers some of the most prospective ground for porphyry-related Cu-Au mineralisation in the Rockley-Gulgong volcanics.

[11] ASX LGM 27 July 2022 Geophysics Defines Porphyry Copper-Gold Targets at Rockley

Directors' Report (continued)

The Company has commenced a soil sampling program in the northern tenement area that will provide systematic geochemical sampling analysis over regions of interest (ROI 1 to 4) recognised by GeoDiscovery in the detailed magnetic and radiometric survey flown last year.

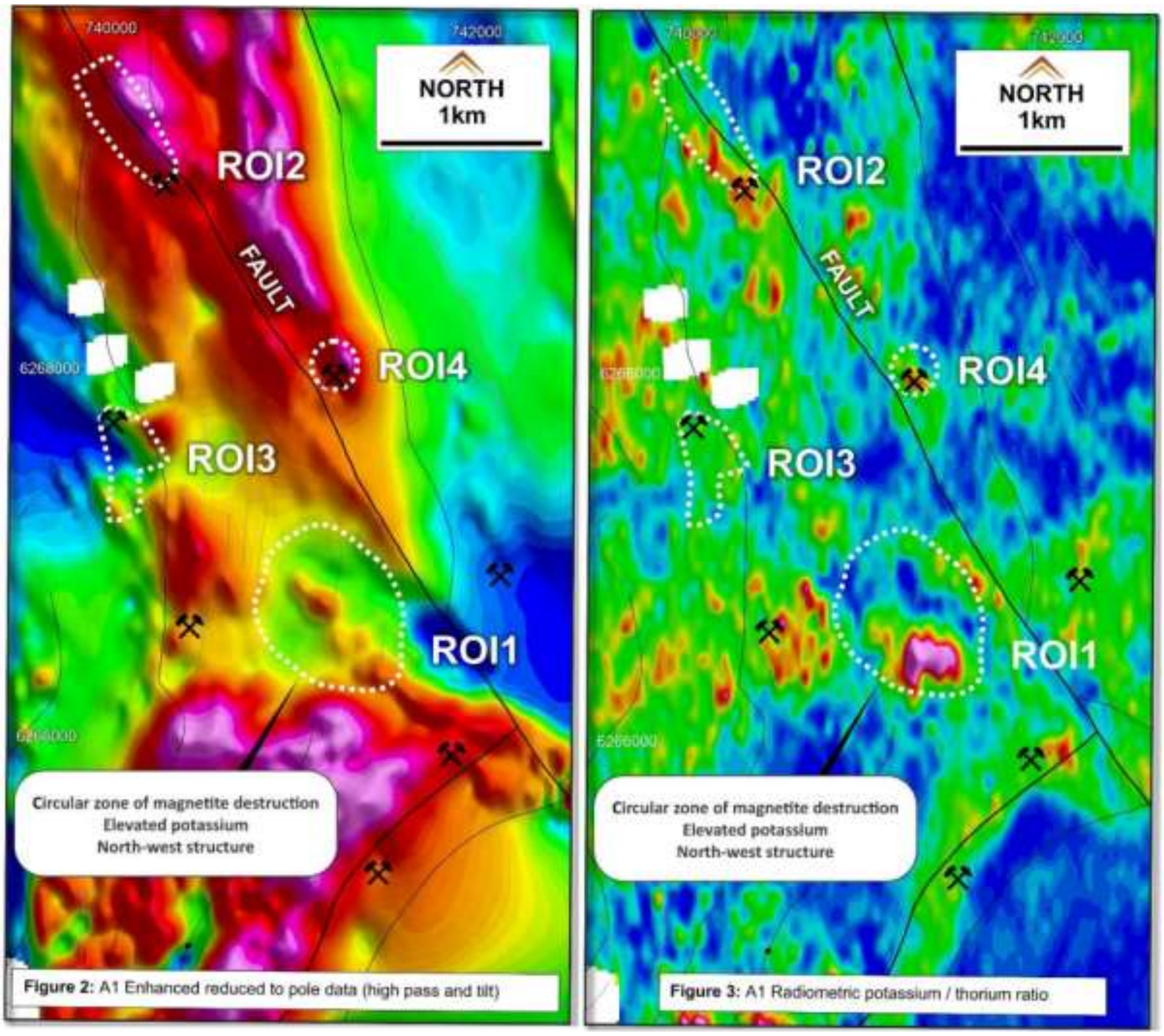

FIGURE 11: ROCKLEY GEOPHYSICS SHOWING NORTHERN TENEMENT AREA AND REGIONS OF INTEREST.

Historical workings and geochemistry were overlain with identified zones of interesting magnetic and radiometric signatures, remanent magnetised features and discrete (circular) magnetic features. The identified areas of interest include:

ROI 1: region of elevated Potassium (with respect to Thorium) located along a NW magnetic trend. Interestingly, the magnetic signature appears depressed (possible sign of alteration).

ROI 2: diffuse magnetic response located along NW structure. Some regions of elevated topography.

ROI 3: area of remanence located on NW trend (weak magnetic response) associated with elevated topography.

ROI 4: modelling indicates a zone of highest magnetic susceptibilities at around 50m below surface. Some small regions of elevated topography within zone.

Directors' Report (continued)

HARDEN PROJECT (EL8809 and EL9257)[12]

The Harden Project encompasses several historical high-grade gold mines that were the largest hard-rock mines in a mineral district that produced >460,000oz Au from alluvial and hard rock mining. The mines produced a combined total of ~75,000oz Au at an average grade of 28.6g/t Au – all before 1919. There are two main strikes of mine in the tenement area: the historical Harden Gold Mine corridor and McMahons Reef Gold Mine corridor.

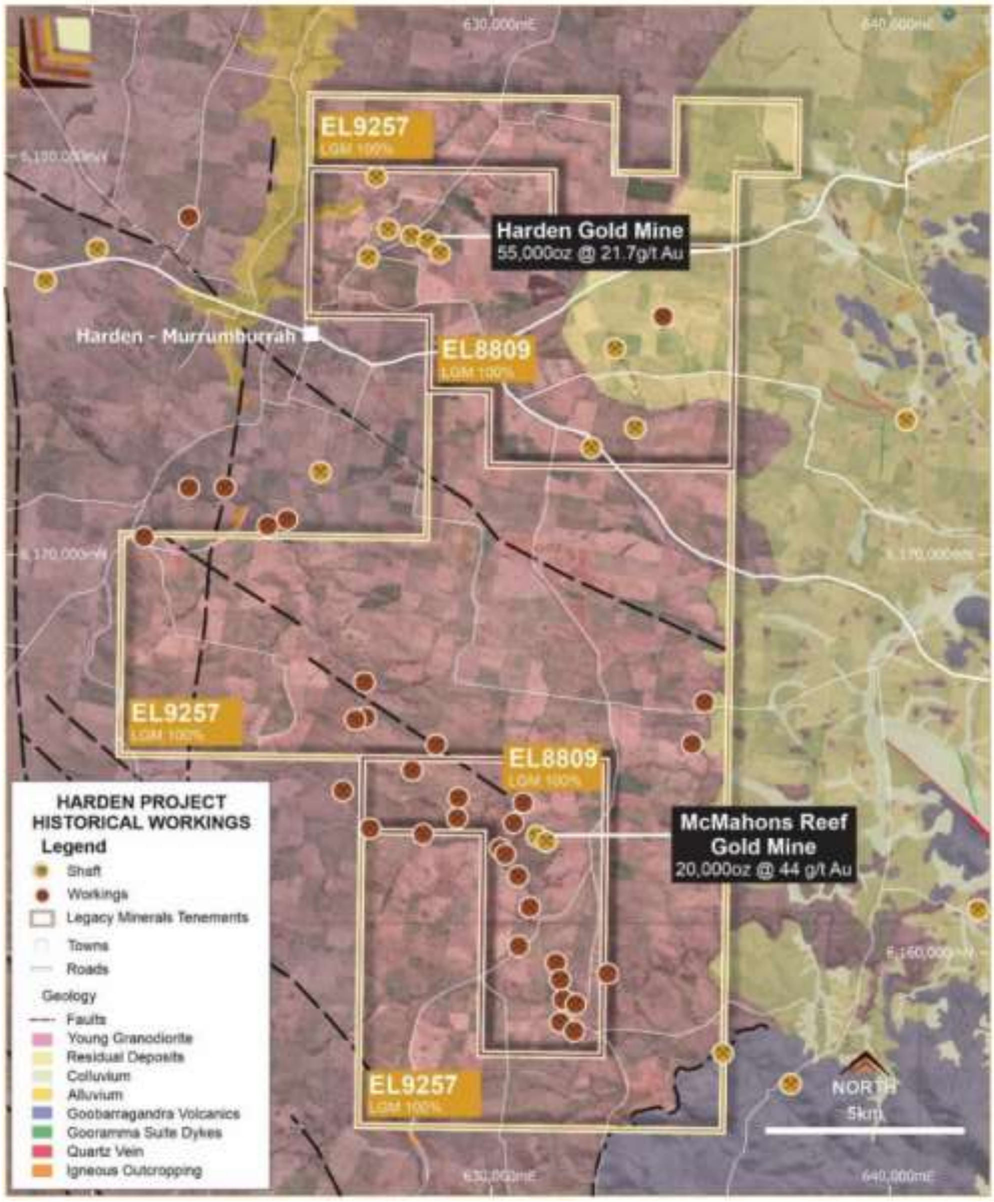

FIGURE 12: OVERVIEW OF THE HARDEN EXPLORATION LICENCES.

Exploration activities were focused on the interpretation of the diamond and RC drilling results received in the previous year and the interpretation of geophysics, in particular the DD-IP survey completed by the Company. An assessment of follow up work both near the known prospects and regionally remains ongoing. The outcomes of this assessment will feed directly into the proposed future work program on the tenement including but not limited to, drilling, geophysics and surface geochemistry.

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[12] ASX LGM 3 November 2021 Assays returned for Maiden drill campaign at Harden

Directors’ Report (continued)

***MULHOLLAND PROJECT*[13]**

In December 2021, Legacy Minerals was granted the 194km^2 Mulholland tenement for a period of three years. Mulholland is 35km south-east of Bourke, NSW, on the boundary of the Lachlan and Thompson Orogens, in a terrain which has demonstrable prospectivity for large and high-grade skarn mineralisation including tin, copper, tungsten, nickel, gold and zinc.

Mulholland includes known skarns and untested magnetic and geochemical anomalies suspected of being related to Sn-Cu-W skarn and Ni bearing serpentinites. The Project covers several significant drill ready Ni and Sn-W prospects, in a prospective land position 500m south-east of Sky Metal’s (ASX: SKY) emerging Sn-Cu 3KEL prospect and less than 3km from the Sn-Cu Doradilla Prospect.

Legacy Minerals advised on 14 June 2023 of the successful sale of its non-core asset, the Mulholland Tenement (EL9330) to Karawara Minerals Limited. The divestment of Mulholland allows Legacy Minerals to tighten its focus on its other gold and copper projects, most notably the Black Range and Bauloora Epithermal Projects.

The total sale consideration is $305,000 representing:

- $105,000 in cash
    - $30,000 will be paid upon the completion date; and
    - $75,000 upon the successful admission by the Australian Securities Exchange (“ASX”) of Karawara Minerals Limited (“Karawara”); and
- $200,000 for A$ 0.10 per ordinary fully paid share (“Share”) of Karawara’s Shares to be issued within seven days of the completion date.

The Company’s $305,000 sale consideration took into account an independent consultant’s evaluation of the Mulholland Tenement’s value, the alignment of the Mulholland Tenement within the Legacy Minerals portfolio, and Karawara’s minimum expenditure commitments required to keep the Mulholland Tenement in good standing.

If Karawara’s ASX admission does not occur within two years of the completion date, Legacy Minerals has an option to acquire the Mulholland Tenement from Karawara, at market value.

The completion date would occur within five business days after satisfaction or waiver of certain conditions precedent which are normal for this type of transaction (including receipt of regulatory approval to transfer the Tenement and Karawara shareholder approval to issue the Shares, if required). At the date of this report, completion has not occurred.

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[13] ASX LGM 14 June 2023 Sale of non-core Mulholland Project to Karawara Minerals

Directors’ Report (continued)

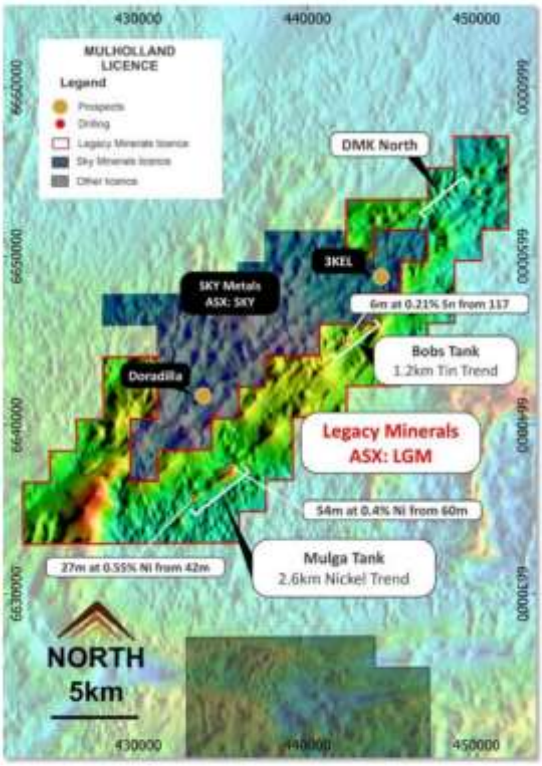

FIGURE 13: MULHOLLAND PROJECT OVERVIEW.

