Annual Report

MRG Metals Ltd

ABN: 83 148 938 532

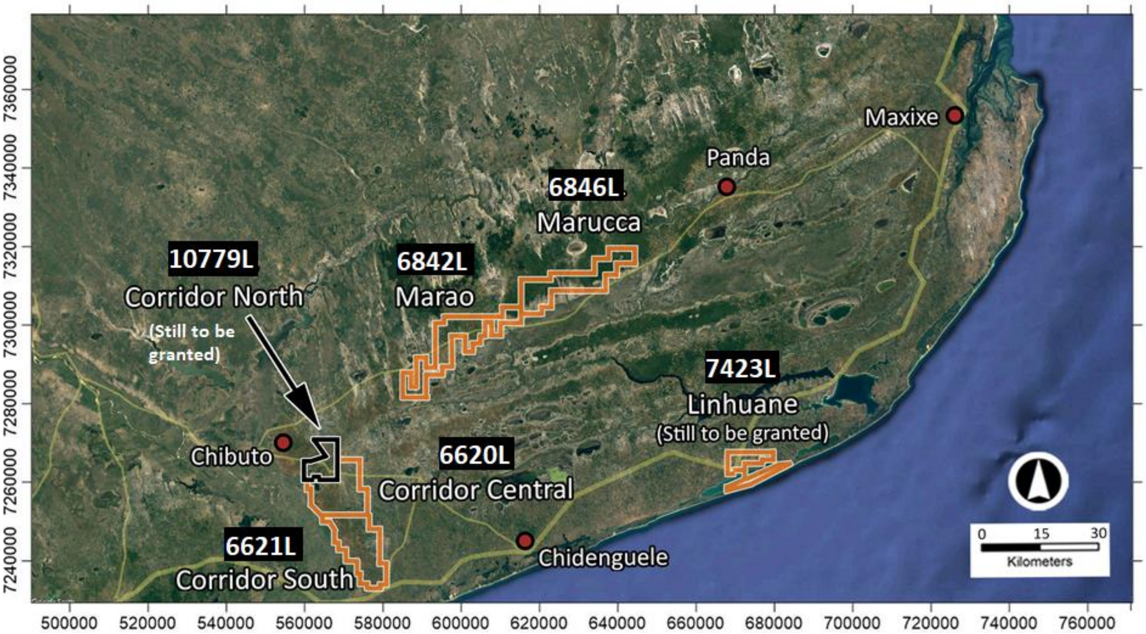
For the Year ended 30 June 2022

Contents

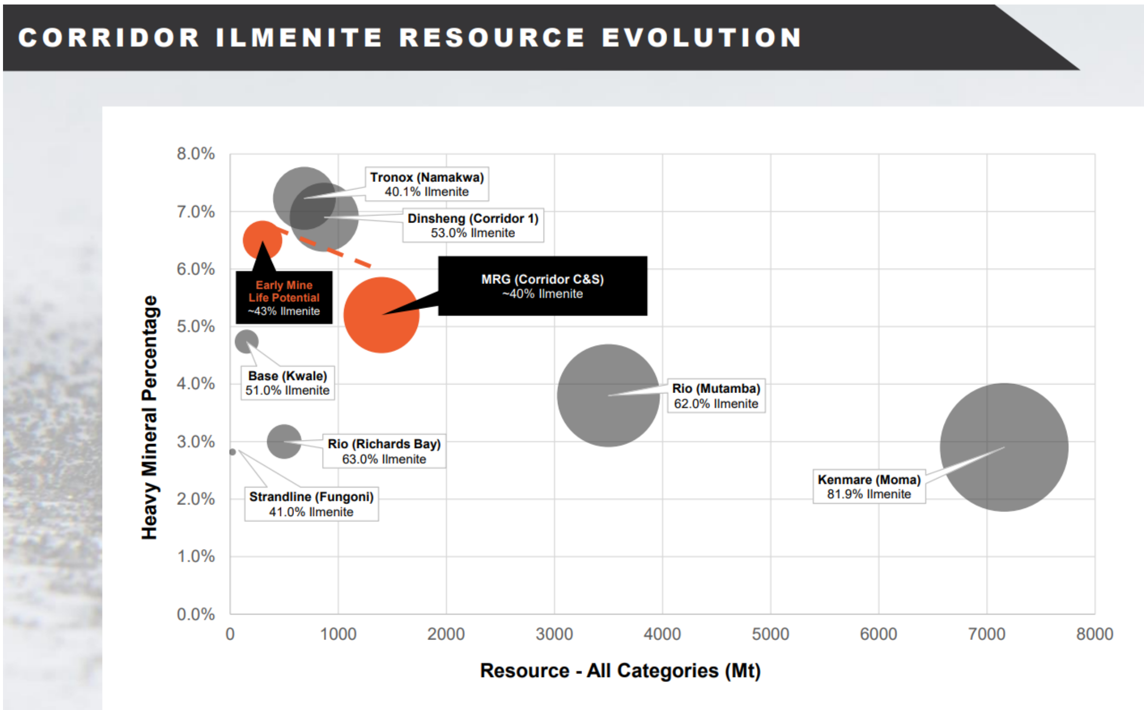
Review of Operations

MRG Metals is pleased to provide a summary of the Company's activities for the 2022 financial year across its portfolio of Heavy Mineral Sands (HMS) and projects, located in southern Mozambique.
MRG is running a dual speed approach across its portfolio of assets:

- Exploration activities across multiple tenements
- Progressing Corridor Central and South Prospects to mine development whilst delivering the best 100- 200MT MRE likely to feed into scoping study which is currently underway.



MRG has to date defined a JORC Resource over 2 billion tonnes with further upside from a JORC Exploration Target. The Company believes that this could potentially be one of the largest HMS discoveries worldwide in the last decade.

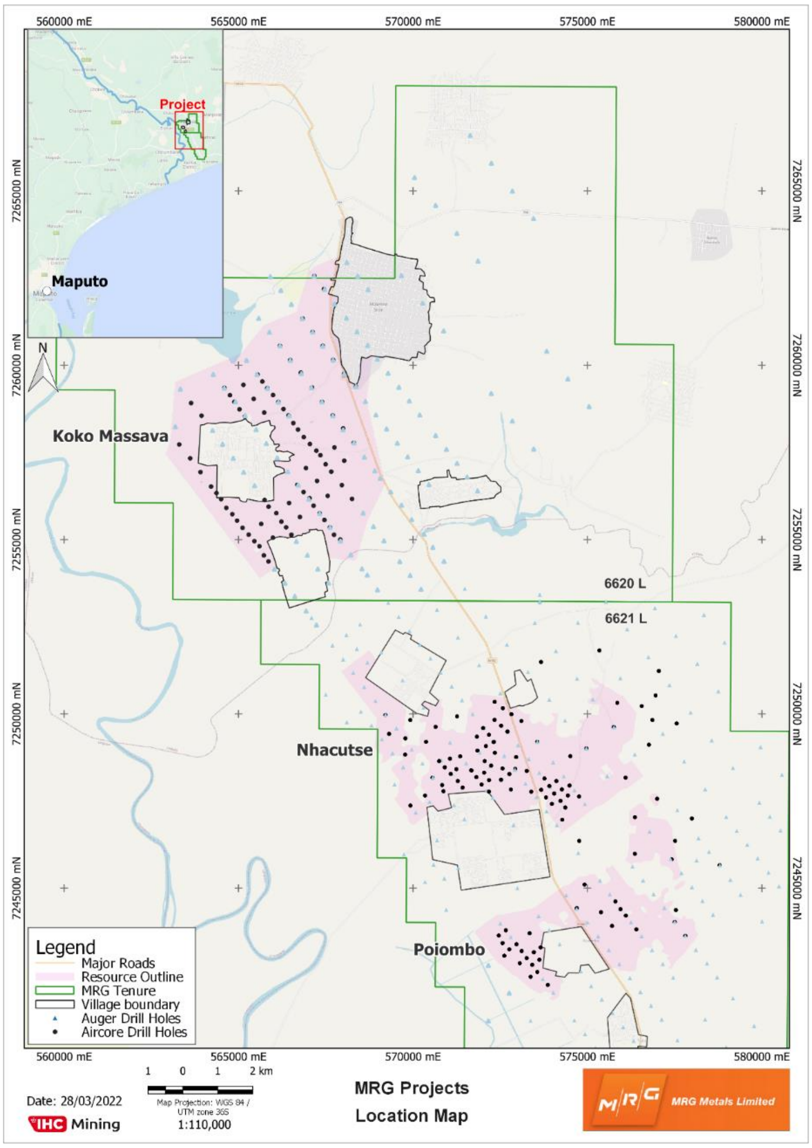


Through the Company's extensive activities at its Corridor Projects throughout the year, MRG is now in a position with multiple pits demonstrating Mineral Resource Estimates which could lead to a mine start-up operation.

Throughout the year, MRG has carried out multiple augur programs at Corridor. The Company's auger exploration technique has yet again been proven to be highly effective in delivering high grade results at Corridor.

Corridor Projects
The Corridor Projects covers 2 licences, Corridor Central and Corridor South covering a total of 387km^2.
During the year, MRG applied for an additional Heavy Mineral Sands (HMS) exploration licence in Mozambique. The Corridor North (10779L) ELA is north of and abutting MRG's Corridor Central (6620 L) licence, which contains Koko Massava JORC Resource (1.4BT @ 5.2% THM).

MRG's key focus of the last year has been the Koko Massava, Nhacutse and Poimobo targets. The Nhacutse and Poiombo deposits sit adjacent, approximately 4 km apart, and a similar distance between the Nhacutse and Koko Massava deposit to the northwest. All three deposits are in a very close economic radius and approximately 40 km from the proposed port at Chongoene.



The Company commenced this financial years' activities by outlining its plans to progress the Corridor Projects from purely exploration into mine development. IHC Mining was appointed to carry out a working program which include the following scope of works:

- Update Koko Massava Mineral Resources Estimate (MRE)
- Pit optimisation / mine planning studies for Koko Massava
- Produce Maiden MREs for Nhacutsce and Poiombo
- Re-run pit optimisation / mine planning for all 3 MRE's to achieve best scenario
- Preliminary Economic Assessment (PEA) comprising a Scoping Study and Financial Modelling including Pre-Feasibility Stage Metallurgical Testwork

Mineral Resource Estimates (Koko Massava, Nhacutse and Poiombo)
Koko Massava

Within the December 2021 quarter, MRG announced its updated Koko Massava JORC Mineral Resource estimate which included the delivery of a High-Grade Zone of 103 Mt @ 6.6% total heavy minerals (THM) at 5.5% cut-off grade. This world-class HMS deposit confirmed at Koko Massava, contains the potential to support a 50+ year mine life.

The High-Grade Zone, which is situated between the towns of Koko Massava and Malehice, presents a potential high-grade start-up mine opportunity that MRG will asses in future pit optimisation studies.

The updated global Koko Massava MRE comprises a total Mineral Resource of 1,534 Mt @ 5.1% THM, with 17% Slimes, containing 78 Mt of THM with an assemblage of 38% ilmenite, 32% titano-magnetite, 1% rutile and 1% zircon. The JORC categories are specifically stated as:

- Indicated Mineral Resource of 557 Mt @ 5.1% THM and 17% Slimes containing 28 Mt of THM with an assemblage of 38% ilmenite, 32% titano-magnetite, 1% rutile and 1% zircon.
- Inferred Mineral Resource of 977 Mt @ 5.0% THM and 16% Slimes containing 49 Mt of THM with an assemblage of 38% ilmenite, 32% titano-magnetite, 1% rutile and 1% zircon.

The MRE at Koko Massava deposit also delivered an Exploration Target in the range of 120 and 630 Mt @ between 4.5 and 6.0% THM at cut-off grades of 3% and 5% THM. This Exploration Target was predominantly located within the boundaries of the Koko Massava and Malehice villages.

***Table 1**: Summary of the updated JORC Mineral Resource estimate for the global Koko Massava deposit area.*

Summary of Mineral Resources(1)							THM Assemblage(2)							
Mineral Resource Category	Material (Mt)	In Situ THM (Mt)	BD (gcm3)	THM (%)	SLIMES (%)	OS (%)	ILM (%)	RUT (%)	ZIR (%)	TIMAG (%)	CHROM (%)	MOTH (%)	ANDA (%)	NMOTH (%)
Indicated	557	28	1.7	5.1	17	1	39	1	1	32	4	13	8	3
Inferred	977	49	1.7	5.0	16	1	38	1	1	32	4	13	8	3
Grand Total	**1,534**	**78**	**1.7**	**5.1**	**17**	**1**	**38**	**1**	**1**	**32**	**4**	**13**	**8**	**3**

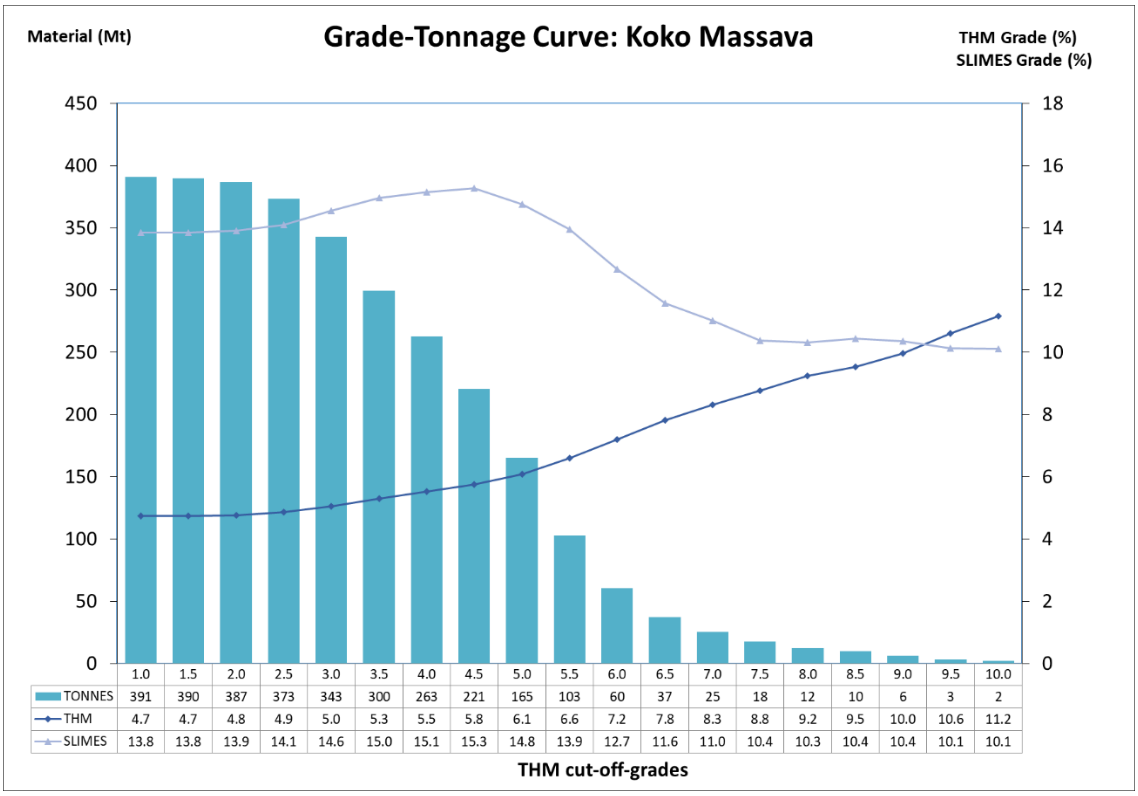
Notes:
(1) Mineral resources reported at a cut-off grade of 4% THM
(2) Mineral assemblage is reported as a percentage of in situ THM content.

***Table 2**: Summary of Exploration Target for global Koko Massava area.*

Summary of Exploration Target(1)							THM Assemblage(2)							
Target	Material (Mt)	In Situ THM (Mt)	BD (gcm3)	THM (%)	SLIMES (%)	OS (%)	ILM (%)	RUT (%)	ZIR (%)	TIMAG (%)	CHROM (%)	MOTH (%)	ANDA (%)	NMOTH (%)
Exploration Target	120 - 630	7 - 30	1.74	4.5 - 6.0	15	1	38	1	1	31	4	13	9	3
Grand Total	**120 - 630**	**7 - 30**	**1.74**	**4.5 - 6.0**	**15**	**1**	**38**	**1**	**1**	**31**	**4**	**13**	**9**	**3**

Notes:
(1) Exploration Target reported at a cut-off grade of 3% - 5% THM
(2) Mineral assemblage is reported as a percentage of in situ THM content.

The Mineral Resource estimate was reported at a range of cut-off grades in increments of 0.5% THM and this grade tonnage curve is presented in the below figure, with the continuity of the high grades shown in the MRE to be present up to a 5.5% THM cut-off.

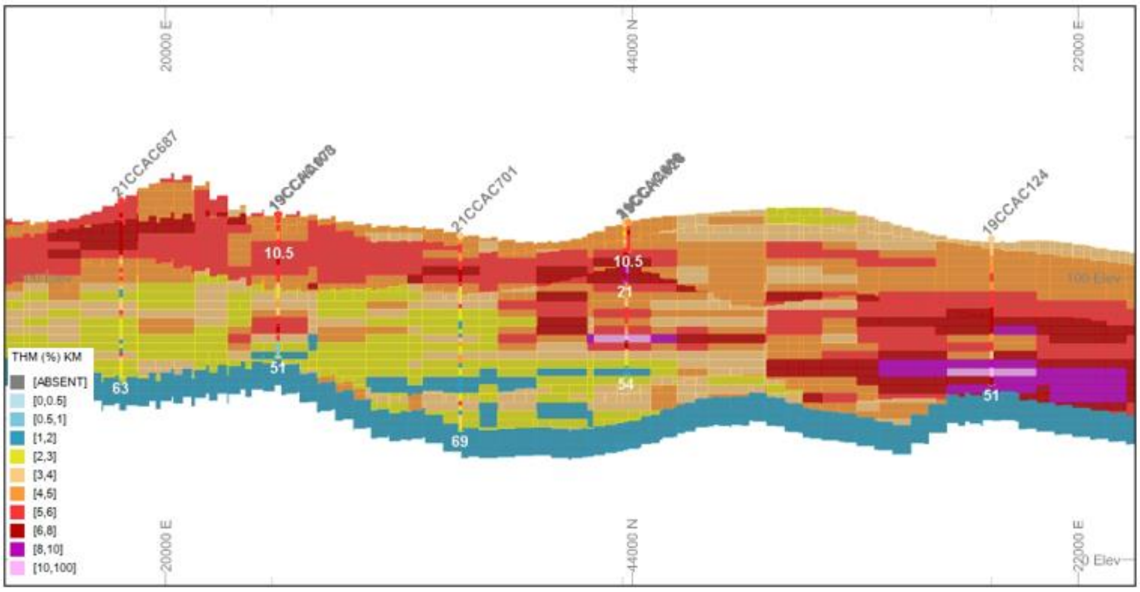


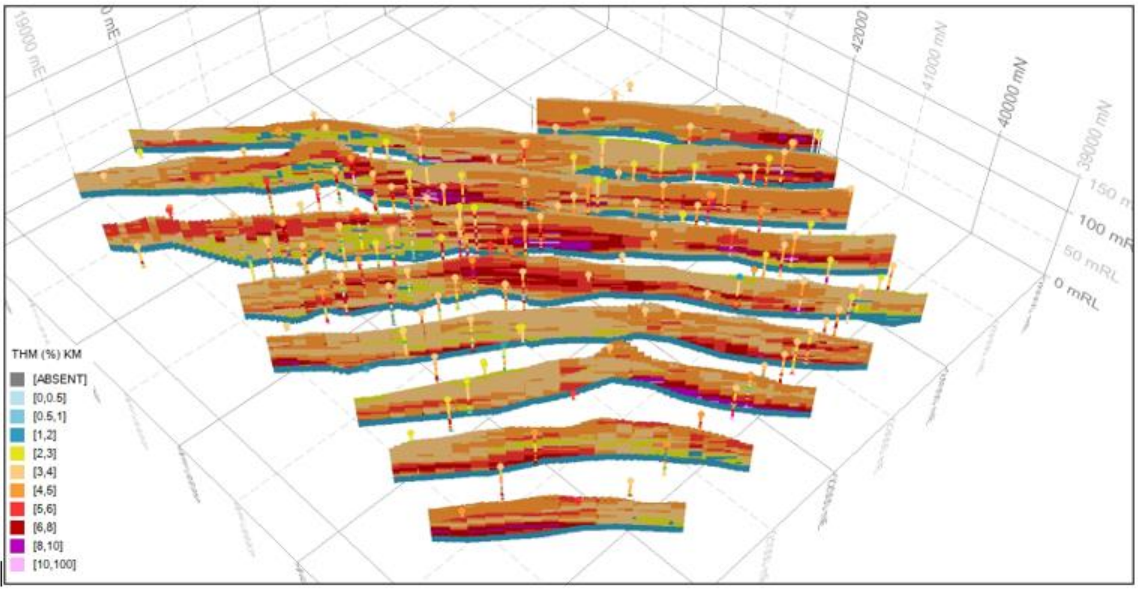
	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0	5.5	6.0	6.5	7.0	7.5	8.0	8.5	9.0	9.5	10.0
TONNES	391	390	387	373	343	300	263	221	165	103	60	37	25	18	12	10	6	3	2
THM	4.7	4.7	4.8	4.9	5.0	5.3	5.5	5.8	6.1	6.6	7.2	7.8	8.3	8.8	9.2	9.5	10.0	10.6	11.2
SLIMES	13.8	13.8	13.9	14.1	14.6	15.0	15.1	15.3	14.8	13.9	12.7	11.6	11.0	10.4	10.3	10.4	10.4	10.1	10.1

Grade-tonnage curve showing material tonnes versus THM grade (and Slime) at various cut-off grades for the High-Grade Zone Mineral Resource at Koko Massava. Cut-off grade is shown in the top row of the table, with corresponding tonnage, average THM% grade and Slime % grade in the column below it.

