ABN 74 111 977 354

ANNUAL REPORT 2019

Maximus Resources Limited ABN 74 111 977 354

Corporate Directory

Directors
Gerard Anderson Acting Chairman
Kevin Malaxos Managing Director
Martin Janes Non-executive Director

Company Secretary
Justin Nelson

Registered Office
246 Angas Street
Adelaide, South Australia 5000

Principal Office
246 Angas Street
Adelaide, South Australia 5000
Telephone +61 8 7324 3172

Postal Address
GPO Box 1167
Adelaide SA 5001

Share Registry
Computershare Investor Services
Level 5, 115 Grenfell Street
Adelaide, South Australia 5000
Telephone +61 8 8236 2300
Facsimile +61 8 8236 2305

Solicitor
Level 10, 25 Grenfell Street
Adelaide, South Australia 5000
Telephone +61 8 8233 5555
Facsimile +61 8 8233 5556

Auditor
Grant Thornton Audit Pty Ltd
Level 3, 170 Frome Street
Adelaide, South Australia 5000

Banker
National Australia Bank
48 Greenhill Road
Wayville, South Australia 5034

Stock Exchange Listing
Australia Securities Exchange (Adelaide)
Maximus Resources Limited shares are listed on the
Australian Securities Exchange

ASX code: MXR

Website
www.maximusresources.com
The website includes information about the Company, its strategies, projects, reports and ASX announcements.

Maximus Resources Limited ABN 74 111 977 354
Annual Report

Contents

These financial statements are the consolidated financial statements of the consolidated entity consisting of Maximus Resources Limited and its subsidiaries. The financial statements are presented in the Australian currency.

Maximus Resources Limited is a company limited by shares, is listed on the Australian Securities Exchange (ASX) under the code "MXR" and is incorporated and domiciled in Australia. The registered office and principal place of business is:

Maximus Resources Limited
246 Angas Street
Adelaide
SA 5000

Registered postal address is:

Maximus Resources Limited
GPO Box 1167
Adelaide
SA 5001

A description of the nature of the Company's operations and its principal activities is included in the directors' report on pages 5 to 7.

The financial statements were authorised for issue by the directors on 30 September 2019. The directors have the power to amend and reissue the financial statements.

Through the use of the internet, we have ensured that our corporate reporting is timely and complete. All press releases, financial reports and other information are available on our website: www.maximusresources.com.

Maximus Resources Limited ABN 74 111 977 354
Chairman's Letter

Dear Fellow Shareholders

On behalf of the Board of Directors, I present to you the 2019 Annual Report of Maximus Resources Limited.

Operationally, your Company achieved significant progress and performance improvements from the Burbanks gold treatment plant at the commencement of the year. Sufficient tonnes were either secured or being negotiated to continue producing at name-plate capacity. The gold industry was entering a period of resurgence with the gold price increasing and demand for milling capacity also increasing. However, an increasing gold price can result in over-confidence in potential client's views of their project profitability and production timelines. We found ourselves having to conduct high level reviews of prospective suppliers of ore to toll treat through our Burbanks plant to protect the Company from non-performing mining companies. Announcements released by Maximus in mid-2018 noted the potential for long term ore supply agreements at Burbanks. Unfortunately, many producers failed to achieve their aggressive production targets, or worse, failed to survive. This resulted in intermittent ore supply to the Burbanks plant, affecting its profitability.

The Company assessed options to turn-around Burbanks performance, with options ranging from accelerating the approval process of our Spargoville projects to the divestment of the Burbanks assets. Accelerating the Spargoville mines would take additional funds and a further 12 to 18 months to be in a position to provide our own ore to Burbanks. Disposal of the Burbanks assets was determined not to be in the best interests of the Company at the time, so we began the search for a joint venture partner to buy into the asset, in addition to retaining mill capacity to process ore from our own mining operations once we had commissioned our own mine or mines. A suitable party was identified in December, 2018 that had similar growth aspirations and operational objective to Maximus, and a Joint Venture Agreement prepared. Unfortunately, the completion timeline was not achieved and those negotiations ceased in April 2019.

The decision was then made to divest 100% of Burbanks assets, and allow Maximus to focus on exploration activities and advancing our current projects through the mining approvals process. Adaman Resources Pty Ltd ('Adaman'), a privately-owned company, submitted an offer in April 2019 to purchase 100% of the Burbanks assets for $5.8 million, less capital upgrades to the tailings dam and Crusher access ramp, estimated at $600,000. Negotiations progressed slowly, and milestone payment dates were missed by Adaman, whilst Maximus continued to incur holding costs for Burbank. Following four months of negotiations, the Company decided to cease further negotiations with Adaman in late September. Mineral Ventures Pty Ltd approached Maximus with an offer to purchase 100% of Burbanks assets for the fixed sum of $5.2 million, including access to toll milling for a period of 2 years at the rate of 5,000 tonne per month. Documentation was prepared, executed and the transaction finalised during the September quarter.

Your Company is now focused on rapidly advancing gold exploration within the Spargoville tenements, with a proven resource base of 1.45 million tonnes for 112,000 JORC compliant gold ounces across five projects areas. We plan to progress these projects through the project approval process and advance to production as quickly as possible. Revenue from these operations should fund ongoing exploration on our high priority targets.

The Company has identified two proximal tier one targets with similar geophysical characteristics as Wattle Dam. Maximus has obtained drilling approvals for these targets and has recently undertaken a Sub-audio Magnetic (or SAM) survey south of Wattle Dam along the Spargoville and Eastern Shears to further investigate their potential.

Exploration drilling undertaken by Lepidico, under the 2017 Heads of Agreement to conduct lithium exploration, intercepted significant nickel sulphide mineralisation in shallow drilling on the Company's Spargoville tenements. This mineralisation is comparable to other komatiite-hosted nickel sulphide deposits located on the Kambalda dome and we consider these results to be significant. Further EM survey work is planned during the December quarter and a Program of Works was submitted and approved by the WA Department for Mines and Petroleum for future investigation. Maximus holds 80% of the nickel rights on these areas.

Throughout the year, our management team reviewed several project opportunities for potential acquisition, both in Australia and overseas. This process continues, and the team is currently reviewing an international poly metallic project.

I thank all our shareholders, staff and contractors for their assistance and support during the past year, and I look forward to a year of revitalised exploration success and your continued support for Maximus in the coming year.

I would also like to thank our retiring Managing Director, Mr Kevin Malaxos for his dedication and hard work over the last nine years and we wish him all the best in his new role.

Gerard Anderson
ACTING CHAIRMAN

Managing Director's Report

The past year commenced with renewed enthusiasm for Maximus, with negotiations for long term ore supply contracts for the Burbanks gold treatment plant progressing well and a clear focus to advance our gold exploration activities at Spargoville to refine and grow our Ore reserves and resources.

The exploration team continued to achieve its goals, investigating priority targets and advancing our knowledge base around the Wattle Dam project in search for repeat mineralised high grade structures.

The capital drain from the previous 12 months refurbishment and recommissioning of the Burbanks gold plant was at an end, and revenue from toll milling activities was budgeted to accelerate our exploration efforts. Management continued to review external projects for potential acquisition or joint venture, with several dormant projects evaluated during the year.

As the gold industry continued to grow in confidence with an increasing gold price, so did the confidence of marketers and would be producers to resurrect projects that had previously failed, or were justified on less than robust performance capabilities. We encountered several of these operators in our quest to secure long term ore supplies to the Burbanks Mill.

Burbanks Mill

The 2018 year began with three Toll milling agreements secured for the supply of up to 280,000 tonnes over the following 2 years. Negotiations had commenced for a further 100,000 tonnes per annum toll milling contract and the future of this operation looked secure. However, the failure to properly evaluate small underground projects and diligently calculate operating costs resulted in the first customer ceasing operations, without notice. The second intended producer encountered production issues resulting in a delay to the ore delivery schedule. Maximus scored the trifecta, when it dodged a bullet by not accepting the revised terms proposed by a potential ore miner, which subsequently went into administration.

Recovering from this poor start created issues on several fronts. Securing alternate gold ore feed for the Burbanks plant at short notice was difficult, with smaller operators having already secured toll milling capacity through alternate third party providers. The drain on financial reserves due to significantly reduced income from planned toll milling operations resulted in delays to the planned exploration activities and the time taken to source potential customers, negotiate toll contract terms and deal with delays and cessation of ore suppliers, restricted available time to review projects for potential acquisition.

As a result of a Corporate review of the Company, the decision was made to divest 50% of Burbanks Milling operations. A party made contact and agreement reached on a 50:50 joint venture, in addition to a 12 month upfront lease period for Burbanks. This transaction failed to complete, which place further financial restrictions on the Company. The original decision was amended to seek a buyer for 100% of the Burbanks assets, and a new party identified. The 100% sale process progressed very slowly, with minimal headway made after 4 months of delays and missed payment timelines. The board reached a decision that the interested party was not financial capable nor technically able to complete the transaction, and negotiations were terminated to prevent further financial strain on the Company. A suitable private group, with the financial capacity to complete the transaction contacted Maximus, and the transaction was completed in a matter of weeks.

Maximus secured 2 years access to toll milling through Burbanks as part of the transaction, thus maintaining our ability to secure processing of ore produced from our own mining operations. This important component to the sale transaction ensured that Maximus could achieve the desired outcome that justified the original purchase of Burbanks in 2016. The transaction was finalised on 30 September 2019 ensuring that the Company was well funded into 2019 to immediately recommence on-ground exploration at Spargoville.

Spargoville

The Company continued to focus on converting the five Mineral Resource estimates to Reserve category. Following economic analysis of each project, permitting requirements and project development scheduling can be evaluated, which will determine potential future mine development sequencing. The total 2012 JORC Complaint Resource Estimate for the Spargoville Project is currently 1,448,100 tonnes @ 2.41g/t for 112,280 Ozs gold.

Maximus continued its analysis of the extensive data available on the Wattle Dam tenements in the search of potential blind, short strike length high grade Wattle Dam type gold deposits. The Company's has acquired data from a Sub Audio Magnetic (SAM) Survey conducted immediately to the north of the Wattle Dam Pit. Interpretation of this data has highlighted several target areas to the north of Wattle Dam, semi coincident with the trace of the Spargoville Shear Zone, which hosts the Wattle Dam Gold Mine. In September, The Company completed a further SAM survey on the area immediately south of the Wattle Dam pit, based upon the success of the previous SAM survey in identifying drill targets. This SAM survey was successfully completed in late September and the data is currently being finalised ahead of interpretation and drill target generation.

A Mining Lease Application has been submitted for M15/1896, Eagles Nest South to allow mining to commence on the Company's Eagles Nest Deposit, subject to the necessary regulatory approvals. The Eagles Nest Deposit contains in excess of 40,000 Ozs of gold in a JORC 2012 Compliant Mineral Resource Estimate, with high metallurgical recoveries reported. (MXR ASX Announcement dated 21/02/2017 titled "Increased Gold Resource at Eagles Nest Project in Western Australia" and MXR ASX Announcement dated 24/02/2017 titled "Excellent Metallurgical Results for Eagles Nest gold ore"). Due to the sustained high gold price of >$2000 AUD, the development of the Eagles Nest Deposit has become a priority for the Company's Mineral Resource Development Plan.

Flushing Meadows

The Yandal Project (also known as Flushing Meadows) is currently being progressed by Yandal Resources Ltd, formally Orex Mining Pty Ltd (Orex) and is proposing to develop the Flushing Meadows gold project in which Maximus retains a $40 per ounce royalty interest.

The royalty obligation by Yandal Resources to Maximus is:

a) $40 per ounce on the first 50,000 ounces of gold from the tenement area. Yandal (formally held by Orex) must prepay the first $200,000 of royalties (representing the first 5,000 ounces of gold production) upon commencement of gold production from all or any part of the tenement area; and

b) $20 per ounce for gold in excess of 50,000 ounces and less than 150,000 ounces in respect of gold from the tenement area.