KEY BUSINESS RISKS

Dependence on key contractors

Legacy Minerals may outsource parts of the exploration and development of its projects to third party contractors. Such contractors may not be available to perform services for Legacy Minerals, when required, or may only be willing to do so on terms that are not acceptable to Legacy Minerals. Further, performance may be constrained or hampered by capacity constraints, mobilisation issues, plant, equipment and staff shortages, labour disputes, managerial failure and default or insolvency or other matters. Contractors may not comply with provisions in respect of quality, safety, environmental compliance and timeliness, which may be difficult to control. In the event that a contractor underperforms, or a contract is terminated, Legacy Minerals may not be able to find a suitable replacement on satisfactory terms within an appropriate time or at all. These circumstances could have a material adverse effect on Legacy Minerals’ operations.

Health and safety

All industries, including minerals exploration, face health and safety risks from operational activities which include, personal injury, damage to property and equipment and other losses. The occurrence of any of these risks could result in legal proceedings against the Company and/or key personnel and substantial losses to the Company due to injury or loss of life, damage or destruction of property, regulatory investigation, and penalties or suspension of operations.

Environmental

Legacy Minerals’ projects are subject to NSW and Australian Commonwealth laws and regulations regarding the protection of the environment. These laws and regulations set various standards regulating aspects of health and environmental quality and provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to remediate current and former facilities and locations where operations are or were conducted. Significant liability could be imposed on the Company for damages, clean-up costs, or penalties and the Company's social licence may be questioned in the event of certain discharges into the environment, environmental damage caused by previous owners or non-compliance with environmental laws or regulations.

The occurrence of any one or more of these events could have a material adverse effect on the Company's operations and consequently financial performance.

Climate change

Climate change is a risk to the mining industry and Legacy Minerals' focus of operations are in rural NSW, a region potentially significant adversely impacted by climate change.

There are a number of climate-related factors that may affect the operations and proposed activities of the Company. These include:

- the emergence of new or expanded regulations associated with transitioning to a lower carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local and international compliance regulations relating to climate change mitigation efforts; and
- climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidents of extreme weather events.

The occurrence of any one or more of these events may have a material adverse effect on the Company's operations and/or cause disruption to field work and exploration activities, specifically causing restrictions to or loss or access to the tenements and/or necessary infrastructure or restrictions to or delays in access to the tenements. This could result in increased costs and/or reduced revenues which could have a material adverse impact on the Company's financial performance and position.

Operating risk

Legacy Minerals' operational and development activities will be subject to numerous operational risks, many of which are beyond Legacy Minerals' control. Legacy Minerals' operations may be curtailed, delayed or cancelled as a result of factors such as adverse weather conditions, mechanical difficulties, shortages in or increases in the costs of labour, consumables, spare parts, plant and equipment, external services failure (including energy and water supply), industrial disputes and action, international trade disputes, difficulties in commissioning, ramp up and operating plant and equipment, IT systems failures, mechanical failure or plant breakdown, and compliance with governmental requirements.

Legacy Minerals' business operations are subject to risks and hazards inherent in the exploration and mining industry that may result in damage to its property, delays in its business and possible legal liability. These risks and hazards include but are not limited to: environmental hazards and weather conditions; industrial incidents, including such that result in discharge of pollutants or hazardous chemicals, serious injury or fatality; failure of mechanical equipment and other performance problems; labour force disruptions; site access disruptions; the unavailability of materials and equipment; unanticipated transportation costs or disruption; unanticipated variations in grade and other geological problems, water conditions, surface or subsurface conditions; unanticipated changes in metallurgical performance of the ore or other processing problems; encountering unanticipated ground or water conditions and unexpected or unusual rock formations; dam breach, flooding, rock bursts and fire; periodic interruptions due to inclement or hazardous weather conditions; and force majeure factors, epidemic, pandemic, acts of God or unfavourable operating conditions.

Any of these risks or hazards could materially and adversely affect, among other things, the development of properties, and costs and expenditures. Such risks could also result in damage to, or destruction of, mineral properties or other property, personal injury or death, loss of key employees, environmental damage, delays in mining, monetary losses and possible legal liability. Satisfying such liabilities may be very costly and could have a material adverse effect on Legacy Minerals' future cash flows, results of operations and financial condition.

No history of earnings and no production revenues

Legacy Minerals has no recent history of earnings and has not commenced commercial production on any of its properties. There can be no assurance that Legacy Minerals will be profitable in the future. Legacy Minerals' operating and capital expenditures are likely to increase in line with the requirement for consultants, personnel and equipment associated with construction, commissioning, ramp up and commercial production of its operations. The amounts and timing of expenditures will depend on the progress of construction activities and production ramp up.

Competition risk

The industry in which the Company operates is subject to domestic and international competition, including large mineral exploration and production companies. Although the Company will take all reasonable due diligence in its business decisions and operations, the Company will have no influence and control over the activities or actions of its competitors, which activities or actions may, positively or adversely, affect the operating and financial performance of the Company.

Some of the Company's competitors have significantly greater financial and other resources than the Company and, as a result, may be in a better position to compete in future projects. There can be no assurance that the Company can compete effectively with these competitors.

Commodity and foreign exchange risk

The Company's ability to proceed with the development of its tenements and benefit from any future mining operations will depend on market factors, some of which may be beyond its control. It is anticipated that any revenues derived from mining will be derived primarily from the sale of gold. Consequently, any future earnings are likely to be closely related to the price of gold. The world market for gold is subject to many variables and may fluctuate significantly. These variables include global demand for gold, and precious metals that may be mined commercially in the future from the Company's project areas. Gold prices are also affected by macro-economic factors such as general global economic conditions and expectations regarding inflation and interest rates. These factors may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

Gold is principally sold throughout the world in United States dollars, while the Company's operations are conducted by reference to Australian dollars. As a result, any significant fluctuations in the exchange rate between the Australian dollar and the US dollar could have a material adverse effect on the Company's operations, financial position and performance.

General risk factors

General equity market risks

There can be no certainty of an active market in the Company's shares. In addition, the Company's shares may trade on the ASX at a discount or premium to their purchase or issue price. The price at which Shares trade on the ASX may be affected by a number of factors, including the financial and operating performance of Legacy Minerals and external factors over which Legacy Minerals and its Directors have no control.

Directors' Report (continued)

These external factors include actual, expected and perceived general economic conditions, changes in government policy or regulation, significant events such as natural disasters or acts of terrorism, investor attitudes, changes in taxation, movements in interest rates, movements in stock markets, and general conditions in the markets in which Legacy Minerals will operate.

In addition, investors should consider the historical volatility of Australian and overseas share markets.

Economic conditions

The performance of Legacy Minerals is likely to be affected by changes in economic conditions. Profitability of the business may be affected by some of the matters listed below. The Directors make no forecast in regard to:

(i) general financial issues which may affect policies, exchange rates, inflation and interest rates;
(ii) deterioration in economic conditions, possibly leading to reductions in business spending and other potential revenues which could be expected to have a corresponding adverse impact on Legacy Minerals' operating and financial performance;
(iii) the strength of the equity and share markets in Australia and throughout the world;
(iv) financial failure or default by any entity with which a member of Legacy Minerals is or may become involved in a contractual relationship; and
(v) industrial disputes in Australia and overseas.

Geo-political factors

Legacy Minerals may be affected by the impact that geo-political factors have on the world, the Australian economy or on financial markets and investments generally or specifically. This may include international wars, terrorist type activities and governmental responses to such activities.

Government policies and legislation

Legacy Minerals may be affected by changes to government policies and legislation, including those relating to domestic and international taxation regimes, grants for research and development, regulation and licensing, technology companies and international incentive programs.

Litigation and insurance

At present, Legacy Minerals is not involved in any litigation and is not aware of any basis on which any litigation against Legacy Minerals may arise. However, there is always the risk that litigation may occur as a result of future actions or omissions or differing interpretations of obligations or outcomes.

The Company maintains insurance that it believes to be consistent with industry practice, having regard to the nature of the activities conducted by Legacy Minerals. However, no assurance can be given that Legacy Minerals will be able to obtain any insurance coverage at all or at reasonable rates or that any coverage will be adequate and available to cover any particular claims.

Liquidity

There can be no guarantee that there will remain an active market for the Company's Shares or that the price will increase. If illiquidity arises, there is a risk that Shareholders will be unable to realise their investment in the Company.

Dividends

The Company does not intend to declare or pay any dividends in the immediate future.

Any future determination as to the payment of dividends by the Company will be at the sole discretion of the Directors and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

Accounting standards

Changes to any applicable accounting standards or to any assumptions, estimates or judgments applied by management in connection with complex accounting matters may adversely impact Legacy Minerals' financial statements, results or condition.

CORPORATE

Financial

The Group incurred an operating loss after tax for the year ended 30 June 2023 of $946,712 (2022: $2,072,546). The Group retained a cash balance of $1,624,431 (2022: $2,765,670) at 30 June 2023.

Capital Raisings

On 23 December 2022, the Company completed a successful cash placement with the issue of 8,036,667 ordinary fully paid shares for $0.15 each, raising $1,205,500.

Further details of capital raisings are set out in Note A6.

Joint Venture with Newmont

On or about 4 April 2023, the Company entered a A$15 million farm-in and joint venture agreement (Joint Venture or JV) with Newmont Exploration, a subsidiary of Newmont Corporation ("Newmont", **NYSE: NEM**, **TSX: NGT**) at its Bauloora Project located in New South Wales, Australia.

Further details of the Joint Venture are set out in Note D1.

Events Subsequent to the Reporting Date

No matters or circumstances have arisen since the end of the year which significantly affected, or may significantly affect, the operations of the Group, the results of these operations or the Group's state of affairs in future financial years.

Environmental Regulation

The Board believes that the Group has adequate systems in place for the management of its environmental requirements.

Based on results of enquiries made, the Directors are not aware of any significant breaches during the year covered by this report.

Directors’ Report (continued)

Directors’ Meetings

The numbers of Directors' meetings (including meetings of committees of Directors) where Directors were eligible to attend and attended in person or by alternate during the financial year by each of the Directors of the Company were:

Director	Board	
	Number of Meetings	
	Attended	Eligible to Attend
David Carland	2	2
Christopher Byrne	2	2
Matthew Wall	2	2
Thomas Wall	2	2
Douglas Menzies	2	2

Directors’ Interests

The relevant interest of each director in the Company’s shares and options over shares issued by the Company, at the date of this report is as follows:

	David Carland	Christopher Byrne	Thomas Wall	Matthew Wall	Douglas Menzies
	Number	Number	Number	Number	Number
Ordinary Fully Paid Shares					
2022					
Balance at 1 July 2021	-	11,000,001	12,607,501	12,607,501	670,000
Shares issued during the period	750,000	150,000	150,000	150,000	-
On-market purchases during the period	-	116,984	45,500	45,500	-
Balance at the date of the Directors’ Report	750,000	11,266,985	12,803,001	12,803,001	670,000
2023					
Balance at 1 July 2022	750,000	11,266,985	12,803,001	12,803,001	670,000
Shares issued during the period	-	-	-	-	-
On-market purchases during the period	-	93,677	5,000	5,000	-
Balance at the date of the Directors’ Report	**750,000**	**11,360,662**	**12,808,001**	**12,808,001**	**670,000**
Unquoted Options					
2022					
Balance at 1 July 2021	-	-	-	-	-
Options granted during the period	500,000	1,000,000	1,500,000	1,500,000	500,000
Balance at the date of the Directors’ Report	500,000	1,000,000	1,500,000	1,500,000	500,000
2023					
Balance at 1 July 2022	500,000	1,000,000	1,500,000	1,500,000	500,000
Options granted during the period	-	-	-	-	-
Balance at the date of the Directors’ Report	**500,000**	**1,000,000**	**1,500,000**	**1,500,000**	**500,000**

The terms and conditions of the options granted are outlined in Note A6 to the accounts.

Messrs Matthew Wall and Thomas Wall are respectively father and son. In addition to shares and options each holds directly, by virtue of their relationship, each has an indirect interest in shares and options held by entities related to each other. The number of shares and options held at the date of this report by Messrs Matthew Wall and Thomas Wall are combined. Refer to the Remuneration Report (Audited) on page 31 for more details.

Remuneration Report (Audited)

This report outlines the remuneration arrangements in place for key management personnel of the Group. Remuneration is referred to as compensation throughout this report.

Remuneration Policy

Directors and key management personnel have authority and responsibility for planning, directing and controlling the activities of the Group.

Compensation levels for key management personnel of the Group will be competitively set to attract and retain appropriately qualified and experienced Directors, executives and future executives. Current remuneration levels are driven largely by the requirement to conserve cash within the Group. There were no remuneration consultants used to set the remuneration of key management personnel.

The compensation structures explained below are designed to attract suitably qualified candidates, reward the achievement of strategic objectives, and achieve the broader outcome of creation of value for shareholders. The compensation structures take into account:

- the capability and experience of the key management personnel
- the key management personnel's ability to control the Group's performance
- the Group's performance including:
    - the Group's earnings;
    - the growth in the Company's share price and delivering constant returns on shareholder wealth; and
    - the amount of incentives within each key management person's compensation.

Compensation packages will include a mix of fixed and variable compensation, and short-term and long-term performance-based incentives.

In addition to their salaries, the Group also provides non-cash benefits to its key management personnel, and where applicable, contributes to the individual's elected post-employment superannuation plan on their behalf.

Contract Terms and Conditions

The determination of Directors' remuneration is made by the Board having regard to the current position of the Group, in that it is as yet not in production and continues to preserve cash as much as possible.