The High-Grade Zone has grades of +4% THM at surface for the entire modelled outlined area with the majority of the area having +4.5% THM grades at surface (refer below two figures).

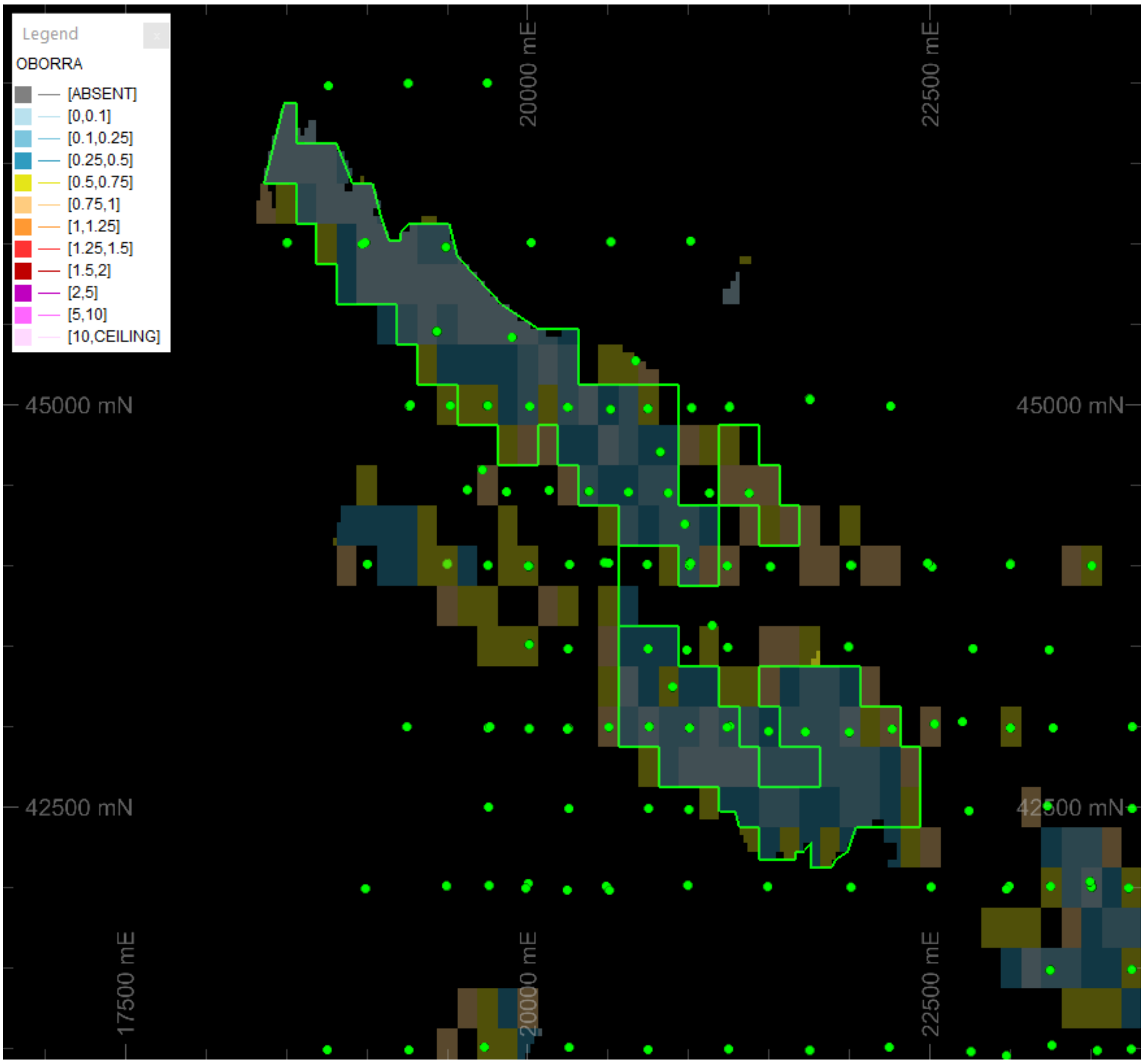
Section through the High- Grade Zone area (looking east) 7x vertical exaggeration, local mine grid.





Multiple section slices through the Koko Massava deposit sub-parallel to the strike of the High-Grade Zone (looking due east) 7x vertical exaggeration, local mine grid.

The grade tonnage curve for the High-Grade Zone also shows the significant continuity of the grades, but the ratio of material below cut-off grade to material above cut-off grade (stripping ratio) in the High-Grade Zone is generally lower and more continuous than for the rest of the Koko Massava Resource deposit, at 1.3:1.0 in the High-Grade Zone with a 5.5% THM cut-off. The stripping ratio is low in the High-Grade Zone even when higher cut-offs are used, with the ratio at the 4.0% THM cutoff being 0.20:1.0, at 4.5% THM being 0.33:1.0 and at 5.0% THM being 0.65:1.0. The stripping ratio for the 4.5% THM cut-off grade is shown in the below Figure.



Plan view of High-Grade Zone (green outline) showing stripping ratio at a 4.5% THM cut-off grade, local mine grid.

The Koko Massava High-Grade Zone comprises a Mineral Resource estimate of 103 Mt @ 6.6% THM, at 5.5% cut-off grade, containing 7 Mt of THM, with 14% Slimes, with an assemblage of 39% lmenite, 33% titano-magnetite, 1% rutile and 1% zircon. The JORC categories are specifically stated as:

- an Indicated Mineral Resource of 58 Mt @ 6.4% THM and 15% Slimes containing 4 Mt of THM with an assemblage of 39% ilmenite, 33% titano-magnetite, 1% rutile and 1% zircon
- an Inferred Mineral Resource of 45 Mt @ 6.8% THM and 12% Slimes containing 3 Mt of THM with an assemblage of 38% ilmenite, 34% titano-magnetite, 1% rutile and 1% zircon

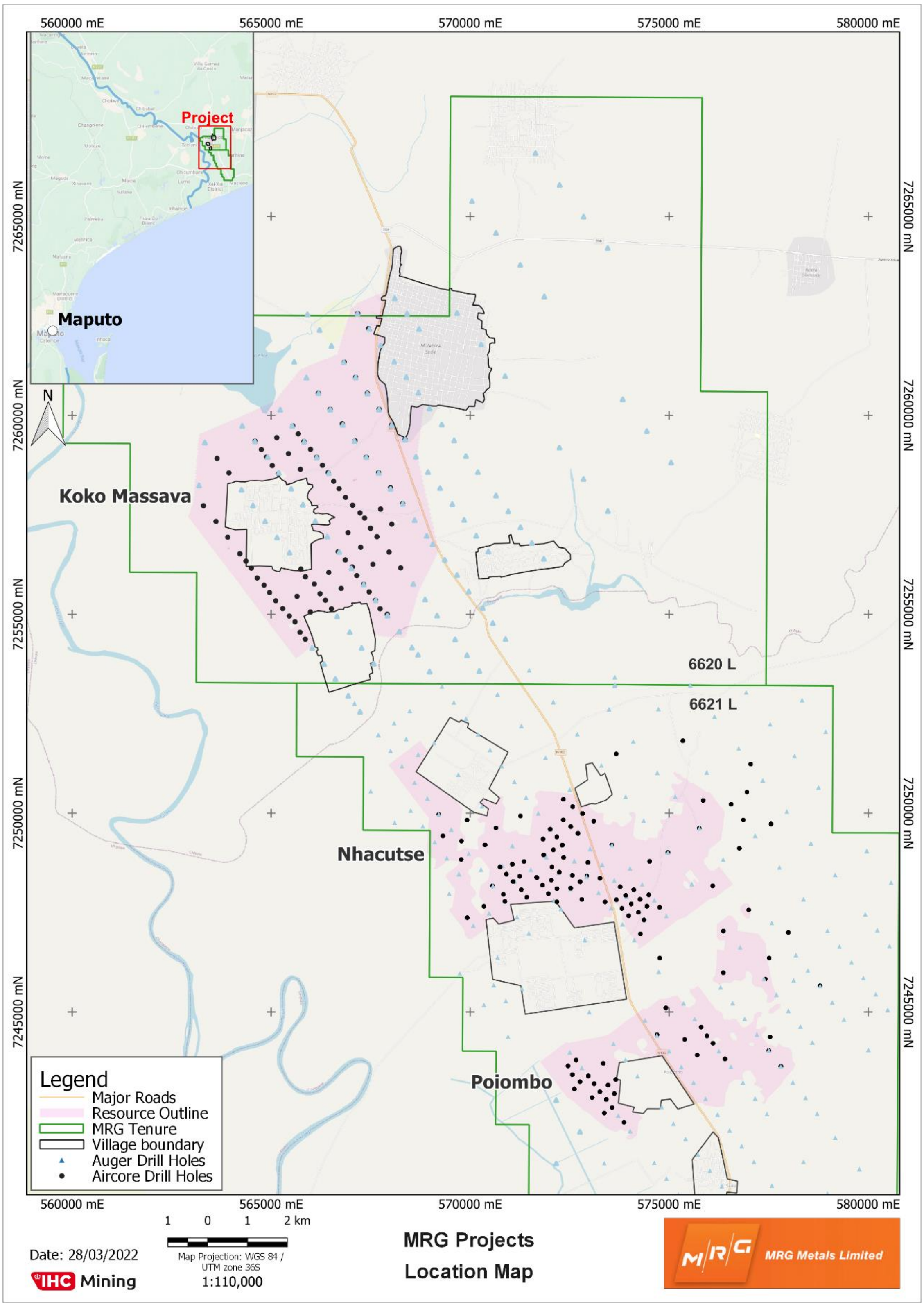
Nhacutse and Poiombo MRE

In February 2022, MRG was thrilled to deliver its Maiden JORC MREs for its Nhacutse and Poiombo deposits. At 4% Total Heavy Mineral (THM) cut-off:

- Nhacutse 535 Mt @ 4.9% THM (Inferred Resource)
- Poiombo 325 Mt @ 4.8% THM (Inferred Resource)
- Combined Nhacutse and Poiombo 860 Mt @ 4.9% THM (Inferred Resource).

Both Nhacutse and Poiombo deposits demonstrate exceptional homogeneity and good continuity of higher grade zones of mineralisation at 5% THM cut-off:

- Nhacutse 172 Mt @ 6.0% THM (Inferred Resource)
- Poiombo 84 Mt @ 6.1% THM (Inferred Resource)
- Combined 256 Mt @ 6.0% THM (Inferred Resource)



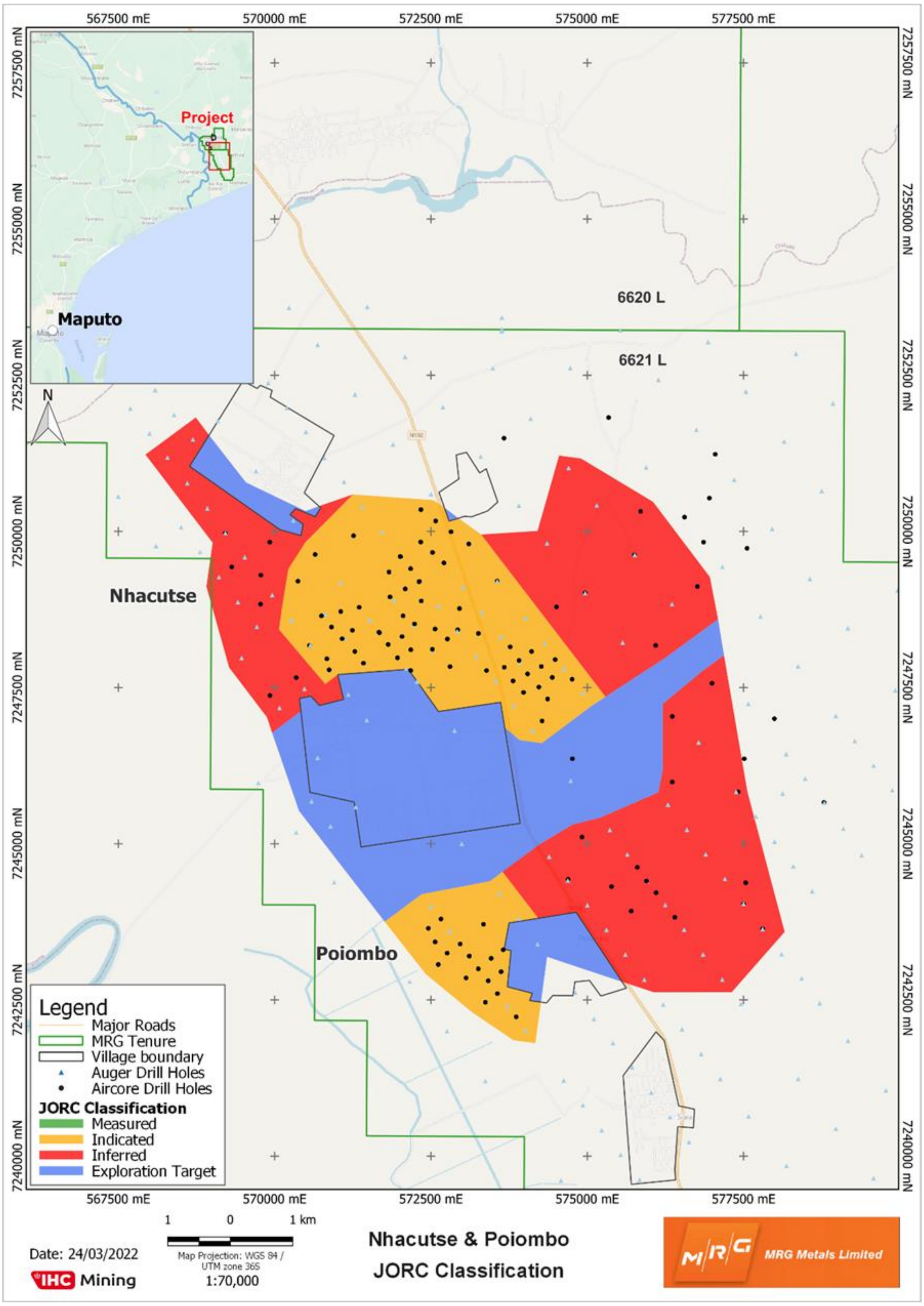
This was followed by a comprehensive mineralogical study of 27 composite samples from Nhacutse and Poiombo deposits being completed, which returned substantially improved Valuable Heavy Mineral (VHM) results compared to the widely spaced earlier mineralogy data used in the Maiden Mineral Resource estimates.

As such in April, MRG was able release its updated JORC MREs based on the new mineralogical study.

At 4% THM cut-off		
Nhacutse	Indicated	386 Mt @ 4.9% THM
	Inferred	149 Mt @ 4.8%THM
Poiombo	Indicated	138 Mt @ 5.0% THM
	Inferred	187 Mt @ 4.7%THM
Combined Nhacutse and Poiombo	Indicated and Inferred	860 Mt @ 4.9% THM
At 5% THM cut-off		
Nhacutse	Indicated	142 Mt @ 5.8% THM
	Inferred	31 Mt @ 6.8%THM
Poiombo	Indicated	44 Mt @ 6.3% THM
	Inferred	40 Mt @ 5.8%THM
Combined Nhacutse and Poiombo	Indicated and Inferred	257 Mt @ 6.0% THM

The updated Nhacutse and Poiombo MREs also delivered a combined JORC Exploration Target of between 50 and 500 Mt @ between 4.2 and 5.4% THM for a total range of contained THM of between 3 and 20 Mt.

The Updated MRE and significantly better new mineralogy data from Nhacutse and Poiombo demonstrates further exploration success for MRG through the discovery of at-surface, higher in-situ value per tonne deposits compared to its Mineral Resource estimates to date from Koko Massava deposit



The updated JORC Mineral Resource estimates for the Nhacutse and Poiombo deposits are based on a comprehensive mineralogical study (Refer ASX Announcement 2 February 2022), which returned significantly better results than the historical mineralogy data utilised in the maiden Nhacutse and Poiombo estimate.

Receipt of the results from the comprehensive mineralogical studies facilitated the preparation of an updated MRE at a 4% THM cut-off grade (COG) for the Nhacutse and Poiombo deposits.

At a cut-off grade of 4% THM, The Global Mineral Resource estimates for the combined Nhacutse and Poiombo deposits comprise a total Mineral Resource of 860 Mt @ 4.9% THM, with 20% Slimes, containing 42 Mt of THM with an assemblage of 43% ilmenite, 27% titano-magnetite, 1% rutile and 1% zircon. The JORC categories are specifically stated as:

- Indicated Mineral Resource of 524 Mt @ 5.0% THM and 22% Slimes containing 26 Mt of THM with an assemblage of 44% ilmenite, 27% titano-magnetite, 1% rutile and 1% zircon; and
- Inferred Mineral Resource of 337 Mt @ 4.7% THM and 17% Slimes containing 16 Mt of THM with an assemblage of 41% ilmenite, 27% titano-magnetite, 1% rutile and 1% zircon.

At a cut-off grade of 4% THM, the updated Nhacutse Mineral Resource estimate comprises a total Mineral Resource of 535 Mt @ 4.9% THM, with 21% Slimes, containing 26 Mt of THM with an assemblage of 44% ilmenite, 27% titano-magnetite, 1% rutile and 1% zircon. The JORC categories are specifically stated as:

- Indicated Mineral Resource of 386 Mt @ 4.9% THM and 22% Slimes containing 19 Mt of THM with an assemblage of 44% ilmenite, 27% titano-magnetite, 1% rutile and 1% zircon; and
- Inferred Mineral Resource of 149 Mt @ 4.8% THM and 16% Slimes containing 7 Mt of THM with an assemblage of 45% ilmenite, 25% titano-magnetite, 1% rutile and 1% zircon.

At a cut-off grade of 4% THM, the updated Poiombo Mineral Resource estimate comprises a total Mineral Resource of 325 Mt @ 4.8% THM, with 19% Slimes, containing 16 Mt of THM with an assemblage of 41% ilmenite, 27% titano-magnetite, 1% rutile and 1% zircon. The JORC categories are specifically stated as:

- Indicated Mineral Resource of 138 Mt @ 5.0% THM and 21% Slimes containing 7 Mt of THM with an assemblage of 44% ilmenite, 26% titano-magnetite, 1% rutile and 1% zircon; and
- Inferred Mineral Resource of 187 Mt @ 4.7% THM and 18% Slimes containing 9 Mt of THM with an assemblage of 38% ilmenite, 27% titano-magnetite, 1% rutile and 2% zircon.

