ALICANTO

MINERALS LIMITED

ABN 81 149 126 858

Annual Report 2019

2019 Annual Report

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Corporate Directory

Non-Executive Chairman
Didier Murcia AM

Chief Executive Officer
Peter George

Non-Executive Directors
Hamish Halliday
Travis Schwertfeger

Company Secretary
Jamie Byrde

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Solicitors
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Stock Exchange Listing
Australian Securities Exchange
(Home Exchange: Perth, Western Australia)
Code: AQI

Website Address
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Chairman's Letter to Shareholders

Dear fellow shareholders,

I am pleased to present the 2019 Annual Report for Alicanto Minerals Limited (ASX: AQI), as we reflect on a year in which our Company has found a new focus for its exploration efforts.

In May, we announced plans to acquire two high-grade VMS (Volcanogenic Massive Sulphide) projects in Sweden. This was an exciting development for Alicanto as the Oxberg and Naverberg project areas are in the historic Bergslagen mining district, which hosts several significant high-grade VMS deposits. In fact, the project areas are adjacent to the historic Falun mine that produced 500,000t of zinc, 400,000t copper, 160,000t lead, 380t silver and 55t of gold and operated for at least 700 years before its closure in 1992.

Nearby deposits include Garpenberg, which has a resource estimate of 168.5 million tonnes at 3.4% zinc, 1.6% lead, 0.3g/t gold and 98g/t silver, while the Zinkgruvan deposit has a resource estimate of 46.9Mt at 9% zinc, 2% copper, 3.6% lead and 78.7g/t silver. We believe Oxberg and Naverberg have potential to be part of the same system as Falun,and we selected these projects after detailed assessment and input from consultant geologists with more than 25 years' experience working in the region.

Our assessment of these projects includes the definition of significant prospects and multiple walk-up drill targets. Modern geophysics has been used in some areas, but there has only been limited follow-up drilling. Alicanto is excited to start exploration of these projects in FY2020.

During the year, we also continued to progress exploration on our two gold projects in Guyana, South America – Arakana and Ianna. However, just prior to year-end, it was pleasing to announce the signing of an agreement with Nord Gold SE in which Nordgold has the exclusive right to earn 100% interest in the Arakaka Gold Project. Under this agreement, Nordgold will sole fund US$3 million in exploration expenditure within a one-year earn-in period, and at completion of the earn-in period, pay an additional US$5 million to Alicanto if it elects to proceed and acquire the project. Alicanto will continue to operate the project during the first 12 months with the drilling campaign commencing as soon as practicable.

This is an exciting development for Alicanto as it enables us to focus on exploring our Swedish projects over the next year while continuing to extract value for our shareholders from Arakaka, where our own exploration has been slowed over the past year due to tough market conditions.

Alicanto finished FY19 in a much stronger position thanks to the work of our Board and Management team in executing these agreements. I thank them for their efforts and support over the past year, particularly while undertaking the various cost-saving measures needed to preserve cash. I thank our staff who have continued to perform admirably during a difficult time for our Company, and our Shareholders for continued belief in our Company as one which can deliver on its goals.

Didier Murcia AM
Non-Executive Chairman

Directors' Report

The Directors of Alicanto Minerals Limited submit herewith the consolidated financial statements of the Company and its controlled entities ("Group") or ("Consolidated Entity") for the year ended 30 June 2019 in order to comply with the provisions of the *Corporations Act 2001*.

1. Directors

The following persons were Directors of Alicanto Minerals Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Mr Didier Murcia	Non-Executive Chairman
Mr Travis Schwertfeger	Non-Executive Director
Mr Hamish Halliday	Non-Executive Director

Mr Peter George was appointed as Chief Executive Officer on 6 August 2018.

2. Principal Activities

The principal activity of the entity during the financial year was mineral exploration. There were no significant changes in the nature of the entity's principal activities during the financial year.

3. Operating Results

The loss attributable to owners of the entity after providing for income tax amounted to $3,700,020 (2018: $2,866,787).

4. Dividends Paid or Recommended

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

5. Financial Position

The entity has $869,558 in cash and cash equivalents as at 30 June 2019 (2018: $2,008,823). Post year end a further $910,000 before costs was raised through a capital raising. The Directors believe the cash at year end, subsequent capital raisings and the Nord Gold investment has put the entity in a strong financial position to maintain and explore its current landholdings.

6. Business Strategies and Prospects for the Forthcoming Year

Alicanto Minerals Limited will commence its maiden drilling program and advance exploration on its Naverberg and Oxberg projects in Sweden.

Alicanto Minerals Limited will continue its exploration activities through the Earn-In Agreement with Nord Gold Se on its Arakaka Project in Guyana.

Alicanto Minerals Limited will also continue to consider and evaluate new mineral exploration opportunities within Sweden, Guyana and throughout the rest of the world for further potential acquisitions which may offer value enhancing opportunities for shareholders.

Material business risks that may impact the results of future operations include further exploration results, future commodity prices and funding.

7. Significant Changes in the State of Affairs

The following significant changes in the state of affairs of the entity occurred during the financial year:

6 August 2018, Mr Peter George was appointed Chief Executive Officer.

9 November 2018, a placement to Sophisticated Investors was completed raising $450,000 through the issue of 15,000,000 shares at an offer price of $0.03.

On 6 May 2019, Tranche 1 of a placement to Sophisticated Investors was completed raising $250,000 through the issue of 10,000,000 shares at an offer price of $0.025.

7. Significant Changes in the State of Affairs (continued)

On 7 June 2019, Tranche 2 of a placement to Sophisticated Investors was completed raising $750,000 through the issue of 30,000,000 shares at an offer price of $0.025.

On 19 June 2019, the Company signed an Earn-In Agreement with Nord Gold SE based on the following key terms:

- If Nordgold funds US$3.0m in aggregate expenditures prior to 18 June 2020, Nordgold can elect to make a payment to Alicanto of US$5.0m to exercise the option under the Funding and Option Agreement (Earnin Agreement) and acquire a 100% interest in the Arakaka Gold Project for a total contribution of US$8.0m. Nordgold may exercise its option over Arakaka at any time during the exercise period. Should the option be exercised Alicanto Minerals will transfer 100% of the shares held in its wholly owned subsidiary Stratagold Guyana Inc.

- Nordgold may only withdraw from the Earn-in after contributing a minimum of US$1.5m by the end of the contract year, being 18th June 2020. Either party can terminate the agreement pending an unsuccessful remedy of a Material Breach.

- If Nordgold terminates the agreement and ceases to make contributions at any time during the earn-in period Nordgold will forfeit all rights and interest to the Arakaka Gold Project.

8. Post Balance Date Events

- On 5 July 2019, Mr Peter George exercised 500,000 unlisted options at $0.001 upon satisfaction of the vesting conditions.
- On 29 July 2019, 13,356,158 listed options exercisable at $0.28 expiring 28 July 2019 lapsed and were subsequently cancelled. At the same date 873 listed options were exercised at $0.28 and converted to ordinary shares.
- On 29 July 2019, 7,060,000 options with an exercise price of $0.23 expiring 28 July 2019 were cancelled and 348,0000 options with an exercise price of $0.13 expiring 31 July 2019 were cancelled.
- On 6 September 2019, A placement to sophisticated and professional investors was completed, issuing 17,500,004 ordinary shares with an issue price of $0.052 raising a total of $910,000 before costs.

There were no further events occurring after 30 June 2019.

9. Review of Operations

Introduction

Alicanto Minerals Limited ('Alicanto' or 'the Company') (ASX: AQI) is an emerging mineral exploration company which has existing interests in two projects in Guyana, South America and during the year, acquired two high-grade VMS projects in Sweden. It entered an earn-in agreement with Nord Gold SE over one of its projects in Guyana, Arakaka whereby Nord may earn up to a 100% interest in the Arakaka Project by spending US$3M on exploration within one year and paying an additional US$5M to Alicanto.

Financial Performance and Position

The net operating loss after tax for the year ended 30 June 2019 was $3,700,020 (2018: $2,866,787). The loss for the period includes $1,721,005 (2018: $2,123,413) in exploration and evaluation expenditure and impairment expenses of $884,186 and share based payment expenses of $638,864 (2018: $187,866) were also recognised during the financial year. As at 30 June 2019 the Company had cash of $869,558.

Oxberg and Naverberg Projects, Sweden

In May 2019, Alicanto announced its proposed Option Agreement to acquire 100% of the Oxberg and Naverberg Projects, located within the prolific Bergslagen Mining District of southern Sweden (Figure 1). Bergslagen hosts the world-class Garpenberg (operated by Boliden 168.5Mt @ 3.4% Zn, 1.6% Pb, 0.3 g/t Au and 98g/t Ag) and Zinkgruvan (operated by Lundin, 46.9Mt @ 9.0% Zn, 2.0% Cu, 3.6% Pb, 78.7g/t Ag) deposits.

Directors' Report

9. Review of Operations (continued)

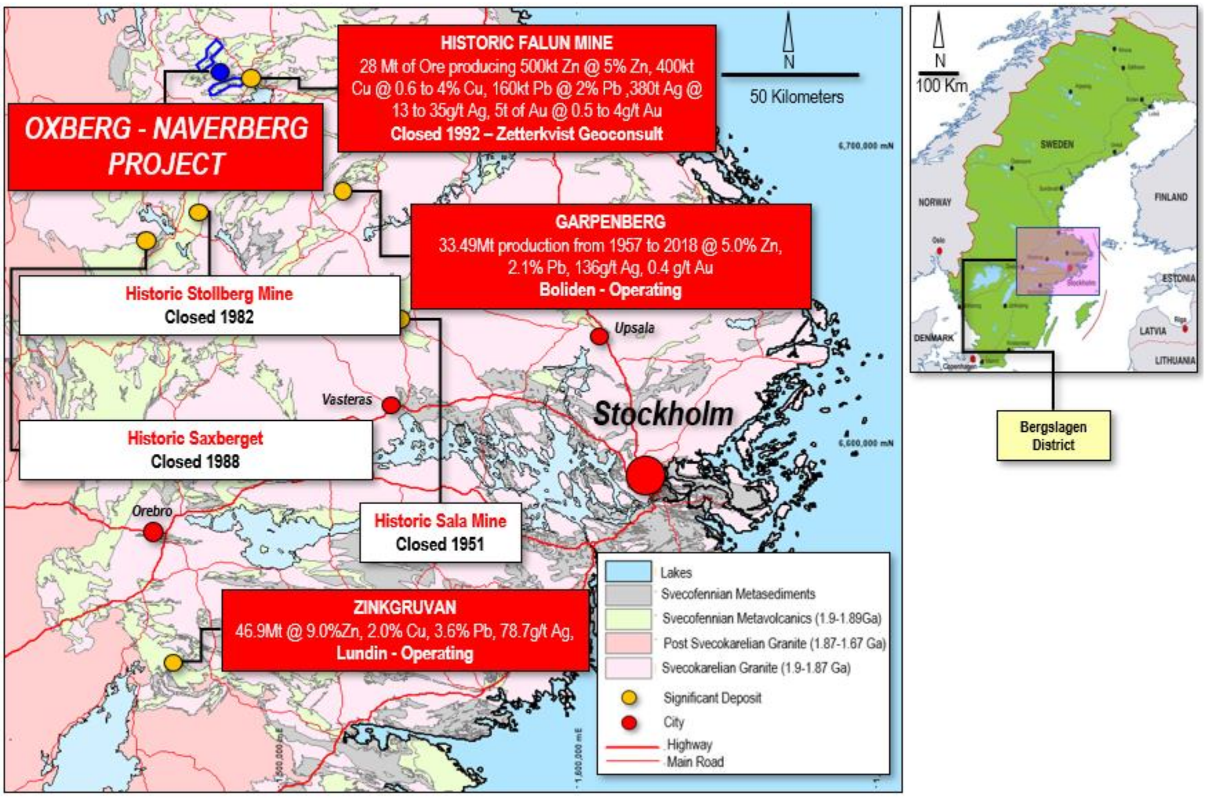


Figure 1- Oxberg-Naverberg Project Locations and key regional deposits, southern Sweden