Executive services agreement – Christopher Byrne

The Company has entered into an executive services agreement with Christopher Byrne in respect of his appointment as Chief Executive Officer and Managing Director of the Company (**CEO Agreement**). The key terms of the CEO Agreement are as follows:

Base Salary	$185,000 per annum
Superannuation	$18,500 per annum, being the minimum statutory superannuation employer contribution, 10% for the year ended 30 June 2023

Total Fixed Remuneration(TFR) (see Note 1 below)	$203,500 per annum (made up of $185,000 per annum BaseSalary plus $18,500 Superannuation)
Notice Period by the Company	3 months (can be paid out in lieu of Notice)
Notice Period by Executive	3 months (or such shorter period agreed by the parties)
Frequency of payment of TFR	Monthly - on or about the 15th of each month
Equity Incentives granted under the Company's Performance Rights and Options Plan	1,000,000 unlisted options with an exercise price of $0.30 and expiring 22 June 2026
Short Term (STIP) and Long-Term Incentive (LTIP)	No STIP and LTIP currently in place. The Company's current incentives are as described above and vesting is subject to specific milestone.

The CEO Agreement contains additional provisions considered standard for agreements of this nature.

Executive services agreement – Thomas Wall

The Company has entered into an executive services agreement with Thomas Wall in respect of his appointment as Exploration Manager and Executive Director of the Company (Exploration Manager Agreement).

The key terms of the Exploration Manager Agreement are identical to the key terms of the CEO Agreement summarised above.

The Exploration Manager Agreement contains additional provisions considered standard for agreements of this nature.

Non-Executive Director appointment letters

The Company has entered into non-executive director appointment letters with each of Matthew Wall, Douglas Menzies and David Carland on the following key terms:

(i) Matthew Wall and Douglas Menzies each receive a Non-Executive Director's fee of $45,000 per annum (including statutory superannuation);
(ii) David Carland receives a Chairman's fee of $60,000 per annum (including statutory superannuation);
(iii) During the year ended 30 June 2022, Matthew Wall, Douglas Menzies and David Carland were each issued 500,000 unlisted options, each providing the holder with the right to be issued one ordinary fully paid share by the Company for a strike price of $0.30 each. The options vested on issue and expire on 22 June 2026.
(iv) their respective appointments shall cease if Matthew Wall, Douglas Menzies or David Carland:
    (A) resigns by notice in writing;
    (B) is disqualified under the Corporations Act, or the Company's constitution, from being a company director; or
    (C) is removed as a Director in accordance with the Corporations Act or the Company's constitution; and
(v) Matthew Wall, Douglas Menzies and David Carland may only use confidential information about the Company and its affairs in the proper performance of their duties or as required by law.

The non-executive director appointment letters contain additional provisions considered standard for agreements of this nature.

Directors' Report (continued)

IHM consultancy agreement

The Company entered into a consultancy agreement with IHM Corporate Services Pty Ltd (IHM), under which Ian Morgan provides key corporate services to the Company, including in his role as Chief Financial Officer and Company Secretary (IHM Consultancy Agreement).

The IHM Consultancy Agreement commenced on 21 May 2021 and may be terminated earlier by the Company or IHM giving three months' notice. The Company may also terminate the IHM Consultancy Agreement immediately by providing a payment of three months' fees in lieu of notice and otherwise if it has cause in accordance with the IHM Consultancy Agreement.

Under the IHM Consultancy Agreement, IHM's professional fees are $6,240 per month excluding GST, and the rate is $260 per hour excluding GST, with any extra hours per month being invoiced at that rate (subject to agreement from the Company).

The IHM Consultancy Agreement otherwise contains provisions considered standard for an agreement of its nature.

GeoInsite consultancy agreement

The Group entered into a consultancy agreement with GeoInsite Pty Ltd (GeoInsite), a company controlled by Director Douglas Menzies, under which GeoInsite provides geologist services to the Group (GeoInsite Consultancy Agreement).

Under the GeoInsite Consultancy Agreement, GeoInsite's professional fees are $1,300 per day (net of local taxes or plus GST) or $140/hour (plus GST). The GeoInsite Consultancy Agreement does not identify a term.

The GeoInsite Consultancy Agreement otherwise contains provisions considered standard for an agreement of its nature.

Options Issued

During the year ended 30 June 2023 no options were granted in accordance with the Company's employee share and option plan.

During the year ended 30 June 2022, 3,750,000 unquoted options were granted, in accordance with the Company's employee share and option plan, by the Company and expire on 22 June 2026. 3,500,000 options were ASX escrowed to 13 September 2023, and 250,000 options were ASX escrowed to 7 July 2022. Each option is exercisable into one Company ordinary fully paid share for an exercise price of $0.30.

Other than as disclosed in this report, there are no entitlements for the Company's option holders to participate in new issues of capital which may be offered to the Company's existing ordinary shareholders.

The Company prohibits those that are granted share-based payments as part of their remuneration from entering other arrangements that limit their exposure to losses that would result from share price decreases. Entering such arrangement is prohibited by law.

Directors' Report (continued)

Equity instruments

The movement during the year in the number of securities of the Company held, directly, indirectly or beneficially, by each specified Director and Officer, including their personally related entities, is as follows:

	Directors					Company Secretary/CFO
	David Carland	**Christopher Byrne**	**Thomas Wall**[14]	**Matthew Wall**[14]	**Douglas Menzies**	**Ian Morgan**
	Number	Number	Number	Number	Number	Number
Ordinary Fully Paid Shares						
2022						
Balance at 1 July 2021	-	11,000,001	12,607,501	12,607,501	670,000	-
Shares issued during the year	750,000	150,000	150,000	150,000	-	100,000
On-market purchases during the year	-	116,984	45,500	45,500	-	-
Balance at 30 June 2022	750,000	11,266,985	12,803,001	12,803,001	670,000	100,000
2023						
Balance at 1 July 2022	750,000	11,266,985	12,803,001	12,803,001	670,000	100,000
Shares issued during the year	-	-	-	-	-	-
On-market purchases during the year	-	93,677	5,000	5,000	-	-
Balance at 30 June 2023	**750,000**	**11,360,662**	**12,808,001**	**12,808,001**	**670,000**	**100,000**

[14] The combined number of shares held at 30 June 2023 by Messrs Thomas Wall and Matthew Wall total 12,808,001 (2022: 12,803,001).
Messrs Matthew Wall and Thomas Wall are respectively father and son. In addition to shares and options each holds directly, by virtue of their relationship, each has an indirect interest in shares and options held by entities related to each other. The number of shares and options held at each balance date by Messrs Matthew Wall and Thomas Wall are combined.

	Directors					Company Secretary/CFO
	David Carland	**Christopher Byrne**	**Thomas Wall**[15]	**Matthew Wall**[15]	**Douglas Menzies**	**Ian Morgan**
	Number	Number	Number	Number	Number	Number
Unquoted Options						
2022						
Balance at 1 July 2021	-	-	-	-	-	-
Options granted during the year[16]	500,000	1,000,000	1,500,000	1,500,000	500,000	250,000
Balance at 30 June 2022	500,000	1,000,000	1,500,000	1,500,000	500,000	250,000
2023						
Balance at 1 July 2022	**500,000**	**1,000,000**	**1,500,000**	**1,500,000**	**500,000**	**250,000**
Options granted during the year	**-**	**-**	**-**	**-**	**-**	**-**
Balance at 30 June 2023	**500,000**	**1,000,000**	**1,500,000**	**1,500,000**	**500,000**	**250,000**

The terms and conditions of the options granted are outlined in Note A6 to the accounts.

[15] The combined number of options held at 30 June 2023 by Messrs Thomas Wall and Matthew Wall total 1,500,000 (2022: 1,500,000).
Messrs Matthew Wall and Thomas Wall are respectively father and son. In addition to shares and options each holds directly, by virtue of their relationship, each has an indirect interest in shares and options held by entities related to each other. The number of shares and options held at 30 June 2023 by Messrs Matthew Wall and Thomas Wall are combined.

[16] Unquoted options granted, in accordance with the Company's employee share and option plan, by the Company expiring on 22 June 2026. The Directors' options were ASX escrowed from 7 July 2021 to 13 September 2023. The Company Secretary's options were ASX escrowed from 7 July 2021 to 7 July 2022. Each option is exercisable into one Company ordinary fully paid share for an exercise price of $0.30.

Directors' Report (continued)

Options Issued to Directors or Executives

Options were previously granted to Directors, or their nominees, in lieu of market related cash remuneration. The options were granted at no cost to the recipient. There are no entitlements for the Company's option holders to participate in new issues of capital, which may be offered to the Company's existing ordinary shareholders. No options were exercised by Directors during the financial year ended 30 June 2023 (2022: Nil).

The Company prohibits those that are granted unvested or restricted share-based payments, as part of their remuneration, from entering into other arrangements that limit their exposure to losses that would result from share price decreases. Entering into such arrangement has been prohibited by law since 1 July 2011.

Details of vesting profiles of the options granted as remuneration to each key management person of the Group and each of the named key management persons are detailed below:

Director	Issuer	Grant and Vesting Date	Expiry date	Exercise Price per Share	Fair Value of Option at Grant Date	Number	Vested at the end of the reporting period		Lapsed during the reporting period	
							2023 %	2022 %	2023 %	2022 %
David Carland	Company	7 July 2021	22 June 2026	$0.30	$0.13495	500,000	100	100	-	-
Christopher Byrne	Company	7 July 2021	22 June 2026	$0.30	$0.13495	1,000,000	100	100	-	-
Thomas Wall	Company	7 July 2021	22 June 2026	$0.30	$0.13495	1,000,000[17]	100	100	-	-
Matthew Wall	Company	7 July 2021	22 June 2026	$0.30	$0.13495	500,000[17]	100	100	-	-
Douglas Menzies	Company	7 July 2021	22 June 2026	$0.30	$0.13495	500,000	100	100	-	-
Ian Morgan	Company	7 July 2021	22 June 2026	$0.30	$0.13495	250,000	100	100	-	-

[17] Messrs Matthew Wall and Thomas Wall are respectively father and son. By virtual of their relationship, they each have an indirect interest in the same options. Refer to Directors' Interests on page 30 for more information.

Directors' Report (continued)

Key Financial Statistics

When considering the Group's performance and benefits for shareholder wealth, the Board has regard to these indices in respect of the current financial year and the previous financial year:

	2023	2022
Loss for the financial year attributable to owners of the Group	**$946,712**	$2,072,546
Working capital at 30 June	**$1,036,067**	$2,673,761
Net assets at 30 June	**$5,027,780**	$4,860,496
Number of Shares on issue at 30 June	**83,212,169**	75,175,502
Share price at 30 June	**$0.13**	$0.14
Market capitalisation at 30 June	**$10,817,582**	$10,524,570
Less Cash at 30 June	**$1,624,431**	$2,765,670
Enterprise value at 30 June	**$9,193,151**	$7,758,900
Options benefits of key management persons	**-**	$506,063
Other compensation of key management persons	**$641,256**	$642,712
Total compensation of key management persons for the financial year	**$641,256**	$1,148,775

During the financial year ended 30 June 2023, the Group focused on raising capital for exploring and developing its tenement holdings within the LFB. Further details are included in the Review of Operations and Outlook on page 8.

Directors' Remuneration for the year ended 30 June 2023

Details of the nature and amount of each major element of remuneration of each Director of the Group and other key management personnel of the Group are:

		Short-term					Post-employment	Other long term	Termination benefits	Share-based payments	Total	Proportion of remuneration performance related	Value of options as proportion of remuneration
		Salary & fees	Consulting fees	Cash bonus	Non-monetary benefits	Total	Superannuation benefits			Options[18]			
Director		$	$	$	$	$	$	$	$	$	$		
David Carland	**2023**	**-**	**60,000**	**-**	**-**	**60,000**	**-**	**-**	**-**	**-**	**60,000**	**NA**	**NA**
	2022	-	60,000	-	-	60,000	-	-	-	67,475	127,475	52.9%	52.9%
Christopher Byrne	**2023**	**185,000**	**-**	**-**	**-**	**185,000**	**19,425**	**-**	**-**	**-**	**204,425**	**NA**	**NA**
	2022	176,923	-	-	-	176,923	17,692	-	-	134,950	329,565	40.9%	40.9%
Thomas Wall	**2023**	**185,000**	**-**	**-**	**-**	**185,000**	**19,425**	**-**	**-**	**-**	**204,425**	**NA**	**NA**
	2022	176,923	-	-	-	176,923	17,692	-	-	134,950	329,565	40.9%	40.9%
Douglas Menzies	**2023**	**-**	**52,526**	**-**	**-**	**52,526**	**-**	**-**	**-**	**-**	**52,526**	**NA**	**NA**
	2022	-	45,002	-	-	45,002	-	-	-	67,475	112,477	60.0%	60.0%
Matthew Wall	**2023**	**-**	**45,000**	**-**	**-**	**45,000**	**-**	**-**	**-**	**-**	**45,000**	**NA**	**NA**
	2022	-	45,000	-	-	45,000	-	-	-	67,475	112,475	60.0%	60.0%
Management													
Ian Morgan (Company Secretary and CFO)	**2023**	**-**	**74,880**	**-**	**-**	**74,880**	**-**	**-**	**-**	**-**	**74,880**	**NA**	**NA**
	2022	-	103,480	-	-	103,480	-	-	-	33,738	137,218	24.6%	24.6%
Total compensation	**2023**	**370,000**	**232,406**	**-**	**-**	**602,406**	**38,850**	**-**	**-**	**-**	**641,256**	**NA**	**NA**
	2022	353,846	253,482	-	-	607,328	35,384	-	-	506,063	1,148,775	44.1%	44.1%

[18] The fair value of the options is calculated at the date of grant using the Black Scholes option pricing model and allocated to each reporting period evenly over the period from grant date to vesting date. The value disclosed is the portion of the fair value of the options recognised as an expense in each reporting period.