Additionally, there is a 3% net smelter return royalty for any gold by-product or co-product from the tenement area. The Maximus Royalty is satisfied once there is 150,000 ounces of gold produced from any part of the tenement area and is capped at $4,000,000.

Adelaide Hills

The Company retains entitlement to two contingent $1 million payments (totalling $2 million) plus a gold production royalty in accordance with the Bird in Hand Sale Agreement with Terramin Australia Limited (Terramin). The first payment is due upon the environmental approval to mine (PEPR) from the South Australian Department for Energy and Mining and the second payment is payable on the commencement of bullion production from the site. Maximus also retains a 0.5% gross royalty on gold produced in excess of 50,000 Oz mined. The Bird in Hand Gold Project has a resource base of 588,000 tonnes at 13.3g/t for 252,000 ounces of gold. Terramin announced that the Mining Lease Application (MLA) has been submitted to the South Australian Department for Energy and Mining for the Bird-in-Hand Gold Project and is currently under consideration for approval.

Corporate

During the first half of the financial year, the Company undertook a thorough review of our portfolio of assets and infrastructure to determine where the Company wanted to be positioned and focus our resources. The decision was made to focus on our excellent exploration opportunities and advance the Company towards becoming a producer of ore. The decision was made to seek a joint venture partner for the Burbanks assets, thus securing a partner to share the operational requirements for Burbanks, whilst retaining the capacity to treat Maximus ore through its jointly own gold processing facility. This decision was revised in early 2019, and the decision to divest 100% of Burbanks was made, provided access to mill capacity was retained.

Following cessation of the Toll Milling Agreement with Empire Resources Ltd in December 2017, Empire commenced resolution proceedings utilising an independent arbitrator in March 2018 against Eastern Goldfields Milling Services (EGMS), a wholly owned subsidiary of Maximus Resources, regarding the quantum of gold recovered during the Empire toll milling campaign. The Company continues to defend its position regarding the Empire claim for outstanding gold and is confident that a resolution can be achieved in the near future.

Summary

The Company continues to search for, and evaluate potential gold projects both in Australia and internationally with a view to bolstering the exploration portfolio and build on the Company's asset base. Confidential discussions continue on various projects for Joint Venture or acquisition.

Kevin Malaxos
Managing Director

MAXIMUS RESOURCES LIMITED - TENEMENT SCHEDULE

Tenement Number	Tenement Name	Registered Holder/Applicant	Maximus Resources interest 30/06/2019
WESTERN AUSTRALIA			
SPARGOVILLE PROJECT			
M15/1475	Eagles Nest	Maximus Resources Ltd	100.00%
P15/1869	Eagles Nest	Maximus Resources Ltd	100.00%
L15/128	Kambalda West	Tychean Resources Ltd	100.00%
L15/255	Kambalda West	Tychean Resources Ltd	100.00%
M15/395	Kambalda West	Tychean Resources Ltd	100.00%
M15/703	Kambalda West	Tychean Resources Ltd	100.00%
M15/1448	Hilditch	Maximus Resources Ltd & Bullabulling Pty Ltd	90.00%
M15/1449	Larkinville	Maximus Resources Ltd & Pioneer Resources Ltd	75.00%
P15/5912	Larkinville	Maximus Resources Ltd & Pioneer Resources Ltd	75.00%
M15/1101	Wattle Dam	Maximus Resources Ltd	100.00%
M15/1263	Wattle Dam	Maximus Resources Ltd	100.00%
M15/1264	Wattle Dam	Maximus Resources Ltd	100.00%
M15/1323	Wattle Dam	Maximus Resources Ltd	100.00%
M15/1338	Wattle Dam	Maximus Resources Ltd	100.00%
M15/1474	Wattle Dam	Maximus Resources Ltd	100.00%
M15/1769	Wattle Dam	Maximus Resources Ltd	100.00%
M15/1770	Wattle Dam	Maximus Resources Ltd	100.00%
M15/1771	Wattle Dam	Maximus Resources Ltd	100.00%
M15/1772	Wattle Dam	Maximus Resources Ltd	100.00%
M15/1773	Wattle Dam	Maximus Resources Ltd	100.00%
M15/1774	Wattle Dam	Maximus Resources Ltd	100.00%
M15/1775	Wattle Dam	Maximus Resources Ltd	100.00%
M15/1776	Wattle Dam	Maximus Resources Ltd	100.00%
BURBANKS PROJECT			
G15/10	Burbanks	Eastern Goldfields Milling Services Pty Ltd	100.00%
G15/11	Burbanks	Eastern Goldfields Milling Services Pty Ltd	100.00%
G15/12	Burbanks	Eastern Goldfields Milling Services Pty Ltd	100.00%
G15/13	Burbanks	Eastern Goldfields Milling Services Pty Ltd	100.00%
G15/25	Burbanks	Eastern Goldfields Milling Services Pty Ltd	100.00%
L15/109	Burbanks	Eastern Goldfields Milling Services Pty Ltd	100.00%
L15/110	Burbanks	Eastern Goldfields Milling Services Pty Ltd	100.00%
L15/189	Burbanks	Eastern Goldfields Milling Services Pty Ltd	100.00%
L15/234	Burbanks	Eastern Goldfields Milling Services Pty Ltd	100.00%
L15/284	Burbanks	Eastern Goldfields Milling Services Pty Ltd	100.00%
M15/1273	Burbanks	Eastern Goldfields Milling Services Pty Ltd	100.00%
M15/1369	Burbanks	Eastern Goldfields Milling Services Pty Ltd	100.00%
M15/1370	Burbanks	Eastern Goldfields Milling Services Pty Ltd	100.00%

Directors' report

Your directors present their report on Maximus Resources Limited (the “Company”) and its controlled entities (referred to hereafter as the Group) for the year ended 30 June 2019

Directors
The following persons were directors of the Group during the whole of the financial year and up to the date of this report unless otherwise indicated:

Kevin John Malaxos (Managing Director)
Gerard Anderson (Non-executive Director) (appointed 1 November 2018)
Martin Simon Janes (Non-executive Director (appointed 1 August 2019)
Leigh Carol McClusky (Non-executive Director) (resigned 1 August 2019)
Ewan John Vickery (Non-executive Chairman) (resigned 30 November 2018)
Nicholas John Smart (Alternate director for E J Vickery) (resigned 24 August 2018)

Principal activities

During the year the principal activities of the Group consisted of commercial toll milling services of gold ore and mineral exploration.

Dividends

There were no dividends declared or paid during the year (2018: Nil).

OPERATIONAL AND FINANCIAL REVIEW

1. Operating results and financial position

The result of operations of the Group for the financial year was a loss of $2,107,283 (2018: $1,410,844). The loss from continuing operations was $401,733 (2018: $449,482) and the loss from discontinued operations was $1,705,550 (2018: $961,362).

The net assets of the Company have decreased by $1,537,235 during the financial year from $2,504,990 at 30 June 2018 to $967,755 at 30 June 2019. This loss is largely attributable to loss from operations partially offset by equity raisings during the year and the debt forgiveness by Ramelius Resources Ltd (Ramelius). The financial accounts disclose a current liability (financial liability) of $2,750,000 which relates to funds received from various parties in relation to the Burbanks Mill sale. The sale of the mill settled in late September 2019, with $2,500,000 repaid to Adaman Resources on 13 September 2019 and $750,000 to be repaid to GBF Mining Pty Ltd on 1 September 2019.

2. Review of Operations

Burbanks Mill

Operations at Burbanks Mill were suspended in late August 2018 due to limited supplies of third party gold ore to toll treat and recommenced processing third party ore on a Toll treatment basis in December 2018.

The Company announced in December 2018 that it had negotiated a Binding Term Sheet with private Mining Services Group, GBF Mining Pty Limited (GBF) for a 12-month lease of the Burbanks processing plant (Burbanks) with an option to purchase 50% equity in Eastern Goldfields Milling Services Pty Ltd (EGMS), owner of the Burbanks mill for a transaction valued up to $3.2 Million. The mill Lease was planned to commence from March 2019 through to February 2020. GBF paid an option to purchase fee totalling $750,000 to the Company. During April 2019 the Company terminated the agreement with GBF.

On 4 April, 2019 the Company entered into an agreement with Adaman Resources Ltd to sell 100% of the Burbanks Mill for $5.8 million, with adjustments for any major component defects identified during Due Diligence. The agreement with Adaman Resources Ltd included an immediate payment of $2,000,000 on 3 April, 2019. These funds were partially used to repay the outstanding loan balance to Ramelius, securing 100% ownership of the Burbanks mill.

Post balance date the Company terminated the sale agreement with Adaman Resources Limited due to failure to meet agreed payment commitments, and entered into an agreement with Mineral Ventures Pty Ltd (Mineral Ventures) to sell 100% of the Burbanks Mill for $5.2 million excluding GST. The Company received $2.8 million on 13 September

2019 from Mineral Ventures and repaid Loaned funds to Adaman Resources Limited. The Company received the balance owing of $2.4 million on 30 September 2019.

Spargoville (WA)

The Company continued to focus on converting the five Mineral Resource estimates to Reserve category. Following economic analysis of each project, permitting requirements and project development scheduling can be evaluated, which will determine potential mine development sequencing.

The total 2012 JORC Complaint Resource Estimate for the Spargoville Project is currently 1,448,100 tonnes @ 2.41g/t for 112,280 Ozs of gold. (see Table 2).

Project	Tonnes	Au g/t	Ozs
Eagles Nest			
Main Lode	662,400	1.95	41,550
FW Zone	17,500	1.89	1,050
Larkinville	119,700	3.02	11,600
5B	75,300	3.07	7,700
Redback	441,200	3.02	42,900
Hilditch	132,000	1.77	7,480
Total	***1,448,100***	***2.41***	***112,280***

Table 2: Spargoville Project Mineral Resource inventory.

A Mining Lease Application has been submitted for P15-5545 to allow mining to commence on the Company's Eagles Nest Deposit, subject to the necessary regulatory approvals. The Eagles Nest Deposit contains in excess of 42,600 ozs of gold in a JORC 2012 compliant Mineral Resource estimate, with high metallurgical recoveries reported.

Corporate

During the year, the Company negotiated with Ramelius repayment of its outstanding debt of $1,712,613. Ramelius agreed to a payment $1,000,000 to finalise the outstanding amount owing for the purchase of EGMS if payment was received by no later than 30 June 2019. The Company paid $1,000,000 to Ramelius during April 2019. This payment has resulted in Ramelius forgiving the remaining $712,613 of the debt, with a once-off gain on debt forgiveness recognised in the profit or loss.

During the 2019 financial year the following securities were issued:

- 304,095,000 ordinary shares were issued to sophisticated and professional investors on 6 September 2018. The shares were offered at an issue price of $0.001 per share raising $304,095.
- The Company completed a consolidation of shares at 1:115 reducing the number of ordinary shares on issue by 3,451,122,692 ordinary shares to 30,274,248 ordinary shares on issue.
- 4,540,956 ordinary shares were issued to sophisticated and professional investors on 3 May 2019. The shares were offered at an issue price of $0.068 per share raising $308,785. These shares have a 1 for 2 attaching option, subject to shareholder approval prior to distribution, with an exercise price of $0.11 per share.

3. Significant changes in the state of affairs

During the year the Group decided to sell the Burbanks Mill as the board decided to focus the Company's future on exploration. The Burbanks Mill operations are considered a discontinued operation for the Group.

Other than noted above, there have been no significant changes in the above state of affairs from the 2018 financial year to 2019.

4. Events arising since the end of the reporting period

Ms Leigh Mc Clusky resigned as a Director on 1 August 2019.

Mr Martin Janes was appointed as a Director on 1 August 2019.

Mr Kevin Malaxos resigned as a Managing Director effective on 30 November 2019.