The Naverberg project is immediately along strike from the Falun Mine, closed in 1992, which produced 28Mt of ore including 500kt of Zn @ 5.0% Zn, 400kt of Cu @ 4.0% Cu, 160kt Pb @ 2.0% Pb, 380t of Ag @ 35g/t Ag and 5t of Au @ 4.0g/t Au. The Oxberg project lies within the same geological setting 15km to the north-west. The tenements are logistically well serviced by the town of Falun and existing infrastructure. The tenements occupy a portion of the northern parts of the Bergslagen Volcanic belt within the Fennoscandian shield. Paleoproterozoic belts of dominantly rhyolitic metavolcanic and metasedimentary rocks enclosed by synvolcanic granitoid intrusions. More than 6,000 mineral deposits and prospects are known within the region with most are hosted by marble units within the succession. The tenements cover more than 45km of strike on this prospective marble horizon, with coincident large-scale hydrothermal alteration, similar to that seen at the major deposits in the region.
The Oxberg tenements are interpreted to overlie the stratigraphically repeated stratigraphy from Falun, folded around a large-scale anticline.

World class strata-bound Zn-Pb-Ag (Cu-Au) and stratiform Zn-Pb-Ag-(Cu) massive sulphide deposits are the dominant economic mineralisation style within the district. Locally the largest deposit was the Falun Mine which closed in the 1990s.

Naverberg Project Area

Alicanto has identified multiple drill-ready targets within the Naverberg project area <2km along strike west of the historic, high-grade, Falun Mine.

Drill targets A to E are undrilled gravity anomalies defined by Golden Rim Resources (TSX) of a similar tenor to the Falun Mine area. Targets A, B and C lie within Alicanto tenure within the 5km of untested target stratigraphy between Falun and Skyttgruvan mine (12.3Kt Zn produced @ 38% Zn and 1.3Kt Cu, closed in 1908).

In addition to multiple undrilled mineral occurrences with surface grab samples of up to 26.1% Zn and 2.4% Cu, the Skyttgruvan Mine, closed in 1908, represents an immediate high-grade, walk-up drill target (Target F) with no drilling conducted to test the down plunge potential of the deposit

9. Review of Operations (continued)

Oxberg Project Area

Located within 15km of the Naverberg project areas, the Oxberg project represents an underexplored, folded repeat of the prospective Falun stratigraphy. Large-scale hydrothermal alteration, similar to that found at significant deposits in the region has been identified as well as multiple untested mineral occurrences with multiple rock chip samples up to 9.4% Zn, 11.9% Cu and 16g/t Ag collected within the project area - refer to figure 4 below. Further deposits have been discovered locally within the mineralised trend (outside of Alicanto tenure) by previous explorers.

Alicanto geologists have identified an immediate, walk-up drill target, Target "Drill Hole #46" in the southwest of the property. Historical drilling intersected:

- 3.4m @ 2.49% Zn, 1% Pb and 11g/t Ag in OX-44
- 2.8m @ 4.7% Zn, 2.2% Pb and 89g/t Ag in OX-46

Down-hole electromagnetic ("EM") surveying indicated a significant off-hole conductor at depth below significant drill intervals. If this conductor is connected to significant drill intervals, there is sufficient scope for a significant orebody to be found in the drill area.

Exploration Plan

Alicanto intends to explore the Oxberg and Naverberg Project Area in the next 12 months.It plans to undertake data compilation, field mapping, and surface geochemical sampling ahead of proposed drilling in the second half of the year.

Alicanto Shareholders approved the Option Agreement to acquire 100% of the Naverberg and Oxberg projects at a general meeting on 31 July 2019. More detail on the acquisition terms is in the Corporate section of this report.

Arakaka Gold Project, Guyana

Alicanto's Arakaka gold project comprises more than 300km^2 of permits in Guyana's under-explored Northwest Mining District (Figure 2), host to the Barama-Mazaruni supergroup, within one of the last and among the least explored greenstone belts across the Guiana and West African Shields that is not yet host to substantial gold resources.

9. Review of Operations (continued)

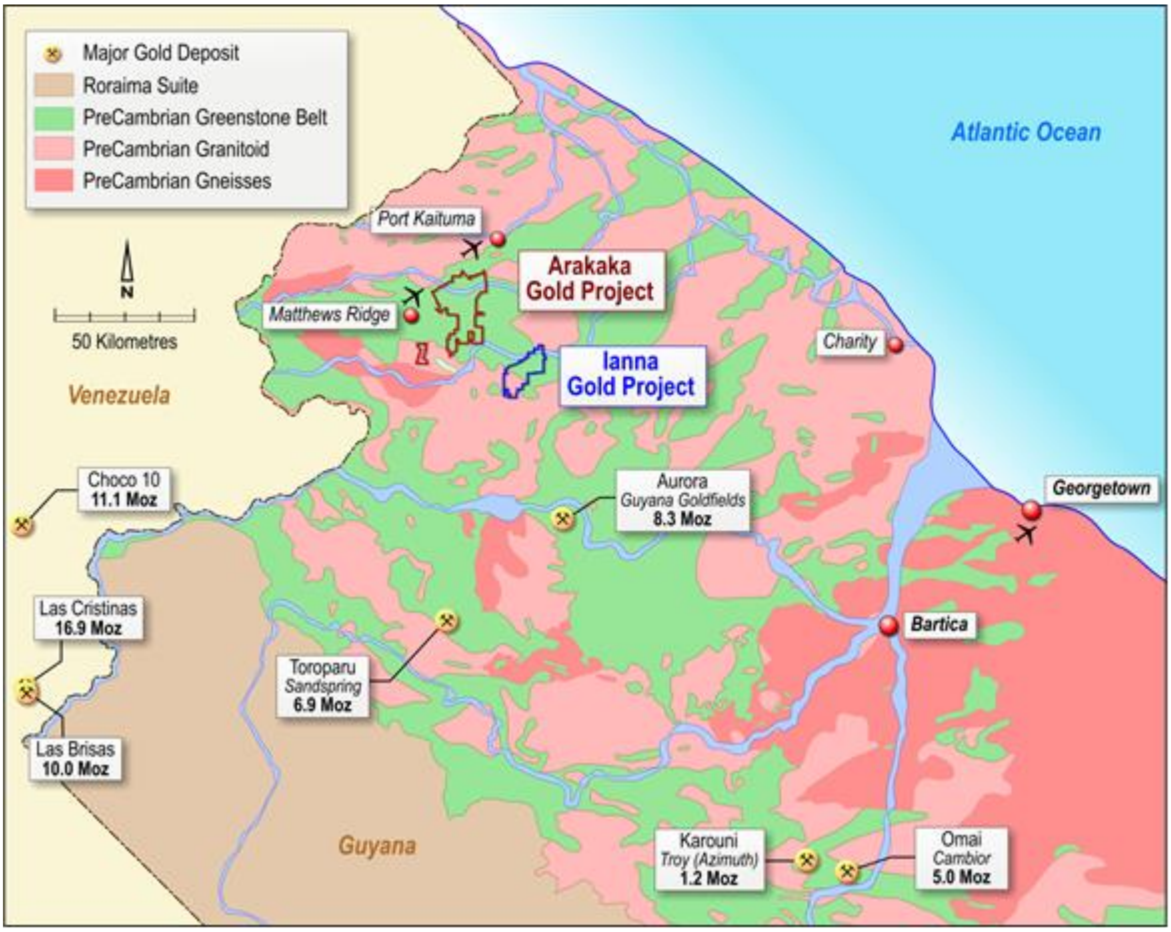


Figure 2 - Summary and location of the Arakaka Gold Project and location of the Ianna Gold Project.

The Arakaka Gold Project itself has been the source of more the 1Moz of alluvial and near surface gold production within Guyana, with a mining history that extends more than 100 years. The Project boasts good infrastructure, with an all-season road network, daily flights to within 10km of the property boundary, and deep-water port facilities to within 15km of the property boundary.

Through previous exploration, Alicanto identified four high-grade targets within the Arakaka Project area, which the Company believes has the potential to host significant gold resources. Drill targeting across several prospects was enhanced with a US$7.1m investment by Barrick Gold Corp. over the past 2 ½ years. Barrick's investment in regional reconnaissance programs highlighted multiple targets throughout the Arakaka Project.

Arakaka Project targets include:

Xenopsaris Target

In 2018, 1,802 metres of reconnaissance diamond drilling in 13 holes was completed at the Xenopsaris project area.

The area targeted by drilling comprised 1.2km strike length within a >17.5km long gold anomaly defined by >100ppb Au in soils. The targeted mineralised corridor is associated with the northwest trending Gomes-Ianna structural corridor, aligning with mineralisation drilled approximately 25km to the southeast of the Arakaka Gold Project in the Company's 100% held Ianna Gold Project. Better assay results include:

- 6m @ 1.53g/t gold from 30m - XDD013
- 8.3m @ 1.15g/t gold from 9.7m - XDD023

The drilling targeted the fold closure of a high-strain, regional scale antiformal fold hinge. This structural setting is similar to those observed at other regionally significant gold deposits within the Guiana Shield, including the 13.7Moz gold Rosebel deposit (IAMGOLD) and 6Moz gold Merian deposit (Newmont) in neighbouring Suriname.

9. Review of Operations (continued)

The results are located 200m away to the SE of significant surface trench results including 22m @ 2.02g/t gold.

Previous reconnaissance drilling identified a regional scale alteration system around mineralisation with a wide zone of sericite-ankerite-pyrite alteration proximal to mineralised intercepts. The mineralisation remains open in all directions with potential for substantial volume and tenor increases with improved definition and refined targeting of structural controls where intersecting preferential lithologic horizons in the fold complex at Xenopsaris.

Gomes Prospect

Trenching at Xenopsaris extended up towards the Gomes Prospect includes trenching up to 1.1km to the southeast of the Gomes prospect. Two trenches intersected significant gold mineralisation along strike from the Gomes Prospect, where extensions to mineralisation south of Gomes have been constrained by the lack of surface geochemical anomalism. Results of trenching reported in June 2018 included:

- 6m @ 2g/t gold within 33m @ 0.5g/t gold
- 6m @ 1.2g/t gold at the end of the trench – XETR031
- 15m @ 0.5g/t gold – XETR030

Importantly, the results of both trenches are limited by a layer of colluvium shedding off the hill to the SW that obscures surface geochemical responses. Therefore, any further bodes of significant mineralisation are likely to be obscured in the area. Mineralisation at Gomes and along the Xenopsaris area is associated with rheological contrasts in the vicinity of the Temberlin Structure, so mapping of the structure and lithology through trenching and drilling will be important factors in the growth of the Gomes prospect resource potential.