Directors' Report (continued)

Details of options over ordinary shares in the Company that were granted as compensation, for no cash consideration, to each key management person during the reporting period and details that vested during the reporting period are as follows:

Unquoted Options

Key Management Person	Balance of options at 1 July	Unlisted options issued in lieu of cash for services	Balance of options at 30 June
	Number	Number	Number
Year ended 30 June 2023			
David Carland	500,000	-	500,000
Christopher Byrne	1,000,000	-	1,000,000
Thomas Wall	1,000,000	-	1,000,000
Douglas Menzies	500,000	-	500,000
Matthew Wall	500,000	-	500,000
Ian Morgan	250,000	-	250,000
Year ended 30 June 2022			
David Carland	-	500,000	500,000
Christopher Byrne	-	1,000,000	1,000,000
Thomas Wall	-	1,000,000	1,000,000
Douglas Menzies	-	500,000	500,000
Matthew Wall	-	500,000	500,000
Ian Morgan	-	250,000	250,000

End of Remuneration Report (Audited)

Shares Under Option

Each option offers the holder the right to be issued one ordinary fully paid Company share, as applicable, upon payment of the exercise price to Company.

Unquoted Options

Expiry dates	Exercise Price	Options outstanding at 1 July	Options granted during the period since 1 July	Options exercised during the period since 1 July	Options outstanding at the date of this report
		Number	Number	Number	Number
30 June 2023					
7 September 2024	$0.30	1,100,000	-	-	1,100,000
23 December 2025	$0.225	-	401,833	-	401,833
22 June 2026	$0.30	3,750,000	-	-	3,750,000
		4,850,000	401,833	-	5,251,833
30 June 2022					
7 September 2024	$0.30	-	1,100,000	-	1,100,000
22 June 2026	$0.30	-	3,750,000	-	3,750,000
		-	4,850,000	-	4,850,000

Directors' Report (continued)

Indemnification and Insurance of Officers and Auditor

Indemnification and Insurance

The Group indemnifies current and former Directors and Officers for any loss arising from any claim by reason of any specified act committed by them in their capacity as a Director or Officer (subject to certain exclusions as required by law).

The Group has paid insurance premiums in respect of directors' and officers' liability. Insurance cover relates to liabilities that may arise from their position (subject to certain exclusions as required by law).

Details of the nature of the liabilities covered or the amount of the premium paid in respect of the Directors' and Officers' liability insurance are not disclosed. Such disclosure is prohibited under the terms of the policy.

The Group has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify an officer or auditor of the Group or of any related body corporate against a liability incurred as such by an officer or auditor.

Audit Services

During the year ended 30 June 2023, the Group expensed an amount of $70,963 (2022: $81,614) payable to its auditor, Nexia Sydney Audit Pty Ltd (2022: BDO Audit Pty Ltd), for audit services provided to the Group.

Non-Audit Services

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in Note D9 to the financial statements.

The board has considered the non-audit services provided during the year by the auditor and is satisfied that the provision of those non-audit services during the year by the auditor is compatible with, and did not compromise, the auditor independence requirements of the *Corporations Act 2001* (Cth) for the following reasons:

(a) All non-audit services were subject to the corporate governance procedures adopted by the Group and have been reviewed by the Company's directors to ensure they do not impact the integrity and objectivity of the auditor; and

(b) The non-audit services provided do not undermine the general principles relating to auditor independence set out in APES 110 Code of Ethics for Professional Accountants, as they did not involve reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Group, acting as an advocate for the Group or jointly sharing risks and rewards.

Rounding Off

The Group is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 dated 24 March 2016. Amounts in the Financial Report and Directors' Report have been reported to the nearest dollar, unless otherwise stated.

Lead Auditor's Independence Declaration

The lead auditor's independence declaration made under Section 307C of the *Corporations Act 2001* (Cth) is set out on page 72.

Previously Reported Information

The information in the Directors' Report that references previously reported exploration results is extracted from Legacy Minerals Holdings Limited's ASX Announcements.

The ASX Announcements are also available to view on Legacy Minerals Holdings Limited's website or on the ASX website (www.asx.com.au).

The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcements.

Signed in accordance with a resolution of the Board of Directors.

Dr David Carland
Chairman
Sydney
29 September 2023

Consolidated Statement of Profit or Loss and Other Comprehensive Income

Year Ended 30 June 2023

	Note	2023 $	2022 $
Income			
Other income	D3	**62,340**	-
Expenses			
Employee expenses		**184,753**	306,554
Share based payments (non-cash)		**-**	506,063
Administration expenses	D4	**781,883**	1,229,488
Depreciation –Plant and Equipment	A13	**42,416**	30,441
Total Expenses		**1,009,052**	2,072,546
Loss before income tax		**946,712**	2,072,546
Income tax benefit	D5	**-**	-
Net loss attributable to members of the Company		**946,712**	2,072,546
Other comprehensive income, net of income tax		**-**	-
Total comprehensive loss		**946,712**	2,072,546
		Cents	Cents
Loss per share – basic	D6	**1.19**	2.95
Loss per share – diluted	D6	**1.19**	2.95

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

Consolidated Statement of Financial Position
As at 30 June 2023

	Note	**30 June 2023**	30 June 2022
		$	$
Assets			
Current assets			
Cash and cash equivalents	A12	**1,624,431**	2,765,670
Trade and other receivables	A8	**62,234**	142,615
Exploration and evaluation asset held for sale	A9	**42,010**	-
Other current assets		**20,000**	20,000
Total current assets		**1,748,675**	2,928,285
Non-current assets			
Plant and equipment	A13	**141,630**	118,319
Exploration and evaluation assets	A14	**3,704,083**	1,970,416
Tenement deposits		**146,000**	98,000
Total non-current assets		**3,991,713**	2,186,735
Total assets		**5,740,388**	5,115,020
Liabilities			
Current liabilities			
Trade and other payables	A10	**666,582**	230,081
Employee benefits	A11	**46,026**	24,443
Total current liabilities		**712,608**	254,524
Total non-current liabilities		**-**	-
Total liabilities		**712,608**	254,524
Net assets		**5,027,780**	4,860,496
Equity			
Issued capital	A6	**8,273,095**	7,200,380
Share based payment reserve	A6	**658,386**	617,105
Accumulated Losses		**(3,903,701)**	(2,956,989)
Equity		**5,027,780**	4,860,496

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

Consolidated Statement of Changes in Equity
Year Ended 30 June 2023

	Note	Ordinary fully paid shares $	Share based payment reserve $	Accumulated losses $	**Total Equity $**
Balance at 1 July 2021		1,694,902	-	(884,443)	810,459
Net loss attributable to members of the Company		-	-	(2,072,546)	(2,072,546)
Other comprehensive income for the year, net of tax		-	-	-	-
Total comprehensive income for the year		-	-	(2,072,546)	(2,072,546)
Contributions of equity, net of transaction costs		5,505,478	-	-	5,505,478
Equity settled share-based payments for the year		-	617,105	-	617,105
Balance at 30 June 2022	A6	7,200,380	617,105	(2,956,989)	4,860,496
Balance at 1 July 2022		7,200,380	617,105	(2,956,989)	**4,860,496**
Net loss attributable to members of the Company		-	-	(946,712)	**(946,712)**
Other comprehensive income for the year, net of tax		-	-	-	**-**
Total comprehensive income for the year		-	-	(946,712)	**(946,712)**
Contributions of equity, net of transaction costs		1,072,715	-	-	**1,072,715**
Equity settled share-based payments for the year		-	41,281	-	**41,281**
Balance at 30 June 2023	A6	**8,273,095**	**658,386**	**(3,903,701)**	**5,027,780**

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

Consolidated Statement of Cash Flows

Year Ended 30 June 2023

	Note	**2023** **$**	2022 $
Cash flows used in operating activities			
Receipts from customers		**-**	-
Payments to suppliers and employees		**(844,511)**	(1,717,304)
Net cash used in operating activities	A7	**(844,511)**	(1,717,304)
Cash flows used in investing activities			
Payments for plant and equipment		**(65,727)**	(63,281)
Payments for exploration and evaluation costs		**(2,005,625)**	(1,655,693)
Payment for term deposits		**-**	(20,000)
Payments for mining tenement deposits		**(48,000)**	(28,000)
Net cash used in investing activities		**(2,119,352)**	(1,766,974)
Cash flows from financing activities			
Proceeds from capital raisings	A6	**1,205,500**	5,801,500
Payments for capital raising costs		**(5,775)**	(304,369)
Newmont Joint Venture Funding		**622,899**	-
Net cash generated from financing activities		**1,822,624**	5,497,131
Net (decrease) / increase in cash and cash equivalents		**(1,141,239)**	2,012,853
Opening Cash and cash equivalents		**2,765,670**	752,817
Closing Cash and cash equivalents at 30 June	A12	**1,624,431**	2,765,670

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

Notes to the Financial Statements

Year Ended 30 June 2023

General Information

The financial statements of Legacy Minerals Holdings Limited (**Company** or **Legacy Minerals**) and its subsidiary Legacy Minerals Pty Ltd (**LMPL**) (together referred to as the **Group**) are presented in Australian dollars, which is the Group's functional and presentation currency.

The financial statements were authorised for issue, in accordance with a resolution of Directors, on 29 September 2023.

The Notes to the financial statement are set out in the following main sections:

General Information

Section A – Key Financial Information and Preparation Basis. Refer page 47.

Section B – Risk and Judgement Refer page 57.

Section C – Key Management Personnel and Related Party Disclosures Refer page 61.

Section D – Other Disclosures Refer page 62.

Notes to the Financial Statements (continued)

Section A – Key Financial Information and Preparation Basis

A. This section sets out the basis upon which the Group's financial statements have been prepared as a whole and explains the results and performance of the Group that the Directors consider most relevant in the context of the operations of the entity.

A1. *Statement of Compliance*

The *Group's* financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards (AASBs) adopted by the Australian Accounting Standards Board (**AASB**) and the *Corporations Act 2001* (Cth). The Group's financial statements comply with International Financial Reporting Standards (IFRS) adopted by the International Accounting Standards Board (IASB).

A2. *Basis of Preparation*

The financial report is prepared on the historical cost basis other than share-based transactions that are assessed at fair value.

A3. *Group Restructure*

For the purpose of the Initial Public Offering of the Company's shares on the Australian Securities Exchange, the Company undertook a group restructure whereby LMPL's ownership was transferred to the Company on 5 July 2021 through the Company's acquisition of all the issued shares of LMPL by the issue of one (1) ordinary fully paid share for one (1) LMPL ordinary fully paid share.

As the business was controlled by the same party both before and after, in the opinion of the directors the restructuring represents a business combination of entities under common control and therefore the requirements of AASB 3 Business Combinations do not apply.

The consolidated financial report of the Group for the year ended 30 June 2023 has been presented as a continuation of the business of LMPL.

A4. *Critical accounting judgements, estimates and assumptions*

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

Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the annual reporting period but may impact profit or loss and equity. Refer to Note A6 for further information.

Exploration and evaluation costs

Exploration and evaluation costs have been capitalised on the basis that the Group will commence commercial production in the future, from which time the costs will be amortised in proportion to the depletion of the mineral resources. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised. In addition, costs are only capitalised that are expected to be recovered either through successful development or sale of the relevant mining interest. Factors that could impact the future commercial production at the mine include the level of reserves and resources, future technology changes, which could impact the cost of mining, future legal changes and changes in commodity prices. To the extent that capitalised costs are determined not to be recoverable in the future, they will be written off in the period in which this determination is made.

A5. *Going Concern*

The financial statements have been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the normal course of business.

As disclosed in the financial statements, the Group has incurred a loss after tax of $946,712 (2022: $2,072,546) and incurred net operating cash outflows for the year of $844,511 (2022: $1,717,304). These matters give rise to a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern.

Following a successful capital raising in December 2022 of $1,205,500 (before costs), and funding from Newmont amounting to $622,899, the Group had cash and cash equivalents of $1,624,431 as at 30 June 2023 (30 June 2022: $2,765,670). As the Group is still in the exploration stage, the ability of the Group to continue as a going concern is dependent on a number of factors, including:

- Anticipated further capital raising within the next twelve months.
- If necessary, scale back of planned activities to preserve the cash balance.
- Continued funding from farm-in and joint venture agreements.

After carefully assessing the Group's forecasts and its ability to effectively manage expectations and cash flows from operations, the directors believe that the Group's existing cash reserves, along with its expected capital raising and other funding activities, are adequate to pay its liabilities in the ordinary course of business for at least twelve months from the date of this report and that there is a reasonable basis to prepare the financial statements on a going concern basis. In the event that the above plans are not achieved, the Group may be unable to continue as a going concern, in which case 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 statements.

Notes to the Financial Statements (continued)

A6. Capital and Reserves

Share capital

Ordinary shares issued and fully paid	Date	Number of shares	Issue Price per share	$
Balance	1 July 2021	44,368,002		1,694,902
Issue of Shares for cash	5 July 2021	1,800,000	$0.10	180,000
		46,168,002		1,874,902
Issue of Shares for cash (IPO)	31 August 2021	28,507,500	$0.20	5,701,500
Issue of Shares for cash (IPO)	1 September 2021	500,000	$0.20	100,000
		29,007,500		5,801,500
		75,175,502		7,676,402
Less costs relating to share issues		-		(476,022)
Balance	**30 June 2022**	75,175,502		7,200,380
Balance	1 July 2022	75,175,502		**7,200,380**
Issue of Shares for cash	23 December 2022	8,036,667	$0.15	**1,205,500**
		83,212,169		**8,405,880**
Less costs relating to share issue		-		**(132,785)**
Balance	**30 June 2023**	**83,212,169**		**8,273,095**

Holders of ordinary shares are entitled to dividends as declared from time to time and are entitled to one vote per share at general meetings of the Company.