During September 2019 the Company terminated the sale agreement with Adaman Resources Limited and entered into an agreement with Mineral Ventures Pty Ltd to sell 100% of the Burbanks Mill for $5.2 million. The Company received $2.8 million on 13 September 2019 from Mineral Ventures. The Company received the balance of $2.4 million on 30 September 2019.

There has been no other transaction or event of a material or unusual nature that has arisen in the interval between the end of the financial year and the date of this report that is likely, in the opinion of the directors, to affect significantly the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

5. Future business developments, prospects and business strategies

The Company is poised to progress from a pure explorer to a producer in the near future, should continued exploration success be achieved. The Spargoville tenements have presented several advanced gold exploration targets. The Company plans to pursue the gold potential of the Spargoville tenements.

In addition to exploration on the Spargoville tenements, the Company intends to continue to review potential gold projects and advance exploration targets held by other companies or individuals, within an economic trucking distance to Coolgardie, to build upon the exploration asset base at Spargoville and grow future gold resources. These additional 3rd party targets may be acquired or accessed through joint ventures or other agreements.

6. Environmental regulation

The Company's operations are subject to significant environmental regulation under both Commonwealth and State legislation in relation to discharge of hazardous waste and materials arising from any exploration or mining activities and development conducted by the Company on any of its tenements. The Company believes it is not in breach of any environmental obligation.

Information on directors

Kevin John Malaxos BSc Mining Engineering.
Managing Director

Experience and expertise

A director since 13 December 2010, Mr Malaxos has 30 years' experience in the resources sector in senior management and executive roles across a suite of commodities including gold, nickel, iron ore, silver, lead, zinc and chromium. He has managed surface and underground mining operations and brings a wealth of experience in project evaluation and development, project approval and Government liaison.

Mr Malaxos' previous roles include CEO for Mt Gibson Mining (MGX) and COO of listed iron ore developer Centrex Metals Limited (CXM), where he was responsible for project development, project approvals and community and government consultation.

Other current directorships
Nil

Former directorships in the last 3 years
Mr Malaxos was a non-executive director of ASX-listed company Flinders Mines Limited (from December 2010 to October 2016).

Special responsibilities
Managing Director.

Interests in shares and options
400,001 ordinary shares in Maximus Resources Limited.

Gerard Anderson Assoc. Applied Geology Grad Dip Bus MSc
Acting Non-executive Chairman (Appointed 1 November 2018)

Experience and expertise
Gerard is a geologist with 43 years' experience in exploration, mine and resource geology principally in iron ore, gold and base metals. Gerard's senior management positions have included as Exploration Superintendent Boddington Gold Mine, Chief Geologist Bronzewing Gold Mine, Chief Geologist Kalgoorlie Consolidated Gold Mines, General Manager Golden Grove Operations, General Manager Newmont Joint Ventures and as Managing Director of Croesus Mining Limited, Centrex Metals Limited, Archer Exploration Limited and as of March 2018, Woomera Mining Limited.

In addition to his geology qualifications Gerard has completed a post graduate degree in Business and a Masters in Mineral Economics.

Other current directorships
Mr Anderson is the Managing Director of Woomera Mining Limited

Former directorships in the last 3 years
Mr Anderson was previously the Managing Director of Archer Exploration Limited (from 14 July 2008 to 8 June 2016)

Special responsibilities
Acting Chairman of the Board (from 1 December 2018)
Member of the Audit, Risk & Corporate Governance Committee.

Interests in shares and options

14,420 ordinary shares in Maximus Resources Limited.

Martin Simon Janes BEc GAICD
Non-executive Director (Appointed 1 August 2019)

Experience and expertise
Martin is a mining executive with over 28 years' experience. Until recently Martin was Chief Executive Officer of Terramin Australia Limited (ASX: TZN) a position he commenced in June 2013 having been that company's CFO from August 2006 to December 2010. Martin was previously employed by ASX listed uranium company Toro Energy Limited (ASX: TOE) (May 2011 to October 2012) where he held the position of General Manager – Marketing & Project Finance. Martin has a strong finance background and specialty covering equity, debt & related project financing tools and commodity off-take negotiation. While employed by Newmont Australia (previously Normandy Mining) his major responsibilities included corporate & project finance, treasury management, asset sales and product offtake management. Martin has a Bachelor of Economics and is member of the Australian Institute of Company Directors.

Other current directorships
Mr Janes is a Non-Executive Director of Havilah Resources Limited

Former directorships in the last 3 years
Mr Janes was previously the Non-Executive Director of Twenty Seven Co Limited (from 2 October 2008 to 12 April 2016) and Non-Executive Director of Resource Base Limited (from 1 January 2016 to 20 August 2018

Special responsibilities
Non executive Director
Chair of the Audit, Risk & Corporate Governance Committee.

Interests in shares and options

Nil

Leigh Carol McClusky
Non-executive Director (resigned 1 August 2019)

Experience and expertise
Appointed as a director on 1 September 2010, Ms McClusky is the Managing Director of the McCo GROUP, a strategic communications company with offices in Adelaide, Melbourne and Geelong.

After more than 30 years in key media roles across Melbourne, Sydney and Adelaide, Ms McClusky now works closely with a range of organisations and industries to develop proactive communication campaigns and to deflect potentially damaging impacts on corporate reputations. Her role also includes stakeholder engagement and management, client advocacy and crisis communications.

Other current directorships
Nil
Former directorships in the last 3 years
Nil

Special responsibilities
Member of the Audit, Risk & Corporate Governance Committee.

Interests in shares, options and rights
69,038 ordinary shares in Maximus Resources Limited.

Ewan John Vickery LLB
Acting Non-executive Chairman (resigned 30 November 2018)

Experience and expertise
A director since incorporation 17 December 2004, Mr Vickery is a corporate and business lawyer with over 30 years' experience in private practice in Adelaide. He has acted as an advisor to companies on a variety of corporate and business issues including capital and corporate restructuring, native title and land access issues, and as lead native title advisor and negotiator for numerous mining and petroleum companies.

He is a member of the Exploration Committee of the South Australian Chamber of Mines and Energy Inc, the International Bar Association Energy and Resources Law Section, the Australian Institute of Company Directors and is a past national president of Australian Mining and Petroleum Law Association (AMPLA Limited).

Former directorships in the last 3 years
Mr Vickery was a non-executive director of Tychean Resources Limited (from May 2013 to December 2017) and Flinders Mines Limited (from 2000 to October 2016).

Special responsibilities
Acting Chairman of the Board (from March 2018 to 30 November 2018)
Chairman of the Audit, Risk & Corporate Governance Committee.

Interests in shares and options

369,566 ordinary shares in Maximus Resources Limited.

Nicholas John Smart
Alternate director for E J Vickery (resigned 24 August 2018)

Experience and expertise
An alternate director since 9 May 2005, Mr Smart has held positions as a general manager in Australia and internationally. Previously a full Associate Member of the Sydney Futures Exchange and adviser with a national share broking firm, with over 25 years' experience in the corporate arena including capital raising for private and listed companies. Other experience includes startup companies in technology development. Mr Smart currently consults to various public and private companies.

Other current directorships
Vintage Energy Limited

Former directorships in the last 3 years
Alternate Non-Executive Director of Flinders Mines Limited (2009 to 2016)

Interests in shares and options
327 ordinary shares in Maximus Resources Limited.

Other current directorships quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated

Former directorships (last 3 years) quoted above are directorships held in the last 3 years in listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

Company Secretary
Justin Nelson LLB BA, (Jur)

Experience and expertise
Mr Nelson has extensive experience in the listed company environment through his former role as the ASX's SA State Manager and Manager Listings (Adelaide). An expert in corporate governance procedures, ASX Listing Rules and company meeting practice, Mr Nelson is also a regular presenter on corporate governance topics for Chartered Secretaries Australia (CSA), the leading independent authority on best practice in board and organisational governance and risk management.

Meetings of directors
The numbers of meetings of the Company's board of directors and of each board committee held during the year ended 30 June 2019, and the number of meetings attended by each director were:

	Full meetings of directors		Audit & Risk Committee meetings	
	A	**B**	**A**	**B**
Kevin Malaxos	13	13	-	-
Gerard Anderson	7	8	1	1
Leigh McClusky	13	13	2	2
Ewan Vickery	6	6	1	1
Nicholas Smart	-	-	-	-

A = Number of meetings attended
B = Number of meetings held during the time the director held office or was a member of the committee during the year

Indemnification and insurance of officers
The Company has entered into deeds of indemnity with each director whereby, to the extent permitted by the *Corporations Act 2001*, the Company agreed to indemnify each director against all loss and liability incurred as an officer of the Company, including all liability in defending any relevant proceedings.

The Company is required to indemnify the directors and other officers of the Company against any liabilities incurred by the directors and officers that may arise from their position as directors and officers of the Company. No costs were incurred during the year pursuant to this indemnity.

Insurance premiums
Since the end of the previous year the Company has paid insurance premiums of $22,828 to insure the directors and officers in respect of directors' and officers' liability and legal expenses insurance contracts.

Proceedings On Behalf of Company
No person has applied to the Court under section 237 of the *Corporations Act 2001* to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the *Corporations Act 2001.*

Non-audit services
The Board of Directors, in accordance with advice from the Audit Committee, is satisfied that the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The directors are satisfied that the services disclosed below did not compromise the external auditor's independence for the following reasons:

- all non-audit services are reviewed and approved by the Audit Committee prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and
- the nature of the services provided do not compromise the general principles relating to auditor independence in accordance with APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

Fees for non-audit services paid or payable to the external auditors or its related practices during the year ended 30 June 2019 was $5,400 (2018: $6,000).

Remuneration report – audited
The remuneration report is set out under the following main headings:

A Principles used to determine the nature and amount of remuneration
B Voting and comments made at the Company's 2018 Annual General Meeting
C Details of remuneration
D Service agreements
E Share-based compensation

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

A. Principles used to determine the nature and amount of remuneration
The Company's policy for determining the nature and amounts of emoluments of board members and other key management personnel of the Company is as follows:

The Company's Constitution specifies that the total amount of remuneration of non-executive directors shall be fixed from time to time by a general meeting. The current maximum aggregate remuneration of non-executive directors has been set at $300,000 per annum. Directors may apportion any amount up to this maximum amount amongst the non-executive directors as they determine. Directors are also entitled to be paid reasonable travelling, accommodation and other expenses incurred in performing their duties as directors. The remuneration of the Managing Director is determined by the non-executive directors on the Board as part of the terms and conditions of his employment which are subject to review from time to time. The remuneration of other executive officers and employees is determined by the Managing Director subject to the approval of the Board.

Non-executive director remuneration is by way of fees and statutory superannuation contributions. Non-executive directors do not participate in schemes designed for remuneration of executives nor do they receive options or bonus payments and are not provided with retirement benefits other than salary sacrifice and statutory superannuation.

The Company's remuneration structure is based on a number of factors including the particular experience and performance of the individual in meeting key objectives of the Company. The Board is responsible for assessing relevant employment market conditions and achieving the overall, long term objective of maximising shareholder benefits, through the retention of high quality personnel.

The Company does not presently emphasise payment for results through the provision of cash bonus schemes or other incentive payments based on key performance indicators of the Company given the nature of the Company's business as a junior listed mineral exploration entity and the current status of its activities. However, the Board may approve the payment of cash bonuses from time to time in order to reward individual executive performance in achieving key objectives as considered appropriate by the Board.

The Company also has an Employee Incentive Rights Plan approved by shareholders that enables the Board to offer eligible employees rights to acquire ordinary fully paid shares in the Company. Under the terms of the Plan, rights to acquire ordinary fully paid shares at no cost may be offered to the Company's eligible employees as determined by the Board in accordance with the terms and conditions of the Plan. The objective of the Plan is to align the interests of employees and shareholders by providing employees of the Company with the opportunity to participate in the equity of the Company as a long-term incentive to achieve greater success and profitability for the Company and to maximise the long term performance of the Company.