The Mineral Resource estimate at the Nhacutse and Poiombo deposits also delivered an Exploration Target in the range of 50 and 500 Mt @ between 4.5 and 5.4% THM at cut-off grades of 3% and 5% THM. This Exploration Target was predominantly located within the boundaries of the Bungane, Nhacutse and Poiombo villages.

At a cut-off grade of 5% THM, the High-Grade Zone Mineral Resource estimates for the combined Nhacutse and Poiombo deposits comprise a total Mineral Resource of 257 Mt @ 6.0% THM, with 21% Slimes, containing 15 Mt of THM with an assemblage of 43% ilmenite, 27% titano-magnetite, 1% rutile and 1% zircon. The JORC categories are specifically stated as:

- Indicated Mineral Resource of 186 Mt @ 5.9% THM and 22% Slimes containing 11 Mt of THM with an assemblage of 43% ilmenite, 27% titano-magnetite, 1% rutile and 1% zircon; and
- Inferred Mineral Resource of 71 Mt @ 6.2% THM and 18% Slimes containing 4 Mt of THM with an assemblage of 41% ilmenite, 27% titano-magnetite, 1% rutile and 1% zircon.

At a cut-off grade of 5% THM, the updated High-Grade Zone Nhacutse Mineral Resource estimate comprises a total Indicated and Inferred Mineral Resource of 173 Mt @ 6.0% THM, with 21% Slimes, containing 10 Mt of THM with an assemblage of 44% ilmenite, 27% titano-magnetite, 1% rutile and 1% zircon. The JORC categories are specifically stated as:

- Indicated Mineral Resource of 142 Mt @ 5.8% THM and 22% Slimes containing 8 Mt of THM with an assemblage of 43% ilmenite, 27% titano-magnetite, 1% rutile and 1% zircon; and
- Inferred Mineral Resource of 31 Mt @ 6.8% THM and 17% Slimes containing 2 Mt of THM with an assemblage of 45% ilmenite, 27% titano-magnetite, 1% rutile and 1% zircon.

At a cut-off grade of 5% THM, the updated High-Grade Zone Poiombo Mineral Resource estimate comprises a total Indicated and Inferred Mineral Resource of 84 Mt @ 6.1% THM, with 19% Slimes, containing 5 Mt of THM with an assemblage of 41% ilmenite, 26% titano-magnetite, 1% rutile and 1% zircon. The JORC categories are specifically stated as:

- Indicated Mineral Resource of 44 Mt @ 6.3% THM and 19% Slimes containing 3 Mt of THM with an assemblage of 44% ilmenite, 26% titano-magnetite, 1% rutile and 1% zircon; and
- Inferred Mineral Resource of 40 Mt @ 5.8% THM and 19% Slimes containing 2 Mt of THM with an assemblage of 38% ilmenite, 27% titano-magnetite, 1% rutile and 2% zircon.

Summary of the Global JORC Mineral Resource estimates for the combined Nhacutse and Poiombo deposit areas (THM>4%).

Global Mineral Resource Estimation 4% COG

Summary of Mineral Resources(1)

Deposit	Mineral Resource Category	Material (Mt)	In Situ THM (Mt)	BD (gcm3)	THM (%)	SLIMES (%)	OS (%)	ILM (%)	RUT (%)	ZIR (%)	TIMAG (%)	CHRM (%)	MOTH (%)	ANDA (%)	NMOTH (%)
Global	Indicated	524	26	1.74	5.0	22	1	44	1	1	27	3	2	8	4
	Inferred	337	16	1.74	4.7	17	1	41	1	1	27	4	5	10	3
Grand Total		**860**	**42**	**1.74**	**4.9**	**20**	**1**	**43**	**1**	**1**	**27**	**3**	**3**	**9**	**3**

Notes:

(1) Mineral resources reported at a cut-off grade of 4% THM

(2) Mineral assemblage is reported as a percentage of in situ THM content.

Summary of the JORC Mineral Resource estimates for the individual Nhacutse and Poiombo deposit areas (THM>4%).

Nhacutse Mineral Resource Estimation 4% COG

Summary of Mineral Resources(1)

Deposit	Mineral Resource Category	Material (Mt)	In Situ THM (Mt)	BD (gcm3)	THM (%)	SLIMES (%)	OS (%)	ILM (%)	RUT (%)	ZIR (%)	TIMAG (%)	CHRM (%)	MOTH (%)	ANDA (%)	NMOTH (%)
Nhacutse	Indicated	386	19	1.74	4.9	22	1	44	1	1	27	3	2	9	3
	Inferred	149	7	1.74	4.8	16	1	45	1	1	25	3	2	10	3
Grand Total		**535**	**26**	**1.74**	**4.9**	**21**	**1**	**44**	**1**	**1**	**27**	**3**	**2**	**9**	**3**

Notes:

(1) Mineral resources reported at a cut-off grade of 4% THM

(2) Mineral assemblage is reported as a percentage of in situ THM content.

Poiombo Mineral Resource Estimation 4% COG

Summary of Mineral Resources(1)

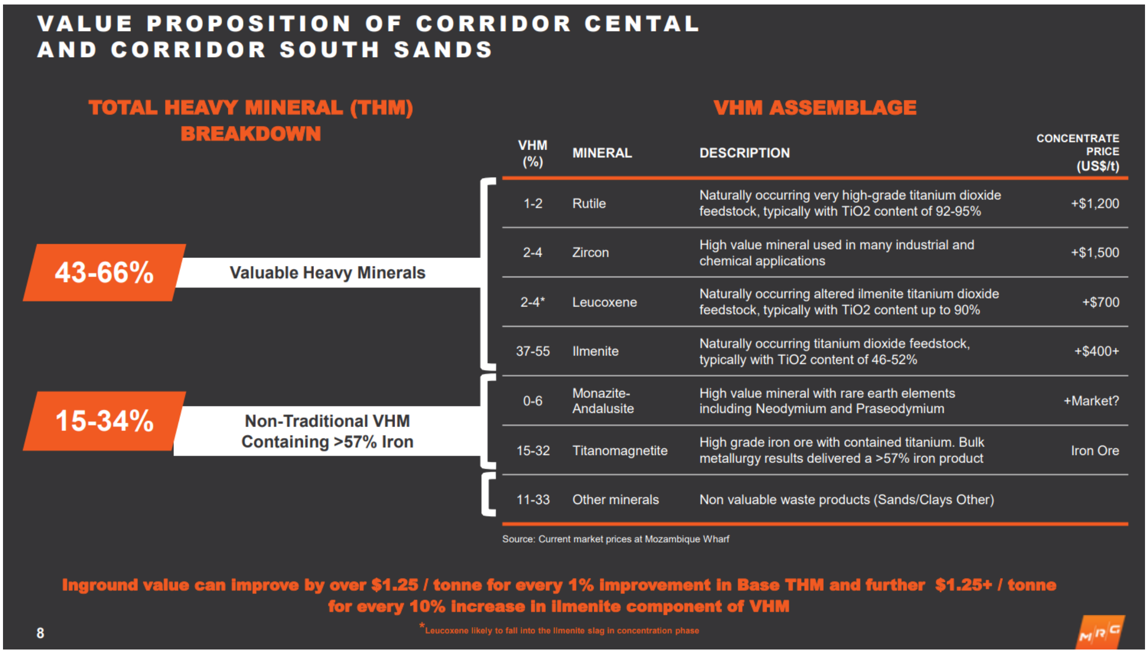
Deposit	Mineral Resource Category	Material (Mt)	In Situ THM (Mt)	BD (gcm3)	THM (%)	SLIMES (%)	OS (%)	ILM (%)	RUT (%)	ZIR (%)	TIMAG (%)	CHRM (%)	MOTH (%)	ANDA (%)	NMOTH (%)
Poiombo	Indicated	138	7	1.74	5.0	21	1	44	1	1	26	4	3	8	4
	Inferred	187	9	1.74	4.7	18	1	38	1	2	27	4	7	11	3
Grand Total		**325**	**16**	**1.74**	**4.8**	**19**	**1**	**41**	**1**	**1**	**27**	**4**	**5**	**10**	**3**

Notes:

(1) Mineral resources reported at a cut-off grade of 4% THM

(2) Mineral assemblage is reported as a percentage of in situ THM content.

The MREs were undertaken by IHC Mining in Perth, Australia.



Mineralogical Studies

MRG released excellent results from a comprehensive quantitative mineralogical study (utilising XRF, XRD, Bulk Mineralogy and QEMSCAN) within the Nhacutse and Poiombo deposits, which as previously outlined, was used for the update of the maiden Nhacutse and Poiombo Inferred JORC Mineral Resource estimate.

The study involved 27 composites, 18 from Nhacutse and 9 from Poiombo, with the composites sourced from 56 aircore holes and 159 individual sample intervals. The composites were done lithologically, with composites covering the mineralised sand at surface from 0 to generally between 3 and 4.5m depth (red/red-brown sand); the red/red-brown sand to a depth of generally between 30 and 45m (depending on topography) and the deeper brown/grey sand to a maximum depth of 60m below surface.

Results for an 18 composite mineralogical study at Nhacutse.

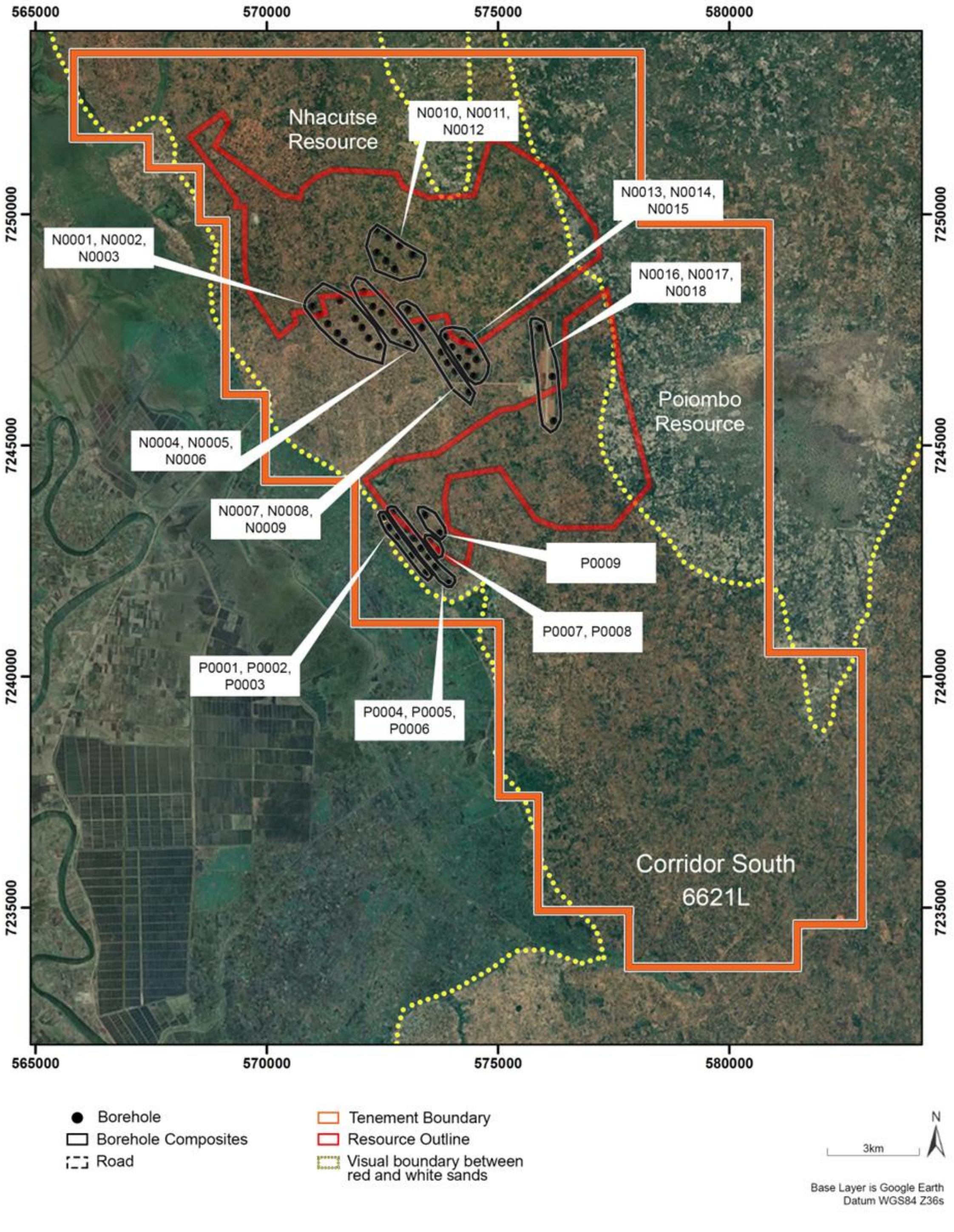
Sample / Mineral	N0001	N0002	N0003	N0004	N0005	N0006	N0007	N0008	N0009	N0010	N0011	N0012
Zircon	**1.3**	**1.3**	**1.2**	**1.2**	**1.4**	**1.3**	**1.2**	**1.4**	**1.0**	**1.3**	**1.2**	**1.2**
Rutile	**1.1**	**1.1**	**1.1**	**1.3**	**1.2**	**1.0**	**1.2**	**1.0**	**1.2**	**1.2**	**0.9**	**1.1**
Leucoxene	**0.3**	**0.3**	**0.3**	**0.3**	**0.3**	**0.3**	**0.3**	**0.3**	**0.3**	**0.3**	**0.3**	**0.4**
Altered Ilmenite	**2.3**	**3.1**	**2.1**	**2.6**	**2.6**	**2.6**	**3.0**	**2.3**	**2.4**	**2.8**	**2.7**	**2.6**
Ilmenite	**39.6**	**43.6**	**38.7**	**38.4**	**42.3**	**37.4**	**38.9**	**41.7**	**33.7**	**39.9**	**43.2**	**39.9**
Titano-magnetite	**27.5**	**26.9**	**28.1**	**28.5**	**26.5**	**27.1**	**24.6**	**28.8**	**30.4**	**25.0**	**26.0**	**24.5**
Hematite	7.5	8.6	10.2	8.6	9.5	9.8	9.7	10.2	10.2	9.5	9.1	9.3
Chromite	**3.6**	3.4	3.4	3.4	2.8	3.6	3.4	2.7	3.1	3.4	2.9	3.1
Magnetic Others	1.6	1.6	3.4	2.2	1.7	2.4	1.8	1.5	2.3	1.8	1.6	2.9

Andalusite	11.5	7.2	7.7	10.5	8.8	9.5	11.4	7.6	11.1	11.1	8.9	9.9
Non-magnetic Others	3.7	3.0	3.7	3.2	3.1	5.1	4.7	2.7	4.3	3.7	3.2	5.2

Sample / Mineral	N0013	N0014	N0015	N0016	N0017	N0018	Min	Max	Ave	StDev		
Zircon	1.2	1.4	1.1	1.4	1.6	1.3	1.0	1.6	1.3	0.1	45.3	Total VHM in HMC
Rutile	1.2	1.3	0.8	1.2	1.2	1.1	0.8	1.3	1.1	0.1		
Leucoxene	0.3	0.3	0.3	0.4	0.3	0.3	0.3	0.4	0.3	0.0		
Altered Ilmenite	2.4	3.0	2.1	3.0	2.9	2.6	2.1	3.1	2.6	0.3		
Ilmenite	41.4	42.3	34.8	43.0	42.9	39.4	33.7	43.6	40.1	2.8		
Titano-magnetite	26.2	26.8	30.1	22.2	22.6	24.1	22.2	30.4	26.4	2.3	26.4	Titano-magnetite
Hematite	8.5	9.0	9.0	7.3	7.9	7.9	7.3	10.2	9.0	0.9	54.7	Total Non-VHM in HMC
Chromite	3.4	3.3	3.4	4.2	3.4	3.2	2.7	4.2	3.3	0.3		
Magnetic Others	1.6	1.5	2.7	1.8	1.7	2.6	1.5	3.4	2.0	0.6		
Andalusite	11.0	8.5	11.2	11.8	11.8	12.9	7.2	12.9	10.1	1.7		
Non-magnetic Others	2.9	2.8	4.6	3.8	3.9	4.7	2.7	5.2	3.8	0.8		

Results for a 9 composite mineralogical study at Poiombo.

Sample / Mineral	P0001	P0002	P0003	P0004	P0005	P0006	P0007	P0008	P0009	Min	Max	Ave	StDev		
Zircon	1.1	1.2	1.2	1.1	1.5	0.9	1.2	1.2	1.1	0.9	1.5	1.2	0.1	45.9	Total VHM in HMC
Rutile	1.1	1.6	1.3	1.2	1.0	1.5	0.9	1.2	1.0	0.9	1.6	1.2	0.2		
Leucoxene	0.3	0.4	0.4	0.4	0.3	0.4	0.2	0.3	0.2	0.2	0.4	0.3	0.1		
Altered Ilmenite	2.1	2.1	6.3	4.1	5.1	5.8	6.0	6.0	5.4	2.1	6.3	4.8	1.6		
Ilmenite	39.4	41.4	39.4	36.8	36.7	36.1	36.8	39.6	39.8	36.1	41.4	38.4	1.9		
Titano-magnetite	27.5	27.6	23.0	25.0	28.6	24.9	28.4	25.0	24.7	23.0	28.6	26.1	2.0	26.1	Titano-magnetite
Hematite	8.7	9.0	6.8	8.7	9.3	7.0	10.2	8.7	8.6	6.8	10.2	8.6	1.1	54.2	Total Non-VHM in HMC
Chromite	3.5	3.6	4.0	4.0	3.2	4.0	3.4	3.7	3.1	3.1	4.0	3.6	0.4		
Magnetic Others	2.4	2.4	3.6	3.7	2.8	4.3	2.2	3.3	2.3	2.2	4.3	3.0	0.7		
Andalusite	9.7	7.4	8.7	10.1	7.8	8.5	7.1	7.0	9.9	7.0	10.1	8.5	1.2		
Non-magnetic Others	4.3	3.4	5.5	5.0	3.8	6.7	3.5	4.1	4.0	3.4	6.7	4.5	1.1		



Summary locality of quantitative mineral composition of 18 composite samples from Nhacutse and Poiombo aircore drillholes.

The composites returned average Valuable Heavy Mineral (VHM; ilmenite, altered ilmenite, leucoxene, zircon and rutile) results of average 45.3% VHM for Nhacutse and 45.9% VHM at Poiombo. The average Titanomagnetite is 26.4% for Nhacutse and 26.1% for Poiombo.

The VHM results are higher compared to the widely spaced historic data used in the Inferred Nhacutse and Poiombo JORC Mineral Resource estimate (from the Inferred Mineral Resource 44% VHM at Nhacutse and 39% VHM at

Poiombo. The new Nhacutse and Poiombo mineralogy data is also significantly better than found within the recently updated JORC Mineral Resource estimate from the Koko Massava deposit,with Koko Massava showing an average VHM for the Global resource area of 40% VHM, and 41% for an infill drilled higher grade area.

The VHM data, including the data from individual minerals in the VHM assemblage, confirmed data from previous work with an increase in the VHM component of the HMC from west to east within the red/red-brown aeolian sand (from average 45.8% VHM in the west to 47.5% VHM in the east of Nhacutse) and north to south as per previous studies.

The results from this comprehensive study, combined with all other mineralogical work done by MRG on both the Corridor Central and Corridor South licences, were used in planning of the targeted aircore drilling program focusing on areas where better mineralogy (higher VHM%) meets high Total Heavy Mineral (THM) grades.