Ordinary shares have no par value.

No dividends have been declared or paid by the Company during or since the end of the financial year.

The Company's Board may resolve that the whole or any portion of profits, reserve or other account which is available for distribution, be distributed to shareholder in the same proportions in which they would be entitled to receive it if distributed by way of dividend, or in accordance with relevant terms of issue of any shares or securities.

If the Company is wound up, whether voluntarily or otherwise, the liquidator may divide among all or any of the contributories, as the liquidator thinks fit, in specie or in kind, any part of the assets of the Company, and may vest any part of the assets of the Company in trustees for the benefit of all or any of the contributories as the liquidator thinks fit.

In the event of winding up of the Company, ordinary shareholders rank after creditors and are entitled to any proceeds of liquidation.

Options

Each option provides the right for the option holder to be issued one fully paid share by the Company, upon payment of the exercise price of each option. The options do not entitle the holder to participate in any share issue of the Company or any other body corporate.

Notes to the Financial Statements (continued)

During the year ended 30 June 2023 there were no shares issued on the exercise of unquoted options (2022: Nil). 401,833 unquoted options were granted during the year ended 30 June 2023 (2022: 4,850,000).

Details of options over ordinary shares in the Company that were granted, exercised, vested and expired during the financial year are as follows:

Unquoted Options

Expiry dates	Exercise Price	Options outstanding at beginning of the year Number	Options granted during the year Number	Options outstanding at end of the year Number
30 June 2023				
7 September 2024	$0.30	1,100,000	-	**1,100,000**
23 December 2025	$0.225	-	401,833	**401,833**
22 June 2026	$0.30	3,750,000	-	**3,750,000**
		4,850,000	**401,833**	**5,251,833**
30 June 2022				
7 September 2024	$0.30	-	1,100,000	1,100,000
22 June 2026	$0.30	-	3,750,000	3,750,000
		-	4,850,000	4,850,000

Share based payments expense for the year ended 30 June 2023 totalled $41,281 (2022: $506,063). Share-based payments included within transaction costs of issued capital for the year ended 30 June 2023 totalled $41,281 (2022: $111,042).

	2023 **$**	2022 $
Share based payments expense	**-**	506,063
Equity settled share-based payments included within transaction costs of issued capital	**41,281**	111,042
	41,281	617,105

Share Based Payment Reserve

	Number of Options Granted	$
Balance at 1 July 2021	-	-
Equity settled share-based payments included within share-based payment expenses	3,750,000	506,063
Equity settled share-based payments included within transaction costs of issued capital	1,100,000	111,042
Balance at 30 June 2022	4,850,000	617,105
Balance at 1 July 2022	4,850,000	**617,105**
Equity settled share-based payments included within share-based payment expenses	-	**-**
Equity settled share-based payments included within transaction costs of issued capital	401,833	**41,281**
Balance at 30 June 2023	**5,251,833**	**658,386**

Unlisted Options

The fair value of the unlisted options was calculated at the date of grant using the Black Scholes option pricing model and allocated to each reporting period evenly over the period from grant date to vesting date. The value disclosed is the portion of the fair value of the options recognised as an expense or as an equity raising cost in each reporting period.

	Year ended 30 June 2023	Year ended 30 June 2022	
Expiry date	**23 December 2025**	7 September 2024	22 June 2026
Fair value at grant date	**$0.102732**	$0.100948	$0.134950
Share price at grant date	**$0.165**	$0.20	$0.20
Exercise price per option	**$0.225**	$0.30	$0.30
Expected volatility (weighted average)	**110%**	95%	99%
Risk free interest rate (based on government bonds)	**3.33%**	0.11%	0.11%
Dividend yield	**0.00%**	0.00%	0.00%
Number of unlisted options	**401,833**	1,100,000	3,750,000
Total fair value at grant date	**$41,281**	$111,042	$506,063
	$	$	$
Remuneration:			
Directors	**-**	-	472,325
Management and contractors	**-**	-	33,738
Joint Lead Managers	**41,281**	111,042	-
	41,281	111,042	506,063

The Group's accounting policy for the treatment of equity-settled share-based payment arrangements granted to employees

The grant-date fair value of equity-settled share-based payment arrangements granted to employees and consultants is generally recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

A7. *Cash Flow Reconciliation*

	2023	2022
	$	$
Cash flows from operating activities		
Net loss attributable to members of the Company	**946,712**	2,072,546
Plus / (Less):		
Non-cash expenditure:		
Depreciation	**(42,416)**	(30,441)
Options expensed	**-**	(506,063)
	904,296	1,536,042
Changes in working capital:		
Decrease in prepayments and other receivables	**(77,622)**	(42,120)

(Increase) / Decrease in accounts payable and accruals	**(436,501)**	242,705
Increase in provision	**(21,583)**	(19,073)
Movement in Working Capital Relating to Investment Cash Flows:		
Decrease / (Increase) in accounts payable and accruals	**475,921**	(79,433)
Movement in Working Capital Relating to Financing Cash Flows:		
Decrease in accounts payable and accruals	**-**	79,183
Net cash used in operating activities	**844,511**	1,717,304

A8. *Prepayments and Other Receivables*

Other receivables are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition they are stated at amortised cost less impairment losses (see Note B3).

Prepayments are recognised at cost.

Current	**2023**	2022
	$	$
GST receivable	**-**	61,269
Other receivable	**2,760**	-
	2,760	61,269
Prepayments	**59,474**	81,346
	62,234	142,615

A9. *Current Receivable: Exploration and evaluation asset held for sale*

The exploration and evaluation asset held for sale is stated at the lower of its carrying amount (cost) and fair value less costs to sell.

	Note	**2023**	2022
		$	$
Cost			
Balance 1 July		**-**	-
Add Mulholland Tenement costs reclassified exploration and evaluation asset held for sale	A14	**42,010**	-
Balance at 30 June		**42,010**	-

On 14 June 2023, the Company agreed to the sale of its non-core asset, the Mulholland Tenement (EL9330) to Karawara Minerals Limited.

The total sale consideration is $305,000 representing:

- $105,000 in cash
  - $30,000 will be paid upon the completion date; and
  - $75,000 upon the successful admission by the Australian Securities Exchange (“ASX”) of Karawara Minerals Limited (“Karawara”); and
- $200,000 for A$ 0.10 per ordinary fully paid share (“Share”) of Karawara’s Shares to be issued within seven days of the completion date.

The Company’s $305,000 sale consideration took into account an independent consultant’s evaluation of the Mulholland Tenement’s value, the alignment of the Mulholland Tenement within the Legacy Minerals portfolio, and Karawara’s minimum expenditure commitments required to keep the Mulholland Tenement in good standing.

Notes to the Financial Statements (continued)

If Karawara's ASX admission does not occur within two years of the completion date, Legacy Minerals has an option to acquire the Mulholland Tenement from Karawara, at market value.

The completion date would occur within five business days after satisfaction or waiver of certain conditions precedent which are normal for this type of transaction (including receipt of regulatory approval to transfer the Tenement and Karawara shareholder approval to issue the Shares, if required). At 30 June 2023, completion had not occurred.

A10. *Trade and Other Payables*

Trade and other payables are recognised initially at fair value plus directly attributable transaction costs. Subsequent to initial recognition, these transactions are measured at amortised cost.

Current	Note	**2023**	2022
		$	$
Trade payables		**111,845**	130,256
GST Payable		**20,758**	-
Payable to Newmont Exploration	D1	**336,692**	-
Other payables		**67,982**	54,655
		537,277	184,911
Accruals		**129,305**	45,170
		666,582	230,081

A11. *Employee Benefits*

A provision is recognised in the statement of financial position when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, when appropriate, the risks specific to the liability.

Employee Entitlements

	2023	2022
	$	$
Current		
Annual Leave Provision	**46,026**	24,443

The Group's accounting policy for the treatment of employee entitlements:

(a) Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(b) Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurements are recognised in profit or loss in the period in which they arise.

(c) Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

Notes to the Financial Statements (continued)

A12. *Cash and Cash Equivalents*

Cash and cash equivalents comprise cash balances and call deposits with an original maturity of three months or less.

	2023	2023
	$	$
Bank balances	**1,624,431**	2,765,670
Cash and cash equivalents in the statements of cash flows	**1,624,431**	2,765,670

A13. *Plant and Equipment*

Owned assets

Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see Note B3).

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Subsequent costs

The Group recognises in the carrying amount of an item of property, plant and equipment the cost of replacing part of such an item when that cost is incurred if it is probable that the future economic benefits embodied within the item will flow to the Group and the cost of the item can be measured reliably. All other costs are recognised in the statement of profit or loss and other comprehensive income as an expense as incurred.

Depreciation

Depreciation is charged to the statement of profit or loss and other comprehensive income on a straight-line or diminishing value basis over the estimated useful lives of each part of an item of property, plant and equipment and buildings. Land is not depreciated. The estimated useful lives in the current financial year are as follows:

- Plant and equipment **1 to 5 years**

Plant and Equipment consist of:

	2023	2022
	$	$
Cost		
Balance 1 July	**152,482**	89,201
Additions	**65,727**	63,281
Balance at 30 June	**218,209**	152,482
Accumulated Depreciation		
Balance 1 July	**(34,163)**	(3,722)
Depreciation expense	**(42,416)**	(30,441)
Balance at 30 June	**(76,579)**	(34,163)
Carrying amounts		
At 1 July	**118,319**	85,479
At 30 June	**141,630**	118,319

A14. *Exploration and Evaluation Costs*

Exploration and evaluation costs are stated at cost less accumulated amortisation and impairment losses (see Note B3).

	Note	2023 $	2022 $
Cost			
Balance 1 July		**1,970,416**	175,585
Additions		**1,775,677**	1,794,831
Less Mulholland Tenement costs reclassified as exploration and evaluation asset held for sale	A9	**(42,010)**	-
Balance at 30 June		**3,704,083**	1,970,416
Less Accumulated Impairment		**-**	-
Carrying amounts			
At 1 July		**1,970,416**	175,585
At 30 June		**3,704,083**	1,970,416

The Group's accounting policy for the treatment of its exploration and evaluation costs is in accordance with the following requirements.

Exploration and evaluation assets are measured at cost.

Exploration and evaluation costs, including the costs of acquiring licences, are capitalised as exploration and evaluation assets on an area of interest basis. Costs incurred before the entity has obtained the legal rights to explore an area are recognised in profit or loss. When a licence is relinquished or a project abandoned, the related costs are recognised in the statement of comprehensive income.

An exploration and evaluation asset is only recognised in relation to an area of interest if the following conditions are satisfied:

(a) the rights to tenure of the area of interest are current; and

(b) at least one of the following conditions is also met:

- (i) 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; and
- (ii) exploration and evaluation activities in the area of interest have not at the end of the reporting period 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 assessed for impairment if sufficient data exists to determine technical feasibility and commercial viability and facts and circumstances suggest that the carrying amount exceeds the recoverable amount. For the purpose of impairment testing, exploration and evaluation assets are allocated to cash-generating units to which the exploration activity relates. The cash generating unit shall not be larger than the area of interest.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified from exploration and revaluation expenditure to mining property and development assets within property, plant and equipment.

A15. *Commitments*

Exploration expenditure commitments

In order to maintain current rights of tenure to exploration tenements, the Group is required to perform minimum exploration work to meet the minimum expenditure requirements specified by the New South

Wales Government. These obligations are subject to renegotiation when application for a mining lease is made and at other times.

As at 30 June 2023, these obligations are not provided for in the financial report and are payable as follows:

	Exploration expenditure commitments	
	2023	2022
	$	$
Within one year	**558,056**	583,333
One year or later and not later than five years	**2,248,472**	1,578,472
Later than five years	**66,667**	-
	2,873,195	2,161,805

A16. *Segment Reporting*

An operating segment is a component of the Group that engages in business activities whose operating results are reviewed regularly by the Company's Board and for which discrete financial information is available.

The Group is involved solely in mineral exploration within its 100% controlled Australian-based projects in the Lachlan Fold Belt (LFB) NSW and thus has a single operating segment.

Business and geographical segments

The results and financial position of the Group's single operating segment are prepared on a basis consistent with Australian Accounting Standards and thus no additional disclosures in relation to the revenues, profit or loss, assets and liabilities and other material items have been made. Entity-wide disclosures in relation to the Group's product and services and geographical areas are detailed below.

Products and services

The Group is involved solely in mineral exploration within its 100% controlled Australian-based projects in the Lachlan Fold Belt (LFB) NSW and, as such, currently provides no products for sale.

Geographical areas

The Group's exploration activities are located solely in Australia.

A17. *Contingencies*

There are no contingent liabilities at 30 June 2023 (2022: $Nil)

A18. *Subsequent Events*

No matters or circumstances have arisen since the end of the year which significantly affected, or may significantly affect, the operations of the Group, the results of these operations or the Group's state of affairs in future financial years.

Notes to the Financial Statements (continued)

Section B – Risk and Judgement

B. This section outlines the key judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. This section also outlines the significant financial risk the Group is exposed to, to which the Directors would like to draw the attention of the readers.