The employment conditions of the Managing Director were formalised in a contract of employment. The base salary as set out in the employment contract is reviewed annually. The Managing Director's contract may be terminated at any time by mutual agreement and in instances of serious misconduct the Company may terminate his agreement without notice.

No remuneration consultants were engaged for the year ending 30 June 2019.

B. Voting and comments made at the Company's 2018 Annual General Meeting

Maximus Resources Limited received more than 92% of 'yes' votes on its remuneration report for the 2018 financial year. The Company did not receive any specific feedback at the AGM or throughout the year on its remuneration practices.

C. Details of remuneration

This report details the nature and amount of remuneration for each key management person of the Company.

The names and positions held by directors and key management personnel of the Company during the financial year are:

- Mr E J Vickery – Acting Chairman, non-executive (Non-Executive Director since 2004, Appointed Acting Chairman March 2018 and resigned 30 November 2018)
- Mr K J Malaxos - Managing Director
- Mr G Anderson – Director, non-executive (Appointed 1 November 2018)
- Ms L C McClusky - Director, non-executive (Resigned 1 August 2019)
- Mr N J Smart - Alternate director for E J Vickery, non-executive
- Mr J Nelson – Company Secretary

Key management personnel and other executives of the Company

2019	Short-term employee benefits			Post-employment benefits	Long-term employee benefits	Share-based payments		
Name	Fees $	Salary $	Annual leave accrued $	Superannuation $	Long service leave accrued $	Options $	Rights $	Total $
Kevin J Malaxos	-	395,519***	19,314	23,858	6,274	-	-	444,965
Gerard Anderson*	-	-	-	-	-	-	-	-
Leigh C McClusky*	-	-	-	-	-	-	-	-
Ewan J Vickery*	-	-	-	-	-	-	-	-
Nicholas J Smart	-	-	-	-	-	-	-	-
Justin Nelson**	30,000	-	-	-	-	-	-	**30,000**
Total key management personnel compensation	**30,000**	**395,519**	**19,314**	**23,858**	**6,274**	**-**	**-**	**474,965**

* The Directors suspended directors' fees from 1 April 2017 to preserve cash for operational purposes.

Mr Nelson is engaged under a service contract with DMAW Lawyers Pty Ltd. During the year, fees were paid or payable for services provided by Mr Nelson was $30,000.

***Mr Malaxos did not receive a salary from April 2017 to October 2017 to preserve cash for operational purposes. The Directors resolved to back pay the unpaid salary of $144,377 during the current period.

Key management personnel and other executives of the Company

2018	Short-term employee benefits			Post-employment benefits	Long-term employee benefits	Share-based payments		
Name	Fees $	Salary $	Annual leave accrued $	Superannuation $	Long service leave accrued $	Options $	Rights $	Total $
Robert M Kennedy* (ceased 20 March 2018)	-	-	-	-	-	-	-	-
Kevin J Malaxos***	-	167,428	15,449	15,906	47,087	-	-	245,870
Leigh C McClusky*	-	-	-	-	-	-	-	-
Ewan J Vickery*	-	-	-	-	-	-	-	-
Nicholas J Smart	-	-	-	-	-	-	-	-
Rajita S Alwis** (resigned 23 March 2018)	58,625	-	-	-	-	-	-	58,625
Justin Nelson (appointed 23 March 2018)	12,500	-	-	-	-	-	-	12,500
Total key management personnel compensation	**71,125**	**167,428**	**15,449**	**15,906**	**47,087**	**-**	**-**	**316,995**

* The Directors suspended directors' fees from 1 April 2017 to preserve cash for operational purposes.

**Ms Alwis resigned on 23 March 2018 and Mr Justin Nelson was appointed as Company Secretary. Mr Nelson is engaged under a service contract with DMAW Lawyers Pty Ltd. During the year, fees were paid or payable for services provided by Mr Nelson was $12,500.

***Mr Malaxos did not receive a salary from July 2017 to October 2017 to preserve cash for operational purposes.

	2019					
Name	**Fixed remuneration**		**At risk - STI***		**At risk - LTI****	
	2019 %	2018 %	**2019 %**	2018 %	**2019 %**	2018 %
Kevin John Malaxos	**100**	100	**-**	-	**-**	-

* Short-term incentives (STI) include cash incentive payments (bonuses) linked to Company and/or individual performance.

** Long-term incentives (LTI) include equity grants issued via the Company's Employee Share Option and Incentive Rights Plans. This plan is designed to provide long-term incentives for executives to deliver long-term shareholder returns.

D. Service agreements

The Board has negotiated a contract with Mr Malaxos with no fixed term at a salary of $275,000 per annum inclusive of superannuation guarantee contributions to be reviewed annually and with termination on three months' notice.

All Non-executive Directors were engaged as directors with formal agreements per the ASX Corporate Governance Principles and Recommendations Third Edition.

E. Share-based compensation

Incentive rights
The Company has an Employee Incentive Rights Plan approved by shareholders that enables the Board to offer eligible employees rights to acquire ordinary fully paid shares in the Company. Under the terms of the Plan, rights to acquire ordinary fully paid shares at no cost may be offered to the Company's eligible employees as determined by the Board in accordance with the terms and conditions of the Plan. No rights were issued during the year.

Options granted as remuneration
No options were granted during the year.

Shares issued on exercise of remuneration options
No shares were issued to directors as a result of the exercise of remuneration options during the financial year.

Directors' interests in shares and options

(i) Option holdings

No director of Maximus Resources Limited or other key management personnel of the Company, including their personally related parties have been issued or held options during the year ended 30 June 2018 or 2019. .

(ii) Share holdings

The numbers of shares in the Company held during the financial year by each director of Maximus Resources Limited and other key management personnel of the Company, including their personally related parties, are set out below.

2019

Name	Balance at the start of the year	Received as compensation	Consolidation Adjustment	Ceased	Balance at the end of the year
KJ Malaxos	46,000,000	-	(45,599,999)	-	400,001
G Anderson	1,658,300		(1,643,880)	-	14,420
L C McClusky	7,939,338	-	(7,870,300)	-	69,038
E J Vickery *	42,500,003	-	(42,130,437)	(369,566)	-
N J Smart **	37,500	-	(37,173)	(327)	-

*Resigned 30 November 2018
**Resigned 24 August 2018

2018

Name	Balance at the start of the year	Received as compensation	Ceased	Acquired/ (disposed)	Balance at the end of the year
R M Kennedy*	91,500,000	-	(91,500,000)	-	-
KJ Malaxos	46,000,000	-	-	-	46,000,000
L C McClusky	7,939,338	-	-	-	7,939,338
E J Vickery	42,500,003	-	-	-	42,500,003
N J Smart	37,500	-	-	-	37,500

*ceased in March 2018

F. Transactions with key management personnel

The following transactions occurred with related parties:

During the year ended 30 June 2019, McClusky & Co Pty Ltd, of which Ms Leigh McCluksy is a director provided office space for the head office. The amount paid for office and rental costs totalled $15,400 including GST. The office space is leased on a month to month basis.

During the year ended 30 June 2018, Mandurang Pty Ltd, of which the late Mr Robert Kennedy was a Director of, loaned the Company $50,000. The loan is interest bearing at 6% pa and is required to be repaid upon completion of a successful capital raise. Interest has been capitalised into the total loan payable. At 30 June 2019 this loan remains outstanding.

During the year ended 30 June 2018, Mrs G Malaxos, spouse of Mr Kevin Malaxos, loaned the Company $40,000. The loan is interest bearing at 6%pa and is required to be repaid upon completion of a successful capital raise. Interest has been capitalised into the total loan payable. At 30 June 2019 this loan remains outstanding.

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

Shares under option

At the date of this report the Company has no shares under option. (2018: nil)

END OF AUDITED REMUNERATION REPORT

Auditors independence declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 12.

This report is signed and dated in Adelaide on this 30th day of September 2019 and made in accordance with a resolution of the directors.

Gerard Anderson
Director

Grant Thornton Audit
Grant Thornton House
Level 3
170 Frome Street
Adelaide SA 5000
GPO Box 1270
Adelaide SA 5001

T +61 88372 6666

Auditor's Independence Declaration

To the Directors of Maximus Resources Limited

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the audit of Maximus Resources Limited for the year ended 30 June 2019, I declare that, to the best of my knowledge and belief, there have been:

a no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and

b no contraventions of any applicable code of professional conduct in relation to the audit.

Grant Thornton

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

J L Humphrey
Partner – Audit & Assurance

Adelaide, 30 September 2019

	Notes	Consolidated 30 June 2019 $	30 June 2018 $
Revenue			
Gold Sales - Spargoville		**6,806**	6,597
Other income			
Gain on debt forgiveness	4	**712,613**	-
Other income	4	**319**	985
Expenses			
Compliance expenses	5	**(154,614)**	(121,721)
Depreciation expense		**(662)**	(1,641)
Employee expenses		**(501,473)**	(120,865)
Legal expenses		**(74,386)**	(2,709)
Marketing expenses	5	**(5,146)**	(4,970)
Finance expense		**(11,900)**	(20,376)
Exploration expenditure written off	5	**(161,426)**	(515)
Other expenses	5	**(211,864)**	(173,168)
Gain/(loss) on sale of shares		**-**	(11,099)
(Loss) before income tax		**(401,733)**	(449,482)
Income tax expense	6	**-**	-
Loss for the year from continuing operations		**(401,733)**	(449,482)
Loss for the year from discontinued operations	10	**(1,705,550)**	(961,362)
Loss for the year		**(2,107,283)**	(1,410,844)
Other comprehensive income for the year (net of tax)		**-**	-
Total comprehensive loss for the year		**(2,107,283)**	(1,410,844)
		Cents	Cents
Earnings per share for (loss) from continuing operations attributable to the ordinary equity holders of the Company:			
Basic earnings per share	27		
- From continuing operations		**(1.38)**	(0.015)
- From discontinued operations		**(5.84)**	(0.032)
TOTAL		**(7.22)**	(0.047)

This statement should be read in conjunction with the notes to the financial statements.

	Notes	Consolidated 30 June 2019 $	30 June 2018 $
ASSETS			
Current assets			
Cash and cash equivalents	7	**160,682**	28,823
Trade and other receivables	8	**366,597**	342,987
Inventories		**-**	18,368
Assets included in disposal group classified as held for sale	10	**3,518,250**	-
Other current assets	9	**35,023**	146,865
Total current assets		**4,080,552**	537,043
Non-current assets			
Plant and equipment	11	**439**	3,997,596
Exploration and evaluation	12	**2,775,089**	2,622,942
Total non-current assets		**2,775,528**	6,620,538
Total assets		**6,856,080**	7,157,581
LIABILITIES			
Current liabilities			
Trade and other payables	13	**1,981,722**	1,892,756
Financial liabilities	16	**2,850,101**	1,806,899
Liabilities included in disposal group classified as held for sale	10	**928,981**	-
Provisions	14	**126,476**	136,819
Total current liabilities		**5,887,280**	3,836,474
Non-current liabilities			
Provisions	15	**1,045**	816,117
Total non-current liabilities		**1,045**	816,117
Total liabilities		**5,888,325**	4,652,591
Net assets		**967,755**	2,504,990
EQUITY			
Contributed equity	17	**40,895,357**	40,325,309
Accumulated losses	18	**(39,927,602)**	(37,820,319)
Total equity		**967,755**	2,504,990

This statement should be read in conjunction with the notes to the financial statements.