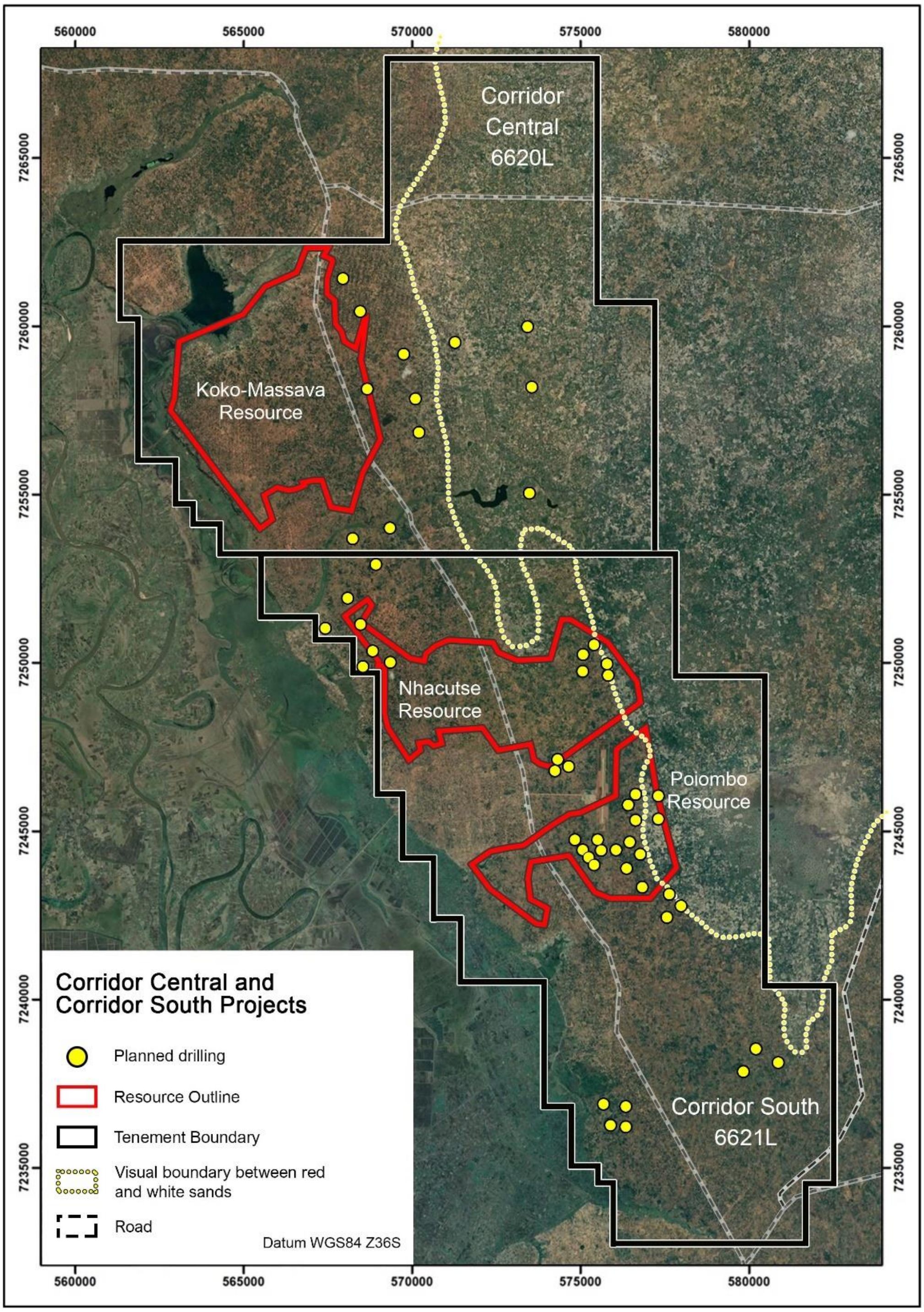
Drilling

The Company has completed a ~2,000m aircore drilling program at the Corridor Central and Corridor South tenements to test targets that demonstrate high VHM content corresponding with high THM content.

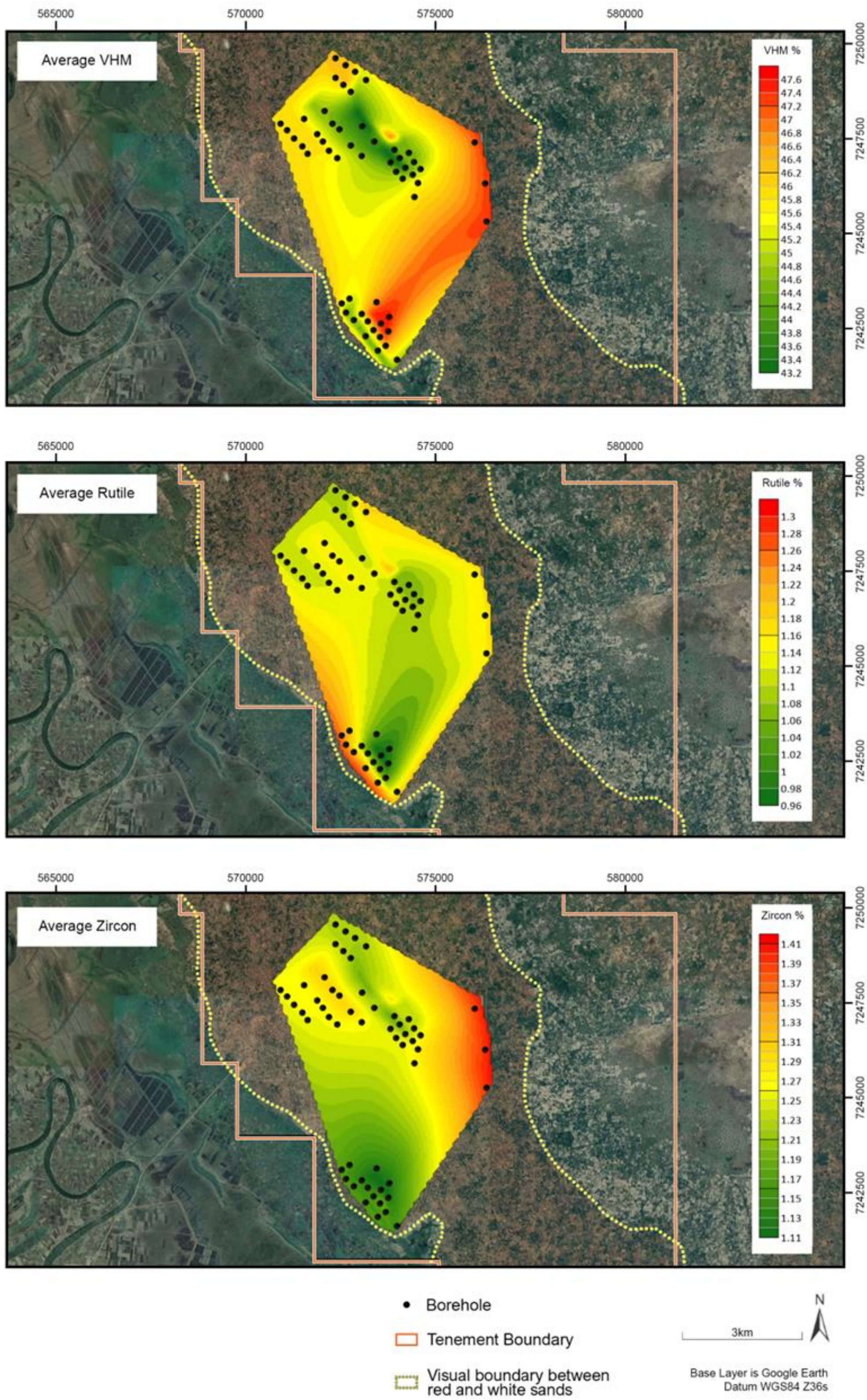
The drilling program specifically targeted 11 areas with higher VHM% than found at the Koko Massava, Nhacutse and Poiombo deposits of average 41% VHM within a High Grade Zone at Koko Massava, 45.3% VHM at Nhacutse and 45.9% at Poiombo, where higher VHM% of the HMC meets high THM grade.

The drilling program aims to augment the existing Koko Massava, Nhacutse and Poiombo MRE resource inventory with the discovery of smaller, higher insitu value per tonne material that may play a role in optimising potential mine start up economics.

Analytical results from the drill program are still pending.



Map showing the as-planned aircore drillholes within the Corridor Central (6620 L) and Corridor South (6621 L) Licences, the Koko Massava, Nhacutse and Poiombo JORC Mineral Resource estimate areas in relation to the Type 1 (red/redbrown sand) vs Type 2 (white/grey sand) lithological boundary shown in yellow.



Average VHM, Zircon and Rutile from the Nhacutse and Poiombo composites.

Scoping Study and Preliminary Economic Assessment

MRG has commissioned IHC Mining for an Engineering Scoping Study and Preliminary Economic Assessment (PEA) for its Corridor Projects, focused on the Koko Massava, Nhacutse and Poiombo deposits. The Study has commenced.

The study will be augmented by metallurgical and processing test work of a 6.5t bulk sample from the Koko Massava deposit currently being done by IHC Mining.

The key metrics of the Scoping Study include:

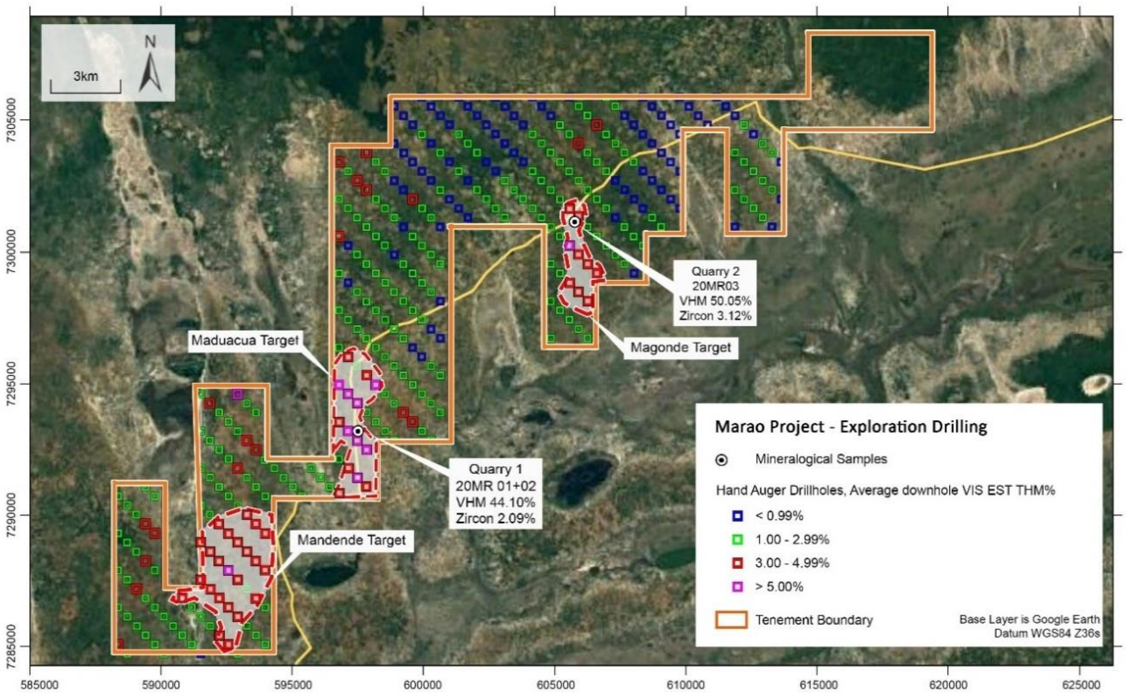
- Most likely scenario focused on optimising Ilmenite recovery and TiO2 quality
- Base scenario looking at approx. 20 MT/Annum
- Anticipate multiple early mine life pits of high grade sands in excess of 6% THM, with no strip (process all sand)
- Dozer pit operation with hydraulic pumping to plant and return of waste
- Optimise Rotary separation prior to Magnetic separation circuits.
- Metallurgical analysis in parallel to Scoping study and feed in results as they become available
- Anticipate improved recoveries from initial small bench top study last year
- Circa 80+% recoveries possible
- TiO2 levels in concentrate circa 50%
- Easy Slime separation with waste products returned back to mine pit
- Excellent recoveries for Non Mag circuit, whilst low in relative volume
- Low temperature roast remains viable operation to effectively remove Chrome
- Ilmenite pricing likely to reflect current pricing dynamics for first 5 years, with longer term values reflecting historical levels adjusted for inflationin the outer years.
- Operating costs facilitated with access to labor/power and infrastructure with future infrastructure development potentially providing significantreductions in early mine operation – the Company is reviewing several port options
- Likely Titano-magnetite product containing 57% Fe and 14.5% TiO2 (new marketing opportunity)
-

Marao and Marruca Projects

Through grid augur drilling in 2021, MRG identified at its Marao Project three large, mineralised targets which following the receipt of Environmental Licences for both the Marao and Marruca tenements, commenced an aircore drilling program at the following Marao targets:

- Magonde target which has a surface footprint of >5 sq km of visually estimated (VIS EST) +3% total heavy minerals (THM) sand, with auger hole grades as high as VIS EST 5.1% THM over 13.5m
- Mandende Target has a surface footprint of >9 sq km of VIS EST +3% THM, with auger hole grades as high as VIS EST 5.1% THM over 13.5m
- Maduacua target has a surface footprint >6 sq km of VIS EST +3% THM and a high grade VIS EST >5% THM portion of >3,5 sq km, with highest grade VIS EST of 6.9% THM over 13.5m

The Company commenced with a program of 10 holes for a total of 340.5m, to test depth continuity of these three targets, which all demonstrate a north-south orientation. Aircore holes were drilled into the north, central and south sections of each of the targets and samples were dispatched for geochemical assay in Australia. 14 Composite samples were collected from the aircore holes and these samples were sent for mineralogical studies.
Post period, MRG has advised the Aircore Drilling program at Marao had delivered high laboratory grades, with Magonde being established as a bery high grade target.



Exploration hand auger drilling completed to date at Marao 6842, position of the Magonde, Mandende and Maduacua Targets.

Results included:

- Magonde 0 – 27.0m 27.0m @ 6.04 % THM,
- Including 16.5 – 25.5m 9.0m @ 9.93 % THM, (highest individual 1.5m interval grade of 13.49% THM);
- Mandende 0 – 42.0m 45.0m @ 3.65 % THM,
- Including 33.0 – 40.5m 7.5m @ 7.12 % THM, (highest individual 1.5m interval grade of 10.63% THM);
- Magonde 0 – 37.5m 37.5m @ 3.04 % THM;
- Maduacua 0 – 45.0m 45.0m @ 3.37 % THM; and
- Maduacua 0 – 28.5m 28.5m @ 3.07 % THM

Significant outcomes of this target testing include:

- HMS grades of >3 % THM results were delivered from aircore holes in all 3 targets confirming again the effectiveness of MRG's auger drilling exploration technique
- Magonde is now established as a very high grade (>6 % THM) target from results of 22MUAC003 (Figure 4)
- Decent grades of >3 % THM mineralisation confirmed from surface up to 45m depth
- Very high grades of >10 % THM over 1.5m intersections confirmed in the Magonde and Mandende targets

Mineral assemblage investigation is currently underway for 14 composite samples taken from representative lithologies of the 3 targets. The Company believes that Marao has the potential to deliver HMS Mineral Resources of equivalent THM grade and higher VHM % than Koko Massava, Nhacutse and Poiombo deposits.

Market study of HMS Portfolio

During the period, MRG engaged world-leading independent consulting group TZ Minerals International Pty Ltd (TZMI) to undertake a market study to better understand the economic potential of the different product streams of the Company's wholly owned Mozambique Heavy Mineral Sands ((HMS) portfolio.

TZMI, which specialises in all aspects of the mineral sands, titanium dioxide and coatings industries, has extensive practical experience across all elements of the titanium, zirconium, TiO2 pigment and related industries.

The Study will primarily focus on the MRG's Corridor Heavy Mineral Sands Project.

Under the terms of the Study, TZMI has been engaged to carry out a work program in two phases:

Phase 1

Complete a detailed market study incorporating TZMI's latest supply/demand projections on global sulfate ilmenite, rutile and zircon markets. The study involves:

- Introduction to the mineral sands value chain and industry structure.
- Overview of existing major producers and likely new projects that are currently under investigation.
- Review of supply of sulphate ilmenite, rutile and zircon, outlining the key producers/regions and a supply outlook to 2030.
- Demand analysis segmented by end-use markets and key customers by individual feedstock type and zircon. An overview of the global TiO2 pigment sector (supply and demand) and forecasts to 2030 will be included, as this TiO2 pigment is the dominant driver for consumption of titanium feedstocks.
- Review of sulfate ilmenite requirement for the beneficiation sector. This is becoming an important trend given the increasing use of sulfate ilmenite as a merchant feed for titanium slag or SR manufacture. o Detailed analysis of global supply/demand balances and indicative outlook to 2030 for sulfate ilmenite, rutile and zircon.
- Price forecasts of individual feedstock products - sulfate ilmenite, rutile as well as zircon through to 2025 and provision of long-term inducement prices for each of the aforementioned product for the period post 2025.

Phase 2

- Product quality assessment of planned sulfate ilmenite and non-magnetic concentrate from the company's HMS project in Mozambique based on indicative quality obtained from bulk metallurgical testwork undertaken at IHC Robbins.
- Primary research on the titanomagnetite market in China, covering market dynamics and pricing trends, market segmentation and relative size.
- Commentary on market placement, key target markets and achievable pricing of the planned products (sulfate ilmenite, titanomagnetite and non-magnetic concentrate) from the Corridor project will be provided. A co-product credit will also be provided for the monazite/xenotime contained in the non-magnetic concentrate.
- Overview of the global concentrate market, with particular focus on cross-border volumes and pricing, as well as introduction to the concentrate pricing methodology.

Rare Earth Elements and Uranium Applications

During the year, MRG added to its HMS portfolio Rare Earth Elements (REE) and Uranium (U) with the successful submission of 3 Exploration Licence Applications over a high potential REE and U project in the Zambezia Province of Mozambique.

The ELAs are situated approximately 780 km North-East of MRG's Corridor Sands Projects and 230 km North - Northeast of the port city of Beira.

The new highly prospective REE and U ELAs are:

- **Patricio** (10999 L; comprising 19,763.06 Ha)
- **Fotinho** (11000 L; comprising 19,865.18 Ha)
- **Adriano** (11002 L; comprising 19,777.14 Ha)

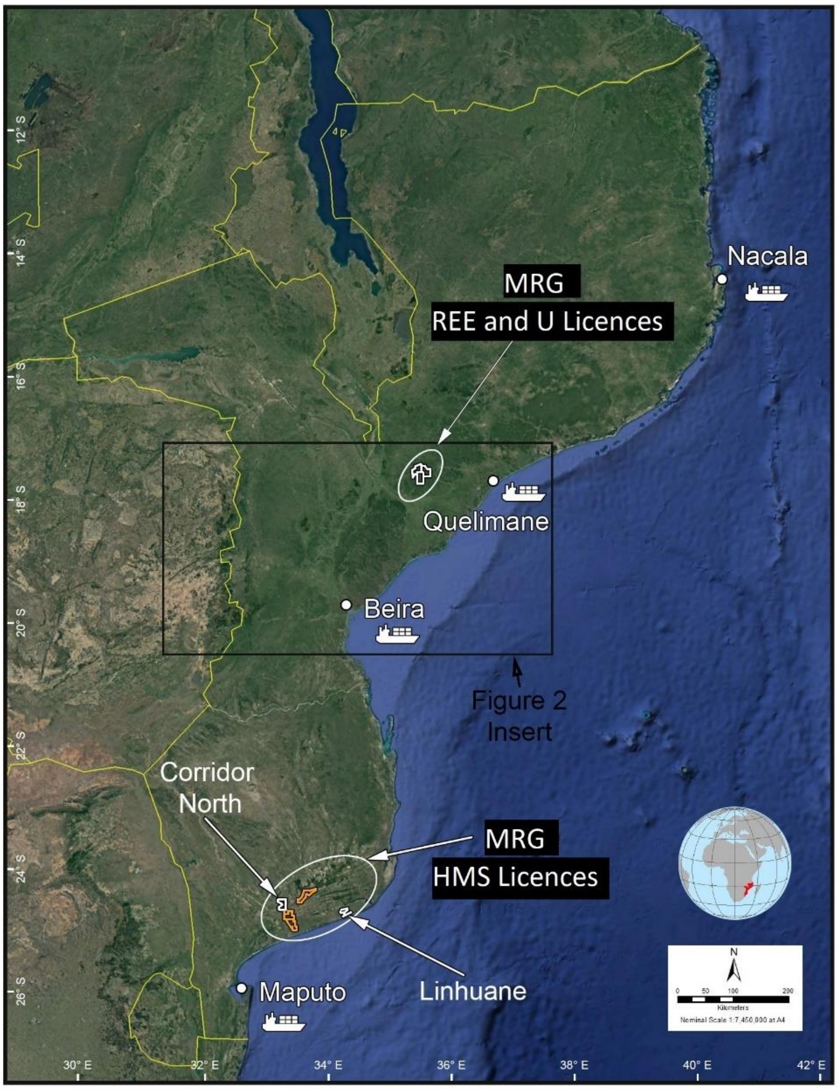
These ELA applications significantly expand on MRG's exploration licence portfolio, while also diversifying the Company's portfolio from HMS projects to include REE and U.