B1. *Financial Risk Management*

Overview

This Note presents information about the Group's exposure to credit, liquidity and market risks, their objectives, policies and processes for measuring and managing risk, and the management of capital.

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. Management monitors and manages the financial risks relating to the operations of the Group through regular reviews of the risks.

Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

Presently, the Group is in exploration phase, therefore does not earn revenue from sales and therefore has no accounts receivable. At the reporting date, there were no significant credit risks in relation to trade receivables.

Cash and cash equivalents

The Group limits its exposure to credit risk by only investing in liquid securities and only with counterparties that have an acceptable credit rating.

Exposure to credit risk

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

	Note	**Carrying Amount**	
		2023	2022
		$	$
Current			
Cash and cash equivalents	A12	**1,624,431**	2,765,670
GST receivable	A8	**-**	61,269
Other current assets		**20,000**	20,000
		1,644,431	2,846,939

Impairment losses	**2023**	2022
	$	$
Neither past due nor impaired	**-**	-
Past due 1 – 30 days	**-**	-
Past due 31 – 90 days	**-**	-
Past due 91 + days	**-**	-
	-	-

Based on historic default rates, the Group believes that no impairment allowance is necessary in respect of trade receivables not past due or past due by up to 30 days.

Liquidity risk

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

The Group manages liquidity risk by maintaining adequate cash reserves from funds raised in the market and by continuously monitoring forecast and actual cash flows.

The decision on how the Group will raise future capital will depend on market conditions existing at that time.

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

	Note	Carrying amount $	Contractual cash flows $	6 months or less $
30 June 2023				
Trade and other payables	A10	**666,582**	**666,582**	**666,582**
30 June 2022				
Trade and other payables	A10	230,081	230,081	230,081

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk

The Group is not exposed to currency risk and at the reporting date the Group holds no financial assets or liabilities which are exposed to foreign currency risk.

Interest rate risk

The Group is exposed to interest rate risk (primarily on its cash and cash equivalents), which is the risk that a financial instrument's value will fluctuate as a result of changes in the market interest rates on interest-bearing financial instruments. The Group does not use derivatives to mitigate these exposures.

Profile

At the reporting date the interest rate profile of the Group's and the Group's interest-bearing financial instruments was:

	Interest rate 2023	Carrying amount 2023 $	Interest rate 2022	Carrying amount 2022 $
Variable rate instruments				
Financial assets	**-**	**1,644,431**	-	2,928,285
Financial liabilities	**-**	**(666,582)**	-	(230,081)
	-	**977,849**	-	2,698,204

Fair value sensitivity analysis for fixed rate instruments

The Group does not have, and therefore does not account for any financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instruments

A change of 100 basis points in interest rates at the end of the reporting period would have increased/(decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

	Variable rate instruments	
	2023	**2022**
Profit or loss	$	$
100bp increase	-	-
100bp decrease	-	-

Capital and Reserves Management

The Group's objectives when managing capital and reserves are to safeguard the Group's ability to continue as a going concern, so as to maintain a strong capital base sufficient to maintain future exploration and development of its projects. In order to maintain or adjust the capital and reserve structure, the Company may return capital to shareholders, issue new shares or sell assets to reduce debt. The Group's focus has been to raise sufficient funds through equity to fund exploration and evaluation activities.

There were no changes in the Group's approach to capital management during the period. Risk management policies and procedures are established with regular monitoring and reporting.

The Group is not subject to externally imposed capital requirements.

B2. *Fair value versus carrying amounts*

The fair values of financial assets and liabilities, together with the carrying amounts shown in the statement of financial position are as follows:

	Note	**2023**		**2022**	
		Carrying amount	**Fair value**	**Carrying amount**	**Fair value**
Assets carried at amortised costs		**$**	**$**	**$**	**$**
Other receivables	A8	**62,234**	**62,234**	61,269	61,269
Other current assets		**20,000**	**20,000**	20,000	20,000
Cash and cash equivalents	A12	**1,624,431**	**1,624,431**	2,765,670	2,765,670
		1,706,665	**1,706,665**	2,846,939	2,846,939
Liabilities carried at amortised cost					
Trade and other payables	A10	**666,582**	**666,582**	230,081	230,081

B3. *Impairment*

The carrying amounts of the Group's assets other than deferred tax assets (see Note D5), are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated (see below).

An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. Impairment losses are recognised in the statement of profit or loss and other comprehensive income unless the asset has been re-valued previously in which case the impairment loss is recognised as a reversal to the extent of the previous revaluation with any excess recognised through the statement of profit or loss and other comprehensive income.

Impairment losses recognised in respect of cash generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash generating unit (group of units) and then, to reduce the carrying amount of the other assets in the unit (group of units) on a *pro rata* basis.

Calculation of recoverable amount

The recoverable amount of other assets is the greater of their fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Reversals of impairment

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Notes to the Financial Statements (continued)

Section C – Key Management Personnel and Related Party Disclosures

C. This section includes information about key management personnel's remunerations, related parties information and any transactions key management personnel or related parties may have had with the Group during the period.

C1. Key Management Personnel Expenses

	2023	2022
	$	$
Short-time employee benefits	**602,406**	607,328
Share based payments	**-**	506,063
Post-employment benefits	**38,850**	35,384
	641,256	1,148,775

The Group entered into a consultancy agreement with GeoInsite Pty Ltd (GeoInsite), a company controlled by Director Douglas Menzies, under which GeoInsite provides geologist services to the Group (GeoInsite Consultancy Agreement).

Under the GeoInsite Consultancy Agreement, GeoInsite's professional fees are $1,300 per day (net of local taxes or plus GST) or $140/hour (plus GST). The GeoInsite Consultancy Agreement does not identify a term.

The GeoInsite Consultancy Agreement otherwise contains provisions considered standard for an agreement of its nature.

During the year ended 30 June 2023 there were no fees paid under the GeoInsite Consultancy Agreement (2022: $Nil). At 30 June 2023 there were no fees payable under the GeoInsite Consultancy Agreement (2022: $Nil)

Apart from the details disclosed in this Note, no Director has entered into a material contract with the Group during the financial year and there were no material contracts involving Directors' interests existing at period-end.

Directors' transactions with the Company or its controlled entities

Aggregate amounts payable to Directors and their Director related entities for unpaid Directors' fees, statutory superannuation owed to each Director's superannuation fund, and consulting fees at the reporting date were as follows:

	2023	2022
Accounts Payable - current	**$**	$
Directors' fees payable	**$12,375**	-

The terms and conditions of the transactions with Directors or their Director related entities, outlined above, were no more favourable than those available, or which might reasonably be expected to be available, on similar transactions to non-Director-related entities on an arm's length basis.

C2. Related Party Disclosures

There were no related party transactions during the year other than transactions with key management personnel as part of their remuneration.

Notes to the Financial Statements (continued)

Section D – Other Disclosures

D. This section includes information that the Directors do not consider to be significant in understanding the financial performance and position of the Group but must be disclosed to comply with the Accounting Standards, the *Corporations Act 2001* (Cth) or the *Corporations Regulations*, or the Directors otherwise consider the disclosure to be appropriate for giving a true and fair view of the Company's financial performance and position.

D1. *Newmont Exploration*

During the financial year ended 30 June 2023, the Company entered into a farm-in and joint venture (JV) agreement with Newmont Exploration, a subsidiary of Newmont Corporation. The Company considered the application of AASB 11 "*Joint Arrangements*" to the Company's financial statements for the year ended 30 June 2023.

A joint arrangement is an arrangement of which two or more parties have joint control. The Company and Newmont Exploration are bound by contractual arrangement but there was not joint control of the Bauloora Project exploration activity at the reporting date, so AASB11 does not apply. Key terms and conditions of this contractual arrangement are:

Phase 1 - $5M earn-in for 51%

- Subject to satisfying the minimum commitments, Newmont may acquire a 51% farm-in interest in the Bauloora tenements by spending a total of A$5 million within 48 months.
- Undertaking 4,000m of drilling within 48 months.
- Legacy Minerals will act as operator during the initial earn in period.

Phase 2 - $10M earn-in for 75%

- Subject to completion of Phase 1, Newmont may earn a further 24% farm-in interest in the tenements by spending an additional A$10 million.
- Undertaking a further 8,000m of drilling within 48 months.

Newmont financing facility and Mining Joint Venture

- A Mining Joint Venture may be formed between the companies upon the decision to mine.
- At the discretion of Legacy Minerals, LGM may enter an agreement to a loan carried through to production through a Newmont financing facility, allowing Newmont to earn-in up to 80%.
- The loan would be re-paid from Legacy Minerals' share of any future mining proceeds.

During the year ended 30 June 2023, Newmont Exploration funded all the Company's outsourced expenditure on the Bauloora Project. At 30 June 2023, $336,692 (2022: $Nil) of unspent funds remaining was recorded as an amount payable to Newmont out of an original initial funding amount of $622,899 (2022: $Nil) received by the Company for Newmont's minimum expenditure commitments on the Bauloora Project. See Note A10.

D2. *Earth AI*

During the financial year ended 30 June 2023, Legacy Minerals signed an Exploration Alliance Agreement (Agreement) and a Minerals Royalty Deed with Earth AI covering its Fontenoy (EL8995) and Mulholland tenements (EL9330) (Strategic Alliance). The Strategic Alliance allows for a co-funding model, whereby Earth AI will contribute up to $4.5M AUD of total exploration costs across the tenements over a two-year period, with an option to extend for a further year. Subject to a qualifying drilling intersection (as defined within the Alliance Agreement) being subsequently identified on any tenement, Earth AI Pty Ltd is entitled to a net smelter return royalty (Royalty) up to 3% in connection with a to be agreed upon area surrounding the discovery (Area of Interest).

Notes to the Financial Statements (continued)

Legacy Minerals is under no obligation to explore, develop or mine any of the Tenements during the period of the Strategic Alliance. However, if after the second anniversary of the Royalty Trigger Date, no mineral resource has been defined and the combined annual exploration development and mining expenditure in the Area of Interest falls below $250,000 USD, Earth AI will have the option to assume operational control and buy all the Royalty Tenements that overlap the single Area of Interest under the Minerals Royalty Deed, for a cash purchase price equal to $1,000,000 USD plus a 2% net smelter royalty granted to Legacy Minerals.

At 30 June 2023, Legacy Minerals retained 100% ownership over the tenements covered under the Agreement.

The Company and Earth AI are bound by contractual arrangement but there was not joint control of the Fontenoy (EL8995) and Mulholland tenements (EL9330) exploration activity at the reporting date, so AASB11 *"Joint Arrangements"* does not apply.

D3. *Other Income*

	2023 $	2022 $
Newmont Management Fee	**62,290**	-
Interest Income	**50**	-
	62,340	-

D4. *Administration Expenses*

	2023 $	2022 $
Audit Fees	**70,963**	81,614
Corporate Advisory	**30,000**	299,862
Directors' Fees	**232,406**	253,483
Legal Expenses	**5,280**	82,126
Listing Fees	**52,242**	109,794
Other	**305,431**	329,790
Professional Fees	**-**	7,924
Subscriptions & Memberships	**52,639**	41,990
Training & Conferences	**32,922**	22,905
	781,883	1,229,488

D5. *Income Tax*

Income tax is recognised in the statement of profit or loss and other comprehensive income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable in respect of previous periods.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill, the initial recognition of assets and liabilities that affect neither accounting nor taxable profit, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

Notes to the Financial Statements (continued)

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets recorded at each reporting date are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Current tax expense/ income, deferred tax liabilities and deferred tax assets arising from temporary differences are recognised in the financial statements of the Group.

The Group recognises deferred tax assets arising from unused tax losses to the extent that it is probable that future taxable profits of the Group will be available against which the asset can be utilised.

Any subsequent period adjustments to deferred tax assets arising from unused tax losses as a result of revised assessments of the probability of recoverability is recognised by the Group.

Numerical reconciliation between tax benefit and pre-tax net loss

	2023	2022
	$	$
Loss before income tax	**946,712**	2,072,546
Prima facie Income tax benefit at a tax rate of 25.0% (2022 25.0%)	**236,678**	518,137
Permanent difference options expense	-	(126,516)
Temporary differences not brought to account	**341,279**	391,162
Decrease in income tax benefit due to:		
Income tax losses not recognised	**(577,957)**	(782,783)
Income tax benefit on pre-tax net loss	-	-
Temporary differences not brought to account		
Deferred Tax Liability	**412,371**	**387,293**
Deferred Tax Asset	**(71,092)**	**3,869**
	341,279	**391,162**
Unrecognised deferred tax assets		
Revenue tax losses (not tax effected)	**6,101,064**	3,789,237

The tax losses do not expire under current legislation though these losses are subject to testing under loss recoupment rules in order for them to be utilised. Deferred tax assets have not been recognised in respect of this item because, at this time, it is not probable that future taxable profit will be available against which the benefits can be offset.

At 30 June 2023, the Group had no franking credits available for use in subsequent reporting periods (2022: Nil).

D6. *Loss Per Share*

Basic earnings per share (EPS) is calculated by dividing the net profit or loss attributable to members of the Company for the financial year, after excluding any costs of servicing equity (other than ordinary shares and converting preference shares classified as ordinary shares for EPS calculation purposes), by the weighted average number of ordinary shares of the Company, adjusted for any bonus issue. Diluted EPS is calculated by dividing the basic EPS earnings, adjusted by the after-tax effect of financial costs associated with dilutive ordinary shares and the effect on revenues and expenses of conversion to ordinary shares associated with dilutive potential ordinary shares, by the weighted average number of ordinary and dilutive potential ordinary shares adjusted for any bonus issue.