Consolidated	Notes	Contributed equity $	Accumulated losses $	Total equity $
Balance at 1 July 2018		**40,325,309**	**(37,820,319)**	**2,504,990**
Total comprehensive loss for the year:				
(Loss) for the year		**-**	**(2,107,283)**	**(2,107,283)**
Other comprehensive income		**-**	**-**	**-**
		-	**(2,107,283)**	**(2,107,283)**
Transactions with owners in their capacity as owners:				
Contributions of equity	17	**612,880**	**-**	**612,880**
Transaction costs		**(42,832)**	**-**	**(42,832)**
Balance at 30 June 2019		**40,895,357**	**(39,927,602)**	**967,755**
Balance at 1 July 2017		39,998,897	(36,409,475)	3,579,422
Total comprehensive loss for the year:				
(Loss) for the year		-	(1,410,844)	(1,410,844)
Other comprehensive income		-	-	-
		-	(1,410,844)	(1,410,844)
Transactions with owners in their capacity as owners:				
Contributions of equity		350,000	-	350,000
Transactions costs		(13,588)	-	(13,588)
Balance at 30 June 2018		40,325,309	(37,820,319)	2,504,990

This statement should be read in conjunction with the notes to the financial statements.

	Notes	Consolidated 30 June 2019 $	30 June 2018 $
Cash flows from operating activities			
Receipts from customers		**6,806**	121,553
Payments to suppliers and employees		**(885,469)**	(620,127)
Interest received		**319**	985
Interest paid		**(6,085)**	(5,598)
Net cash from continuing operations		**(884,429)**	(503,187)
Net cash from/(used in) discontinued operations	10	**(1,036,068)**	459,191
Net cash used in operating activities	26	**(1,920,497)**	(43,996)
Cash flows from investing activities			
Proceeds from disposal of Lithium rights		**-**	120,000
Proceeds from sale of financial assets		**-**	68,901
Payments for exploration and evaluation		**(251,972)**	(356,160)
Net cash from continuing operations		**(251,972)**	(167,259)
Net cash from/(used in) discontinued operations	10	**(15,720)**	(356,147)
Net cash provided by investing activities		**(267,692)**	(523,406)
Cash flows from financing activities			
Proceeds from issues of shares and other equity securities		**612,880**	350,000
Proceeds from options to purchase Burbanks mill		**2,750,000**	-
Proceeds from Directors Loans		**-**	90,000
Repayment of Ramelius Resources loan		**(1,000,000)**	(60,000)
Transactions costs associated with equity issues		**(42,832)**	(13,588)
Net cash provided by financing activities		**2,320,048**	366,412
Net (decrease)/increase in cash and cash equivalents		**131,859**	(200,990)
Cash and cash equivalents at the beginning of the financial year		**28,823**	229,813
Cash and cash equivalents at the end of the financial year	7	**160,682**	28,823

This statement should be read in conjunction with the notes to the financial statements.

1 Summary of significant accounting policies

The principal accounting policies adopted in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the consolidated entity consisting of Maximus Resources Limited and its subsidiaries.

a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001.* Maximus Resources Limited is a for-profit entity for the purpose of preparing the financial statements.

(i) Compliance with IFRS
The consolidated financial statements of the Maximus Resources Limited also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

Australian Accounting Standards include Australian equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRSs ensures that the financial statements and notes comply with International Financial Reporting Standards (IFRS).

(ii) Historical cost convention
These financial statements have been prepared on an accrual basis, under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, financial assets and liabilities (including derivative instruments) at fair value through profit or loss and certain classes of property, plant and equipment.

(iii) Critical accounting estimates

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

(iv) New accounting standards adopted in the current year

Two new accounting standards have been adopted in the current year.
- AASB 15 – Revenue from contracts with customers
- AASB 9 – Financial Instruments

Neither standard had an impact on the group reported results on implementation.

Going concern

The financial report has been prepared on the basis of going concern.

The cash flow projections of the Company and consolidated entity evidence that there is a material uncertainty that the Company is a going concern as it is reliant on a capital raising and /or asset sale for continued operations.

The Company incurred a loss of $2,107,283 (2018: $1,410,844) with negative operating and investing cashflows of $2,188,189. The operations were funded by revenues from toll milling operations, equity issues and funds received from various parties regarding the option to purchase the Burbank Mill during the year.

The Company and consolidated entity's ability to operate as a going concern is contingent upon completion of the Burbanks Mill sale if additional capital is not obtained, and the going concern basis of accounting may not be appropriate. As a result, the Company may have to realise its assets to extinguish its liabilities, other than in the ordinary course of business in amounts which could be different from those stated in the financial report. No allowance for such circumstances has been made in the financial report.

b) Basis of consolidation

The Group financial statements consolidate those of the Parent Company and all of its subsidiaries as of 30 June 2019. The Parent controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. All subsidiaries have a reporting date of 30 June 2019.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

c) Revenue and Other Income

Revenue is measured at the fair value of the consideration received or receivable. Revenue from the rendering of services is recognised upon the delivery of the service to the customer. The Group recognises contract liabilities when consideration is received in respect to unsatisfied performance obligations.

Revenue from the sale of gold is measured at fair value of the consideration received or receivable. Revenue is recognised when gold is delivered to the buyer.

Interest revenue is recognised using the effective interest rate method.

d) Employee Benefits

Short-term employee benefits

Short-term employee benefits are benefits, other than termination benefits, that are expected to be settled wholly within twelve (12) months after the end of the period in which the employees render the related service. Examples of such benefits include wages and salaries, non-monetary benefits and accumulating sick leave. Short-term employee benefits are measured at the undiscounted amounts expected to be paid when the liabilities are settled.

Other long-term employee benefits

The Group's liabilities for annual leave and long service leave are included in other long term benefits as they are not expected to be settled wholly within twelve (12) months after the end of the period in which the employees render the related service. They are measured at the present value of the expected future payments to be made to employees. The expected future payments incorporate anticipated future wage and salary levels, experience of employee departures and periods of service, and are discounted at rates determined by reference to market yields at the end of the reporting period on high quality corporate bonds (2018: government bonds) that have maturity dates that approximate the timing of the estimated future cash outflows. Any re-measurements arising from experience adjustments and changes in assumptions are recognised in profit or loss in the periods in which the changes occur.

The Group presents employee benefit obligations as current liabilities in the statement of financial position if the Group does not have an unconditional right to defer settlement for at least twelve (12) months after the reporting period, irrespective of when the actual settlement is expected to take place.

e) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker has been identified as the Board of Directors.

f) Income tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The Company and its subsidiaries are not part of a consolidated tax group.

g) Impairment of non-financial assets

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

h) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of 3 months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

i) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for expected credit losses. Trade receivables are generally due for settlement within 30 days. They are presented as current assets unless collection is not expected for more than 12 months after the reporting date.

The Group uses a simplified approach in accounting for trade and other receivables and records the loss allowance at the amount equal to the expected lifetime credit losses. The Group uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix. The Group has assessed the impact of the impairment model and no adjustment was required in Group’s financial statements.

j) Investments and other financial assets

Recognition and derecognition
Regular purchases and sales of financial assets are recognised on trade-date - the date on which the Company commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

When securities classified as available-for-sale are sold, the accumulated fair value adjustments recognised in other comprehensive income are reclassified to profit or loss as gains and losses from investment securities.

Measurement
At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Loans and receivables and held to maturity investments are subsequently carried at amortised cost using the effective interest method.

Impairment
The Company assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a ‘loss event’) and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

If there is evidence of impairment for any of the Company's financial assets carried at amortised cost, the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, excluding future credit losses that have not been incurred. The cash flows are discounted at the financial asset's original effective interest rate. The loss is recognised in the statement of profit or loss and other comprehensive income.

Provision for restoration and rehabilitation

The Company assesses the mill restoration and rehabilitation provision in accordance with accounting policies. Significant judgement is required in determining the provision for restoration and rehabilitation as there are many transactions and other factors that will affect the ultimate liability payable to rehabilitate the mill site. The estimate of future costs therefore requires management to make assessment of the future restoration and rehabilitation date, future environmental legislation, changes in regulations, price increases, changes in discount rates, the extent of restoration and rehabilitation activities and future removal technologies. When these factors change and become known in the future, such differences will impact the restoration and rehabilitation provision in the period in which they change or become known. At each reporting date, the rehabilitation and restoration provision is remeasured to reflect any of these changes.

k) Plant and equipment

Each class of plant and equipment is carried at cost or fair value less, where applicable, any accumulated depreciation and impairment losses.

Plant and equipment
Plant and equipment is measured on the cost basis. The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the assets' employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

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

Depreciation
The depreciable amount of all fixed assets is depreciated on a straight-line basis over their useful lives to the Company commencing from the time the asset is held ready for use. The depreciation rates used for plant & equipment are from 12.5% to 40%.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount note 1(f).

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit or loss and other comprehensive income. When revalued assets are sold, it is Company policy to transfer any amounts included in other reserves in respect of those assets to retained earnings.

l) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

m) Earnings per share (EPS)

(i) Basic earnings per share
Basic earnings per share is calculated by dividing:

- the profit attributable to equity holders of the Company, excluding any costs of servicing equity other than ordinary shares
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

(ii) Diluted earnings per share
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

n) Exploration and evaluation expenditure

Exploration and evaluation costs related to an area of interest are written off as incurred except they may be carried forward as an item in the statement of financial position where the rights of tenure of an area are current and one of the following conditions is met:

- the costs are expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale; and
- exploration and/or evaluation activities in the area of interest have not at the end of each 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.

Capitalised costs include costs directly related to exploration and evaluation activities in the relevant area of interest. General and administrative costs are allocated to an exploration or evaluation asset only to the extent that those costs can be related directly to operational activities in the area of interest to which the asset relates.

Capitalised exploration and evaluation expenditure is written off where the above conditions are no longer satisfied.

All capitalised exploration and evaluation expenditure is assessed for impairment if facts and circumstances indicate that an impairment may exist. Exploration and evaluation assets are also tested for impairment once commercial reserves are found, before the assets are transferred to development properties.

o) Goods and Services Tax (GST)

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

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

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

p) Comparative figures

Comparative figures are adjusted to conform to Accounting Standards when required.

q) Contributed equity

Ordinary shares are classified as equity.

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

r) Profit or loss from discontinued operations

A discontinued operation is a component of the Group that either has been disposed of, or is classified as held for sale. Profit or loss from discontinued operations comprises the post-tax profit or loss of discontinued operations and the post-tax gain or loss recognised on the measurement to fair value less costs to sell or on the disposal group constituting the discontinued operation.

s) Current assets and liabilities classified as held for sale and discontinued operations

Current assets classified as held for sale are presented separately and measured at the lower of their carrying amounts immediately prior to their classification as held for sale and their fair value less costs to sell. However, some held for sale assets such as financial assets or deferred tax assets, continue to me measured in accordance with the Group's relevant accounting policy for those assets. Once classified as held for sale, the assets are not subject to depreciation or amortisation.

t) Key estimates

The preparation of the financial statements requires management to make estimates and judgments. These estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The 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 are discussed below:

Impairment
The Group assesses impairment at each reporting date by evaluating conditions specific to the Group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. Value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates.

Exploration and Evaluation
The Company's policy for exploration and evaluation is discussed in Note 1(n). The application of this policy requires management to make certain assumptions as to future events and circumstances. Any such estimates and assumptions may change as new information becomes available. If, after having capitalised exploration and evaluation expenditure, management concludes that the capitalised expenditure is unlikely to be recovered by future sale or exploration, then the relevant capitalised amount will be written off through the statement of profit or loss and other comprehensive income.

u) Standards, amendments and interpretations to existing standards that are not yet effective and have not been adopted early by the group:

Accounting Standards issued by the AASB that are not yet mandatorily applicable to the Group, together with an assessment of the potential impact of such pronouncements on the Group when adopted in future periods, are discussed below:

AASB 16: Leases (applicable to annual reporting periods beginning on or after 1 July 2019).

When effective, this Standard will replace the current accounting requirements applicable to leases in AASB 117: Leases and related Interpretations. AASB 16 introduces a single lessee accounting model that eliminates the requirement for leases to be classified as operating or finance leases.