The Company considers the REE and U ELA's as highly prospective for multiple reasons including:

- Airborne radiometric spectrometer data of a regional national airborne geophysical survey shows some very highly anomalous radiometric areas over both hard-rock and recent sedimentary areas. MRG was able to apply for 3 ELA's on some of the highest anomalies covering 59,405.38 Ha of prospecting area in total .
- The ELA's include both hard-rock and recent sediments, covering areas of high-grade metamorphic gneisses, undifferentiated granites and granitoid rocks within the Mozambique Metamorphic Province and sediments from the Mozambique Basin sediments.
- MRG's exploration will therefore focus on enriched REE's in the sediments sourced from the high-grade metamorphic gneisses, undifferentiated granites and granitoid rocks; as well as exploring within the hard-rock source lithologies.
- A Report supplied to MRG by Dr Luc Antoine on historic reconnaissance exploration that took place in 2014 showing highly anomalous results. The analytical results are from SGS South Africa Pty Ltd, from grab rock, soil and panned Heavy Mineral Concentrate (**HMC**) samples, delivered Thorium (**Th**) grades as high as >1,000 ppm Th in a soil and HMC sample and 559 ppm in a rock sample from within the application areas. Assays were reported from X-ray fluorescence (XRF) analysis, while X-ray diffraction (XRD) results showed the clear presence of Monazite in the samples from the REE area.
- Plotting all the XRF results for REE from panned HMC samples and comparing these results to known data from USA based REE projects, shows the REE content within the Monazite have comparable values.

At this new project, MRG plans to explore a number of both hard-rock and sedimentary REE and U targets associated with primary granitic sources in high-grade metamorphic gneiss, within the Mozambique Metamorphic Province and the adjacent sedimentary sequences of the Mozambique Basin sediments.

The ELAs are currently under review by the relevant government departments and MRG is ready to commence field exploration as soon as the applications are granted.
Upon grant, these REE and U projects will both grow and diversify the commodity spread of MRG's exploration portfolio in Mozambique.



Corporate

Early in 2022, MRG completed a $1.6 million placement through the issue of 200 million fully paid ordinary shares at $0.008 per share, together with 100 million attaching options, exercisable at $0.025 (expiring 30 June 2023) to sophisticated and professional investors. The proceeds of the placement will facilitate scoping study/PEA at the Corridor Sands HMS discovery and drive further HMS drilling programs.

Tenements

The Tenements held by the Group at reporting date are as follows:

Project	Tenement	% Owned	Note
Norrliden	K nr 1	10	
Malanaset	nr 100	10	
Malanaset	nr 101	10	
Corridor Central	EL 6620	100	
Corridor South	EL 6621	100	
Corridor North	10779L	100	Application
Linhuane	7423L	100	Application
Marão	6842L	100	
Marruca	6846L	100	
Patricio	10999L	100	Application
Fotinho	11000L	100	Application
Adriano	11002L	100	Application

Directors' Report

The Directors of MRG Metals Ltd present their report together with the financial statements of the consolidated entity, being MRG Metals Ltd ('MRG' or 'the Company') and its controlled entities, MRG Metals (Australia) Pty Ltd, MRG Metals (Exploration) Pty Ltd, Sofala Resources Pty Ltd, Sofala Mining & Exploration Lda, Sofala Mining & Exploration I Lda, Sofala Mining & Exploration II Lda, Sofala Mining & Exploration III Lda, Sofala Mining & Exploration IV Lda, Sofala Mining & Exploration V Lda, Sofala Mining & Exploration VI Lda, Sofala Mining & Exploration VII Lda, Sofala Mining & Exploration VIII Lda, Sofala Mining & Exploration IX Lda and Sofala Mining & Exploration X Lda ('the Group') for the year ended 30 June 2022 and the Independent Auditor's Report thereon.

Director details

The following persons were directors of MRG Metals Ltd during or since the end of the financial year.

Mr Andrew Van Der Zwan
BE Chemical Engineering (hons)
Independent Non Executive Director since 07/01/2013
Chairman since 08/10/2013
Director since 14/02/2011
Andrew has over 30 years engineering and commercial experience, both local and international. He was a Non Executive Director of Gulfx Ltd for 11 years and was employed in various senior positions within the worldwide operations of Exxon Mobil for 17 years.
Other current directorships:
Argo Exploration Ltd (ASX: AXT) since 19/03/2013
Previous directorships (last 3 years):
JVG Global Ltd
Interests in shares:
37,906,679 shares

Mr Shane Turner
CA, Bachelor of Business
Independent Non-Executive Director
Director since incorporation 24/01/2011
Shane is a Chartered Accountant and has over 30 years financial and accounting experience. He has been employed with KPMG, a large regional public accounting practice, operated his own public accounting practice and now is employed with RSM Australia. He has been Company Secretary and CFO of White Rock Minerals (ASX: WRM) since August 2015. He was a Non Executive Director and Company Secretary for Metminco (ASX: MNC) for 2 years.
Other current directorships:
None
Previous directorships (last 3 years):
None
Interests in shares:
24,482,509 shares

Mr Christopher Gregory
BSc Geology, MAusIMM, MAIG, FSEG, MAICD
Independent Non-Executive Director since 12/08/2013
Director since 12/08/2013
Chris has extensive global minerals industry experience over 38 years, at both technical and executive levels. Career foundation of 22 years in the Asia-Pacific region with Rio Tinto. Past Vice President – Operational Geology at Mandalay Resources (TSX: MND). Founding Partner and Director of Sasak Minerals, vended into SensOre (Private).
Other current directorships:
None
Previous directorships (last 3 years):
None
Interests in shares:
63,563,986 shares

Company secretary

Shane Turner is a Chartered Accountant and the Group Chief Financial Officer. Shane has held senior positions with a number of professional accounting firms and has a degree in Business. Shane has held the role of Company Secretary at White Rock Minerals (ASX: WRM) since August 2015. Shane has previously held the role of Company Secretary for Metminco (ASX: MNC) for 2 years. He has been the Company Secretary of MRG since incorporation on 24/01/2011.

Principal activities

During the period, the principal activities of entities within the Group were exploration and development of heavy mineral sands within Mozambique. There have been no significant changes in the nature of these activities during the period.

Review of operations and financial results

The operating result of the Group for the year ended was a loss of $702,340 (2021 loss $665,660). Refer detailed Review of Operations that precedes this report.

Earnings per share (0.04) cents (2021 (0.05) cents).

Further information on the detailed operations of the Group during the year is included in the Review of Operations Report.

Significant changes in the state of affairs

During the year, the Group carried out exploration on its Heavy Mineral Sands project in Mozambique.

During the year, the Group raised $1,600,000 from a placement in January 2022.

Dividends

There were no dividends declared or paid during the financial period.

Events arising since the end of the reporting period

Since the end of the year no further significant events have occurred other than those noted in the Review of Operations Report.

Likely developments

Finalise Preliminary Economic Assessment comprising a Scoping Study and Financial Modelling, including Pre Feasibility Stage Metallurgical Testwork.

Continue to explore our Mozambique HMS projects to identify high grade targets.

Explore on Mozambique tenement Applications if granted.

Look for opportunities to expand our projects in Mozambique.

Pursue a sale of Norrliden.

Directors' meetings

The number of meetings of directors held during the period and the number of meetings attended by each director were as follows:

Name	Board meetings	
	A	B
Mr A Van Der Zwan	6	6
Mr S Turner	6	6
Mr C Gregory	6	6

Where:
A is the number of meetings the Director was entitled to attend
B is the number of meetings the Director attended

Movement in shares:

	Date	No of shares	Issue price (cents)	$
Opening balance at 1 July 2021		**1,540,669,878**		**26,355,247**
Capital Raising - placement	20/01/2022	200,000,000	0.8	1,600,000
Issue of Ordinary Shares – corporate mandate	20/01/2022	6,388,750	0.8	51,110
Less costs associated with capital raisings		-	-	(244,726)
Closing balance at 30 September 2022		**1,747,058,628**		**27,761,631**

Movements in options:

2022	Date	No. options 1 July 2021	Issued/ (converted/ lapsed)	No. options 30 September 2022	Ex. price (cents)	Expiry date
Issue of options - placement	04/02/2021	162,000,000	-	162,000,000	2.5	30/06/2023
Issue of options - corporate mandate	04/02/2021	9,042,000	-	9,042,000	2.5	30/06/2023
Issue of options - corporate mandate	30/11/2021	-	15,000,000	15,000,000	2.5	30/06/2023
Issue of options - placement	20/01/2022	-	100,000,000	100,000,000	2.5	30/06/2023
Issue of options - corporate mandate	20/01/2022	-	19,194,375	19,194,375	2.5	30/06/2023
Closing balance at 30 September 2022		**171,042,000**	**134,194,375**	**305,236,375**		

Movements in rights:

2022	Date of issue/conversion	No. rights 1 July 2021	Issued/ (converted/ lapsed)	No. rights 30 September 2022	Expiry date
Issue of rights – directors	22/11/2016	12,000,000	(12,000,000)	-	22/11/2021
Issue of rights – acquisition of HMS project	22/01/2019	320,000,000	(320,000,000)	-	21/07/2021
Closing balance at 30 September 2022		**332,000,000**	**(332,000,000)**	**-**	

Additional information

The results of the Group for the five years to 30 June 2022 are summarised below, together with the factors that are considered to affect total shareholders return:

	2022	2021	2020	2019	2018
Net profit/(loss) attributable to equity holders of the parent	$(702,340)	$(665,660)	$(1,897,244)	$(4,089,395)	$(894,394)
Closing share price at period end	$0.0065	$0.008	$0.010	$0.005	$0.009
Closing cash balance	$1,017,533	$1,610,733	$721,248	$423,937	$1,724,570

Remuneration Report (audited)

The Directors of MRG Metals Ltd ('the Group') present the Remuneration Report prepared in accordance with the Corporations Act 2001 and the Corporations Regulations 2001.

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

a. Principles used to determine the nature and amount of remuneration
b. Details of remuneration
c. Service agreements
d. Share-based remuneration
e. Bonuses included in remuneration
f. Other information

(a) Principles used to determine the nature and amount of remuneration

The principles of the Group's executive strategy and supporting incentive programs and frameworks are:

- To align rewards to business outcomes that deliver value to shareholders;
- To drive a high performance culture by setting challenging objectives and rewarding high performing individuals; and
- To ensure remuneration is competitive in the relevant employment market place to support the attraction, motivation and retention of executive talent.

MRG Metals Ltd has structured a remuneration framework that is market competitive and complementary to the reward strategy of the Group.

The Board, in accordance with its charter as approved by the Board, is responsible for determining and reviewing compensation arrangements for the directors and the executive team.

The remuneration structure that has been adopted by the Group consists of the following components:

- Fixed remuneration being annual salary; and
- Superannuation to meet statutory obligations.

The Board assesses the appropriateness of the nature and amount of remuneration on a periodic basis by reference to recent employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality Board and executive team.

The payment of bonuses, share options and other incentive payments are reviewed by the Board annually as part of the review of executive. All bonuses, options and incentives must be linked to pre-determined performance criteria.

(b) Details of remuneration

Details of the nature and amount of each element of the remuneration of each key management personnel ('KMP') of MRG Metals Ltd are shown in the table below.

Director and other Key Management Personnel Remuneration

	Short term employee benefits			Post-employment benefits	Long-term benefits	Termination benefits	Share-based payments		% of remuneration that is performance based
Name	**Cash salary and fees ($)**	**Cash bonus ($)**		**Superannuation ($)**	**Long-term bonus ($)**	**Termination payments ($)**	**Performance Rights ($) (1)**	**Total ($)**	
Non-executive directors									
Mr A Van Der Zwan	100,000	-		9,500	-	-	12,160	121,660	10%
Mr S Turner	100,000	-		9,500	-	-	12,160	121,660	10%
Mr C Gregory	100,000	-		9,500	-	-	12,160	121,660	10%
2021 Total	**300,000**	**-**		**28,500**	**-**	**-**	**36,480**	**364,980**	**10%**
Non-executive directors									
Mr A Van Der Zwan	100,000	-		10,000	-	-	4,796	114,796	4%
Mr S Turner	100,000	-		10,000	-	-	4,796	114,796	4%
Mr C Gregory	100,000	-		10,000	-	-	4,796	114,796	4%
2022 Total	**300,000**	**-**		**30,000**	**-**	**-**	**14,388**	**344,388**	**4%**

(1) Non-monetary benefits include Performance Rights that will lapsed as they did not vest within 5 years of grant date (22 November 2016). The amount for each Non-executive director was $4,796 for the year based on the Monte-Carlo valuation model.

(c) Service agreements

Remuneration and other terms of employment for Directors and other Key Management Personnel are formalised in a service agreement. The major provisions of the agreements relating to remuneration are set out below:

Name	Base salary	Term of agreement	Notice period
Mr A Van Der Zwan	50,000	Rotation per Corporations Act 2001	Nil
Mr A Van Der Zwan - Consultant	50,000	No fixed term	Nil
Mr C Gregory	50,000	Rotation per Corporations Act 2001	Nil
Mr C Gregory - Consultant	50,000	No fixed term	Nil
Mr S Turner - Director	50,000	Rotation per Corporations Act 2001	Nil
Mr S Turner – Consultant	50,000	No fixed term	Nil

Remuneration of Non-Executive Directors is not to exceed $150,000. Base fees for the 2022 financial year were $50,000 per annum.

(d) Share based remuneration

During the year, share based remuneration comprised the share based payments expense in connection with the performance rights granted on 22 November 2016.

(e) Bonuses included in remuneration

No short-term incentive cash bonuses were awarded as remuneration during the financial year.

(f) Other information

Loans to key management personnel (KMP) – there were no loans from the Group to KMP's during the financial year (2021: nil).

The Group used the accounting and taxation services of RSM Australia, an entity associated with Mr. Turner and Mr. Turner. The amounts billed were based on normal market rates and amounted to $38,000 to Mr. Turner and $6,870 to RSM (2021 $38,000 to Mr. Turner).

Shares held by key management personnel

The number of ordinary shares in the Company held by each of the Group's key management personnel, including their related parties, is set out below:

2021 **Key Management Person**	**Balance at start of year**	**Additions**	**Received on exercise**	**Other changes**	**Held at the end of the reporting period**
Van Der Zwan	31,906,679	6,000,000	-	-	37,906,679
Turner	21,815,842	2,666,667	-	-	24,482,509
Gregory	60,563,986	3,000,000	-	-	63,563,986
	114,286,507	11,666,667	-	-	125,953,174

2022 **Key Management Person**	**Balance at start of year**	**Additions**	**Received on exercise**	**Other changes**	**Held at the end of the reporting period**
Van Der Zwan	37,906,679	-	-	-	37,906,679
Turner	24,482,509	-	-	-	24,482,509
Gregory	63,563,986	-	-	-	63,563,986
	125,953,174	-	-	-	125,953,174

Options held by key management personnel
The number of options to acquire shares in the Company held by each of the key management personnel of the Group; including their related parties are set out below.

2021 **Key Management Person**	**Balance at start of year**	**Additions**	**Deleted on exercise**	**Ceased/Lapsed**	**Held at the end of the reporting period**
Van Der Zwan	19,523,179	3,000,000	(3,000,000)	(19,523,179)	-
Turner	9,530,042	1,666,667	(1,000,000)	(10,196,709)	-
Gregory	34,964,186	-	(3,000,000)	(31,964,186)	-
	64,017,407	4,666,667	(7,000,000)	(61,684,074)	-

Year ended 30 June 2022
Nil.

Performance rights held by key management personnel
The number of performance rights held by each of the key management personnel of the Group; including their related parties are set out below.

2021 **Key Management Person**	**Balance at start of year**	**Additions**	**Deleted on exercise**	**Ceased/Lapsed**	**Held at the end of the reporting period**
Van Der Zwan	4,000,000	-	-	-	4,000,000
Turner	4,000,000	-	-	-	4,000,000
Gregory	4,000,000	-	-	-	4,000,000
	12,0000,000	-	-	-	12,000,000

2022 **Key Management Person**	**Balance at start of year**	**Additions**	**Deleted on exercise**	**Ceased/Lapsed**	**Held at the end of the reporting period**
Van Der Zwan	4,000,000	-	-	(4,000,000)	-
Turner	4,000,000	-	-	(4,000,000)	-
Gregory	4,000,000	-	-	(4,000,000)	-
	12,000,000	-	-	(12,000,000)	-

End of audited remuneration report.

Environmental legislation

The Group's projects are subject to environmental regulation under laws in Sweden and Mozambique; specifically the Group is required to comply with terms of the grant of the tenement and all directions given to it under those terms of the tenement which it holds. There have been no known breaches of the tenement conditions, and no such breaches have been notified by any government agency during the period ended 30 June 2022.

Indemnities given and insurance premiums paid to auditors and officers

During the year, MRG Metals Ltd negotiated a premium to insure officers of the Group. The officers of the Group covered by the insurance policy include all directors.

The liabilities insured are legal costs that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of the Group, and any other payments arising from liabilities incurred by the officers in connection with such proceedings, other than where such liabilities arise out of conduct involving a wilful breach of duty by the officers or the improper use by the officers of their position or of information to gain advantage for themselves or someone else to cause detriment to the Group.

Details of the amount of the premium paid in respect of the insurance policies are not disclosed as such disclosure is prohibited under the terms of the contract.

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

Non-audit services

During the period, William Buck Audit (Vic) Pty Ltd, the Group's auditors, performed no other services in addition to their statutory audit duties.

Details of the amounts paid to the auditors of the Group, and its related practices for audit and non-audit services provided during the year are set out in note 15 to the Financial Statements.

A copy of the auditor's independence declaration as required under s307C of the Corporations Act 2001 is included on page 36 of this financial report and forms part of this Directors' Report.

Proceedings of behalf of the Group

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

Signed in accordance with a resolution of the directors.

Andrew Van Der Zwan
Chairman

30 September 2022

WilliamBuck
ACCOUNTANTS & ADVISORS

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001 TO THE DIRECTORS OF MRG METALS LIMITED

I declare that, to the best of my knowledge and belief during the year ended 30 June 2022 there have been:

— no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and

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

William Buck

William Buck Audit (Vic) Pty Ltd
ABN 59 116 151 136

J.C. Luckins
Director
Melbourne, 30th September 2022

Level 20, 181 William Street, Melbourne VIC 3000 +61 3 9824 8555 vic.info@williambuck.com
williambuck.com.au

Corporate Governance Statement

MRG Metals Ltd has adopted comprehensive systems of controls and accountability as the basis for the administration of corporate governance. To the extent that they are applicable, MRG has adopted the Corporate Governance Principles and Recommendations, 4th Edition as published by ASX Corporate Governance Council in February 2019 and became effective for financial years commencing with the financial year ended 30 June 2022. The Corporate Governance Statement is current at 30 June 2022 and has been approved by the Board of Directors.