The calculation of basic and diluted losses per share for the year ended 30 June 2023 was based on the net loss attributable to ordinary shareholders of $946,712 (2022: $2,072,546) and a weighted average number of ordinary shares outstanding during the year ended 30 June 2023 of 79,336,954 (2022: 70,222,173), calculated as follows:

	2023	2022
	$	$
Net loss attributable to members of the Company	**946,712**	2,072,546

Notes to the Financial Statements (continued)

Weighted average number of ordinary shares

Undiluted Number of Shares	**Number**	Number
Issued ordinary shares at 1 July	**75,175,502**	44,368,002
Cash placement - 5 July 2021	**-**	1,775,342
Cash placement (IPO) - 31 August 2021	**-**	23,665,130
Cash placement (IPO) - 1 September 2021	**-**	413,699
Cash placement – 23 December 2022	**4,161,452**	-
Weighted average number of ordinary shares used in calculating basic and diluted loss per share	**79,336,954**	70,222,173
	Cents	Cents
Loss per share – basic	**1.19**	2.95
Loss per share – diluted	**1.19**	2.95

5,251,833 (2022: 4,850,000) potential shares were excluded from the calculation of diluted earnings per share because they are antidilutive for the year ended 30 June 2023 as the Group is in a loss position.

D7. *Consolidated Entities*

	Country of incorporation	Ownership interest **2023** **%**	Ownership interest 2022 %
Parent entity			
Legacy Minerals Holdings Limited	Australia	**-**	-
Subsidiaries			
Legacy Minerals Pty Ltd	Australia	**100**	100
GreenPath Minerals Pty Ltd	Australia	**100**	-

In the financial statements of the Company, investments in controlled entities and associates are measured at cost and included with other financial assets.

D8. *Parent Entity Disclosures*

The Group has applied amendments to the *Corporations Act 2001* (Cth) that remove the requirements for the Group to lodge parent entity financial statements. Parent entity financial statements have been replaced by the following specific parent entity disclosure.

Notes to the Financial Statements (continued)

As at, and throughout, the financial year ended 30 June 2023 the parent company of the Group was Legacy Minerals Holdings Limited.

	2023 $	2022 $
Results of the parent entity		
Net loss attributable to members of the parent	**946,712**	2,072,546
Other comprehensive income, net of income tax	**-**	-
Total comprehensive income	**946,712**	2,072,546

	30 June 2023	30 June 2022
Financial position of parent entity at period end		
Current assets	**1,706,665**	2,928,285
Non-current assets	**4,033,723**	2,186,735
Total assets	**5,740,388**	5,115,020
Current liabilities	**712,607**	254,524
Non-current liabilities	**-**	-
Total liabilities	**712,607**	254,524
Net Assets	**5,027,781**	4,860,496
Total equity of the parent entity comprising of:		
Share capital	**8,273,095**	7,200,380
Reserve	**658,386**	617,105
Accumulated Losses	**(3,903,700)**	(2,956,989)
Total Equity	**5,027,781**	4,860,496

Parent entity capital commitments

The parent entity has no commitments at 30 June 2023 (2022: Nil).

Contingencies

The parent entity has no contingencies at 30 June 2023 (2022: Nil).

D9. *Auditor's Remuneration*

	2023 $	2022 $
Auditor of the Group - Nexia Sydney Audit Pty Ltd		
Audit of Legacy Minerals Holdings Limited for the year ended 30 June 2023	**40,000**	-
Review of Legacy Minerals Holdings Limited for the half year 31 December 2022	**28,000**	-
Auditor of the Group - BDO Audit Pty Ltd		
Audit of Legacy Minerals Holdings Limited for the year ended 30 June 2022	**2,963**	44,038
Review of Legacy Minerals Holdings Limited for the half year 31 December 2021	**-**	37,576
	70,963	81,614

D10. *Financing Income and Expenses*

Interest income is recognised as it accrues taking into account the effective yield on the financial asset.

Notes to the Financial Statements (continued)

Finance expenses comprise interest expense on borrowings. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

D11. *GST*

Revenue, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the taxation authority. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated with the amount of GST included. 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.

D12. *New Accounting Standards*

Applying for year ended 30 June 2023

The following amendments to standards are effective for annual periods beginning after 1 January 2022. These amended standards have been applied in preparing these financial statements and none of them have had a significant effect on the financial statements of the Group.

Reference	Summary of Change	Application date of the standard	Applies to financial year ended
AASB 2020-3	***Annual Improvements to IFRS Standards 2018–2020 and Other Amendments*** This Standard amends: (a) the application of AASB 1 by a subsidiary that becomes a first-time adopter after its parent in relation to the measurement of cumulative translation differences; (b) AASB 3 to update references to the Conceptual Framework for Financial Reporting; (c) AASB 9 to clarify when the terms of a new or modified financial liability are substantially different from the terms of the original financial liability; (d) AASB 116 to require an entity to recognise the sales proceeds from selling items produced while preparing property, plant and equipment for its intended use and the related cost in profit or loss, instead of deducting the amounts received from the cost of the asset; (e) AASB 137 to specify the costs that an entity includes when assessing whether a contract will be loss-making; and	1 January 2022	30 June 2023

Reference	Summary of Change	Application date of the standard	Applies to financial year ended
	(f) the fair value measurement requirements in AASB 141 to align with those in other Australian Accounting Standards.		

Issued but applying in future years

The table below summarises the amended reporting requirements that are not yet effective for financial years ending 30 June 2023. The Group is still assessing but does not currently expect these new Standards to have a material financial impact on its financial statements:

Reference	Summary of Change	Application date of the standard	Applies to financial year ended
AASB 2021-2	***Amendments to Australian Accounting Standards – Disclosure of Accounting Policies and Definition of Accounting Estimates*** This Standard amends: (a) AASB 7, to clarify that information about measurement bases for financial instruments is expected to be material to an entity's financial statements; (b) AASB 101, to require entities to disclose their material accounting policy information rather than their significant accounting policies; (c) AASB 108, to clarify how entities should distinguish changes in accounting policies and changes in accounting estimates; (d) AASB 134, to identify material accounting policy information as a component of a complete set of financial statements; and (e) AASB Practice Statement 2, to provide guidance on how to apply the concept of materiality to accounting policy disclosures. Additional conforming amendments to AASB 1049, AASB 1054, and AASB 1060 were made by AASB 2021-6.	1 January 2023	30 June 2024
AASB 2021-5	***Amendments to Australian Accounting Standards - Deferred Tax related to Assets and Liabilities arising from a Single Transaction*** The amendment narrowed the scope of the recognition exemption in paragraphs 15 and 24 of AASB 112 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The amendment applies to transactions	1 January 2023	30 June 2024

Notes to the Financial Statements (continued)

Reference	Summary of Change	Application date of the standard	Applies to financial year ended
	that occur on or after the beginning of the earliest comparative period presented.		
AASB 2020-1 / AASB 2020-6 / AASB 2022-6	***AASB 2020-1 Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current, AASB 2020-6 Amendments to Australian Accounting Standards — Classification of Liabilities as Current or Non-current – Deferral of Effective Date and AASB 2022-6 Amendments to Australian Accounting Standards —Non-current Liabilities and Covenants***[19] The amendments, as issued in 2020, aim to clarify the requirements on determining whether a liability is current or non-current, and apply for annual reporting periods beginning on or after 1 January 2023. However, the IASB has subsequently proposed further amendments to IAS 1 and the deferral of the effective date of the 2020 amendments to no earlier than 1 January 2024. Due to these ongoing developments, the Group is unable to determine the impact of these amendments on the financial statements of the Group in the period of initial application. The Group is monitoring the developments.	1 January 2024	30 June 2024
AASB 2020-1 and AASB 2022-6	***Amendments to Australian Accounting Standards - Non-current Liabilities with Covenants*** The amendments to AASB 101 specify that conditions (covenants) to be complied with after the reporting date do not affect the classification of debt as current or non-current at the reporting date. Instead, an entity discloses information about these conditions in the notes to the financial statements. Where AASB 2022-6 is adopted before its mandatory application date, AASB 2020-1 must also be applied at the same date.	1 January 2024	30 June 2025
AASB 2022-5	***Amendments to Australian Accounting Standards – Lease Liability in a Sale and Leaseback*** The Standard amends AASB 16 *Leases* to add subsequent measurement requirements for sale and leaseback transactions that satisfy the requirements in	1 January 2024	30 June 2025

[19] AASB 2020-6, although itself effective for annual reporting periods beginning on or after 1 January 2022 (the original effective date of AASB 2020-1), defers the effective date of AASB 2020-1 to annual reporting periods beginning on or after 1 January 2023. AASB 2022-6 however, subsequently defers the effective date of AASB 2020-1 to annual reporting periods beginning on or after 1 January 2024 and defers the effective date of AASB 2022 - 6 (i.e. paragraph 139U of a AASB 101) with immediate effect on issue of AASB 2O22 - 6 in December 2022 (in other words, to require the amendments to a AASB 2020 - 1 and AASB 2022 - 6 to be applied at the same time and to give effect to the deferral of the effective date of all amendments to annual reporting periods beginning on or after 1 January 2024).

Notes to the Financial Statements (continued)

Reference	Summary of Change	Application date of the standard	Applies to financial year ended
	AASB 15 *Revenue from Contracts with Customers* to be accounted for as a sale. AASB 16 already requires a seller-lessee to recognise only the amount of any gain or loss that relates to the rights transferred to the buyer-lessor. The amendments ensure that a similar approach is applied by also requiring a seller-lessee to subsequently measure lease liabilities arising from a leaseback in a way that does not recognise any amount of the gain or loss related to the right of use it retains.		
AASB 2014-10	***Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to AASB 10 and AASB 128)*** Amends AASB 10 and AASB 128 to remove the inconsistency in dealing with the sale or contribution of assets between an investor and its associate or joint venture. A full gain or loss is recognised when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognised when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary. The mandatory application date of AASB 2014-10 has been amended and deferred to annual reporting periods beginning on or after 1 January 2025 by AASB 2021-7.	1 January 2025	30 June 2026

D13. *Current and non-current classification*

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

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

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

Deferred tax assets and liabilities are always classified as non-current.

End of Notes (Audited)

Directors' Declaration

1. In the opinion of the Directors of Legacy Minerals Holdings Limited ("the Company"):

   (a) the Company's financial statements and notes that are set out on pages 42 to 70 and the Remuneration Report on pages 31 to 39 in the Directors' Report, are in accordance with the *Corporations Act 2001* (Cth), including:

      (i) giving a true and fair view of the Company's financial position as at 30 June 2023 and of its performance for the financial year ended on that date; and

      (ii) complying with *Australian Accounting Standards*, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; 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.

2. The Directors have been given the declarations required by Section 295A of the *Corporations Act 2001* (Cth).

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

David Carland
Chairman
Sydney
29 September 2023

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To the Board of Directors of Legacy Minerals Holdings Limited

Auditor's Independence Declaration under section 307C of the *Corporations Act 2001*

As lead auditor for the audit of the financial statements of Legacy Minerals Holdings Limited for the financial year ended 30 June 2023, I declare that to the best of my knowledge and belief, there have been no contraventions of:

(a) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

(b) any applicable code of professional conduct in relation to the audit.

Yours sincerely

Yours sincerely

Nexia

Nexia Sydney Audit Pty Ltd

Stephen Fisher
Director
Date: 29 September 2023

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Independent Auditor's Report to the Members of Legacy Minerals Holdings Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Legacy Minerals Holdings Limited (the Company and its subsidiaries (the Group)), which comprises the consolidated statement of financial position as at 30 June 2023, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the Corporations Act 2001, including:

i) giving a true and fair view of the Group's financial position as at 30 June 2023 and of its financial performance for the year then ended; and

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

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the 'auditor's responsibilities for the audit of the financial report' section of our report. We are independent of the Group in accordance with the Corporations Act 2001 and the ethical requirements of the Accounting Professional & 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 A5 in the financial report, which indicates that the Company incurred a net loss of $946,712 during the year ended 30 June 2023 and had net operating cash outflows for the year of $844,511. These events or conditions, along with other matters as set forth in the note, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Nexia Australia

Key audit matters

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

Key audit matter	How our audit addressed the key audit matter
Exploration and Evaluation assets Refer to note A14 (Exploration and Evaluation Costs) At 30 June 2023, the Group has capitalised exploration assets of $3.7m. The Group's accounting policy in respect of exploration and evaluation costs is outlined in Notes A4 and A14. Exploration and Evaluation assets is a key audit matter due to: The significance of the exploration and evaluation activities to the Group's business and the carrying value of these assets which are the largest asset on the balance sheet. The significant judgement applied by management in its estimates and assumptions in determining whether an indicator of impairment exists in relation to capitalised exploration and evaluation assets in accordance with Australian Accounting Standard AASB 6 *Exploration for and Evaluation of Mineral Resources*.	Our procedures included, amongst others: ▪ We evaluated the Group's accounting policy to recognise exploration and evaluation assets using the criteria set out in AASB 6. ▪ We confirmed the existence and tenure of the exploration assets in the tenements in which the Group has a sole ownership interest by obtaining confirmation of titles. ▪ We performed substantive procedures including: i) testing a sample of additions of capitalised exploration expenditure to supporting documentation to ensure their accuracy; and ii) ensuring that those amounts met the recognition criteria under AASB 6. ▪ We reviewed the exploration agreements with Earth AI and Newmont, and checked that the Group's accounting treatment of exploration costs incurred under the agreements is appropriate, such that the Group has not recognised the exploration costs funded by the other parties; ▪ In assessing whether an indicator of impairment exists in relation to the Group's exploration assets in accordance with AASB 6, we: i) reviewed the minutes of the Group's board meetings and market announcements; ii) tested the significant inputs in the Group's cash flow forecasts for consistency with their future planned activity regarding the exploration assets; and iii) discussed with management the Group's ability and intention to undertake further exploration and evaluation activities. ▪ We assessed the adequacy of the company's disclosures in Notes A4 and A14 in respect of exploration and evaluation costs in the financial report.