There has been limited work between the trench area and the Gomes drilling area, however drilling approximately 1km along strike from the trench results included intercepts of:

- 19.19m @ 3.4g/t gold from 65m, including, 6m @ 6.25g/t gold
- 17m @ 2.11g/t gold from 46m, including, 4.25m @ 6.12g/t gold
- 11.0m @ 3.43g/t gold from 62m

Alicanto planned further trenching to reduce the spacing of trenches were possible in context of landform and regolith setting in the local area and refine drill targeting to identify extensions to the known mineralisation.

Arakaka Main Trend

Alicanto completed 1,265m of diamond drilling for nine holes in the Purple Heart to Concorde Prospects, reducing drill spacing on the prospective Purple Heart Structure to approximately 750m x 200m spacing over >1.4km of strike length within the 3.2km long mineralised corridor.

Assays from ARDD278 in the Purple Heart Area returned 48m @ 1.8g/t gold 20.5m @ 1.4g/t gold. This was 750m northeast along strike from 13.5m @ 7.36g/t gold in historical drilling, and more recent assays included results of up to 11.95m @ 1.2g/t gold. Mineralisation remains open to the NE along strike for >1km.

Mineralisation appears to be shallowly dipping (20o) to the NW and consists of three to four sub-parallel mineralised bodies.

At the Concorde Prospect, reconnaissance drilling on 300m spaced section lines intersected:

- 18m @ 1.63g/t gold from 3m in ARDD267 including 9.35m @ 2.71g/t gold
- 9.72m @ 1.44g/t gold from 159m 5.1m @ 3.97g/t gold from 71m in ARDD015
- 2.1m @ 1.48g/t gold from 50.1m in ARDD257 with visible gold
- 1.7m @ 1.7g/t gold from 77.5m in ARDD256 with visible gold 7m @ 0.55g/t gold from 116m in ARDD254

Alicanto's work on the Arakaka Main Trend prospects in 2019 focused on integrating datasets ahead of a target ranking exercise to plan future drilling targeting high-grade shoots within the identified >3.2km of mineralised structure.

9. Review of Operations (continued)

Eyelash Prospect

The highly prospective Eyelash prospect has generated some of the highest-grade samples from high density veining at surface, and from numerous underground artisanal workings in the area. It generated surface and underground adit samples of 2m @ 33.4g/t gold, 0.6m @ 68.4g/t gold, 10m @ 2.6g/t gold, and 26.5g/t gold in rock chipping.

In 2019, Alicanto planned low cost exploration at Eyelash to focus on the relogging of diamond drill core and the 3D integration of geological datasets.

Nord Gold Earn-in Agreement

In June 2019, Alicanto announced Nord Gold SE had entered into an Earn-in Agreement whereby Alicanto granted Nordgold the exclusive right to acquire a 100% interest in the Arakaka Gold Project by:

(i) Sole funding US$3,000,000 in exploration expenditure within a one year earn-in period, and
(ii) At completion of the earn-in period, paying an additional US$5,000,000 to Alicanto ("Earn-in Right").

Alicanto is to remain operator during the first 12 months of the agreement, overseeing anticipated exploration expenditure of up to US$3.0m, with Nordgold required to spend a minimum of US$1.5m. This exploration commenced in August 2019.

If Nordgold terminates the agreement and ceases to make contributions at any time during the earn-in period Nordgold will forfeit all rights and interest to the Arakaka Gold Project. See Corporate section for terms of the agreement.

Ianna Gold Project, Guyana

The Ianna Gold Project is in Guyana Northwest Mining District (Figure 2), less than 25km southeast from the Arakaka Main Trend and Xenopsaris targets located within the Arakaka Gold Project.

At Ianna, acquisition and expansion of the project pulled together three discrete corridors of mineralisation, each with strong evidence for a system potentially capable of multi-million-ounce gold resources. Completion of maiden drill tests at Ianna identified high-grade vein gold mineralisation within the extensive hydrothermal alteration associated with significant gold assays in previously reported assays at each of four drilled target areas representing over 12km of strike extent potential across three mineralised structural trends within the 114km^2 Ianna Project Area.

Two of the mineralised trends are host to historical drilling associated with extensive surface geochemical survey work, including over 12,400m of Reverse Circulation and 926m of Diamond drilling. The historical drilling covers limited strike extent to shallow depth, with ~95% of drilling testing less than 50m below surface and a significant proportion of holes ending in mineralisation.

During the year, Alicanto received assay results for the final four holes totalling 780m of diamond drilling. This completed 2,600m of initial drill tests across several targets at Ianna.

The results identified high-grade vein gold mineralisation within the extensive hydrothermal alteration associated with significant gold assays in previously reported assays. The high-grade vein intercepts occur at both the Eastern Extension target, and at the southern extent of the Ianna Main intrusion. Results suggested potential for high-grade shoots of mineralisation associated with the broad zones of bulk tonnage style mineralisation identified at each of the target areas assessed. Results from these areas included:

Ianna Main Intrusion

- 50m @ 2.47g/t gold at End of Hole
- 14m @ 4.27g/t gold
- 12m @ 3.84g/t gold
- 1.8m @ 10.7g/t gold from 43.3m

Eastern Extension Trend

- 16.1m @ 1.4g/t gold at end of hole
- 26.5g/t gold over 0.5m
- 6m @ 6.9g/t gold in trenching

9. Review of Operations (continued)

Kings Ransom Trend

- 12m @ 3.99g/t gold in RC
- 20m @ 6.75g/t gold and 22m @ 1.9g/t gold in trenching.

Results of Alicanto's initial drilling across five target areas confirmed extensive and pervasive alteration encountered that are typical of a large-scale mineralised system, and the occurrence of visible gold and high-grade niche grades within the mineralised zones indicate potential for increasing volumes of higher grade material with further definition of the geometry of the intrusive body and structural complexities associated with that favourable lithologic feature.

The broad zones of mineralisation identified provide considerable support to aggressively expand exploration activities into other prospects within the Project area with the potential to add further tenements within the Project perimeter in accordance with the option and acquisition arrangement announced 8 November 2016.

The Project has excellent infrastructure, including existing camp facilities, an existing airstrip and river port landing on the property, and can be accessed by road from the Arakaka Project area.

Corporate

Terms of Agreement for Swedish Projects Acquisition.

The Company entered into an Option and Share Sale Agreement with the vendors of Zaffer (Australia) Pty Ltd (Zaffer), a private Australian company holds 100% of the Oxberg and Naverberg Projects.

From shareholder approval on 31 July 2019, the Company has up to six months to spend up to A$500,000 on the Oxberg and Naverberg Projects and determine whether it will exercise the option. The Company will control the exploration programs to be undertaken during the six-month option period.

If the Company elects to exercise the option, the consideration to be paid to Zaffer vendors by Alicanto is:

1. The issue by the Company of 30,000,000 fully paid ordinary Company shares (subject to shareholder approval) to be distributed to Zaffer vendors equally (all to be escrowed for a period of 12 months following the date of issue, whether voluntarily or under the Listing Rules) (Consideration Shares); and
2. a 2.5% net smelter return royalty payable by the Company to the Zaffer vendors (to be distributed to Zaffer vendors equally) on the sale of all metal recovered from the tenements, which is the subject of a separate royalty agreement.

Two of the five vendors of Zaffer are parties to whom Listing Rule 10.1 applies – Hamish Halliday (Non-Executive Director) and Mr Peter George (Chief Executive Officer).

Alicanto convened a meeting of shareholders on 31 July 2019 whereby shareholders approved the acquisition.

Terms of Agreement with Nord Gold over Arakaka Project

If Nordgold funds US$3.0m in aggregate expenditures prior to 18 June 2020, Nordgold can elect to make a payment to Alicanto of US$5.0m to exercise the option under the Funding and Option Agreement (Earn in Agreement) and acquire a 100% interest in the Arakaka Gold Project for a total contribution of US$8.0m. Nordgold may exercise its option over Arakaka at any time during the exercise period. Should the option be exercised Alicanto Minerals will transfer 100% of the shares held in its wholly owned subsidiary Stratagold Guyana Inc.

Nordgold may only withdraw from the Earn-in after contributing a minimum of US$1.5m by the end of the contract year, being 18th June 2020. Either party can terminate the agreement pending an unsuccessful remedy of a Material Breach.

If Nordgold terminates the agreement and ceases to make contributions at any time during the earn-in period Nordgold will forfeit all rights and interest to the Arakaka Gold Project.

While Alicanto is the operator, it will receive 5% of the approved annual exploration expenditure towards overheads while utilising the Company's highly experienced technical team to manage exploration.

9. Review of Operations (continued)

Capital Raising

On 5 November 2018, a placement to Sophisticated Investors was completed raising $450,000 through the issue of 15,000,000 shares at an offer price of $0.03 pursuant to ASX Listing Rule 7.1.

In May, the Company received commitments to raise $1 million fully underwritten by Patersons Securities Limited to fund its acquisition of the Swedish projects and ongoing exploration and working capital via a two-tranche placement:

- Tranche 1, the issue of 10,000,000 ordinary shares at $0.025 per share to raise total gross proceeds of $250,000 was completed on 6 May 2019, made under the Company's 10% capacity, pursuant to ASX Listing Rule 7.1A.
- Tranche 2, the issue of 30,000,000 ordinary shares at $0.025 per share to raise total gross proceeds of up to $750,000, was completed on 7 June 2019 after shareholders approved it at a General Meeting on 4 June 2019.

Cost Saving Measures

Alicanto's Board of Directors agreed to a 50% reduction on Board Fees commencing 1 October 2018, later increased to up to a 75% reduction, in its ongoing efforts to reduce cash burn. In addition, the CEO agreed to a 20% salary reduction from 1 April 2019.

Alicanto implemented other cost saving initiatives in Guyana and Australia.

Mineral Resource Estimation

As at 30 June 2019, Alicanto has not completed sufficient work to warrant mineral resource estimation and has no Mineral Resource holdings for its project areas located in Guyana, resulting in a 0% increase over the previous years reported resource holdings.

Alicanto has adopted the following governance arrangements and internal controls for the preparation of mineral resource estimations for the Company to ensure any Mineral Resource or Ore Reserve estimations prepared by Alicanto are reported in accordance with the principles of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 edition (JORC Code) and ASX Listing Rules.

Exploration activity and material results acquired in support of Mineral Resource estimation is subject to regular internal review to confirm and compile exploration results on a continuous basis for disclosure to shareholders in accordance with ASX listing rule 5.7 and in accordance with requirements of the JORC Code. Compilation of exploration results is completed or overseen by Alicanto personnel that meet the requirements of a Competent Person in accordance with the principles of the JORC Code.

Any documentation for the estimation of Mineral Resources or Ore Reserve must be prepared or overseen by a Competent Person in accordance with the principles of the JORC Code involving either Company personnel or an Independent Competent Person as deemed appropriate by Company management, with reporting of final documentation prepared in accordance with ASX listing rule(s) 5.8 and/or 5.9 as relevant to the consideration of modifying factors used in the estimation process.