ASX Corporate Governance Council Recommendation	MRG policy
Principle 1: Lay solid foundations for management and oversight	
Recommendation 1.1: **A listed entity should have and disclose a board charter setting out:** **(a) The respective roles and responsibilities of its board and management; and** **(b) Those matters expressly reserved to the board and those delegated to management.**	The Company's Corporate Governance framework includes a Board Charter, which details the specific responsibilities of the Board and identifies those areas of authority delegated to senior executives.
Recommendation 1.2: **A listed entity should:** **(a) Undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and** **(b) Provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.**	The Company's Board Charter provides that appropriate checks should be undertaken before the appointment of a director. If checks reveal any information that is relevant , then the Company will disclose that information to Shareholders.
Recommendation 1.3: **A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.**	The Company's Board Charter provides that all directors and senior executives, at the time of their appointment, should execute a written agreement that sets out the key terms of their appointment.
Recommendation 1.4: **The company secretary of a listed entity should be accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.**	The Company's Board Charter sets out the role of the Company Secretary and ensures that the Company Secretary is accountable to the Board, through the Chairman.
Recommendation 1.5: **A listed entity should:** **(a) Have and disclose a diversity policy;** **(b) Through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and** **(c) Disclose in relation to each reporting period:** **(1) The measurable objectives set for that period to achieve gender diversity;** **(2) The entity's progress towards achieving those objectives; and** **(3) Either:**	The Company's Diversity Policy requires the Board to set out measurable objectives for achieving gender diversity. The Diversity Policy requires the Board to annually assess its diversity objectives and report on the Company's progress in achieving those objectives. At the end of each reporting period, the Diversity Policy requires the Company to report on its progress and set out the respective proportion of men and women across the whole of the Company (including their representation in key management positions). The Company is not a "relevant employer" under the Workplace Gender Equality Act as it does not employ 100 or more employees in Australia.

ASX Corporate Governance Council Recommendation	MRG policy
(A) The respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) If the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.	
Recommendation 1.6: A listed entity should: (a) Have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors; and (b) Disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	The Company Secretary plays an integral role in monitoring the conduct and activities of Board, ensuring the Board has an appropriate mix of skills and experience and reviewing individual director's performance. The Chairman is responsible for reviewing the performance of the Company Secretary.
Recommendation 1.7: A listed entity should: (a) Have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) Disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	Currently, there are no senior executives. However, if there were, the Chairman would be responsible for reviewing the individual performance of senior executives.
Principle 2: Structure the board to be effective and add value	
Recommendation 2.1: A listed entity should: (a) Have a nomination committee which: (1) Has at least three members, a majority of whom are independent directors; and (2) Is chaired by an independent director, and disclose: (3) The charter of the committee; and (4) The members of the committee; and (5) As at the end of each reporting period, the number of times the committee met throughout the period and the individual	The Company does not currently have a nomination committee. The Board does not consider it necessary given the size of the Company's current operations. Board appointments will be decided by the Board as a whole, taking into consideration the needs of the Company at the relevant time. Where the Company considers there is a need to review the skills and competencies of the existing Directors and to supplement that experience, the Company would consider engaging appropriately qualified third parties to assist with the review. The Company's Board Charter requires the Board to develop succession plans for the future management of the Company.

ASX Corporate Governance Council Recommendation	MRG policy
attendances of the members at those meetings; or **(b)** If it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	
Recommendation 2.2: A listed entity should have and disclose a Board skills matrix setting out the mix of skills the Board currently has or is looking to achieve in its membership.	The Company's Board Charter sets out the directors' obligations to prepare and disclose a Board skills matrix. The skills, experience and expertise relevant to the position of director held by each director are disclosed in the Directors' Report and on the Company's website.
Recommendation 2.3: A listed entity should disclose: (a) The names of the directors considered by the board to be independent directors: (b) If a director has an interest, position or relationship of the type described in Box 2.3 of Corporate Governance Principles and Recommendations fourth edition but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) The length of service of each director.	The Company's Board Charter sets out the directors' obligations in relation to conflicts of interests and the disclosure requirements of the Board. Details of each director are disclosed in the Directors' Report and on the Company's website.
Recommendation 2.4: A majority of the Board of a listed entity should be independent Directors.	All of the Company's current directors, being Chris Gregory, Andrew Van Der Zwan and Shane Turner, are independent directors.
Recommendation 2.5: The Chair of the Board of a listed entity should be an independent Director and, in particular should not be the same person as the Chief Executive Officer of the entity.	Andrew Van Der Zwan, an independent director, is the Chairman of the Board.
Recommendation 2.6: A listed entity should have a program for inducting new Directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	The Company's Board Charter requires the Board to implement an induction procedure to assist newly appointed directors to gain an understanding of the Company's policies and procedures. In addition, the Board Charter requires the Board to develop continuing education opportunities in order to provide the directors with the ability to enhance their skills.
Principle 3: Instil a culture of acting lawfully, ethically and responsibly	
Recommendation 3.1: A listed entity should articulate and disclose its values.	The Board has established a Code of Conduct as to the practices necessary to maintain confidence in the

ASX Corporate Governance Council Recommendation	MRG policy
	Company's integrity, practices necessary to take into account the Company's legal obligations and the reasonable expectations of shareholders and the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.
Recommendation 3.2: A listed entity should: (a) Have and disclose a code of conduct for its directors, senior executives and employees; and **(b)** Ensure that the board or a committee of the board is informed of any material breaches of that code.	The Code of Conduct is available on the Company's website.
Recommendation 3.3: **A listed entity should:** **(a) Have and disclose a whistleblower policy; and** **(b) Ensure that the board or a committee of the board is informed of any material incidents under that policy.**	The Company's Whistleblower Policy is available on the Company's website. The board is informed of any material incidents that occur as a result of this policy.
Recommendation 3.4: **A listed entity should:** **(a) Have and disclose an anti-bribery and corruption policy; and** **(b) Ensure that the board or a committee of the board is informed of any material breaches of that policy.**	The Company's Anti-Bribery & Corruption Policy is available on the Company's website. The board is informed of any material incidents that occur as a result of this policy.
Principle 4: Safeguard the integrity of corporate reports	
Recommendation 4.1: The Board of a listed entity should: (a) Have an Audit Committee which: (1) Has at least 3 members, all of whom are non-executive Directors and a majority of whom are independent Directors; (2) Is chaired by an independent Director who is not the chair of the Board; and And disclose: (3) The charter of the committee; (4) The relevant qualifications and experience of the members of the committee; and (5) In relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or **(b)** If it does not have an audit committee, disclose that fact and the processed it	The Company does not currently have an audit committee. The Board does not consider it necessary given the size of the Company's current operations. The functions of this committee will be carried out by the whole Board. The Company Secretary has significant experience in financial and accounting matters and will be primarily responsible for monitoring and preparing the financial reports. External resources will be commissioned where necessary.

ASX Corporate Governance Council Recommendation	MRG policy
employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	
Recommendation 4.2: The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which system is operating effectively.	The Company's process and practices comply with the Recommendation. In particular, the CFO of the Company provides a declaration in relation to the Company's financial statements that, in his opinion, the financial records of the Company have been maintained and that the financial statements comply with appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.
Recommendation 4.3: A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Half Year and Annual accounts are reviewed or audited by an external auditor. Quarterly activity reports are prepared by the Company's Geologist and are reviewed and approved by the Board before release to the market. Quarterly cash flow reports are prepared by the Company's CFO and certified that they have been prepared in accordance with appropriate accounting standards and are reviewed and approved by the Board before release to the market.
Principle 5: Make timely and balanced disclosure	
Recommendation 5.1: A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under the ASX listing rule 3.1.	The Company has established a Continuous Disclosure Policy which applies to all directors and senior management. A copy of the Continuous Disclosure Policy is available on the Company's website.
Recommendation 5.2: A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	This recommendation is satisfied. All members of the board receive the ASX Announcement direct from ASX once lodged.
Recommendation 5.3: A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	This recommendation is satisfied.
Principle 6: Respect the rights of securityholders	
Recommendation 6.1: A listed entity should provide information about itself and its governance to investors via its website.	The Company's Continuous Disclosure Policy requires the Company to include all of its corporate governance policies on its websites.

ASX Corporate Governance Council Recommendation	MRG policy
Recommendation 6.2 A listed entity should have an investor relations program to facilitate effective two-way communication with investors.	The Company's Board Charter sets out the manner in which the Board should endeavour to communicate with its shareholders and the manner in which shareholders can make enquiries to the Company. This includes emails to Shareholders on its Mailing List and via Social Media.
Recommendation 6.3: A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	The Company's Board Charter sets out the Company's goal to encourage participation at general meetings. All Shareholders are notified of meetings.
Recommendation 6.4: A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than a show of hands.	This recommendation is satisfied. All resolutions at a meeting of MRG Metals' security holders are decided by a poll.
Recommendation 6.5: A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security register electronically.	This recommendation is satisfied.
Principle 7: Recognise and manage risk	
Recommendation 7.1: The Board of a listed entity should: **(a) Have a committee or committees to oversee risk, each of which:** **(1) Has at least 3 members, a majority of whom are independent Directors;** **(2) Is chaired by an independent Director,** **And disclose:** **(3) The charter of the committee;** **(4) The members of the committee; and** **(5) At the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or** **(b) If it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processed it employs for overseeing the entity's risk management framework.**	Given the size of the Company's current operations, the Board has formed the view that a separate risk committee is not necessary. The Board itself monitors all areas of operational and financial risk and considers strategies for appropriate risk management arrangements on an ongoing basis. If considered necessary, external input will be sought to assess and counteract identified risks.
Recommendation 7.2: The Board or a committee of the Board should: **(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with**	The Board requires that Andrew Van Der Zwan, as Chairman undertakes a review of the Company's risk management framework annually to ensure that the framework continues to be sound, and disclose, in relation to each reporting period, whether such a review has taken place.

ASX Corporate Governance Council Recommendation	MRG policy
due regard to the risk appetite set by the Board; and (b) Disclose, in relation to each reporting period, whether such a review has taken place.	
Recommendation 7.3: A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	Given the size of the Company's current operations, the Board has formed the view that the appointment of an internal auditor is not necessary. The Board will oversee the risk management and internal control process. If considered necessary, external input will be sought to assess and review the effectiveness of the Company's risk management and internal control process.
Recommendation 7.4: A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	The Company discloses various material risks to company strategy, and how it manages those risks within the Directors' Report section of its Annual Report.
Principle 8: Remunerate fairly and responsibly	
Recommendation 8.1: The Board of a listed entity should: (a) Have a remuneration committee which: (1) Has at least 3 members, a majority of whom are independent Directors; (2) Is chaired by an independent Director, And disclose: (3) The charter of the committee; (4) The members of the committee; and (5) At the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) If it does not have a remuneration committee, disclose that fact and the processed it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	The Company does not currently have a remuneration committee. The Board does not consider it necessary given the size of the Company's current operations. The Board is responsible for making recommendations regarding director and management remuneration packages. The Company's Board Charter sets out the principles that should be considered by the Board in making recommendations in relation to management remuneration packages.

ASX Corporate Governance Council Recommendation	MRG policy
Recommendation 8.2: **A listed entity should separately disclose its policies and practices regarding the remuneration of Non-Executive Directors and the remuneration of Executive Directors and other senior executives.**	The Board is aware of the need to ensure remuneration remains competitive and consistent with competitor companies and that remuneration reflects the performance of the Company over time. The directors performing an executive role are remunerated based on the scope of their responsibilities and the performance of the Company. Non-executive directors are paid fees within the total as determined by shareholders. The Company provides the requisite disclosure regarding executive remuneration policies in its annual report.
Recommendation 8.3: **A listed entity which has an equity-based remuneration scheme should:** (a) **have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme, and** (b) **Disclose that policy or a summary of it.**	The Company offers at its discretion to Directors, equity-based remuneration in the form of options to purchase shares and performance rights. This incentive assists in aligning their interests with those of shareholders.

The Board actively monitors the Company's governance framework, related practices and overall culture.

Statement of Financial Position

As of 30 June 2022

	Notes	Consolidated 2022 $	Consolidated 2021 $
Assets			
Current			
Cash and cash equivalents	8	1,017,533	1,610,733
Other receivables	7	321,471	214,172
Total current assets		1,339,004	1,824,905
Non-current			
Deposits	8	22,980	-
Plant & Equipment	11	72,026	83,172
Exploration & Evaluation	12	5,176,689	3,781,312
Total non-current assets		5,271,695	3,864,484
Total assets		6,610,699	5,689,389
Liabilities			
Current			
Trade and other payables	10	205,916	127,040
Total current liabilities		205,916	127,040
Total liabilities		205,916	127,040
Net assets		6,404,783	5,562,349
Equity			
Share capital	9	27,761,631	26,355,247
Reserve	9	160,168	310,978
Retained earnings		(21,517,016)	(21,103,876)
Total equity		6,404,783	5,562,349

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

Statement of Profit or Loss and other Comprehensive Income

for the year ended 30 June 2022

	Notes	Consolidated 2022 $	Consolidated 2021 $
Interest income		727	756
Other income		-	981
Employee benefits expense	5	(244,388)	(264,980)
Consultants		(5,984)	(6,364)
Administration expenses		(442,168)	(396,494)
Depreciation		(19,802)	-
Foreign Exchange Gain/(Loss)		9,275	441
(Loss) before tax		(702,340)	(665,660)
Tax expense	14	-	-
(Loss) after tax		(702,340)	(665,660)
Other comprehensive income, net of tax		-	-
Total comprehensive (losses)		(702,340)	(665,660)

		Cents	Cents
Earnings per share	16		
Basic earnings per share			
Earnings/(loss) from continuing operations		(0.04)	(0.05)
Diluted earnings per share			
Earnings/(loss) from continuing operations		(0.04)	(0.05)

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

Statement of Changes in Equity

for the year ended 30 June 2022

	Share Capital $	Reserves $	Retained earnings $	Total equity $
Balance at 1 July 2020	23,589,237	988,932	(21,295,618)	3,282,551
Issue of share capital	2,958,346	-	-	2,958,346
Transaction costs	(179,464)	-	-	(179,464)
Options exercised	130,096	-	-	130,096
Options lapsed	-	(857,402)	857,402	-
Vesting of Share based payments	(142,968)	179,448	-	36,480
Loss after income tax expense for the period	-	-	(665,660)	(665,660)
Balance at 30 June 2021	26,355,247	310,978	(21,103,876)	5,562,349
Balance at 1 July 2021	26,355,247	310,978	(21,103,876)	5,562,349
Issue of share capital	1,651,110	-	-	1,651,110
Transaction costs	(244,726)	-	-	(244,726)
Vesting of Share based payments	-	138,390	-	138,390
Lapsed Rights/Options	-	(289,200)	289,200	-
Loss after income tax expense for the period	-	-	(702,340)	(702,340)
Balance at 30 June 2022	27,761,631	160,168	(21,517,016)	6,404,783

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

Statement of Cash Flows

for the year ended 30 June 2022

	Notes	Consolidated 2022 $	Consolidated 2021 $
Operating activities			
Interest received		800	889
Refunds		-	981
Payments to suppliers and employees		(669,287)	(703,803)
Net cash used in operating activities	17	(668,487)	(701,933)
Investing activities			
Payment for term deposits		(22,980)	-
Payment for exploration & evaluation		(1,308,736)	(1,222,327)
Acquisition of plant & equipment		(2,623)	(82,747)
Net cash used in investing activities		(1,334,339)	(1,305,074)
Financing activities			
Proceeds from issue of capital		1,651,110	2,936,096
Payment of transaction costs		(244,726)	(39,604)
Net cash from financing activities		1,406,384	2,896,492
Net change in cash and cash equivalents		(596,442)	889,485
Cash and cash equivalents, beginning of year		1,610,733	721,248
Effect of movements in exchange rates		3,242	-
Cash and cash equivalents, end of year	8	1,017,533	1,610,733

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

Notes to the consolidated financial statements

1 Nature of operations

The activities of MRG Metals Ltd and its controlled entities, MRG Metals (Australia) Pty Ltd, MRG Metals (Exploration) Pty Ltd, Sofala Resources Pty Ltd, Sofala Mining & Exploration Lda, Sofala Mining & Exploration I Lda, Sofala Mining & Exploration II Lda, Sofala Mining & Exploration III Lda, Sofala Mining & Exploration IV Lda, Sofala Mining & Exploration V Lda, Sofala Mining & Exploration VI Lda, Sofala Mining & Exploration VII Lda, Sofala Mining & Exploration VIII Lda, Sofala Mining & Exploration IX Lda and Sofala Mining & Exploration X Lda are exploration and development of heavy mineral sands in Mozambique.

2 General information and statement of compliance

The consolidated general purpose financial statements of the Group have been prepared in accordance with the requirements of the Corporations Act 2001, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. Compliance with Australian Accounting Standards results in full compliance with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

MRG Metals Ltd is the Group's ultimate parent company. MRG Metals Ltd is a public company incorporated and domiciled in Australia.

The consolidated financial statements for the year ended 30 June 2022 were approved and authorised for issue by the board of directors on 30 September 2022 (see note 25).

3 New Accounting Standards and Interpretations adopted

The Group has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to its operations and effective for the current reporting period. The adoption of these Accounting Standards did not have any significant impact on the financial performance or position of the Group.

4 Summary of accounting policies

4.1 Overall considerations

The significant accounting policies that have been used in the preparation of these consolidated financial statements are summarised below.

The consolidated financial statements have been prepared using the measurement bases specified by Australian Accounting Standards for each type of asset, liability, income and expense. The measurement bases are more fully described in the accounting policies below.

The financial statements are presented in Australian dollars, which is the Group's presentation currency.

4.2 Basis of measurement

Going Concern

The financial report has been prepared on the going concern basis, which assumes continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business.

The Group recorded a loss after tax of $702,340 and net cash outflows from operating and investing activities were $2,002,826 for the year ended 30 June 2022. The Group's financial position as at 30 June 2022 was as follows:

- The Group had available cash reserves of $1,017,533;
- The Group's current assets of $1,339,004 exceed current liabilities of $205,916 by $1,133,088;
- The Group's main activity is exploration and as such it does not presently have a source of operating income, rather it is reliant on equity raisings or funds from other external sources to fund its activities.

Current forecasts indicate that cash on hand as at 30 June 2022 will not be sufficient to fully fund the planned exploration and operational activities during the next twelve months.

The Group's position as at 31 August 2022 was as follows:

- The Group had available cash reserves of $522,743;
- The Group continued to have a positive working capital position; and
- There have been no material changes to the Group's liabilities or non-cancellable commitments since 30 June 2022.

These factors indicate a material uncertainty exists that may cast significant doubt on the entity's ability to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business. As a result, the Group may be required to relinquish title to certain tenements, significantly curtail further expenditures and may have to realise its assets and extinguish its liabilities other than in the ordinary course of business and at amounts different from those stated in the financial report.

The Directors are confident that the Group will be able to secure sufficient funds or reduce or defer expenditure to ensure that the Group can meet essential operational and expenditure commitments for at least the next twelve months.

Accordingly, the financial statements for the year ended 30 June 2022 have been prepared on a going concern basis as, in the opinion of the Directors, the Group will be in a position to continue to meet its essential operating costs and pay its debts as and when they fall due for at least twelve months from the date of this report.

4.3 Basis of consolidation

The Group financial statements consolidate those of the parent company and its subsidiary undertakings drawn up to 30 June 2022. 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.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. 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.

4.4 Segment reporting

Operating segments are presented using the 'management approach', where information is presented on the same basis as the internal reports provided to chief operating decision makers, being the Board of Directors. The Board of Directors are responsible for the allocation of resource to operating segments and assessing their performance.

4.5 Revenue

Interest income is recognised on an accrual basis using the effective interest method.

4.6 Operating expenses

Operating expenses are recognised in profit or loss upon utilisation of the service or at the date of their origin.

4.7 Exploration and evaluation

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

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

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

4.8 Income taxes

Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, the Australian Taxation Office (ATO) and other fiscal authorities relating to the current or prior reporting periods, that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not provided on the initial recognition of goodwill, or on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. Deferred tax on temporary differences associated with investments in subsidiaries and joint ventures is not provided if reversal of these temporary differences can be controlled by the Group and it is probable that reversal will not occur in the foreseeable future.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted by the end of the reporting period. Deferred tax liabilities are always provided for in full.