The main changes introduced by the new standard are as follows:

- recognition of a right-of-use asset and lease liability for all leases (excluding short-term leases with a lease term 12 months or less of tenure and leases relating to low-value assets);
- depreciation of right-of-use assets in line with AASB 116: Property, Plant and Equipment in profit or loss and unwinding of the liability in principal and interest components;
- inclusion of variable lease payments that depend on an index or a rate in the initial measurement of the lease liability using the index or rate at the commencement date;
- application of a practical expedient to permit a lessee to elect not to separate non-lease components and instead account for all components as a lease: and
- inclusion of additional disclosure requirements.

The transitional provisions of AASB 16 allow a lessee to either retrospectively apply the Standard to comparatives in line with AASB 108 or recognise the cumulative effect of retrospective application as an adjustment to opening equity on the date of initial application.

As at the reporting date, the Group has no operating lease commitments (Note 22).

The impact of adopting this standard is not expected to significantly impact future financial statements.

2 Financial risk management

The Company's activities expose it to a variety of financial risks: market risk (including interest rate risk), credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Company.

Risk management is carried out by management under policies approved by the Board of Directors. The Board provides principles for overall risk management, as well as policies covering specific areas, such as interest rate risk, credit risk, the use of financial instruments and investment of excess liquidity.

The Company's financial instruments consist mainly of deposits with banks, accounts receivable and payable.

The Company holds the following financial instruments:

	Consolidated 30 June 2019 $	30 June 2018 $
Financial assets		
Cash and cash equivalents	160,682	28,823
Trade and other receivables	366,597	342,987
	527,279	371,810
Financial liabilities		
Trade and other payables	1,981,722	1,892,757
Financial liabilities – current	2,850,101	1,806,898
	4,831,823	3,699,655

(a) Market risk

(i) Price risk

Price risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate as a result of changes in market prices (other than those arising from foreign exchange or interest rate risk). The Company is not exposed to any material price risk.

(i) Cash flow and fair value interest rate risk

Interest rate risk is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates and the effective weighted interest rates on classes of financial assets and financial liabilities. Interest rate risk is managed by the Company with the use of rolling short-term deposits.

The Company has no long term financial liabilities upon which it pays interest.

As at the end of the reporting period, Maximus Resources Limited had the following variable rate cash and cash equivalent holdings:

	30 June 2019 Weighted average interest rate %	**30 June 2019 Balance $**	30 June 2018 Weighted average interest rate %	30 June 2018 Balance $
Cash and cash equivalents	**1.95**	**160,682**	1.95%	28,823
Net exposure to cashflow interest rate		**160,682**		28,823

Interest rate sensitivity analysis

At 30 June 2019, the effect on profit and equity as a result of changes in the interest rate, with all other variables remaining constant would be as follows:

		Interest rate risk			
		Increase 2%		Decrease 2%	
30 June 2019	Carrying amount $	Profit $	Equity $	Profit $	Equity $
Financial assets					
Cash and cash equivalents	**160,682**	34	**34**	**(34)**	**(34)**
Total increase/ (decrease)		**34**	**34**	**(34)**	**(34)**

		Increase 2%		Decrease 2%	
30 June 2018	Carrying amount $	Profit $	Equity $	Profit $	Equity $
Financial assets					
Cash and cash equivalents	28,823	50	50	(50)	(50)
Total increase/ (decrease)		50	50	(50)	(50)

(b) Credit risk

Credit risk is the risk of default by borrowers and transactional counterparties as well as the loss of value of assets due to deterioration in credit quality. Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions, as well as credit exposures to wholesale and retail customers, including outstanding receivables and committed transactions. For banks and financial institutions, only independently rated parties with a minimum rating of 'A' are accepted. Individual risk limits are set based on internal or external ratings in accordance with limits set by the board. Sales to retail customers are required to be settled in cash or using major credit cards, mitigating credit risk.

(c) Liquidity risk

Liquidity risk is the risk that the Company may encounter difficulty in settling its debts or otherwise meeting its obligations. The Company manages liquidity risk by monitoring cash flows and ensuring that adequate funds are available to meet cash demands.

3 Segment information

(a) Description of segments

Identification of reportable segments
Management has determined the operating segments based on the reports reviewed and used by Managing Director (the chief operating decision maker) are used to make strategic decisions. The Group is managed primarily on the basis of geographical area of interest, since the diversification of the Group operations inherently has notably different risk profiles and performance assessment criteria. Operating segments are therefore determined on the same basis.

Reportable segments disclosed are based on aggregating operating segments where the segments are considered to have similar economic characteristics and are also similar with respect to the following:

- external regulatory requirements
- geographical and geological styles

Accounting policies developed
Unless stated otherwise, all amounts reported to the Managing Director as chief decision maker with respect to operating segments are determined in accordance with accounting policies that are consistent to those adopted in the annual financial statements of the Group.

2019	**Exploration**	**Burbanks Mill**	**Other**	**Total**
	$	**$**	**$**	**$**
Segment revenue	**6,806**	**2,897,480**	**714,294**	**3,618,580**
Adjusted earnings before interest, tax, depreciation and amortisation (EBITDA)	**154,620**	**(1,424,039)**	**-**	**(1,424,039)**
Impairment	**161,426**	**-**	**-**	**161,426**
Segment assets	**2,775,089**	**4,046,914**	**-**	**6,822,003**
Capital expenditure	313,573	15,720	-	329,293
Impairment	(161,426)	-	-	(161,426)
Total movement for the year	**152,147**	**15,720**	**-**	**167,867**
Total segment assets				6,779,064
Unallocated assets				77,016
Total assets				**6,856,080**

3. Segment Information (cont)

2018	Exploration $	Burbanks Mill $	Other $	Total $
	$	$	$	$
Segment revenue	**6,597**	**3,717,522**	**-**	**3,724,119**
Adjusted earnings before interest, tax, depreciation and amortisation (EBITDA)	**6,597**	**(1,216,803)**	**(515)**	**(1,210,721)**
Impairment	**-**	**-**	**(515)**	**(515)**
Segment assets	**2,622,942**	**4,511,343**	**-**	**7,134,285**
Capital expenditure	355,646	339,456	515	695,617
Total movement for the year	**355,646**	**339,456**	**-**	**695,102**
Total segment assets				**7,134,285**
Unallocated assets				23,295
Total assets				**7,157,582**

(ii) *Adjusted EBITDA*
A reconciliation of adjusted EBITDA to operating loss before income tax is provided as follows:

4. Other income

	Consolidated	
	30 June 2019 $	30 June 2018 $
Gain on debt forgiveness	**712,613**	-

During the year, the Company negotiated with Ramelius the repayment of its outstanding debt of $1,712,613. Ramelius agreed to a payment $1,000,000 to finalise the outstanding amount owing for the purchase of EGMS if payment was received by no later than 30 June 2019. The Company paid $1,000,000 to Ramelius during April 2019. This payment has resulted in Ramelius forgiving $712,613 of the debt.

Interest received	**319**	**985**
	319	**985**

5. Expenses

	Consolidated	
	30 June 2019 $	30 June 2018 $
Other		
Consulting costs	**150,670**	111,984
Occupancy expenses	**30,045**	44,837
Other costs	**31,149**	16,347
	211,864	173,168

Compliance expenses		
Share registry fees	**49,460**	32,964
ASX fees	**20,824**	20,711
Audit Fees	**54,936**	43,500
Insurance	**20,525**	22,828
Other compliance expenses	**8,869**	1,718
	154,614	121,721
Marketing		
Marketing and promotion	**5,146**	4,970
	5,146	4,970
Exploration expenses		
General exploration expenditure written off	**1,530**	68
Capitalised exploration expenditure impaired	**159,896**	447
	161,426	515

6. Income Tax Expense

	Consolidated	
	30 June 2019 $	30 June 2018 $
(a) Income tax expense:		
Current tax	**-**	-
	-	-
(b) Numerical reconciliation of income tax expense to prima facie tax payable		
Loss from continuing operations before income tax expense	**(401,733)**	(449,482)
Tax at the Australian tax rate of 27.5%	**(110,477)**	(123,608)
Tax effect of amounts which are not deductible (assessable) in calculating taxable income:		
Temporary differences not brought to account	**110,477**	123,608
Income tax expense	**-**	-

A deferred tax asset (DTA) has not been recognised in respect of temporary differences as they do not meet the recognition criteria as outlined in Note 1(f) of the financial statements. A DTA has not been recognised in respect of tax losses either as realisation of the benefit is not regarded as probable.

The Company has unrecognised DTAs of $8,260,304 (2018: $7,696,402) that are available indefinitely for offset against future taxable profits.

The tax rates applicable to each potential tax benefit are as follows:

- timing differences – 27.5%
- tax losses – 27.5%

7. Current assets - Cash and cash equivalents

	Consolidated	
	30 June 2019 $	30 June 2018 $
Cash at bank and in hand	**143,682**	11,823
Term deposits	**17,000**	17,000
	160,682	28,823

(a) Risk exposure

The Company's exposure to interest rate risk is discussed in note 2. The maximum exposure to credit risk at the end of each reporting period is the carrying amount of each class of cash and cash equivalents mentioned above.

(b) Deposits at call

The deposits are bearing a weighted average interest rate of 1.95% (2018: 1.95%).

8. Current assets - Trade and other receivables

	Consolidated	
	30 June 2019 $	30 June 2018 $
Net trade receivables		
Trade and other receivables	**366,597**	342,987
	366,597	342,987

9. Current assets - Other current assets

	Consolidated	
	30 June 2019 $	30 June 2018 $
Accrued revenue	**-**	128,250
Prepayments	**35,023**	18,615
	35,023	146,865

10. Disposal group classified as held for sale and discontinued operations

During the 2019 year, management decided to discontinue operations at the Burbanks mill, in line with its strategy to focus on the Company's exploration assets. Consequently, assets and liabilities allocated to Burbanks were reclassified as a disposal group. Revenue and expenses in relation to the discontinuation of this subgroup have been eliminated from profit and loss from the Group's continuing operations and are shown as a single line item in the statement of profit or loss.

In September 2019, the Burbanks mill was sold for $5.2 million cash to Mineral Ventures Pty Ltd.

Operating losses of the Burbanks mill until the date of disposal and the profit or loss from re-measurement and disposal of assets and liabilities classified as held for sale are summarised as follows:

	30 June 2019	30 June 2018
	$	$
Revenue - milling	**2,890,674**	3,717,522
Other income	**35,296**	30,236
Total income	**2,925,970**	3,747,758
Cost of sales		
Milling expenses - consumables	**1,441,146**	1,000,037
Crushing expenses	**736,730**	538,516
Leaching expenses	**347,904**	552,204
Laboratory expenses	**84,393**	119,140
Gold room expenses	**67,859**	76,314
Tailings Dam expenses	**60,284**	195,214
Employee expenses	**1,268,706**	1,473,382
Insurance expenses	**54,889**	48,162
Depreciation	**211,362**	191,216
Licence fees	**1,507**	371
Legal fees	**114,407**	105,307
Travel expenses	**11,814**	29,146
Other mill expenses	**160,370**	317,938
Total cost of sales	**4,561,371**	4,646,947
Operating loss	**(1,635,401)**	(899,189)
Finance costs	**(70,149)**	(62,173)
Loss from discontinued operations before tax	**(1,705,550)**	(961,362)
Tax expense	**-**	-
Loss for the year from discontinued operations	**(1,705,550)**	(961,362)

The carrying amounts of assets and liabilities in this disposal group are summarised as follows:

	30 June 2019
	$
Current assets	
Property, plant and equipment	**3,498,875**
Inventories - consumables	**19,375**
Assets classified as held for sale	**3,518,250**
Current liabilities	
Provisions – employee entitlements (Mill staff)	**52,778**
Provisions – restoration/rehabilitation	**876,203**
Liabilities classified as held for sale	**928,981**

Cashflows used by Burbanks mill for the reporting periods under review until its disposal are as follows:

	30 June 2019 $	30 June 2018 $
Operating activities	(1,036,068)	(459,191)
Investing activities	(15,720)	(356,147)
Cashflows used in discontinued operations	**(1,051,788)**	(815,338)

11. Plant and equipment

Consolidated	Other plant and equipment $	Burbanks plant & equipment $	Burbanks Office equipment and furniture $	Total $
At 30 June 2018				
Cost or fair value	22,222	4,200,364	24,356	4,246,942
Accumulated depreciation	(21,121)	(225,379)	(2,846)	(249,346)
Net book amount	1,101	3,974,985	21,510	3,997,596
Year ended 30 June 2019				
Opening net book amount	1,101	3,974,985	21,510	3,997,596
Assets scrapped	-	(301,878)	-	(301,878)
Asset purchases	-	15,720	-	15,720
Depreciation charge	(662)	(208,528)	(2,934)	(173,840)
Assets held for sale included in disposal group	-	(3,480,299)	(18,576)	(3,498,875)
Closing net book amount	**439**	-	-	**439**
At 30 June 2019				
Cost or fair value	22,222	-	-	22,222
Accumulated depreciation	(21,783)	-	-	(21,783)
Net book amount	**439**	-	-	**439**

Consolidated	Other plant and equipment $	Burbanks plant & equipment $	Burbanks Office equipment and furniture $	Total $
Year ended 30 June 2018				
Opening net book amount	2,742	3,815,333	16,231	3,834,306
Asset purchases	-	349,227	6,920	356,147
Depreciation charge	(1,641)	(189,575)	(1,641)	(192,857)
Closing net book amount	1,101	3,974,985	21,510	3,997,596
At 30 June 2018				
Cost or fair value	22,222	4,200,364	24,356	4,246,942
Accumulated depreciation	(21,121)	(225,379)	(2,846)	(249,346)
Net book amount	1,101	3,974,985	21,510	3,997,596

12. Non-current assets - Exploration and evaluation

	Consolidated	
	30 June 2019	30 June 2018
Exploration and evaluation		
Movement:		
Opening balance	**2,622,942**	2,467,297
Expenditure incurred	**313,573**	356,160
Sales of Lithium rights*	**-**	(200,000)
Impairment of capitalised expenditure	**(161,426)**	(515)
Closing balance	**2,775,089**	2,622,942

*The Company sold its Lithium rights to ASX-listed company Lepidico Ltd for $80,000 worth of Lepidico fully paid ordinary shares and a cash payment of $120,000.

13. Current liabilities - Trade and other payables

	Consolidated	
	30 June 2019 $	30 June 2018 $
Trade payables	**1,674,984**	1,159,160
Prepaid revenue	**-**	205,000
Other payables and accruals	**306,738**	528,596
	1,981,722	1,892,756

14. Current liabilities – Provisions

	Consolidated	
	30 June 2019 $	30 June 2018 $
Provision – Employee benefits	**126,476**	136,819
	126,476	136,819

Opening current liabilities provisions at 1 July 2018	136,819
Employee benefits accrued	42,435
Liabilities held for sale included in disposal group – Burbanks Mill employees	(52,778)
Closing current liabilities provisions at 30 June 2019	126,476

15. Non-current liabilities – Provisions

	Consolidated	
	30 June 2019 $	30 June 2018 $
Provision – Employee benefits	**1,045**	1,045
Provision – Restoration	**-**	815,072
	1,045	816,117

In the current year, the restoration provision associated with the Burbanks Mill has been transferred to liabilities associated with the disposal group (refer note 10)

16. Current liabilities – Financial liabilities

	Consolidated	
	30 June 2019 $	30 June 2018 $
Loans from related parties (refer to note 23)	**100,101**	94,286
Financial Liability – Burbanks sale proceeds (a)	**2,750,000**	-
Financial Liability – Ramelius Resources Ltd (Royalty) (b)	**-**	1,712,613
	2,850,101	1,806,899

(a) During the year ended 30 June 2019, the Company entered into negotiations with various parties to sell the Burbanks Mill. During December 2018 the Company signed a Binding Term Sheet with GBF Mining Pty Ltd (GBF) for a 12 month lease of the Burbanks Mill, commencing in March 2019 or earlier, plus an option to acquire 50% of the equity in the Company's wholly owned subsidiary, EGMS. GBF paid lease option fees totalling $750,000 to the Company. During April 2019 the Company terminated the agreement with GBF.

On 4 April 2019 the Company entered into agreement with Adaman Resources Ltd (Adaman) to sell 100% of the Burbanks Mill for $5.8 million, with adjustments for major component defects identified during due diligence. The agreement with Adaman included an immediate payment of $2,000,000.

(b) During the year the Company negotiated with Ramelius the repayment of its outstanding debt of $1,712,613. Ramelius agreed to a payment $1,000,000 to finalise the outstanding amount owing for the purchase of EGMS, if payment was received by no later than 30 June 2019. The Company paid $1,000,000 to Ramelius during April 2019. This payment resulted in Ramelius forgiving $712,613 of the debt.

17. Contributed equity

	Consolidated		Consolidated	
	30 June 2019	30 June 2018	**30 June 2019**	30 June 2018
(a) Share capital			**$**	$
Ordinary shares				
Fully paid	**34,815,204**	3,177,301,940	**40,895,357**	40,325,309

(b) Movements in ordinary share capital:

Date	Details	Number of shares	Issue price	$
1 July 2017	Opening balance	2,854,269,632		39,988,897
6 September 2017	Issue of Shares - placement	83,140,002	$0.001	83,140
6 September 2017	Issue of Shares – placement	89,892,306	$0.0013	116,680
26 April 2018	Issue of Shares – placement	150,000,000	$0.001	150,000
				350,000
	Less: Transaction costs arising on share issues			(13,588)
30 June 2018	**Balance**	3,177,301,940		40,325,309
6 September 2018	Issue of Shares - placement	304,095,000	$0.001	304,095
20 December 2018	Consolidation (1:115)[1]	(3,451,122,692)	-	-
3 May 2019	Issue of Shares – placement	4,540,956	$0.068	308,785
				612,880
	Less: Transaction costs arising on share issues			(42,832)
30 June 2019	**Balance**	34,815,204		40,895,357

[1] At the Company's Annual General Meeting held on 30 November 2018, the shareholders agreed to consolidate the capital in the company on the basis that every 115 shares be consolidated into 1 share, and where the consolidation results in a fraction of a share being held, the fraction is rounded up to the nearest whole share. The consolidation of capital was completed on 10 December 2018 reducing the number of ordinary shares on issue by 3,451,122,692 to 30,274,248 ordinary shares on issue.

(c) Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held.

At shareholders' meetings, on a show of hands every holder of ordinary shares present in person or by proxy is entitled to one vote, and upon a poll each share is entitled to one vote.

Ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

(d) Options and rights

There were no options and rights issued during the 2018 and 2019 year in relation to the Maximus Resources Limited Employee Share Option and Incentive Rights Plans.

(e) Capital risk management

The Company has no debt which has externally imposed capital requirements.

The Company's debt and capital includes ordinary share capital, supported by property, plant and equipment.

Management effectively manages the Company's capital by assessing its financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distributions to shareholders and share issues.

18. Retained losses

	Consolidated	
	30 June 2019 $	30 June 2018 $
Retained Earnings		
Balance 1 July	**(37,820,319)**	(36,409,475)
Net loss for the year	**(2,107,283)**	(1,410,844)
Balance 30 June	**(39,927,602)**	(37,820,319)

19. Key management personnel disclosures

Key management personnel compensation

	Consolidated	
	30 June 2019 $	30 June 2018 $
Short-term employee benefits	**444,833**	269,908
Post-employment benefits	**30,132**	47,087
Termination benefits	**-**	-
	474,965	316,995

Detailed remuneration disclosures and interests held by key management personnel are provided in sections A to E of the remuneration report on pages 7 to 11.

20. Remuneration of auditors

During the year the following fees were paid or payable for services provided by the auditor of the Company and its related practices:

	Consolidated	
	30 June 2019 $	30 June 2018 $
Grant Thornton		
Audit and review of financial reports	**54,936**	43,500
Taxation Services	**5,400**	6,000
Total auditors' remuneration	**60,336**	49,500

21. Contingencies

(a) Contingent liabilities

The Group is currently undertaking an arbitration process to determine the final amount payable for a recovered gold reconciliation relating to the Burbanks operations. The financial accounts provide for an amount payable based on the Groups understanding of the GIC reconciled, however this amount may vary depending on the outcome of the arbitration process.

The Group had no other known contingent liabilities as at 30 June 2019 (2018: $NIL).

(b) Contingent assets

The Group has submitted an insurance claim in relation to plant failure at the Burbanks processing facility. The financial accounts make no allowance for an amount that may be recovered from the insurers.

The majority of the Adelaide Hills tenement package consisting of 5 tenements, including the Bird in Hand project was sold to Terramin Australia Limited ("Terramin") in 2013. The consideration included the following contingent payment from Terramin:

- $1,000,000 payable upon approval of a Program for Environmental Protection and Rehabilitation; and
- $1,000,000 payable upon commencement of bullion production.

Maximus is also entitled to a 0.5% royalty payable upon bullion production in excess of 50,000 ozs.

The Flushing Meadows tenement package was sold to Orex Mining Pty Ltd (now Yandal Resources Ltd) in October 2010. Maximus is entitled to a gold royalty in respect of gold produced from any part of the tenement area of $40 per ounce on the first 50,000 ounces of gold generated, with the first $200,000 to be pre-paid upon commencement of gold production and $20 per ounce of gold produced in excess of 50,000 ounces and less than 150,000 ounces to a maximum of $4 million royalty revenue being received by Maximus.

Additionally, there is a 3% net smelter return for any gold by-products or co-products from the tenement area.

22. Commitments

Commitments for exploration and joint venture expenditure

In order to maintain current rights of tenure to exploration tenements the Company will be required to outlay in the year ending 30 June 2019 amounts of approximately $1,176,740 (2018: $1,299,020) in respect of tenement lease rentals and to meet minimum expenditure requirements pursuant to various joint venture requirements.

Operating Leases

The Group has no operating leases at 30 June 2019.

23. Key management personnel

(a) Key management personnel

Disclosures relating to key management personnel are set out in note 19.

(b) Transactions with key management personnel

The following transactions occurred with related parties:

During the year ended 30 June 2019, McClusky & Co Pty Ltd, of which Ms Leigh McCluksy is a director provided office space for the head office. The amount paid for office and rental costs totalled $15,400 including GST. The office space is leased on a month to month basis.

During the year ended 30 June 2018, Mandurang Pty Ltd, of which the late Mr Robert Kennedy was a Director of, loaned the Company $50,000. The loan is interest bearing at 6%pa and is required to be repaid upon completion of a successful capital raise. Interest has been capitalised into the total loan payable.

During the year ended 30 June 2018, Mrs G Malaxos, spouse of Mr Kevin Malaxos, loaned the Company $40,000. The loan is interest bearing at 6%pa and is required to be repaid upon completion of a successful capital raise. Interest has been capitalised into the total loan payable.

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

24. Subsidiaries

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

Name of entity	**Country of incorporation**	**Class of shares**	**Equity holding**	
			2019 %	2018 %
MXR Minerals Pty Ltd	Australia	Ordinary	**100**	100
Eastern Goldfields Milling Services Pty Ltd	Australia	Ordinary	**100**	100

25. Events occurring after the reporting period

During September 2019 the Company terminated the sale agreement with Adaman Resources Limited and entered into an agreement with Mineral Ventures Pty Ltd sell 100% of the Burbanks Mill for $5.2 million (GST exclusive). The Company received $2.8 million on 13 September 2019 from Mineral Ventures Pty Ltd. The Company received the balance of $2.4 million on 30 September 2019.

Ms Leigh McClusky resigned as a Director on 1 August 2019.