Directors' Report

10. Likely Developments and Expected Results of Operations

The Consolidated Entity will continue its mineral exploration activity at and around its exploration projects with the object of identifying commercial resources. Material business risks that may impact the results of future operations include further exploration results, future commodity prices and funding.

Further information on likely developments in the operations of the Company and the expected results of operations have not been included in the Annual Report because the Directors believe it would be likely to result in unreasonable prejudice to the Group.

11. Environmental Regulation

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

12. Information on Directors, Officers and Company Secretary

Didier Murcia AM	**Non-Executive Chairman- *appointed 30 May 2012***	
Qualifications	LLB, BJuris	
Experience	Mr Murcia holds a Bachelor of Jurisprudence and Bachelor of Laws from the University of Western Australia, and has over thirty years' experience in corporate, commercial and resource law. Mr Murcia is Non-Executive Chairman of Strandline Resources Limited and Non-Executive Chairman of Centaurus Metals Limited, both of which are listed on the Australian Securities Exchange. He is also Chairman of Perth law firm Murcia Pestell Hillard and the Honorary Consul for the United Republic of Tanzania. In January 2014, Mr Murcia was made a Member of the Order of Australia in recognition of his significant service to the international community.	
Interest in Securities	Fully Paid Ordinary Shares	522,500
	0.1 cent Options expiring 30 April 2021	750,000
Other Directorships	Centaurus Metals Limited (since 16 April 2009)	
	Strandline Resources Limited (since 23 October 2014)	
Peter George	**Chief Executive Officer – appointed 6 August 2018**	
Qualifications	BEng (Mining)(WASM)	
Experience	Mr George has a background in company, project and operations management with over 20 years experience in gold, iron-ore, lithium, nickel, zinc, copper and other base metals projects across Australia and Europe, having worked with major resources companies, mining contractors/consultants and small to mid-cap miners. Most recently, Mr George held the role of Project Resident Manager at Mineral Resources Limited, where he was responsible for bringing the 200Mt+ Wodgina Lithium DSO operation into production within 49 days. Prior to Mineral Resources Limited, Mr George was Chief Operations Officer at Keras Resources (AIM) and was responsible for all operational aspects of the company including the rapid progress of multiple gold projects through the feasibility and approvals process and then into production. Mr George is a member of the Australasian Institute of Mining and Metallurgy, Graduate of the Australian Institute of Company Directors and holds a WA First Class Mine Managers Certificate of Competency.	
Interest in Securities	500,000 ordinary shares	
	500,000 0.1 cent Options expiring 6 August 2021	
Travis Schwertfeger	**Non-Executive Director – appointed 26 June 2018 (previously Managing Director since September 2014)**	
Qualifications	BSc Geological Engineering, MSc Ore Deposit Geology and Evaluation, MAIG	
Experience	Mr Schwertfeger has over 20 years global industry experience as a geologist with positions in exploration, production, geology, business development and project valuation. He previously held senior technical roles with Newmont Mining Corporation and has worked on projects located in South America, West Africa and Australia with similar deposit style Alicanto's Guyanese Projects. Mr Schwertfeger also has extensive corporate and management experience in both ASX and TSX-V listed mineral resource companies through previous Managing Director/CEO and corporate VP roles.	
Interest in Securities	Fully Paid Ordinary Shares	2,400,000
Other Directorships	Exore Resources Limited (since 19 August 2019)	

Directors' Report

12. Information on Directors, Officers and Company Secretary (continued)

Hamish Halliday	**Non-Executive Director - *appointed 17 March 2016***
Qualifications	BSc (Geology), MAusIMM
Experience	Mr Halliday is a Geologist with a Bachelor of Science from the University of Canterbury and has over 20 years of corporate and technical experience in the mining industry. Mr Halliday has been involved in the discovery and acquisition of numerous projects over a range of commodities throughout four continents. Mr Halliday has founded and held executive and non-executive directorships with a number of successful listed exploration companies including Venture Minerals Limited and Adamus Resources Limited ('Adamus'). He was CEO of Adamus from its inception through to successful completion of a feasibility study on its gold project in Ghana which is now in production.
Interest in Securities	Fully Paid Ordinary Shares 5,825,000 0.1 cent Options expiring 30 April 2021 1,000,000
Other Directorships	Venture Minerals Limited (since 30 January 2008) Comet Resources Limited (since 16 December 2014) Blackstone Minerals Limited (since 30 August 2016)

Company Secretary and Chief Financial Officer

Jamie Byrde BCom CA
Appointed - 16 March 2017
Mr Byrde is a Chartered Accountant with over 15 years' experience in corporate, capital raisings, acquisitions and company secretarial matters. Previously Mr Byrde has held positions providing corporate advisory services, financial accounting/reporting and ASX/ASIC compliance management. Mr Byrde is also currently Company Secretary for Blackstone Minerals Limited and Venture Minerals Limited.

13. Audited Remuneration Report

The Directors are pleased to present your Company's 2019 remuneration report which sets out remuneration information for Alicanto Minerals Limited's non-executive directors, executive directors and other key management personnel.

The remuneration report is set out under the following headings:

A. Directors and key management personnel disclosed in this report;
B. Remuneration governance;
C. Use of remuneration consultants;
D. Executive remuneration policy and framework;
E. Group Performance, Shareholder Wealth and Executive Remuneration
F. Non-Executive Director remuneration policy;
G. Voting and comments made at the Company's 2018 Annual General Meeting;
H. Details of remuneration;
I. Details of share based compensation and bonuses;
J. Service agreements;
K. Equity instruments held by key management personnel;
L. Loans to key management personnel;
M. Other transaction with key management personnel.

A. Directors and key management personnel disclosed in this report

This report details the nature and amount of remuneration for all key management personnel of Alicanto Minerals Limited and its subsidiaries. The information provided within this remuneration report has been audited as required by section 308(C) of the Corporations Act 2001. The Individuals included in this report are:

Non-Executive Directors	
Mr D Murcia	Non-Executive Chairman
Mr H Halliday	Non-Executive Director
Mr T Schwertfeger	Non-Executive Director

Directors' Report

13. Audited Remuneration Report (continued)

A. Directors and key management personnel disclosed in this report (continued)

Other Key Management Personnel

Mr P George	Chief Executive Officer (appointed 6 August 2018)
Mr J Byrde	Company Secretary and Chief Financial Officer

B. Remuneration Governance

The role of a Remuneration Committee is to assist the Board in fulfilling its responsibilities in respect of establishing appropriate remuneration levels and incentive policies for employees.

As the whole Board only consists of three (3) members, the Company does not have a remuneration committee and therefore the full board acts as the remuneration committee. The Board has established a broad remuneration policy which is consistent with the Company's business objectives and designed to attract and retain high calibre individuals, align key management personnel remuneration with the creation of shareholder value and motivate executives to achieve challenging performance levels.

The business and operational environment of the Company is dynamic and ever changing and so too is the remuneration policies. As such the broader remuneration policies, whilst currently under specific and detailed review, are by nature, always under consideration by the Board.

Further information relating to the role of the Board and its responsibilities in relation to remuneration policies can be found within the Corporate Governance Statement which is available for inspection on the Company's website http://www.alicantominerals.com.au/index.php/corporate-profile/corporate-governance.

C. Use of remuneration consultants

The Company has not engaged or contracted remuneration consultants during the financial year.

D. Executive remuneration policy and framework

Remuneration Policy

The remuneration policy of Alicanto Minerals Limited has been designed to align executives' objectives with shareholder and business objectives by providing both fixed and discretionary remuneration components which are assessed on an annual basis in line with market rates. By providing components of remuneration that are indirectly linked to share price appreciation (in the form of options), executive, business and shareholder objectives are indirectly aligned. The board of Alicanto Minerals Limited believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best directors to run and manage the Company, as well as create goal congruence between Directors and Shareholders.

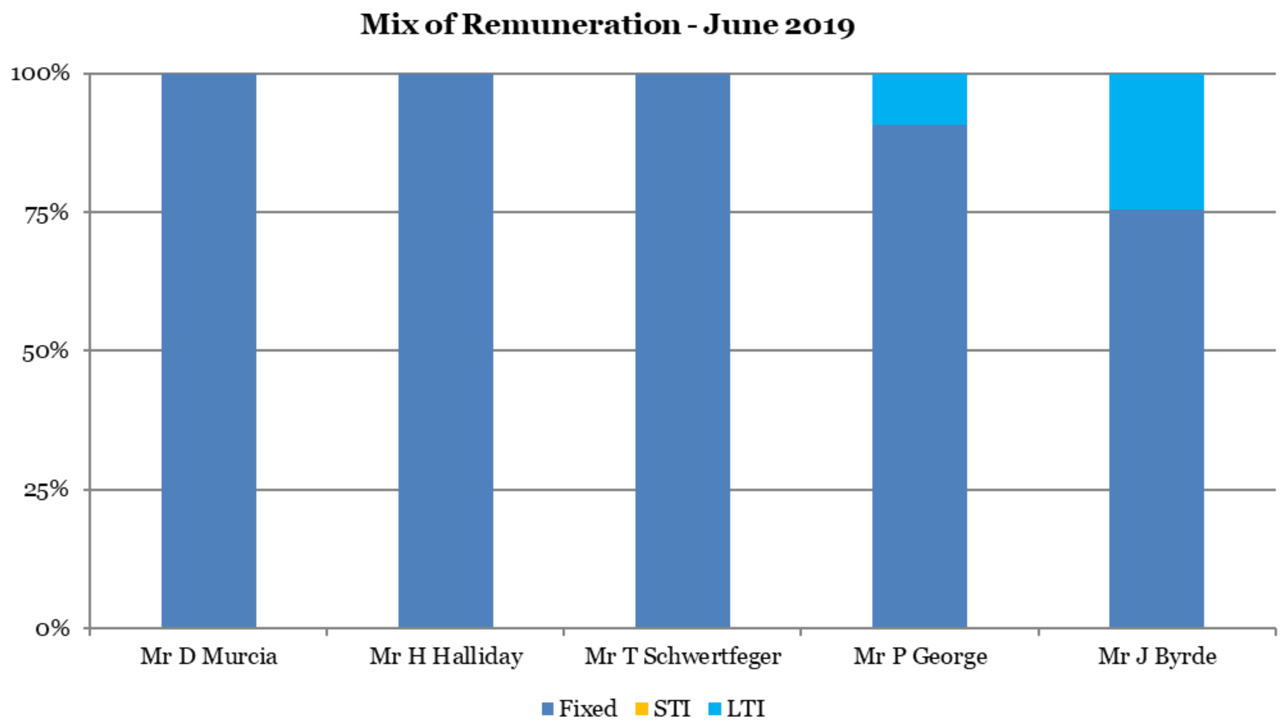
In determining competitive remuneration rates, the Board review local and international trends among comparative companies and industry generally. It examines terms and conditions for employee incentive schemes, benefit plans and share plans. Independent data is sourced to ensure that the company's remuneration levels fall within the 50th to 75th percentile of companies in a similar industry group and with a similar market capitalisation. These ongoing reviews are performed to confirm that executive remuneration is in line with market practice and is reasonable in the context of Australian executive reward practices.