Deferred tax assets are recognised to the extent that it is probable that they will be able to be utilised against future taxable income.

Deferred tax assets and liabilities are offset only when the Group has a right and intention to set off current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in profit or loss, except where they relate to items that are recognised in other comprehensive income (such as the revaluation of land) or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity, respectively.

4.9 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

4.10 Other Receivables

Other receivables are recognised at amortised cost, less any impairment.

4.11 Trade Payables

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

4.12 Earnings per share

Basic earnings per share is calculated by dividing the profit attributable to the owners of MRG Metals Ltd, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial period, adjusted for bonus elements in ordinary shares issued during the financial period.

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

4.13 Equity

Share capital represents the nominal value of shares that have been issued. Any transaction costs associated with the issuing of shares are deducted from share capital, net of any related income tax benefits.

Retained earnings include all current and prior period retained profits.

4.14 Post employment benefits

The Group provides post employment benefits through various accumulation funds.

An accumulation fund is a superannuation fund under which the Group pays fixed contributions into an independent entity. The Group has no legal or constructive obligations to pay further contributions after its payment of the fixed contribution. Contributions to the funds are recognised as an expense in the period that relevant employee services are received.

4.15 Provisions, contingent liabilities and contingent assets

Provisions are recognised when present obligations as a result of a past event will probably lead to an outflow of economic resources from the Group and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain. Provisions are not recognised for future operating losses.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values, where the time value of money is material.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Possible inflows of economic benefits to the Group that do not yet meet the recognition criteria of an asset are considered contingent assets.

4.16 Goods and Services Tax (GST)

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

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST components of investing and financing activities, which are disclosed as operating cash flows.

4.17 Significant management judgement in applying accounting policies

The following are significant management judgements in applying the accounting policies of the Group that have the most significant effect on the financial statements.

Deferred tax assets/Tax losses

The assessment of the probability of future taxable income in which deferred tax assets can be utilised is based on the Group's latest approved budget forecast, which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. The tax rules in the numerous jurisdictions in which the Group operates are also carefully taken into consideration. If a positive forecast of taxable income indicates the probable use of a deferred tax asset, especially when it can be utilised without a time limit, that deferred tax asset is usually recognised in full. The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances.

The Group has not recognised a deferred tax asset with regard to unused tax losses and other temporary differences, as it has not been determined whether the Company will generate sufficient taxable income against which the unused tax losses and other temporary differences can be utilised in the foreseeable future.

Estimation uncertainty

When preparing the financial statements management undertakes a number of judgements, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses.

The actual results may differ from the judgements, estimates and assumptions made by management, and will seldom equal the estimated results.

Information about significant judgements, estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below.

Share based payments
Share based payments involve assumptions made by management regarding the date of recognition and application of market price. Refer Note 4.22.

Exploration and evaluation assets

At each reporting date, the directors review the carrying amount of each area of interest, with reference to the indicators of impairment outlined in AASB 6 Exploration for and Evaluation of Mineral Resources.

One or more of the following facts and circumstances indicate that an entity should test exploration and evaluation assets for impairment (the list is not exhaustive):

(a) the period for which the entity has a right to explore in the specific area has expired during the period or will expire in the near future and is not expected to be renewed.

(b) substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned.
(c) exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area.
(d) sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

4.18 Other intangible assets

Recognition of other intangible assets

When an intangible asset is disposed of, the gain or loss on disposal is determined as the difference between the proceeds and the carrying amount of the asset, and is recognised in profit or loss within other income or other expenses.

4.19 Impairment testing of goodwill, other intangible assets and property, plant and equipment

For impairment assessment purposes, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which management monitors goodwill.

All individual assets or cash-generating units 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 or cash-generating unit's carrying amount exceeds its recoverable amount, which is the higher of fair value less costs to sell and value-in-use. To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of future reorganisations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect management's assessment of respective risk profiles, such as market and asset-specific risks factors.

Impairment losses for cash-generating units reduce first the carrying amount of any goodwill allocated to that cash-generating unit. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit. With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment charge is reversed if the cash-generating unit's recoverable amount exceeds its carrying amount.

4.20 Property, plant & equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset. Any gains and losses on disposal of an item of property, plant and equipment are recognised in profit or loss.

(ii) Depreciation

Items of property, plant and equipment are depreciated from the date that they are installed and are ready for use. Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment.

The estimated useful lives for the current and comparative periods are as follows:

- plant and equipment 2-20 years
- motor vehicles 4-20 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

4.21 Asset held for sale

When the Group intends to sell a non-current asset or a group of assets (a disposal group), and if sale within 12 months is highly probable, the asset or disposal group is classified as 'held for sale' and presented separately in the statement of financial position.

Assets classified as 'held for sale' are 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. Once classified as 'held for sale', the assets are not subject to depreciation or amortization.

Any profit or loss arising from the sale or re-measurement of discontinued operations is presented as part of a single line item, profit or loss from discontinued operations.

If an asset held for sale has not been sold within 12 months and a sale is not certain, then an impairment is charged against that asset.

4.22 Share based payments

All share-based remuneration is ultimately recognised as an expense in profit or loss with a corresponding credit to share option reserve. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest.

In addition equity settled share based payment transactions, the company shall measure the goods or services rendered and the corresponding increase in equity, directly at fair value of the goods or services received, unless that fair value cannot be estimated reliably.

The Company issued shares and options to Managers in November 2021 after approval at the Company's Annual General Meeting in consideration for corporate advisory services, calculated on the market value of the listed MRQOC Options (15,000,000 MRQOC options @ $0.004).

The Company issued shares and options to Managers in consideration for corporate advisory services, calculated on the same basis as the Placement in January 2022 (6,388,750 shares @ $0.008 and 16,000,000 MRQOC options @ $0.004).

4.23 Foreign currency translation

The financial statements are presented in Australian dollars, which is Group's presentation currency.

Foreign currency transactions

Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

5 Employee benefit expense

	Consolidated 2022 $	Consolidated 2021 $
Employee benefit expense incurred	344,388	364,980
Employee benefit expense capitalised in exploration assets	(100,000)	(100,000)
	244,388	264,980

6 Segment reporting

The Group is organised into one operating segment, which is the exploration and development of heavy mineral sands within Mozambique. This operating segment is based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers) in assessing performance and in determining the allocation of resources. Non current assets excluding financial instruments are located in Mozambique.

7 Other receivables

	Consolidated 2022 $	Consolidated 2021 $
GST receivables	31,715	12,716
Interest Receivable	97	170
Mozambique VAT receivable	289,659	201,286
Other receivables	321,471	214,172

The receivables noted above are not impaired nor past due.

8 Cash and cash equivalents

Cash and cash equivalents include the following components:

	Consolidated 2022 $	Consolidated 2021 $
Cash at bank and in hand:		
Australian dollars	1,003,355	1,581,149
United States dollars	13,786	2,621
Mozambique meticals	392	4,188
Short term deposits (Australian dollars) (a)	-	22,775
Cash and cash equivalents	1,017,533	1,610,733
Short term deposits (Australian dollars) (a)	22,980	-

The effective interest rate on short-term bank deposits is 0.2% (2021: 0.9%); these deposits have an average maturity of 365 days.

(a) The $22,980 is restricted cash as it is security for Company credit cards.

9 Equity

9.1 Share capital & reserves

The share capital of MRG Metals Ltd consists of fully paid ordinary shares and options, the shares do not have a par value. All shares are equally eligible to receive dividends and the repayment of capital and represent one vote at the shareholders' meeting of MRG Metals Ltd.

Details	**Quantity**	**Consolidated 2021 $**
SHARES		
Total at 1 July 2020	1,234,151,639	23,589,237
Additions during the year	306,518,239	3,088,442
Costs of raising	-	(322,432)
Total share capital at 30 June 2021	1,540,669,878	26,355,247
OPTIONS RESERVE		
Total at 1 July 2020	680,672,784	857,402
Additions during the year	305,508,667	

Exercised during the year	(13,009,572)	
Lapsed during the year	(802,129,879)	(857,402)
Total issued options at 30 June 2021	171,042,000	-
SHARE BASED PAYMENTS RESERVE		
Total at 1 July 2020		131,530
Additions during year (i)		142,968
Vesting expense – performance rights		36,480
Total reserve at 30 June 2021		310,978
PERFORMANCE RIGHTS		
Total at 1 July 2020	332,000,000	-
Additions during the year	-	-
Deletions during the year	-	
Total rights at 30 June 2021	332,000,000	-
SHARE CAPITAL & RESERVES		26,666,225

(i) The fair value of options granted to lead managers as a share-based payment is based on the listed price on the ASX grant date.

		Consolidated 2022
Details	**Quantity**	**$**
SHARES		
Total at 1 July 2021	1,540,669,878	26,355,247
Additions during the year	206,388,750	1,651,110
Costs of raising	-	(244,726)
Total share capital at 30 June 2022	1,747,058,628	27,761,631
OPTIONS RESERVE		
Total at 1 July 2021	171,042,000	-
Additions during the year	134,194,375	-
Total issued options at 30 June 2022	305,236,375	-
SHARE BASED PAYMENTS RESERVE		
Total at 1 July 2021		310,978
Vesting expense		138,390
Lapsed Rights/Options		(289,200)
Total reserve at 30 June 2022		160,168
PERFORMANCE RIGHTS		
Total at 1 July 2021	332,000,000	-
Forfeited	(332,000,000)	
Total rights at 30 June 2022	-	-
SHARE CAPITAL & RESERVES		27,921,799

(i) Movements in issued capital:

	Date	No of shares	Issue price (cents)	$
Opening balance at 1 July 2020		**1,234,151,639**		**23,589,237**
Capital Raising - placement	18/09/2020	110,000,000	0.6	660,000
Issue of Ordinary Shares – corporate mandate	18/09/2020	5,800,000	0.6	34,800
Capital Raising - placement	24/11/2020	6,666,667	0.6	40,000
Issue of Ordinary Shares – options conversion	24/11/2020	1,580,085	1.0	15,801
Issue of Ordinary Shares – options conversion	10/12/2020	1,601,809	1.0	16,018
Issue of Ordinary Shares – options conversion	11/12/2020	7,000,000	1.0	70,000
Issue of Ordinary Shares – options conversion	23/12/2020	2,827,678	1.0	28,277
Capital Raising - placement	04/02/2021	162,000,000	1.3	2,106,000
Issue of Ordinary Shares – corporate mandate	04/02/2021	9,042,000	1.3	117,546
Less costs associated with capital raisings		-	-	(322,432)
Closing balance at 30 June 2021		**1,540,669,878**		**26,355,247**

	Date	No of shares	Issue price (cents)	$
Opening balance at 1 July 2021		**1,540,669,878**		**26,355,247**
Capital Raising - placement	20/01/2022	200,000,000	0.8	1,600,000
Issue of Ordinary Shares – corporate mandate	20/01/2022	6,388,750	0.8	51,110
Less costs associated with capital raisings		-	-	(244,726)
Closing balance at 30 June 2022		**1,747,058,628**		**27,761,631**

(ii) Movements in options:

2021	Date	No. options 1 July 2020	Issued/ (converted/ lapsed)	No. options 30 June 2021	Ex. price (cents)	Expiry date
Issue of options – entitlement issue	15/09/2015	72,978,404	-	72,978,404	15.0	31/08/2020
Issue of options – entitlement issue	23/01/2018	118,968,298	-	118,968,298	1.0	20/12/2020
Issue of options – entitlement issue shortfall	25/01/2018	69,551,582	-	69,551,582	1.0	20/12/2020
Issue of options - placement	12/02/2018	86,000,000	-	86,000,000	1.0	20/12/2020
Issue of options - corporate mandate	12/02/2018	5,000,000	-	5,000,000	1.0	20/12/2020
Issue of options - placement	17/04/2018	30,000,000	-	30,000,000	1.0	20/12/2020
Issue of options - acquisition of HMS project	22/01/2019	90,000,000	-	90,000,000	1.0	20/12/2020
Issue of options - placement	14/08/2019	94,500,000	-	94,500,000	1.0	20/12/2020
Issue of options - corporate mandate	08/10/2019	16,237,000	-	16,237,000	1.0	20/12/2020
Issue of options - placement	08/10/2019	28,500,000	-	28,500,000	1.0	20/12/2020
Issue of options - placement	10/12/2019	62,500,000	-	62,500,000	1.0	20/12/2020
Issue of options - corporate mandate	10/12/2019	3,437,500	-	3,437,500	1.0	20/12/2020
Issue of options - placement	13/02/2020	3,000,000	-	3,000,000	1.0	20/12/2020
Options lapsed	31/08/2020	-	(72,978,404)	(72,978,404)		31/08/2020
Issue of options - placement	18/09/2020	-	110,000,000	110,000,000	1.0	20/12/2020
Issue of options - corporate mandate	18/09/2020	-	17,800,000	17,800,000	1.0	20/12/2020
Issue of options - placement	24/11/2020	-	6,666,667	6,666,667	1.0	20/12/2020
Options conversion	24/11/2020	-	(1,580,085)	(1,580,085)		20/12/2020
Options conversion	10/12/2020	-	(1,601,809)	(1,601,809)		20/12/2020

Options conversion	11/12/2020	-	(7,000,000)	(7,000,000)		20/12/2020
Options conversion	23/12/2020	-	(2,827,679)	(2,827,678)		20/12/2020
Options lapsed	20/12/2020	-	(729,151,475)	(729,151,475)		20/12/2020
Issue of options - placement	04/02/2021	-	162,000,000	162,000,000	2.5	30/06/2023
Issue of options - corporate mandate	04/02/2021	-	9,042,000	9,042,000	2.5	30/06/2023
Closing balance at 30 June 2021		**680,672,784**	**(509,630,784)**	**171,042,000**		

2022	**Date**	**No. options 1 July 2021**	**Issued/ (converted)**	**No. options 30 June 2022**	**Ex. price (cents)**	**Expiry date**
Issue of options - placement	04/02/2021	162,000,000	-	162,000,000	2.5	30/06/2023
Issue of options - corporate mandate	04/02/2021	9,042,000	-	9,042,000	2.5	30/06/2023
Issue of options - corporate mandate	30/11/2021	-	15,000,000	15,000,000	2.5	30/06/2023
Issue of options - placement	20/01/2022	-	100,000,000	100,000,000	2.5	30/06/2023
Issue of options - corporate mandate	20/01/2022	-	19,194,375	19,194,375	2.5	30/06/2023
Closing balance at 30 June 2022		**171,042,000**	**134,194,375**	**305,236,375**		

(iii) Movements in rights:

2021	**Date of issue/conversion**	**No. rights 1 July 2020**	**Issued/ (converted)**	**No. rights 30 June 2021**	**Expiry date**
Issue of rights - directors	22/11/2016	12,000,000		12,000,000	22/12/2021
Issue of rights – acquisition of HMS project	22/01/2019	320,000,000	-	320,000,000	21/07/2021
Closing balance at 30 June 2021		**332,000,000**	-	**332,000,000**	

2022	**Date of issue/conversion**	**No. rights 1 July 2021**	**Issued/ (converted/ lapsed)**	**No. rights 30 June 2022**	**Expiry date**
Issue of rights - directors	22/11/2016	12,000,000	(12,000,000)	-	22/12/2021
Issue of rights – acquisition of HMS project	22/01/2019	320,000,000	(320,000,000)	-	21/07/2021
Closing balance at 30 June 2022		**332,000,000**	**(332,000,000)**	**-**	

9.2 Dividends

No dividends were declared or paid during the year. There are no franking credits outstanding at period end.

10 Trade and other payables

Trade and other payables recognised in the Statement of Financial Position can be analysed as follows:

	Consolidated 2022	**Consolidated 2021**
Current	**$**	**$**
- Trade payables	161,055	75,728
- Other payables and accrued expenses	44,861	51,312
	205,916	127,040

11 Plant and equipment

	Consolidated 2022 $	Consolidated 2021 $
Plant & Equipment	100,272	88,952
Accumulated Depreciation	(28,246)	(5,780)
	72,0263	83,172

12 Exploration and evaluation assets

	Consolidated 2021 $
Cost as at 1 July 2020	2,396,058
Other exploration costs	1,385,254
Cost as at 30 June 2021	3,781,312

	Consolidated 2022 $
Cost as at 1 July 2021	3,781,312
Other exploration costs	1,395,377
Cost as at 30 June 2022	5,176,689

The recoverability of the carrying amount of the exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest. The relinquishments represent the capitalised amounts written off during the period when ownership of the tenements is abandoned.

13 Asset held for sale

The Norrliden project is currently being marketed for sale. The Norrliden asset was previously recognised as a non-current exploration and evaluation asset. The asset held for sale is recognised at lower of the carrying value and fair value less cost to sell.

	2022	2021
Non-current assets held for sale	608,596	608,596
Less Impairment (a)	(608,596)	(608,596)
	-	-

(a) Refer Note 4.21. If an asset held for sale has not been sold within 12 months and a sale is not certain, then an impairment is charged against that asset. The Company took the view that as a sale was not achieved in the last 12 months, then an impairment was made against the asset.

14 Income tax expense

The relationship between the expected tax expense based on the tax rate of MRG Metals Ltd and the reported tax expense in profit or loss can be reconciled as follows, also showing major components of tax expenses:

	Consolidated 2022 $	Consolidated 2021 $
Profit/(loss) before tax	(702,340)	(665,660)
Expected tax expense/(benefit) @ 25% (2021 26%)	(175,585)	(173,072)
Adjustment for non-deductible expenses:		
- Movement in accruals	875	(910)
- Impairment of asset held for sale	-	-
	(174,710)	(173,982)
Current period tax (loss) not recognised	(174,710)	(173,982)
Deferred tax expense:		
- Temporary differences	875	(910)
- Unused tax losses	174,710	173,982
Deferred tax assets not recognised	175,585	173,072

The above potential tax benefit has not been recognised as the recovery is uncertain.
The carry forward tax losses at 30 June 2022 were $18,736,424.
The taxation benefit of tax losses and temporary differences not brought to account will only be obtained if:

- the Group derives future assessable income of a nature and an amount sufficient to enable the benefit from the deductions for the losses to be realised;
- the Group continues to comply with the conditions for deductibility imposed by law; and
- no change in tax legislation adversely affects the Group in realising the benefits from deducting the tax losses.

15 Auditor remuneration

	Consolidated 2022 $	Consolidated 2021 $
Audit services		
- Audit and review of the financial reports – Grant Thornton	-	21,386
- Audit financial reports – William Buck	34,500	20,000
Audit services remuneration	34,500	41,386
Other services	-	-
Total Auditor's remuneration	34,500	41,386

16 Earnings per share

The weighted average number of shares for the purposes of diluted earnings per share can be reconciled to the weighted average number of ordinary shares used in the calculation of basic earnings per share as follows:

	Consolidated 2022 $	Consolidated 2021 $
Loss after income tax	(702,340)	(665,660)
Weighted average number of shares used in basic earnings per share	1,632,272,556	1,404,958,320
Weighted average number of shares used in diluted earnings per share	1,632,272,556	1,404,958,320
Earnings Per Share	(0.04) cents	(0.05) cents
Diluted Earnings Per Share	(0.04) cents	(0.05) cents

The rights to options held by option holders have not been included in the weighted average number of ordinary shares for the purposes of calculating diluted EPS as they do not meet the requirements for the inclusion in AASB 133 "Earnings per Share". The rights to options are non-dilutive as the Group is loss generating.

17 Reconciliation of cash flows from operating activities

	Consolidated 2022 $	Consolidated 2021 $
Cash flows from operating activities		
(Loss) after income tax expense for the year	(702,340)	(665,660)
Cash flows excluded from loss attributable to operating activities		
Non cash flows in loss:		
Depreciation	19,802	-
Foreign exchange (gain)/loss	(9,275)	(441)
Vesting charges for share based payments transactions	138,390	36,480
Change in other assets and liabilities:		
(Increase)/decrease in trade and other receivables	(107,299)	(106,468)
Increase/(decrease) trade and other payables	(7,765)	34,156
Net cash used in operating activities	(668,487)	(701,933)

18 Related party transactions

The Parent entity is MRG Metals Ltd.