Mr Martin Janes was appointed as a Director on 1 August 2019

Kevin Malaxos resigned with effect from 30 November 2019

There are no other events or circumstances that have occurred subsequent to the end of the reporting period that have or will significantly affect the operations of the Group.

26. Reconciliation of profit after income tax to net cash inflow from operating activities

	Consolidated	
	30 June 2019 $	30 June 2018 $
Loss for the year	**(2,107,283)**	(1,410,844)
Depreciation	**169,085**	192,857
Impairment of capitalised exploration expenditure	**161,426**	515
Gain on debt forgiveness	**(712,613)**	-
Loss on sale of financial assets	**-**	11,099
Change in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	**(23,610)**	(307,788)
Decrease/(increase) in other operating assets	**357,027**	(192,861)
(Decrease)/increase in trade and other payables	**131,905**	1,550,754
(Decrease)/increase in provisions	**103,566**	112,272
Net cash (outflow)/inflow from operating activities	**(1,920,497)**	(43,996)

27. Earnings per share

	30 June 2019	30 June 2018
(a) Basic earnings per share		
Loss from continuing operations attributable to the ordinary equity holders	**(401,733)**	(449,482)
Loss from discontinued operations attributable to the ordinary equity holders	**(1,705,550)**	(961,362)
Weighted average number of ordinary shares outstanding during the year used to calculate basic earnings per share	**29,197,915**	3,022,663,133
Basic earnings per share (cents) – continuing operations	**(1.38)**	(0.015)
Basic earnings per share (cents) – discontinued operations	**(5.84)**	(0.032)
Total Basic earnings per share (cents)	**(7.22)**	(0.047)

(b) Diluted earnings per share

Pursuant to AASB 133, the Company has no diluted securities.

28. Share-based payments

(a) Employee Option Plan

No option arrangements existed at 30 June 2019:

Fair value of options granted
No employee options were granted during the year ended 30 June 2019 (2018: Nil). Therefore no calculation of the fair value of options granted during the year was required to be made using the Black-Scholes option pricing model.

(b) Employee Incentive Rights Plan

No incentive rights arrangements existed at 30 June 2019 and 2018.

29. Parent Entity

	Parent	
Statement of financial position	**2019**	**2018**
	$	**$**
Current Assets	42,335	13,682
Non-current Assets	4,511,465	4,634,460
Total Assets	4,553,800	4,648,142
Current Liabilities	3,585,000	1,142,107
Non-Current Liabilities	1,045	1,001,045
Total Liabilities	3,586,045	2,143,152
Net Assets	967,755	2,504,990
Shareholder's Equity		
Contributed Equity	40,895,358	40,325,309
Retained Losses	(39,927,603)	(37,820,319)
Capital and reserves attributable to owners	967,755	2,504,990
Statement of profit or loss and other comprehensive income		
Loss for the year	(2,107,284)	(998,276)
Other comprehensive income		-
Total comprehensive income	(2,107,284)	(998,276)

Parent Entity Contingencies

Contingent liabilities

The parent entity had no known contingent liabilities as at 30 June 2019 (2018: $NIL).

Contingent assets

The majority of the Adelaide Hills tenement package consisting of 5 tenements, including the Bird in Hand project was sold to Terramin Australia Limited ("Terramin") in 2013. The consideration included the following contingent payment from Terramin:

- $1,000,000 payable upon approval of a Program for Environmental Protection and Rehabilitation; and
- $1,000,000 payable upon commencement of bullion production.

Maximus is also entitled to a 0.5% royalty payable upon bullion production in excess of 50,000 ozs.

The Flushing Meadows tenement package was sold to Orex Mining Pty Ltd (now Yandal Resources Ltd) in October 2010. Maximus is entitled to a gold royalty in respect of gold produced from any part of the tenement area of $40 per ounce on the first 50,000 ounces of gold generated, with the first $200,000 to be pre-paid upon commencement of gold production and $20 per ounce of gold produced in excess of 50,000 ounces and less than 150,000 ounces to a maximum of $4 million royalty revenue being received by Maximus.

Additionally, there is a 3% net smelter return for any gold by-products or co-products from the tenement area.

Parent Entity Commitments

(a) Commitments for exploration and joint venture expenditure

In order to maintain current rights of tenure to exploration tenements, the Company will be required to outlay in the year ending 30 June 2019 amounts of approximately $698,820 (2018: $698,820) in respect of tenement lease rentals and to meet minimum expenditure requirements pursuant to various joint venture requirements for the next 12 months.

In the directors' opinion:

(a) the consolidated financial statements and notes set out on pages 13 to 38 are in accordance with the *Corporations Act 2001,* including:
   (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements, and
   (ii) giving a true and fair view of the consolidated entity's financial position as at 30 June 2019 and of their performance for the financial year ended on that date, 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, and

(c) the financial statements comply with International Financial Reporting Standards as confirmed in note 1(a).

The directors have been given the declarations by the Managing Director and Company Secretary required by section 295A of the *Corporations Act 2001.*

This declaration is made in accordance with a resolution of the directors.

Gerard Anderson

Director

Adelaide
30 September 2019

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Independent Auditor's Report

To the Members of Maximus Resources Limited

Report on the audit of the financial report

Opinion

We have audited the financial report of Maximus Resources Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2019, 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 consolidated 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:

a giving a true and fair view of the Group's financial position as at 30 June 2019 and of its performance for the year ended on that date; and

b 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 auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Material uncertainty related to going concern

We draw attention to Note 1(a) in the financial statements, which indicates that the Group incurred a net loss of $2,107,283 (continuing and discontinued) during the year ended 30 June 2019, and total cash outflows from operating and investing activities were $2,188,189. As stated in Note 1(a), these events or conditions, along with other matters as set forth in Note 1(a), indicate that a material uncertainty exists that may cast doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key audit matters

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

In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Discounted operations – Notes 1(r), 1(s) & 10	
During the year the Group announced the sale of the assets and milling operations associated with the Burbank Mill. The audit of the accounting associated with this planned disposal, in particular the assessment of fair value of assets and liabilities included in the disposal group and presentation of discontinued versus continuing operations in the statement of profit and loss, is a key audit matter due to the quantum and scale of the disposal group. We focused on the areas where additional complexity exists in the measurement and accounting for the disposals including: – the restatement of financial information into continuing and discontinued operations; – determining the assets and liabilities to be included in the disposal group.	Our procedures included, amongst others: • reading the transaction documents to understand the terms and conditions of the sale; • assessing the identification of assets and liabilities to be disposed of, comparing to transaction documents and underlying financial records at reporting date; • reviewing the proposed consideration receivable for the disposal group to ensure that the assets net of liabilities are not held at an amount above the recoverable amount; • assessing the disclosure in the financial report relating to the planned disposal, including restatement of prior period information to the reflect the impact of the disposal, against the requirements of the accounting standards.
Exploration and evaluation assets - Notes 1(n) & 12	
At 30 June 2019 the carrying value of exploration and evaluation assets was $2,775,089. In accordance with AASB 6 *Exploration for and Evaluation of Mineral Resources*, the Group is required to assess at each reporting date if there are any triggers for impairment which may suggest the carrying value is in excess of the recoverable value. The process undertaken by management to assess whether there are any impairment triggers in each area of interest involves an element of management judgement. This area is a key audit matter due to the significant judgement involved in determining the existence of impairment triggers.	Our procedures included, amongst others: • obtaining the management reconciliation of capitalised exploration and evaluation expenditure and agreeing to the general ledger; • reviewing management's area of interest considerations against AASB 6; • conducting a detailed review of management's assessment of trigger events prepared in accordance with AASB 6 including; – tracing projects to statutory registers, exploration licenses and third party confirmations to determine whether a right of tenure existed;

Key audit matter	How our audit addressed the key audit matter
Exploration and evaluation assets - Notes 1(n) & 12 (Cont)	
	– enquiry of management regarding their intentions to carry out exploration and evaluation activity in the relevant exploration area, including review of management's budgeted expenditure; – understanding whether any data exists to suggest that the carrying value of these exploration and evaluation assets are unlikely to be recovered through development or sale; • assessing the accuracy of impairment recorded for the year as it pertained to exploration interests; • evaluating the competence, capabilities and objectivity of management's experts in the evaluation of potential impairment triggers; and assessing the appropriateness of the related financial statement disclosures.

Information other than the financial report and auditor's report thereon

The Directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2019, but does not include the financial report and our auditor's report thereon.

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

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

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

Responsibilities of the Directors' for the financial report

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

In preparing the financial report, the Directors are responsible for assessing the 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 Company/Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_responsibilities/ar1.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 the Directors' report for the year ended 30 June 2019.

In our opinion, the Remuneration Report of Maximus Resources Limited, for the year ended 30 June 2019 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

Grant Thornton

Grant Thornton Audit Pty Ltd
Chartered Accountants

J L Humphrey
Partner – Audit & Assurance

Adelaide 30 September 2019

The shareholder information set out below was applicable as at 15 October 2019.

A Distribution of equity securities

Analysis of numbers of equity security holders by size of holding:

ORDINARY SHARES

Range	Total holders	Units	% of Issued Capital
1 - 1,000	1,230	276,394	0.79
1,001 - 5,000	600	1,566,476	4.50
5,001 - 10,000	231	1,765,002	5.07
10,001 - 100,000	318	10,042,144	28.84
100,001 - 9,999,999,999	50	21,165,188	60.79
Rounding			**-0.01**
Total	**2,429**	**34,815,204**	**100.00**

There were 1,932 holders of less than a marketable parcel of ordinary shares. At a share price of $0.065, an unmarketable parcel is 7,693 shares.

B Equity Security Holders

Twenty largest quoted equity security holders

The names of the twenty largest equity holders of quotes securities are listed below:

Rank	Name	Units	% of Units
1.	KESLI CHEMICALS PTY LTD	2,998,238	8.61
2.	RAW ORE PTY LTD	2,644,305	7.60
3.	MR NICHOLAS BARADAKIS	1,130,435	3.25
4.	TYSON RESOURCES PTY LTD	1,092,213	3.14
5.	MR DARRYN ANTHONY	1,010,000	2.90
6.	GUINA NOMINEES PTY LTD <BYASS SUPER FUND A/C>	800,000	2.30
7.	MRS GWENDOLINE MALAXOS	781,718	2.25
8.	REBO NOMINEES PTY LTD	647,366	1.86
9.	JORAC PTY LTD	641,305	1.84
10.	MR GEORGE ALEXANDER BONNEY	550,000	1.58
11.	TLG TRADING PTY LTD	469,566	1.35
12.	MR STEPHEN RONALD O'KEEFFE	423,977	1.22
13.	RMK SUPER PTY LTD <RMK PERSONAL S/F A/C>	376,318	1.08
14.	TRIPLE EIGHT GOLD PTY LTD <THE BLUE SKY A/C>	375,857	1.08
15.	KENNY INVESTMENTS PTY LTD <K & G MALAXOS FAMILY A/C>	363,479	1.04
16.	MR KELVIN GLEN CROSBY + MRS BEVERLEY ANNE CROSBY	350,000	1.01
17.	WILLING VALE PTY LTD	350,000	1.01
18.	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	334,384	0.96
19.	MR ALISTAIR MARK CAMERON	320,870	0.92
20.	GIRGIS NOMINEES (WA) PTY LTD <GIRGIS PROPERTY A/C>	300,000	0.86
Totals: Top 20 holders of ORDINARY FULLY PAID SHARES (TOTAL)		**15,960,031**	**45.84**
Total Remaining Holders Balance		**18,855,173**	**54.16**

C Substantial holders

As at 15 October 2019 the following were substantial shareholders:

Shareholder	Units	% of Units
Michael Ruane	4,090,451	11.75
Raw Ore Pty Ltd	2,644,305	7.60
Total shareholders who own more than 5%	6,734,756	19.35

D Voting Rights

The voting rights attaching to each class of equity securities are set out below:

Ordinary Shares
On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have once vote.