The Board also ensures that the mix of executive compensation between fixed, variable, long-term, short-term and cash versus equity is appropriate. The Company endeavours to reduce cash expenditure by providing a greater proportion of compensation in the form of equity instruments. This allows cash-flows to be directed towards exploration programs with a view to improving the quality of our projects.

Directors' Report

13. Audited Remuneration Report (continued)

D. Executive remuneration policy and framework (continued)



Fixed Remuneration
All executives receive a base cash salary which is based on factors such as length of service and experience as well as other fringe benefits. All applicable executives also receive a superannuation guarantee contribution required by the government, which is currently 9.5% and do not receive any other retirement benefits.

Short-term Incentives (STI)
Under the Company's current remuneration policy, executives can from time to time receive short-term incentives in the form of cash bonuses. The Board can use its discretion when paying bonuses, however they have currently determined relevant industry key performance targets such as, definition and growth of existing resources, targets and on-going Executive loyalty to the Company. The Board believes that the criteria of eligibility for short-term incentives appropriately aligns shareholder wealth and executive remuneration as the completion of key performance targets have the potential to increase share price growth.

There were no cash bonuses paid out in the current financial year.

Long-term Incentives (LTI)
Executives are encouraged by the Board to hold shares in the Company and it is therefore the objective of the Company's option scheme to provide an incentive for participants to partake in the future growth of the company and, upon becoming shareholders in the Company, to participate in the Company's profits and dividends that may be realised in future years.

The Board considers that this equity performance linked remuneration structure is effective in aligning the long-term interests of group executives and shareholders as there exists a direct correlation between shareholder wealth and executive remuneration.

E. Group Performance, Shareholder Wealth and Executive Remuneration

The remuneration policy has been tailored to increase goal congruence between shareholders directors and executives. This has been achieved by the issue of performance options to directors, executives and other key management personnel, at the discretion of the Board of Directors. The performance options are issued under the Employee Incentive Scheme and based on a mixture of short, medium and long-term incentive options. This structure rewards executives for both short-term and long-term shareholder wealth development.

Directors' Report

13. Audited Remuneration Report (continued)

F. Non-Executive Director remuneration policy

The Boards policy is to remunerate non-executive directors at market rates for comparable companies for time, commitment and responsibilities. Fees for non-executive directors are not linked to the performance of the group.

Typically, the Company will compare non-executive remuneration to companies with similar market capitalisations in the exploration and resource development business group. These ongoing reviews are performed to confirm that non-executive remuneration is in line with market practice and is reasonable in the context of Australian executive reward practices.

Further to ongoing reviews, the maximum aggregate amount of fees that can be paid to non-executive directors is currently $500,000 as per the Company's constitution. No change is being requested for approval by shareholders at the Annual General Meeting. In addition to director fees, the Directors were issued options during the current financial year, which were approved by shareholders at the shareholder meetings held during the period. Options were issued to non-executives as they provide an indirect mechanism of aligning shareholder wealth and non-executive director remuneration.

The remuneration policy, setting the terms and conditions for the non-executive directors was developed and approved by the Board. In determining competitive remuneration rates, the Board reviews local and international trends among comparative companies and industry generally. Reviews are performed to confirm that executive remuneration is in line with market practice and is reasonable in the context of Australian non-executive reward practices.

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

The Company received 91% of "Yes" votes on its remuneration report for the 2018 financial year (2017: 100%). The Company did not receive any specific feedback at the AGM or throughout the year on its remuneration practices.

13. Audited Remuneration Report (continued)

H. Details of Remuneration

The Key Management Personnel of Alicanto Minerals Limited for the year ending 30 June 2019 are set out in the table below. There have been no changes to the below named key management personnel since the end of the reporting period unless noted. Mr Peter George was appointed as Chief Executive Officer of the Company on 6 August 2018.

	Short-Term Employee Benefits				Post Employment	Securities	Total
	Cash Salary & Fees $	Incentives $	Consulting fees $	Other Amounts $	Super-annuation $	Options[3] $	$
2019							
Non-Executive Directors							
Mr D Murcia	36,135	-		2,658		-	**38,793**
Mr H Halliday	20,000	-	32,166	2,658		-	**54,824**
Mr T Schwertfeger[1]	81,685	-	8,900	2,658	-	-	**93,243**
Other Key Management Personnel							
Mr P George[2]	204,273	-	-	2,658	19,406	23,064	**249,401**
Mr J Byrde	57,137	-	-	2,658	-	18,493	**78,288**
Total Remuneration	**399,230**	**-**	**41,066**	**13,290**	**19,406**	**41,557**	**514,549**

1: Mr Schwertfeger resigned 26 June 2018 as Managing Director and appointed as Non-Executive Director. Includes Annual Leave entitlements for period as Managing Director.
2: Mr George was appointed as Chief Executive Officer on 6 August 2018.
3: The fair value of the options is calculated at the date of grant using a Black-Scholes model, refer to Section I for further details of options issued in the June 2018 and 2019 financial year

	Short-Term Employee Benefits				Post Employment	Securities	Total
	Cash Salary & Fees $	Incentives $	Consulting fees $	Other Amounts $	Super-annuation $	Options[3] $	$
2018							
Non-Executive Directors							
Mr D Murcia	64,331	-	-	2,691	-	-	**67,022**
Mr H Halliday	20,000	-	79,651	2,691	-	-	**102,342**
Executive Directors							
Mr T Schwertfeger[1]	265,765	-	-	2,691	25,248	-	**293,704**
Other Key Management Personnel							
Mr M Harden[2]	238,776	-	-	-	-	130,904	**369,680**
Mr J Byrde	50,000	-	-	2,691	4,750	22,377	**79,818**
Total Remuneration	**638,872**	**-**	**79,651**	**10,764**	**29,998**	**153,281**	**912,566**

1: Mr Schwertfeger resigned 26 June 2018 as Managing Director and appointed as Non-Executive Director.
2: Mr Harden resigned as Chief Geologist on 15 June 2018 and was engaged as a Geological Consultant. Remuneration is inclusive of annual leave paid on resignation.
3: The fair value of the options is calculated at the date of grant using a Black-Scholes model, refer to Section I for further details of options issued in the June 2018 and 2019 financial year

I. Details of share-based compensation and bonuses

Options are issued to directors and executives as part of their remuneration. The options are not always issued based on performance criteria and in the instances, they are not, they are issued to the majority of directors and executives of Alicanto Minerals Limited to increase goal congruence between executives, directors and shareholders.

13. Audited Remuneration Report (continued)

I. Details of share-based compensation and bonuses (continued)

Options issued – 30 June 2019

There were 1,000,000 unlisted options issued to Other Key Management Personnel for incentive options issued under the Employee Incentive Scheme. The options vest upon achievement of performance-based milestones as follows:

i) 50% of the options shall vest upon achieving an earn-in, joint venture or similar transaction in relation to it's Guyana Projects.
ii) 50% subject to the employee remaining with the company for 24 months.

Further details of options issued to Directors and key management personnel are as follows:

	Granted No.	Fair Value at Gant Date $	Total Remuneration Represented by Options	Exercised No.	Other changes No.	Lapsed No.
2019						
Non-Executive Directors						
Mr D Murcia	-	-	-	-	-	-
Mr H Halliday	-	-	-	-	-	-
Mr T Schwertfeger[1]	-	-	-	-	-	-
Other Key Management Personnel						
Mr P George[2]	1,000,000	23,064	9%	-	-	-
Mr J Byrde	-	18,493	24%	(300,000)	-	(300,000)
2018						
Non-Executive Directors						
Mr D Murcia	-	-	-	-	-	-
Mr H Halliday	-	-	-	-	-	-
Executive Director						
Mr T Schwertfeger[1]	-	-	-	-	-	-
Other Key Management Personnel						
Mr M Harden	-	-	35%	(900,000)	-	-
Mr J Byrde	600,000	40,871	28%	-	-	-

1: Mr Schwertfeger resigned as Managing Director 26 June 2018 and appointed Non-Executive Director.
2: Mr George was appointed as Chief Executive Officer on 6 August 2018.
3: The options exercised of 300,000 were part of the 600,000 options granted in prior year.

Directors' Report

13. Audited Remuneration Report (continued)

I. Details of share-based compensation and bonuses (continued)

	Grant Date	Expiry Date	% Vested in Year	Exercise Price	Number of Options
2019					
Non-Executive Directors					
Mr D Murcia	-	-	-	-	-
Mr H Halliday	-	-	-	-	-
Mr T Schwertfeger					
Other Key Management Personnel					
Mr P George	19 Oct 18	6 Aug 21	50%	$0.001	1,000,000
Mr J Byrde	20 Dec 17	30 Apr 21	100%	$0.001	300,000
2018					
Non-Executive Directors					
Mr D Murcia	-	-	-	-	-
Mr H Halliday	-	-	-	-	-
Executive Director					
Mr T Schwertfeger	-	-	-	-	-
Other Key Management Personnel					
Mr M Harden	-	-	-	-	-
Mr J Byrde	20 Dec 17	30 Apr 21	0%	$0.001	300,000
Mr J Byrde	20 Dec 17	28 Jul 19	100%	$0.23	300,000

The value at grant date is calculated in accordance with AASB2 Share Based Payments utilising the Black Scholes Methodology. The following factors and assumptions were used in determining the fair value of options issued to key management personnel on grant date:

Grant Date	Expiry Date	Exercise Price	Fair Value Per Option	Price of Shares on Grant Date	Estimated Volatility	Risk Free Interest Rate	Dividend Yield
2019							
19 Oct 18	6 Aug 21	$0.001	$0.0341	$0.035	85%	2.08%	0%
2018							
20 Dec 17	28 Jul 19	$0.23	$0.029	$0.135	85%	1.94%	0%
20 Dec 17	30 Apr 21	$0.001	$0.107	$0.135	85%	2.17%	0%

Historical volatility has been the basis for determining expected share price volatility as it assumed that this is indicative of future tender, which may not eventuate. The life of the options is based on historical exercise patterns, which may not eventuate in the future.

J. Services Agreements

Remuneration and other key terms of employment for the Executives, Non-Executives and Other Executives of Alicanto Minerals Limited are formalised in executive service agreements. Major provisions of the agreements relating to remuneration are set out below:

Mr D Murcia, Non-executive Chairman

Term of Agreement – unspecified.
Normal Base fee of $60,000 exclusive of superannuation.
From 1 July 2018 a voluntary fee reduction of 30% to 31 October 2018 reduced to $45,990
From 1 November 2018 to 30 June 2018 reduced to $32,850.
Eligible to participate in the Company's Employee Incentive Scheme.
No termination benefit under any circumstances.

Directors' Report

13. Audited Remuneration Report (continued)

J. Services Agreements (continued)

Mr P George, Chief Executive Officer (appointed 6 August 2018)

Term of Agreement – unspecified

Base salary of $262,800 inclusive of superannuation. From 1 June 2019, Mr George accepted a voluntary reduction to a Base salary of $219,000 inclusive of superannuation.

Payment of a termination benefit on early termination by the company, other than for gross misconduct, equal to 12 weeks base fee, being payment in lieu of the specified termination notice period.

Eligible to participate in the Company's Employee Incentive Scheme.

Mr H Halliday, Non-executive Director

Term of Agreement – unspecified.