MRG Metals Ltd owns 100% of the shares of MRG Metals (Australia) Pty Ltd. (2021 100%)

MRG Metals Ltd owns 100% of the shares of MRG Metals (Exploration) Pty Ltd. (2021 100%)

MRG Metals Ltd owns 100% of the shares of Sofala Resources Pty Ltd. (2021 100%)

Sofala Resources Pty Ltd owns 99% of the shares of Sofala Mining & Exploration Lda. (2021 99%), Sofala Mining & Exploration I Lda, Sofala Mining & Exploration II Lda, Sofala Mining & Exploration III Lda, Sofala Mining & Exploration IV Lda, Sofala Mining & Exploration V Lda, Sofala Mining & Exploration VI Lda, Sofala Mining & Exploration VII Lda, Sofala Mining & Exploration VIII Lda, Sofala Mining & Exploration IX Lda and Sofala Mining & Exploration X Lda (Mozambique Companies).

Sofala Mining & Exploration Limitada, Sofala Mining & Exploration I Lda, Sofala Mining & Exploration II Lda, Sofala Mining & Exploration III Lda and Sofala Mining & Exploration IV Lda owns the HMS tenements.

Sofala Mining & Exploration V Lda, Sofala Mining & Exploration VI Lda, Sofala Mining & Exploration VII Lda, Sofala Mining & Exploration VIII Lda, Sofala Mining & Exploration IX Lda and Sofala Mining & Exploration X Lda were set up during the year in preparation should there be future granting of HMS applications as Mozambique law requires a separate company for each licence application.

MRG Metals (Australia) Pty Ltd and MRG (Exploration) Pty Ltd have no Assets or Liabilities.

The Group's related parties include its key management and others as described in Note 18.2.

Unless otherwise stated, none of the transactions incorporate special terms and conditions and no guarantees were given or received.

18.1 Transactions with related parties

The following transactions occurred with related parties:

Payment for goods and services:

The Group used the accounting and taxation services of RSM Australia, an entity associated with Mr. Turner and Mr. Turner. The amounts billed were based on normal market rates and amounted to $38,000 to Mr. Turner and $6,870 to RSM (2021 $38,000 to Mr. Turner).

Receivable from and payable to related parties

There were no trade receivable from or trade payables to related parties.

Loans to/from related parties

There were no loans to or from related parties at the reporting date.

Terms and conditions

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

18.2 Transactions with key management personnel

Key management of the Group are the Board of Directors. Key management personnel remuneration is set out in the Remuneration Report in the Director's Report.

	Consolidated 2022 $	Consolidated 2021 $
Short term benefits	300,000	300,000
Post employment benefits	30,000	28,500
Share based payments	14,388	36,480
Total KMP remuneration	344,388	364,980

18.3 Equity instruments held by KMP

The number of shares in the Company by each of the key management personnel of the Group, including their related parties are set out below:

Year ended 30 June 2021

Key Management Person	Balance at start of year	Additions	Received on exercise	Other changes	Held at the end of the reporting period
Van Der Zwan	31,906,679	6,000,000	-	-	37,906,679
Turner	21,815,842	2,666,667	-	-	24,482,509
Gregory	60,563,986	3,000,000	-	-	63,563,986
	114,286,507	11,666,667	-	-	125,953,174

Year ended 30 June 2022

Key Management Person	Balance at start of year	Additions	Received on exercise	Other changes	Held at the end of the reporting period
Van Der Zwan	37,906,679	-	-	-	37,906,679
Turner	24,482,509	-	-	-	24,482,509
Gregory	63,563,986	-	-	-	63,563,986
	125,953,174	-	-	-	125,953,174

The number of options in the Company by each of the key management personnel of the Group, including their related parties are set out below:
Year ended 30 June 2021

Key Management Person	Balance at start of year	Additions	Deleted on exercise	Ceased/Lapsed	Held at the end of the reporting period
Van Der Zwan	19,523,179	3,000,000	(3,000,000)	(19,523,179)	-
Turner	9,530,042	1,666,667	(1,000,000)	(10,196,709)	-
Gregory	34,964,186	-	(3,000,000)	(31,964,186)	-
	64,017,407	4,666,667	(7,000,000)	(61,684,074)	-

Year ended 30 June 2022
Nil.

Performance rights held by key management personnel
The number of performance rights held by each of the key management personnel of the Group; including their related parties are set out below.

Year ended 30 June 2021

Key Management Person	Balance at start of year	Additions	Deleted on exercise	Ceased/Lapsed	Held at the end of the reporting period
Van Der Zwan	4,000,000	-	-	-	4,000,000
Turner	4,000,000	-	-	-	4,000,000
Gregory	4,000,000	-	-	-	4,000,000
	12,0000,000	-	-	-	12,000,000

Year ended 30 June 2022

Key Management Person	Balance at start of year	Additions	Deleted on exercise	Ceased/Lapsed	Held at the end of the reporting period
Van Der Zwan	4,000,000	-	-	(4,000,000)	-
Turner	4,000,000	-	-	(4,000,000)	-
Gregory	4,000,000	-	-	(4,000,000)	-
	12,000,000	-	-	(12,000,000)	-

19 Contingent assets and contingent liabilities

There were no contingent assets or liabilities (2021 Nil).

20 Commitments for expenditure

	2022	2021
	$	**$**
Exploration and evaluation:		
Within 12 months	270,736	421,708
After 12 months but not later than 5 years	1,082,944	1,686,832

Exploration and evaluation:
In order to maintain current rights of tenure for exploration tenements, the Group is required to meet the minimum exploration requirements of the Mining Department. The Group holds four tenements in Mozambique, each year the Mozambique mining regulations require companies to submit exploration programs which indicate the expected mining expenditure for the year.
Mozambique New Mining Law Regulations require a minimum spend of 60% of the exploration program submitted for the year. The commitment for FY23 to FY26 is the Group's estimated tenement expenses to be incurred for each licence at a rate of 60%, which is expected to be the best estimate of the required commitment.

21 Financial instrument risk

Risk management objectives and policies

The Group is exposed to various risks in relation to financial instruments. The main types of risks are market risk (including interest rate risk), credit risk and liquidity risk.

The Group's risk management is carried out by the board of directors and focuses on actively securing the Group's short to medium-term cash flows by minimising the exposure to financial markets.

The Group does not engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Group is exposed are described below.

21.1 Foreign currency sensitivity

The Group's transactions during the year have been carried out in Australian Dollars, United States Dollars (USD), and Mozambican Meticals (MZN).

There is a risk that changes in foreign exchange rates will affect the Group's income or amounts to be paid or received arising from its financial obligations. The Group's objective of foreign currency risk management is to manage and control foreign currency risk exposures within acceptable parameters, while optimising the return.

The Group's exposure to foreign currency risk relates primarily to foreign exchange rates applicable to the Group's foreign currency denominated obligations recognised in the balance sheet.

Foreign currency risk refers to the risk that the value of a financial commitment, recognised asset or liability will fluctuate due to changes in foreign currency rates. The primary foreign currency exposure is to the MZN and USD.

Management monitors the exposure to foreign exchange risk on an ongoing basis by regularly reviewing forward foreign exchange rates applicable to its foreign currency denominated obligations.

The Group's exposure to assets and liabilities to MZN at 30 June 2022 is set out below (Australian dollar equivalents):

	30 June 2022
Reported exchange rate	44.16
Cash at Bank	392
Trade and other payables	(4,861)
Total exposure	**(4,469)**

The Group's exposure to assets and liabilities to USD at 30 June 2022 is set out below (Australian dollar equivalents):

	30 June 2022
Reported exchange rate	0.6889
Cash at Bank	13,786
Total exposure	**13,786**

The table below shows the effect on profit after income tax expense and total equity from MZN currency exposures, had the rates been 10% higher or lower than the year end rate. Whilst directors cannot predict movements in foreign currency rates, a sensitivity of 10% is considered reasonable taking in to account the current level of exchange rates and the volatility observed on a historical basis.

	30 June 2022	
	Increase/(Decrease) in profit after income tax	Increase/(Decrease) in Equity
Foreign exchange rates - 10%	(447)	(447)
Foreign exchange rates + 10%	447	447

21.2 Interest rate sensitivity

The Group's only exposure to interest rate risk is in relation to deposits held. Deposits are held with reputable banking financial institutions.

At 30 June 2022, there was $22,980 on deposit at 0.2% (Note 8).

An increase/decrease by 30% or 0.0006 basis points would have a favourable/adverse effect on profit for the year of $14. The percentage change is based on the expected volatility of interest rates using market data and analysts' forecasts.

21.3 Credit risk analysis

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group. The Group is exposed to minimal credit risk as its only exposure is to interest receivable and GST refunds.

21.4 Liquidity risk analysis

Liquidity risk is that the Group might be unable to meet its obligations. The Group manages its liquidity needs by monitoring actual and forecast cash inflows and outflows due in day-to-day business.

The Group's working capital, being current assets less current liabilities, at 30 June 2022 was $1,133,088.

The Directors are confident that the Group will be able to secure sufficient funds or reduce or defer expenditure to ensure that the Group can meet essential operational and expenditure commitments for at least the next twelve months.

Based on this, the directors are satisfied the Group will have sufficient funds to pay its debts as and when they fall due.

As at 30 June, the Group's non-derivative financial liabilities have contractual maturities (including interest payments where applicable) as summarised below:

	Current		Non current	
	Within 6 months	6 to 12 months	1 to 5 years	Later than 5 years
30 June 2021	$	$	$	$
Trade and other payables	127,040	-	-	-
Total	127,040	-	-	-

	Current		Non current	
	Within 6 months	6 to 12 months	1 to 5 years	Later than 5 years
30 June 2022	$	$	$	$
Trade and other payables	205,916	-	-	-
Total	205,916	-	-	-

The above amounts reflect the contractual undiscounted cash flows, which may differ to the carrying values of the liabilities at the reporting date. Unless otherwise stated, the carrying amounts of financial instruments reflect their fair values due to their short term nature.

22 Capital risk management

The Group's objectives when managing capital is to ensure the Group's ability to continue as a going concern so that it can provide an adequate return to shareholders.

The Group would look to raise capital when an opportunity to invest in a business, company or tenement is seen as value adding.

23 Post-reporting date events

There are no other events occurring since the end of the year that have, or may, significantly affect the Group's operations, results of those operations or the state of affairs of the Group.

24 Parent entity information

Information relating to MRG Metals Ltd ('the parent entity')

	2022	2021
	$	$
Statement of financial position		
Current assets	1,339,004	1,824,905
Total assets	6,610,699	5,689,389
Current liabilities	205,916	127,040
Total liabilities	205,916	127,040
Issued capital	27,761,631	26,498,215
Reserves	160,168	168,010
Retained earnings	(21,517,016)	(21,103,876)
	6,404,783	5,562,349
Statement of comprehensive income		
Profit/(loss) for the period	(702,340)	(665,660)
Total comprehensive income	(702,340)	(665,660)

25 Authorisation of financial statements

The consolidated financial statements for the year ended 30 June 2022 were approved by the board of directors on 30 September 2022.

Andrew Van Der Zwan
Chairman

Shane Turner
Director/Secretary

Directors' declaration

1. In the opinion of the directors of MRG Metals Ltd:

a the consolidated financial statements and notes of MRG Metals Ltd are in accordance with the Corporations Act 2001, including

i. giving a true and fair view of its financial position as at 30 June 2022 and of its performance for the financial period ended on that date; and

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

b there are reasonable grounds to believe that MRG Metals Ltd will be able to pay its debts as and when they become due and payable.

2. The directors have been given the declarations required by Section 295A of the Corporations Act 2001 from the chief executive officer and chief financial officer for the financial period ended 30 June 2022.

3. The consolidated financial statements comply with International Financial Reporting Standards.

Signed in accordance with a resolution of the directors:

Dated at Melbourne, the 30 day of September 2022.

Andrew Van Der Zwan
Director

MRG Metals Limited

Independent auditor's report to members

Report on the Audit of the Financial Report

Opinion
We have audited the financial report of MRG Metals Limited (the Company and its subsidiaries (the Group)), which comprises the consolidated statement of financial position as at 30 June 2022, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, and the directors' declaration.

In our opinion, the accompanying financial report of the Group, is in accordance with the *Corporations Act 2001*, including:
(i) giving a true and fair view of the Group's financial position as at 30 June 2022 and of its financial performance for the year ended on that date; and
(ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion
We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the 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 (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We 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 4.2 in the financial report, which indicates that the consolidated entity incurred a net loss after income tax of $702,340 and net cash outflows from operating and investing activities of $2,002,826 for the year ended 30 June 2022. As stated in Note 4.2, these events, or conditions, along with other matters as set forth in Note 4.2 indicate that a material uncertainty exists that may cast significant doubt on the consolidated entity's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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williambuck.com.au

William Buck
ACCOUNTANTS & ADVISORS

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 matter described below to be the key audit matter to be communicated in our report.

KEY AUDIT MATTER	
Exploration and evaluation assets	**How our audit addressed it**
During the year, additions to exploration and evaluation assets in Mozambique totalled $1.395m as detailed in Note 12. Accounting for these costs requires a significant amount of judgements and estimates and there is a risk that capitalisation of these costs may not be appropriate. The Group is also required to assess at each reporting date if there are any triggers for impairment which may suggest that the carrying value is in excess of recovering value in accordance with AASB 6 *Exploration for and Evaluation of Mineral Resources*. Management is required to exercise judgement in evaluating whether any impairment triggers exist. Due to the judgements involved in assessing recoverability of capitalised exploration and evaluation assets, this was considered a Key Audit Matter.	In order to address this risk, our audit procedures included the following: — Reviewing the directors' assessment of the criteria for the capitalisation of exploration expenditure and evaluation of whether an impairment charge is required; — Understanding and vouching the underlying contractual entitlement to explore and evaluate each area of interest, including an evaluation of the Group's renewal in that area of interest at its expiry; — Examining project spend per each area of interest and comparing this spend to budgeted expenditure; — Agreeing a sample of expenditure capitalised to underlying support and ensuring that it is appropriately recorded in accordance with AASB 6 *Exploration for and Evaluation of Mineral Resources* and is directly attributable to that area of interest; — Evaluating management's impairment analysis which included the Group's analysis of recoverability of the carrying value of the tenements; and — From an overall perspective, comparing the market capitalisation of the Group to the net carrying value of its assets on the statement of financial position to identify any other additional indicators of impairment. We also assessed the adequacy of the Group's disclosures in respect of capitalised exploration costs and the planned expenditures.

William Buck
ACCOUNTANTS & ADVISORS

Other Information
The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 30 June 2022 but does not include the financial report and the auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of 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 ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

A further description of our responsibilities for the audit of these financial statements is located at the Auditing and Assurance Standards Board website at:

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf

This description forms part of our independent auditor's report.

WilliamBuck
ACCOUNTANTS & ADVISORS

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 2022.

In our opinion, the Remuneration Report of MRG Metals Limited, for the year ended 30 June 2022, 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.

William Buck

William Buck Audit (Vic) Pty Ltd
ABN 59 116 151 136

J.C. Luckins
Director

Melbourne, 30th September 2022

ASX Additional Information

Additional information required by the ASX Limited Listing Rules and not disclosed elsewhere in this report is set out below. The information is effective as at 18 September 2022.

Substantial Shareholders

There are no substantial Shareholders as at 18 September 2022.

	Ordinary Shares	
	Number Held	**%of quoted shares**
Nil		

Holding	**Shareholders**
1 – 1,000	41
1,001 – 5,000	15
5,001 – 10,000	49
10,001 – 100,000	630
100,000 and over	1,352
	2,087

There were 493 holders of less than a marketable parcel of ordinary shares.

	Ordinary Shares	
Twenty largest quoted shareholders	**Number Held**	**%of quoted shares**
AJ Barker	50,000,000	2.86
CJ & M Gregory S/F A/C	45,563,536	2.61
Citicorp Nominees P/L	34,770,074	1.99
BNP Paribas Nominees P/L	34,315,878	1.96
Finger Lakes P/L Anvil Investment A/C	25,951,677	1.49
10 Bolivianos P/L	25,510,699	1.46
R Joekar	25,000,000	1.43
S & E Turner Turner S/F A/C	23,315,842	1.33
KV Van Der Zwan Harleston Family A/C	23,241,679	1.33
A Knowles	21,000,000	1.20
GA Jacks	20,312,135	1.16
EJ Heymann	20,135,000	1.15
D & J Furfaro	18,750,000	1.07
Jolanza P/L Jolanza A/C	18,000,450	1.03
Altera P/L S/F A/C	17,902,877	1.02
H Miah	15,000,000	0.86
X Xu	14,600,000	0.84
A & KV Van Der Zwan S/F A/C	14,375,000	0.82
Blind Tiger P/L DG Borrowdale S/F A/C	13,118,830	0.75
A Swift	12,590,870	0.72
	473,454,547	27.10

Restricted equity securities
Nil

Securities exchange
The Company is listed on the Australian Securities Exchange and shares are quoted under the code MRQ.

	Options	
Twenty largest quoted optionholders	**Number Held**	**%of quoted options**
MF Durward	20,000,000	6.55
D Ariti	20,000,000	6.55
JR Jakupi	18,485,050	6.06
I Toet	11,200,000	3.67
Euthenia Tyche P/L	11,000,000	3.60
ND Cowie	10,000,000	3.28
BS Jacobs	9,322,674	3.05
Speyside Holdings P/L S/F A/C	9,000,000	2.95
CR Barker	7,500,000	2.46
Merrill Lynch (Australia) Nominees P/L	6,538,462	2.14
Stocksonline P/L	5,498,590	1.80
10 Bolivianos P/L	5,135,325	1.68
PJ Slape	5,076,378	1.66
DAH Tuckett	5,047,000	1.65
First Investment Partners P/L	5,000,000	1.64
JW Princehorn	5,000,000	1.64
Kajprich P/L S/F A/C	4,990,016	1.63
Vibe FM Signature P/L S/F A/C	4,800,000	1.57
AB Kabir	4,171,666	1.37
OT & EH Yeoh	4,000,000	1.31
	171,765,161	56.27

Securities exchange
The Company is listed on the Australian Securities Exchange and options are quoted under the code MRQOC.

Tenements

The Tenements held by the Company at reporting date are as follows:

Project	Tenement	% Owned	Note
Norrliden	K nr 1	10	
Malanaset	nr 100	10	
Malanaset	nr 101	10	
Corridor Central	EL 6620	100	
Corridor South	EL 6621	100	
Corridor North	10779L	100	Application
Linhuane	7423L	100	Application
Marão	6842L	100	
Marruca	6846L	100	
Patricio	10999L	100	Application
Fotinho	11000L	100	Application
Adriano	11002L	100	Application

Corporate Directory

Directors & Secretary

Andrew Van Der Zwan
Non Executive Chairman

Christopher Gregory
Non Executive Director

Shane Turner
Non Executive Director and Company Secretary

Principal place of business

12 Anderson Street West, Ballarat VIC 3350
Telephone: +61 3 5330 5800 Fax: +61 3 5330 5890
Email: info@mrgmetals.com.au, www.mrgmetals.com.au

Registered office

12 Anderson Street West, Ballarat Victoria 3350
PO Box 237, Ballarat VIC 3353
Telephone: +61 3 5330 5800 Fax: +61 3 5330 5890

Corporate Accountant and Registered ASIC Agent

RSM Australia
12 Anderson Street West, Ballarat VIC 3350
PO Box 685, Ballarat VIC 3353
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Solicitors

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www.moray.com.au

Share Registry

Automic Pty Ltd
Level 5, 126 Phillip Street, Sydney NSW 2000
Telephone: 1300 288 664

Auditor

William Buck Audit (Vic) Pty Ltd
Level 20
181 William Street, Melbourne Vic 3000
Telephone (office): +61 3 9824 8555
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Stock Exchange Listing

ASX Codes: MRQ, MRQOC