Nexia Australia

Other information

The directors are responsible for the other information. The other information comprises the information in Legacy Minerals Holdings Limited's annual report for the year ended 30 June 2023, but does not include the financial report and the 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 the other information we are required to report that fact. We have nothing to report in this regard.

Directors' responsibility 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 Group'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 Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibility 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 Australian Auditing and Assurance Standards Board website at: 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 31 to 39 of the directors' Report for the year ended 30 June 2023.

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

Nexia Australia

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.

Nexia

Nexia Sydney Audit Pty Ltd

Stephen Fisher
Director

Dated: 29 September 2023
Sydney

Additional Shareholder Information

Additional Shareholder Information

Shares

Subject to the Company's constitution, the of the *Corporations Act 2001* (Cth) (**Act**) and the ASX Listing Rules, and to any rights or restrictions attaching to any class of securities, at a meeting of the Company's members:

(a) on a show of hands, each member has one vote;

(b) on a poll, each member has:

  (i) for each fully paid share held by the member as at the time referred to section 250L(4) of the Act, one vote; and

  (ii) for each partly-paid Share held by the Member as at the time referred to section 250L(4) of the Act, a fraction of a vote equivalent to the proportion which the amount paid (not credited nor paid in advance of a Call) is of the total amounts paid and payable (excluding amounts credited) for the Share.

At 15 September 2023, issued capital was 83,212,169 ordinary fully paid shares held by 776 holders. No shares were subject to escrow.**20 Largest Holders by Name of Ordinary Shares and their Share Holdings at 15 September 2023:**

Rank	Name	Number of Shares	% of Issued Capital
1	C & A BYRNE PTY LIMITED <BYRNE FAMILY A/C>	11,000,001	13.22%
1	THOMAS PATRICK WALL	11,000,001	13.22%
2	BERNADETTE SUKKAR	1,765,200	2.12%
3	DR ALLAN EDWARD DEVENISH MEARES + MRS MARGARET MEARES	1,733,333	2.08%
4	DIXTRU PTY LIMITED	1,666,666	2.00%
5	MR KURT JOSEF LINGOHR + MRS LUCY LINGOHR <LINGO SUPER FUND A/C>	1,533,333	1.84%
6	MR JOHN KEIRAN BYRNE	1,200,000	1.44%
7	SAINT GABRIEL PTY LTD	1,187,326	1.43%
8	SIMMAN INVESTMENTS PTY LTD <CAMERON SF A/C>	1,155,650	1.39%
9	MATTHEW JOHN WALL + GABRIELLE ANN WALL <SENTAKUSHI SUPER FUND A/C>	1,138,000	1.37%
10	MR DANIEL CARIOLA	1,100,000	1.32%
11	DR JAMES ANTHONY MULLINS	1,083,334	1.30%
12	JOHN KEIRAN BYRNE + ANNE HEATHER BYRNE <WYANGA SUPER FUND A/C>	862,500	1.04%
13	SIDNEY KHO	800,000	0.96%
14	GLORBERT PTY LTD <ALBORIA FAMILY A/C>	772,786	0.93%
15	PROGRAM IMAGES PTY LTD <THE CARLAND SUPER FUND A/C>	750,000	0.90%
16	RETZOS EXECUTIVE PTY LTD <RETZOS EXECUTIVE S/FUND A/C>	700,000	0.84%
16	RETZOS FAMILY PTY LTD <RETZOS FAMILY S/FUND A/C>	700,000	0.84%
17	MR DEAN MARK CLEMENTE	683,229	0.82%
18	ALDAOUD PTY LTD <ALDAOUD FAMILY A/C>	600,000	0.72%
19	BELLA INVEST (NSW) P/L <BELLA FAMILY A/C>	570,000	0.68%
20	JAMES DAVID BYRNE	560,000	0.67%
	Top 20 holders of ORDINARY SHARES (TOTALS)	**42,561,359**	**51.13%**

Additional Shareholder Information

Distribution of Share Holders and Share Holdings at 15 September 2023

Range	Holders	Total Shares	% Issued Share Capital
above 0 up to and including 1,000	14	3,567	0.00%
above 1,000 up to and including 5,000	88	313,049	0.38%
above 5,000 up to and including 10,000	183	1,611,234	1.94%
above 10,000 up to and including 100,000	366	15,168,197	18.23%
above 100,000	125	66,116,122	79.45%
Totals	**776**	**83,212,169**	**100.00%**

Unmarketable Parcels at 15 September 2023

	Minimum Parcel Size	Holders	Number of Shares
Minimum $ 500.00 parcel at $ 0.17 per share	2,941	44	78,401

Substantial Shareholders at 15 September 2023

	Number of Shares	Proportion of Issued Shares
C & A Byrne Pty Limited ATF Byrne Family Trust	11,360,662	13.65%
Matthew John Wall[20]	12,808,001	15.39%
Thomas Patrick Wall[20]	12,808,001	15.39%

Unquoted Options

At 15 September 2023 there were 5,251,833 unquoted options with various expiry dates. Each have a $0.30 exercise price. No options were subject to escrow. Each option provides the right for the option holder to be issued one fully paid share by the Company, upon payment of the exercise price of each option.

Grant Date	Vesting Date	Expiry Date	Exercise Price per Share	Balance
				Number
7 July 2021	7 July 2021	22 June 2026	$0.300	**3,750,000**
7 September 2021	7 September 2021	7 September 2024	$0.300	**1,100,000**
23 December 2022	23 December 2022	23 December 2025	$0.225	**401,833**
Total				**5,251,833**

[20] The combined number of shares held by Messrs Thomas Wall and Matthew Wall total 12,808,001.
Messrs Matthew Wall and Thomas Wall are respectively father and son. In addition to shares and options each holds directly, by virtue of their relationship, each has an indirect interest in shares and options held by entities related to each other. The number of shares and options held at each balance date by Messrs Matthew Wall and Thomas Wall are combined.

Additional Shareholder Information

Distribution of Option Holders and Option Holdings at 15 September 2023 (Expiring 7 September 2024 $0.30 Exercise Price)

Range	Holders	Total Options	% of Total Options
above 0 up to and including 1,000	-	-	-
above 1,000 up to and including 5,000	-	-	-
above 5,000 up to and including 10,000	1	10,000	0.91%
above 10,000 up to and including 100,000	23	741,800	67.44%
above 100,000	2	348,200	31.65%
Totals	**26**	**1,100,000**	**100.00%**

Distribution of Option Holders and Option Holdings at 15 September 2023 (Expiring 23 December 2025 $0.225 Exercise Price)

Range	Holders	Total Options	% of Total Options
above 0 up to and including 1,000	-	-	-
above 1,000 up to and including 5,000	-	-	-
above 5,000 up to and including 10,000	1	10,000	2.49%
above 10,000 up to and including 100,000	7	391,833	97.51%
above 100,000	-	-	-
Totals	**8**	**401,833**	**100.00%**

Option Holders and Option Holdings at 15 September 2023 (Expiring 23 December 2025 $0.225 Exercise Price) where holding is 20% or more

Holder Name	Number of Options	% of Option Class
Empire Capital Partners Pty Ltd	83,416	20.76%
Henry Sukkar	83,416	20.76%
Martin Place Securities Pty Ltd	83,333	20.74%

Distribution of Option Holders and Option Holdings at 15 September 2023 (Expiring 22 June 2026 $0.30 Exercise Price)

Range	Holders	Total Options	% of Total Options
above 0 up to and including 1,000	-	-	-
above 1,000 up to and including 5,000	-	-	-
above 5,000 up to and including 10,000	-	-	-
above 10,000 up to and including 100,000	-	-	-
above 100,000	6	3,750,000	100.00%
Totals	**6**	**3,750,000**	**100.00%**

Mining Exploration Tenements

Legacy Minerals Pty Ltd, the Company's wholly-owned subsidiary, holds the following exploration and mining licences.

Exploration Licence	Units	Company's Beneficial Interest	Status
Harden (EL8809)	30	100%	Live
Cobar (EL9511)	104	100%	Live
Rockley (EL8296)	15	100%	Live

Additional Shareholder Information

Exploration Licence	Units	Company's Beneficial Interest	Status
Bauloora (EL8994)[21]	61	100%	Live
Bauloora (EL9464)[22]	51	100%	Live
Black Range (EL9464)	98	100%	Live
Black Range (EL9589)	214	100%	Live
Fontenoy (EL8995)[23]	46	100%	Live
Greater Harden (EL9257)	66	100%	Live
Mulholland (EL9330)[24]	66	100%	Live

Governance arrangements and internal controls that the Company has put in place with respect to its estimates of mineral resources and the estimation process.

The information that relates to Exploration Targets, Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Thomas Wall, a Competent Person who is a Member of the Australian Institute of Geoscientists. Mr Wall is the Technical Director and a full-time employee of Legacy Minerals Pty Limited, the Company's wholly-owned subsidiary, and a shareholder of the Company. Mr Wall has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Wall consents to the inclusion in the report of the matters based on his information in the form and context in which it appears in the announcement.

The Company confirms that it is not aware of any new information or data that materially affects the information included in the relevant market announcements and that in the case of estimates, the material assumptions and technical parameters underpinning the estimates continue to apply and have not materially changed.

Use of Funds

Since its admission to the ASX's official list on 9 September 2021 and until 30 June 2023, the Group has used the cash and assets in a form readily convertible to cash that it had at the time of admission in a way consistent with its business objectives.

Securities Exchange Listing

The Company's ordinary shares are listed on the Australian Securities Exchange. The Company's ASX code for quoted ordinary shares is LGM.

On-Market Buy Back

There is no on-market buy-back.

Corporate Governance Statement

The Company's Corporate Governance statement for the financial year ended 30 June 2023 is available for members to download and access from https://legacyminerals.com.au/company/corporate-governance/

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[21] The Bauloora tenements (EL8994 and EL9464) are subject to a farm-in and joint venture (JV) agreement with Newmont Exploration, a subsidiary of Newmont Corporation. See Note D1 in the attached financial statements for the year ended 30 June 2023.

[22] See footnote 21.

[23] Exploration Alliance Agreement (Agreement) and a Minerals Royalty Deed between the Company and Earth AI cover Fontenoy (EL8995) and Mulholland tenements (EL9330). See Note D2 in the attached financial statements for the year ended 30 June 2023.

[24] See footnote 23. At the date of this report, the Mulholland Tenement is classified as an exploration and evaluation asset held for sale. See Note A9**Error! Reference source not found.** in the attached financial statements for the year ended 30 June 2023.

Additional Shareholder Information

Major Mineral Resources of NSW

Project & Company	Mineral Resource	Measured Resource	Indicated Resource	Inferred Resource
Bowdens, NSW (Silver Mines Ltd)[1, 2]	396Moz AuEq	236 AgEq	88 AgEq	73 AgEq
Boda-Kaiser, NSW (Alkane Resources Ltd)[3]	7.26Moz Au, 1.38Mt Cu	-	-	7.26Moz Au, 1.38Mt Cu
Tomingley, NSW (Alkane Resources Ltd)[2]	1.75Moz Au	0.13M Au	1.019Moz Au	0.59Moz
McPhillamys, NSW (Regis Resources Ltd)[4]	2.29Moz Au		2.28Moz Au	0.001Moz Au
Cadia-Ridegway, NSW (Newcrest Mining Ltd)[5]	33.31Moz Au, 7.9Mt Cu	0.31Moz Au, 0.041Mt Cu	33Moz Au, 7.3Mt Cu	0.75Moz, 1.1Mt Cu
Cowal, NSW (Evolution Mining Limited)[6]	9.618Moz Au	0.367Moz Au	7.33Moz Au	1.92Moz Au
Temora, NSW (Sandfire Resources Ltd)[7]	2.2Moz 728kt Cu	-	0.381Moz Au, 83kt Cu	1.8Moz Au, 645kt Cu
Nth Parkes, NSW (CMOC Mining Pty Ltd[8]	3.09Moz Au, 2.63Mt Cu	1.64Moz Au, 1.2Mt Cu	1.1Moz Au, 1.1Mt Cu	0.35Moz Au, 0.33Mt Cu

Notes

1. Bowdens Mineral Equivalent: Bowdens silver equivalent: Ag Eq (g/t) = Ag (g/t) + 33.48*Pb (%) + 49.61*Zn (%) + 80*Au (g/t) calculated from prices of US$20/oz silver, US$1.50/lb zinc, US$1.00/lb lead, US$1600/oz gold and metallurgical recoveries of 85% silver, 82% zinc and 83% lead, 85% gold estimated from test work commissioned by Silver Mines Limited.
2. Silver Mines, Ord Minnett East coast Mining Conference, March 2023
3. Alkane Resources Kaiser Resource Estimate of ~4.7M Gold Equivalent 27 February 2023
4. Regis Resources Annual Mineral Resource and Ore Reserve Statement 8 June 2022
5. Newcrest Mining Annual Mineral Resources and Ore Reserves Statement 17 February 2022
6. Evolution Mining 2022 Annual Report
7. Sandfire Resources NL 2019 Annual Report
8. CMOC Northparkes Mining and Technical Information, http://www.northparkes.com/wp-content/uploads/2022/05/northparkes-mining-and-technical-information.pdf