Base fee of $20,000 Non-Executive Director and $80,000 Management Consultant inclusive of superannuation.

From 1 July 2018, a voluntary reduction of 30% is in place for a total base fee of $70,000.

From 1 November 2018, this reduced to $50,000

From 1 May 2019 this reduced down to $24,000.

Eligible to participate in the Company's Employee Incentive Scheme.

No termination benefit under any circumstances.

Mr T Schwertfeger, Non Executive Director

Non-Executive Director is on a base fee of $36,000 per annum inclusive of superannuation is payable

From 1 October 2018, a voluntary reduction was accepted for a total fee of $30,000.

Consulting fee of $500 per day as required.

Eligible to participate in the Company's Employee Incentive Scheme.

No termination benefit under any circumstances.

Mr J Byrde, Company Secretary

Term of Agreement – Agreement is held with related entity and charged on an even proportion across three related entities.

Base fee of $65,700 inclusive of Superannuation from 15 June 2019 (previously $54,750)

Payment of a termination benefit on early termination by the company, other than for gross misconduct, equal to 3 months base fee, being payment in lieu of the specified termination notice period.

Eligible to participate in the Company's Employee Incentive Scheme.

K. Equity instruments held by key management personnel

The tables on following page show the number of:

(i) Shares in the company; and
(ii) Options over ordinary shares in the Company

That were held during the financial year by key management personnel of the group, including their close family members and entities that relate to them. During the period, no shares were issued to employees. There were no further shares granted during the reporting period as compensation.

Directors' Report

13. Audited Remuneration Report (continued)

K. Equity instruments held by key management personal (continued)

Shares	Balance at the start of the year	Received on exercise of options	Other changes	Balance at the end of the year
2019				
Directors of Alicanto Minerals Limited				
Mr D Murcia	522,500	-	-	522,500
Mr T Schwertfeger	300,000	2,000,000	-	2,300,000
Mr H Halliday	5,825,000	-	-	5,825,000
Other key management personnel				
Mr P George[1]	-	-	-	-
Mr J Byrde	-	300,000	-	300,000
2018				
Directors of Alicanto Minerals Limited				
Mr D Murcia	520,000	-	2,500	522,500
Mr T Schwertfeger	200,000	-	100,000	300,000
Mr H Halliday	5,665,000	-	160,000	5,825,000
Other key management personnel				
Mr M Harden[2]	766,650	1,500,000	(2,266,650)	-
Mr J Byrde	-	-	-	-

1: Mr P George appointed 6 August 2018
2. Mr M Harden resigned 15 June 2018.

Unlisted options	Balance at start of the year	Granted as remuneration	Exercised	Other changes	Balance at end of the year	Vested and exercisable
2019						
Directors of Alicanto Minerals Limited						
Mr D Murcia	1,500,000	-	-	(750,000)	750,000	750,000
Mr T Schwertfeger	3,500,000	-	(2,000,000)	(1,500,000)	-	-
Mr H Halliday	3,500,000	-	-	(2,500,000)	1,000,000	1,000,000
Other key management personnel						
Mr P George	-	1,000,000	-	-	1,000,000	500,000
Mr J Byrde	700,000	-	(300,000)	(100,000)	300,000	300,000
2018						
Directors of Alicanto Minerals Limited						
Mr D Murcia	1,500,000	-	-	-	1,500,000	1,500,000
Mr T Schwertfeger	3,500,000	-	-	-	3,500,000	3,500,000
Mr H Halliday	3,500,000	-	-	-	3,500,000	3,500,000
Other key management personnel						
Mr M Harden[1]	2,250,000	-	-	(1,500,000)	750,000	750,000
Mr J Byrde	100,000	600,000	-	-	700,000	400,000

1. Mr M Harden resigned 15 June 2018.

Directors' Report

13. Audited Remuneration Report (continued)

K. Equity instruments held by key management personal (continued)

Listed Options ($0.28, 28 July 2018)	Balance at start of the year	Granted as remuneration	Exercised	Other changes	Balance at end of the year	Vested and exercisable
2019						
Directors of Alicanto Minerals Limited						
Mr D Murcia	1,250	-	-	-	1,250	1,250
Mr T Schwertfeger	50,000	-	-	-	50,000	50,000
Mr H Halliday	75,000	-	-	-	75,000	75,000
Other key management personnel						
Mr P George	-	-	-	-	-	-
Mr M Harden	62,500	-	-	(62,500)	-	-
Mr J Byrde	-	-	-	-	-	-
2018						
Directors of Alicanto Minerals Limited						
Mr D Murcia	-	-	-	1,250	1,250	1,250
Mr T Schwertfeger	-	-	-	50,000	50,000	50,000
Mr H Halliday	-	-	-	75,000	75,000	75,000
Other key management personnel						
Mr M Harden	-	-	-	62,500	62,500	62,500
Mr J Byrde	-	-	-	-	-	-

L. Loans to key management personnel

There were no loans made to directors of Alicanto Minerals Limited and other key management personnel of the group, including their close family members or entities related to them

M. Other transactions with key management personnel

Mr D Murcia is a Director of Murcia Pestell Hillard a company which provides legal services on normal commercial terms and conditions. Mr H Halliday is a Non-Executive Director of Venture Minerals Limited and Blackstone Minerals which shares office and administration service costs on normal commercial terms and conditions.

	Consolidated 2019 $	2018 $
Recharges from Director related entities:		
Recharge of costs by Venture Minerals Limited	41,500	50,805
Recharge of costs by Blackstone Minerals Limited	127,500	155,481
Purchases from Director related entities		
Purchases for legal services from Murcia Pestell Hilliard Lawyers	19,071	33,173
Outstanding balances arising from recharges/purchases with Director Related Parties:		
Current payables	23,058	22,410

End of Remuneration Report.

14. Shares under Option

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

Date Options Granted	Expiry Date	Exercise Price	Number under Option
25 May 16	30 Apr 21	$0.001	1,750,000
19 Oct 18	6 Aug 21	$0.001	500,000
15 Mar 19	14 Mar 24	$0.03	5,000,000
17 Jun 19	23 Jun 23	$0.065	24,000,000

No option holder has any right under the options to participate in any other share issue of the Company or any other entity.

Directors' Report

15. Proceedings on behalf of the Company

No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of these proceedings. The Company was not a party to any such proceedings during the year.

16. Meetings of Directors

The number of Directors' meetings held during the financial year that each Director who held office during the financial year was eligible to attend and the number of meetings attended by each Director were:

Director	Directors Meetings Number Eligible to Attend	Directors Meetings Meetings Attended
Mr D Murcia	6	6
Mr T Schwertfeger	6	6
Mr H Halliday	6	6

17. Insurance of Officers

Alicanto Minerals Limited has paid a premium of $13,290 (2018: $10,764) to insure the directors and secretary of the Company and its controlled entities. 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 entities in the group, and any other payments arising from liabilities incurred by the officers in connection with such proceedings. This does not include such liabilities that arise from 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 or to cause detriment to the company.

18. Auditors Independent Declaration and Non-Audit Services

The lead auditor's independence declaration for the year ended 30 June 2019 has been received and can be found on page 26 of the Directors' report.

The Company engaged Stanton International Securities a related practice to provide an Independent Experts Report relating to the acquisition of Zaffer (Australia) Pty Ltd for a fee of $24,000 (2018: Nil). The Board of Directors has considered the position and are satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The Directors are satisfied that the provision of non-audit services by the auditor, as set out below, did not compromise the auditor independence requirements of the Corporations Act 2001 for the following reasons:

a. all non-audit services have been reviewed by the Board to ensure they do not impact the impartiality and objectivity of the auditor

b. none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants.

The Auditor's audit remuneration is disclosed in Note 5.

Directors' Report

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

Didier Murcia
Non-Executive Chairman

Perth Western Australia, 25 September 2019

Competent Persons Statement
The information in this report that relates to Exploration Results is based on information compiled by Mr Marcus Harden, a Competent Person who is a Member of The Australian Institute of Geoscientists. Mr Harden is a consultant for the company. Mr Harden has sufficient experience that is relevant to the style of mineralisation and type of deposits under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Harden consents to their inclusion in the report of the matters based on his information in the form and context in which it appears.

No New Information or Data
This annual report contains references to Exploration Results and Exploration Targets, all of which have been cross referenced to previous market announcements made by the Company. The Company confirms that it is not aware of any new information or data that materially effects the information in the said announcement. In the case of estimates of Mineral Resources all assumptions and technical parameters underpinning the estimates have not materially changed.

Stantons International Audit and Consulting Pty Ltd
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25 September 2019

The Directors
Alicanto Minerals Limited
Suite 3, Level 3
24 Outram Street
West Perth, WA 6005

Dear Sirs

RE: ALICANTO MINERALS LIMITED

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of Alicanto Minerals Limited.

As Audit Director for the audit of the financial statements of Alicanto Minerals Limited for the year ended 30 June 2019, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

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

Yours sincerely

STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LIMITED

Martin Michalik

Martin Michalik
Director

Contents

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

Alicanto Minerals Limited is a Company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Alicanto Minerals Limited
Suite 3, Level 3,
24 Outram Street
WEST PERTH WA 6005

A description of the nature of the consolidated entity's operations and its principal activities is included in the review of operations and activities on pages 5 to 12 in the Directors' report, both of which is not part of these financial statements.

The financial statements were authorised for issue by the directors on 25 September 2019. The Company has the power to amend and reissue the financial statements.

Through the use of the internet, the Company has ensured that its corporate reporting is timely, complete, and available globally at minimum cost to the Company. All press releases, financial statements and other information are available on our website: www.alicantominerals.com.au.

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the Year Ended 30 June 2019

	Note	Consolidated 2019 $	Consolidated 2018 $
Revenue from continuing operations	3(a)	11,880	194,208
Other income	3(b)	553,045	358,908
Administrative costs		(177,236)	(326,928)
Consultancy expense		(204,918)	(74,651)
Employee benefits expense	4(a)	(418,730)	(437,894)
Share based payment expenses	23	(638,864)	(187,866)
Occupancy expense		(34,883)	(51,114)
Compliance and regulatory expenses		(73,298)	(71,715)
Insurance expenses		(32,215)	(38,953)
Depreciation expense	4(b)	(74,303)	(99,225)
Finance costs	4(c)	(5,307)	(8,144)
Impairment of Exploration and Evaluation Expenditure	10	(884,186)	-
Exploration expenditure	10	(1,721,005)	(2,123,413)
(Loss) before income tax		**(3,700,020)**	**(2,866,787)**
Income tax (expense)/benefit	6(a)	-	-
(Loss) attributable to owners		**(3,700,020)**	**(2,866,787)**
Other comprehensive income:			
Items that may be reclassified to profit or loss			
- Exchange differences on translation of foreign operations	15(b)	(5,290)	(105,870)
Items that will not be classified to profit or loss			
Total comprehensive (loss) attributable to owners		**(3,705,310)**	**(2,972,657)**
Basic and Diluted earnings/(loss) per share (cents per share)	17	(2.9)	(2.6)

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

Consolidated Statement of Financial Position

As at 30 June 2019

	Note	Consolidated 2019 $	2018 $
Current Assets			
Cash and cash equivalents	7	869,558	2,008,823
Trade and other receivables	8(a)	47,815	48,463
Total Current Assets		**917,373**	**2,057,286**
Non-Current Assets			
Trade and Other Receivables	8(b)	20,000	20,000
Property, plant and equipment	9	372,477	453,842
Exploration and evaluation expenditure	10	-	884,186
Total Non-Current Assets		**392,477**	**1,358,028**
Total Assets		**1,309,850**	**3,415,314**
Current Liabilities			
Trade and other payables	11	161,604	538,245
Provisions	12	11,273	51,685
Total Current Liabilities		**172,877**	**589,930**
Total Liabilities		**172,877**	**589,930**
Net Assets		**1,136,973**	**2,825,384**
Equity			
Contributed equity	13(a)	14,496,233	12,800,082
Reserves	15(c)	2,011,155	1,695,697
Accumulated losses		(15,370,415)	(11,670,395)
Total Equity		**1,136,973**	**2,825,384**

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity

For the Year Ended 30 June 2019

Consolidated	Contributed Equity $	Accumulated Losses $	Foreign Currency Translation Reserve $	Option Reserve $	Total $
Balance at 1 July 2017	9,117,041	(8,803,608)	75,485	1,840,415	2,229,333
Total comprehensive income for the year:					
Loss for the year	-	(2,866,787)	-	-	(2,866,787)
Foreign exchange differences	-	-	(105,870)	-	(105,870)
	-	(2,866,787)	(105,870)	-	(2,972,657)
Transactions with owners in their capacity as owners:					
Contributions of equity (net of transaction costs)	3,379,092	-	-	-	3,379,092
Share based payment transactions	303,949	-	-	(114,333)	189,616
	3,683,041	-	-	(114,333)	3,568,708
Balance at 30 June 2018	**12,800,082**	**(11,670,395)**	**(30,385)**	**1,726,082**	**2,825,384**
Balance at 1 July 2018	12,800,082	(11,670,395)	(30,385)	1,726,082	2,825,384
Total comprehensive income for the year:					
Loss for the year	-	(3,700,020)	-	-	(3,700,020)
Foreign exchange differences	-	-	(5,290)	-	(5,290)
	-	(3,700,020)	(5,290)	-	(3,705,310)
Transactions with owners in their capacity as owners:					
Contributions of equity (net of transaction costs)	1,372,335	-	-	-	1,372,335
Share based payment transactions	323,816	-	-	320,748	644,564
	1,696,151	-	-	320,748	2,016,899
Balance at 30 June 2019	**14,496,233**	**(15,370,415)**	**(35,675)**	**2,046,830**	**1,136,973**

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows

For the Year Ended 30 June 2019

	Note	Consolidated 2019 $	2018 $
Cash Flows from Operating Activities			
Receipts from customers (inclusive of goods and services tax)		33,942	276,067
Payments to suppliers and employees		(919,205)	(927,161)
Interest received		11,947	57,467
Payments for exploration and evaluation		(2,156,447)	(5,568,674)
Contributions received from farm-in partners	10	519,103	3,523,829
Net cash (outflow) from operating activities	18	**(2,510,660)**	**(2,638,472)**
Cash Flows from Investing Activities			
Purchase of property, plant and equipment	9	(5,622)	(297,602)
Acquisition of mineral tenements	10	-	(272,898)
Net cash (outflow) from investing activities		**(5,622)**	**(570,500)**
Cash Flows from Financing Activities			
Proceeds from issue of shares		1,454,682	3,741,720
Share issue transaction costs		(77,665)	(360,878)
Net cash inflow from financing activities		**1,377,017**	**3,380,842**
Net (decrease)/ increase in cash and cash equivalents		(1,139,265)	171,870
Cash and cash equivalents at the start of the year		2,008,823	1,836,953
Cash and cash equivalents at the end of the year	7	**869,558**	**2,008,823**

Amounts relating to payments to suppliers and employees as set out above are inclusive of goods and services tax. The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

1. Summary of Significant Accounting Policies

The principal accounting policies adopted in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to the financial years presented, unless otherwise stated. These financial statements cover Alicanto Minerals Limited as a consolidated entity consisting of Alicanto Minerals Limited and its subsidiaries ('the consolidated entity' or 'the group').

(a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements and the *Corporations Act 2001*.

(i) Compliance with IFRS

The financial statements of Alicanto Minerals Limited also comply with Australian Equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the financial statements and notes as presented comply with International Financial Reporting Standards (IFRS).

(ii) Historical cost convention

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

(iii) Going Concern

The financial report has been prepared on a going concern basis. The directors believe there are sufficient grounds to believe that the business will be able to continue to pay its debts as and when they fall due. For the year ended 30 June 2019, the Group incurred a loss before tax of $3,700,020 (2018: $2,866,787) and incurred net cash outflows of $1,139,265 (net cash inflows of $171,870 for 2018). At 30 June 2019, the Group had total current assets of $917,373 (2018: $2,057,286) and total liabilities of $172,877 (2018: $589,930).

The Group's ability to continue as a going concern basis is dependent upon maintain sufficient funds for its operations and commitments. The Directors continue to be focused on meeting the Group's business objectives and is mindful of the funding requirements to meet these objectives. The Directors consider the basis of going concern to be appropriate based on future cash forecasts, existing cash reserves and the ability to significantly reduce activity and preserve cash if necessary. Furthermore, the Directors are also of the opinion that a capital raising could be achieved to raise additional funds if required.

Should the Group be unable to undertake the initiatives disclosed above, there is uncertainty which may cast doubt as to whether or not the Group will be able to continue as a going concern and whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial statements.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts nor to the amounts and classification of liabilities that might be necessary should the Group not continue as a going concern.

(b) Principles of consolidation

(i) Subsidiaries

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Alicanto Minerals Limited as at 30 June 2019 and the results of all subsidiaries for the year then ended.

Subsidiaries are entities the parent controls. The parent controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. A list of subsidiaries is provided in Note 25.

The assets, liabilities and results of all subsidiaries are fully consolidated into the financial statement of the Group from the date on which control is obtained by the Group. The consolidation of a subsidiary is discontinued from the date that control ceases. Intercompany transactions, balances and unrealised gains or losses on transactions between group entities are eliminated on consolidation. Accounting policies of subsidiaries have been changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the Group.

Equity interests in a subsidiary not attributable, directly or indirectly, to the Group are presented as "non-controlling interests". The Group initially recognises non-controlling interests that are present ownership interests in subsidiaries and are entitled to a proportionate share of the subsidiary's net assets on liquidation at either fair value or at the non-controlling interests' proportionate share of the subsidiary's net assets. Subsequent to initial recognition, non-controlling interests are attributed their share of profit or loss and each component of other comprehensive income. Non-controlling interests are shown separately within the equity section of the statement of financial position and statement of profit or loss.

1. Summary of Significant Accounting Policies (continued)

(b) Principles of consolidation (continued)

(ii) Joint arrangements

Under AASB 11 Joint Arrangements investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. Alicanto Minerals Limited is not involved in any joint arrangements.

(iii) Jointly operations

Alicanto Minerals Limited recognises its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses.
Alicanto Minerals Limited is not involved in any joint operations.

(c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the board of directors.

(d) Revenue recognition

The Group has applied AASB 15 Revenue from Contracts with Customers effective from 1 July 2018 using the cumulative effective method. Therefore, the comparative information has not been restated and continues to be presented under AASB 118: Revenue. The adoption of AASB 15 does not have a significant impact on the Group as the Group does not currently have any significant revenues from customers.

(i) Interest income

Interest income is recognised as the interest accrues (using the effective interest method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument) to the net carrying amount of the financial asset.

(ii) Other income

Revenue from other income, rendering goods and services is measured at the fair value of consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities when control of the asset is transferred to the customer or services rendered.

(e) Income tax

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

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

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

(f) Leases

Leases of property, plant and equipment where the group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the lower of the fair value of the leased property and the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in other long-term payables. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the statement of profit or loss and other comprehensive income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the asset's useful life and the lease term.

1. Summary of Significant Accounting Policies (continued)
(f) Leases (continued)

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of profit or loss and other comprehensive income on a straight-line basis over the period of the lease.

(g) Impairment of assets
At each reporting date, the Board assesses whether there is any indication that an asset may be impaired. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

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

(i) Trade and other receivables
Trade and other receivables include amounts due from customers for goods and services performed in the ordinary course of business. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets. Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment.

(j) Exploration and evaluation expenditure
Exploration, evaluation and development expenditure is expensed as incurred other than for the capitalisation of acquisition costs.

(k) Property, plant and equipment
All property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of profit or loss and other comprehensive income during the financial year in which they are incurred.

Depreciation on assets is calculated using the reducing balance method to allocate their cost, net of their residual values, over their estimated useful lives, as follows:

Plant and equipment - office	40.0%
Furniture and equipment - office	20.0%
Plant and equipment - field	20.0%
Motor vehicles	22.5%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 1(g)). Gains and losses on disposals are determined by comparing proceeds received with the carrying amount. These are included in the statement of profit or loss and other comprehensive income.

(l) Intangibles
Acquired minerals rights
Acquired minerals rights comprise exploration and evaluation assets including ore reserves and minerals resources which are acquired as part of:
- business combinations recognised at fair value at the date of acquisition; and
- asset acquisitions recognised at cost.

Acquired minerals rights are carried forward only if they relate to an area of interest for which rights of tenure are current and in respect of which:
- such costs are expected to be recouped through successful development and exploitation or from sale of the area: or
- exploration and evaluation activities in the area have not, at balance date, reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active operations in, or relating to, the area are continuing.

1. Summary of Significant Accounting Policies (continued)

(l) Intangibles (continued)

Acquired minerals rights in respect of areas of interest which are abandoned are written off in full against profit or loss in the year in which the decision to abandon the area is made. For acquired minerals rights in an area of interest that are developed, costs are classified as mine property and development from commencement of development and amortised when commercial production commences on a unit of production basis over the estimated economic reserves of the mine.

(m) Financial Instruments

Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument. Financial instruments (except for trade receivables) are measured initially at fair value adjusted by transactions costs, except for those carried "at fair value through profit or loss", in which case transaction costs are expensed to profit or loss. Where available, quoted prices in an active market are used to determine the fair value. In other circumstances, valuation techniques are adopted. Subsequent measurement of financial assets and financial liabilities are described below.

Trade receivables are initially measured at the transaction price if the receivables do not contain a significant financing component in accordance with AASB 15.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and subsequent measurement

Financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with AASB 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

For the purpose of subsequent measurement, financial assets other than those designated and effective as hedging instruments, are classified into the following categories upon initial recognition:

- amortised cost;
- fair value through other comprehensive income (FVOCI); and
- fair value through profit or loss (FVPL).

Classifications are determined by both:

- The contractual cash flow characteristics of the financial assets; and
- The entities business model for managing the financial asset.

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and

- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

1. Summary of Significant Accounting Policies (continued)

(m) Financial Instruments (continued)

Financial assets at fair value through other comprehensive income (Equity instruments)

The Group measures debt instruments at fair value through OCI if both of the following conditions are met:

- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding; and
- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling the financial asset.

For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI.

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under AASB 132*Financial Instruments: Presentation* and are not held for trading.

Financial assets at fair value through profit or loss (FVPL)

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term.

Financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at fair value through profit or loss. Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss.

All interest-related charges and, if applicable, gains and losses arising on changes in fair value are recognised in profit or loss.

Impairment

From 1 July 2018, the Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the Group applies the simplified approach permitted by AASB, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Comparative information

The Group has applied AASB 9 *Financial Instruments* retrospectively, but has elected not to restate comparative information. As a result, the comparative information provided continues to be accounted for in accordance with the Group's previous accounting policy.

Classification
Until 30 June 2018, the group classified its financial assets in the following categories:

- financial assets at fair value through profit or loss;
- loans and receivables;
- held-to-maturity investments; and
- available-for-sale financial assets.

The classification depended on the purpose for which the investments were acquired. Management determined the classification of its investments at initial recognition and, in the case of assets classified as held-to-maturity, re-evaluated this designation at the end of each reporting period.

1. Summary of Significant Accounting Policies (continued)

(n) Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

(o) Provisions

Provisions are recognised when; the company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the balance sheet date. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

(p) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liability for annual leave is recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented in payables.

(ii) Other long-term employee benefit obligations

The liability for long service leave and annual which is not expected to be settled within 12 months after the end of the period in which the employees render the related service is recognised in the provision for employee benefits and measured as present value of expected future wage payments to be made. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the end of the reporting period. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting regardless of when the actual settlement is expected to occur.

(iii) Share-based payments

The company provides benefits to employees (including directors) of the company in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares ('equity-settled transactions'). The cost of these equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option. In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of shares of Alicanto Minerals Limited ('market conditions').

(q) Contributed equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares for the acquisition of a business are not included in the cost of the acquisition as part of the purchase consideration.

(r) Earnings per share

(i) Basic earnings per share

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

(ii) Diluted earnings per share

Diluted earnings per share adjusts the Figures used in the determination of basic earnings per share to take into account the after-tax effect of interest and other financing costs associated with the 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.

1. Summary of Significant Accounting Policies (continued)

(s) Goods and services tax ('GST')

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense. Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the statement of financial position.

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

(t) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Australian dollars, which is Alicanto Minerals Limited's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency 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 of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges, qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Translation differences on financial assets and liabilities carried at fair value are reported as part of the fair value gain or loss. Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets such as equities classified as available for sale financial assets are included in the fair value reserve in equity.

(iii) Group companies

The results and financial position of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- Income and expenses for the statement of profit or loss and other comprehensive income are translated at average exchange rates, and
- All resulting exchange differences are recognised in other comprehensive income.

(u) New accounting standards and interpretations adopted by the Group

The Group has adopted AASB 15 Revenue from Contracts with Customers and AASB 9 Financial Instruments which became effective for financial reporting periods commencing on or after 1 January 2018.

(i) AASB 15 Revenue from contracts with customers

AASB 15 replaces AASB 118 Revenue, AASB 111 Construction Contracts and several revenues related interpretations. AASB 15 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue to be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The adoption of AASB 15 does not have a significant impact on the Group as the Group does not currently have any revenue from customers.

(ii) *AASB 9 Financial Instruments*

AASB 9 Financial Instruments replaces AASB 139 Financial Instruments: Recognition and Measurement for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement, impairment, and hedge accounting.

As a result of adopting AASB 9 Financial Instruments, the Group has amended its financial instruments accounting policies to align with AASB 9. AASB 9 makes major changes to the previous guidance on the classification and measurement of financial assets and introduces an 'expected credit loss' model for impairment of financial assets.

1. Summary of Significant Accounting Policies (continued)

(u) New accounting standards and interpretations adopted by the Group (continued)

There were no financial instruments which the Group designated at fair value through profit or loss under AASB 139 that were subject to reclassification. The Board assessed the Group's financial assets and determined the application of AASB 9 does not result in a change in the classification of the financial instruments.

The adoption of AASB 9 does not have a significant impact on the financial report.

New and revised Accounting Standards for Application in Future Periods

(iii) AASB 16: Leases applies to annual reporting periods beginning on or after 1 January 2019.

This Standard supersedes AASB 117 Leases, Interpretation 4 Determining whether an Arrangement contains a Lease, AASB interpretation 115 Operating Leases-Incentives and AASDB interpretation 127 Evaluating the Substance of Transactions Involving the Legal Form of lease. AASB 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under AASB 117.

The key features of AASB 16 are as follows:

- Lessees are required to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value.
- A lessee measures right of use assets similarly to other non-financial assets and lease liabilities similarly to other financial liabilities.
- Assets and Liabilities arising from the lease are initially measured on a present value basis.

The measurement includes non-cancellable lease payments (including inflation-linked payments), and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend to lease, or not to exercise an option to terminate the lease.

- AASB 16 contains disclosure requirements for leases.

Lessor accounting

- AASB 16 substantially carries forward the lessor accounting requirements in AASB 117. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.
- AASB 16 also requires enhanced disclosures to be provided by lessors that will improve information disclosed about a lessor's risk exposure, particularly to residual value risk.

Estimated impact of AASB 16 on the Group when the standard is applied
There will be no material impact on the Group's operating profit as a result of the adoption of AASB 16 as the group does not currently have any lease agreements.

(iv) New amended standards adopted by the Group

None of the new standards and amendments to standards that are mandatory for the first time for the financial year beginning 1 January 2017 affected any of the amounts recognised in the current period or any prior period, although it caused minor changes to the Group's disclosures.

2. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances. The company makes estimates and assumptions concerning the future. The resulting accounting estimates and judgements may differ from the related actual results and may have a significant effect on the carrying amount of assets and liabilities within the next financial year and on the amounts recognised in the financial statements. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

2. Critical accounting estimates and judgements (continued)

(a) Impairment of acquisition costs on exploration projects

The acquisition costs in relation to the exploration and evaluation assets were impaired at the half year 31 December 2018, and whilst the Board have budgeted expenditure on the Guyana projects, they have elected not to reverse the impairment.

(b) Share based payment transactions

The group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an internal valuation using a Black-Scholes option pricing model, using the assumptions detailed in note 23.

(c) Recovery of deferred tax assets

Deferred tax assets are recognised for deductible temporary differences when management considers that it is probable that future taxable profits will be available to utilise those temporary differences.

		Consolidated	
		2019	2018
		$	$
3.	**Revenue**		
(a)	Revenue from continuing operations		
	Equipment rental	6,801	140,657
	Interest received	5,079	53,551
	Total revenue from continuing operations	11,880	194,208
(b)	Other income		
	Management fees from farm-in partners	493,606	135,410
	Other income – reimbursement of exploration	25,497	223,498
	Other Income	33,942	-
	Total other income	553,045	358,908
4.	**Expenses**		
(a)	Employee benefits expense		
	Salaries and wages expense	398,659	412,646
	Defined contribution superannuation expense	20,071	25,248
	Total employee benefits expense	418,730	437,894
(b)	Depreciation expense		
	Leasehold Improvements	7,105	9,854
	Plant and equipment – office	7,630	7,970
	Plant and equipment – field	27,922	38,877
	Plant and equipment – motor vehicle	31,646	42,524
	Total depreciation expense,	74,303	99,225
(c)	Finance costs		
	Interest and finance charges paid or payable	5,307	8,144
	Total finance costs	5,307	8,144
5.	**Auditor's Remuneration**		
	Remuneration of the auditor of the group		
	Auditing or reviewing the financial statements	35,037	31,070
	Other assurance services	-	-
	Non-assurance services[A]	24,000	-
	Total auditor remuneration	59,037	31,070

Note A: The Company engaged Stanton International Securities a related practice to provide an Independent Experts Report relating to the acquisition of Zaffer (Australia) Pty Ltd.

		Consolidated 2019 $	2018 $
6.	**Income Tax Expense**		
(a)	Income tax expense		
	Current tax	-	-
	Deferred tax	-	-
	Total income tax expense	-	-
	Deferred income tax expense included in income tax expense comprises:		
	- (Increase) in deferred tax assets (note 6(c))	-	-
	- Increase in deferred tax liabilities (note 6(d))	-	-
		-	-
(b)	Numerical reconciliation of income tax expense to prima facie tax payable		
	Profit from continuing operations before income tax expense	(3,700,020)	(2,866,787)
	Tax (tax benefit) at the tax rate of 27.5% (2018: 27.5%)	(1,017,505)	(788,366)
	Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
	- Share based payments	175,688	51,663
	- Other non-deductible amounts	736,841	610,082
	- Unrecognised tax losses	104,976	126,621
	Income tax benefit	-	-
(c)	Deferred tax assets		
	Tax losses[A]	-	-
	Employee benefits	-	-
	Other accruals	-	-
		-	-
	Set-off deferred tax liabilities (note 6(d))	-	-
	Net deferred tax assets	-	-
(d)	Deferred tax liabilities		
	Exploration expenditure	-	-
	Other	-	-
		-	-
	Set-off deferred tax assets (note 6(c))	-	-
	Net deferred tax liabilities	-	-
(e)	Tax losses		
	Unused tax losses for which no deferred tax asset has been recognized	8,406,095	8,024,361
	Potential tax benefit at 27.5% (2018: 27.5%)	2,311,676	2,206,699
(f)	Unrecognised temporary differences		
	Unrecognised future deductions relating to capital raising costs	112,701	140,587
	Unrecognised deferred tax asset on capital raising costs at 27.5% (2018: 27.5%)	30,993	38,661

A: The deferred tax asset attributable to tax losses does not exceed taxable amounts arising from the reversal of existing assessable temporary differences.

		Consolidated 2019 $	2018 $
7.	**Cash and Cash Equivalents**		
(a)	Total cash and cash equivalents		
	Cash at bank and in hand	869,558	808,823
	Deposits at call	-	1,200,000
	Total cash and cash equivalents	869,558	2,008,823

Note that cash includes nil (2018: $407,855) in funds received from farm-in partners and held on trust for current exploration programs.

(b) Cash at bank and on hand

Cash on hand is non-interest bearing. Cash at bank bears interest rates between 0.00% and 0.75% (2018: 0.00% and 1.00%).

(c) Deposits at call

Deposits at call is nil as at June 2019. In 2018 deposits at call earned interest at between 2.05% and 2.10%.

		Consolidated 2019 $	2018 $
8.	**Trade and Other Receivables**		
(a)	Current		
	Other receivables	41,482	48,463
	Prepayments	6,333	-
	Total current trade and other receivables	47,815	48,463
(b)	Non-Current		
	Deposits	20,000	20,000
	Total non-current trade and other receivables	20,000	20,000

(c) Past due and impaired receivables

As at 30 June 2019, there were no other receivables that were past due or impaired (2018: nil).

	Consolidated				
	Leasehold Improvements $	Plant and Equipment Office $	Plant and Equipment Field $	Motor Vehicles $	Total $
9. Property, Plant and Equipment					
Year ended 30 June 2018					
Opening net book amount	-	11,940	77,554	150,056	239,550
Additions	27,615	15,070	185,759	69,158	297,602
Depreciation charge	(9,854)	(7,970)	(38,877)	(42,524)	(99,225)
Effect of exchange rates	-	1,163	(19,817)	34,569	15,915
Closing net book amount	17,761	20,203	204,619	211,259	453,842
At 30 June 2018					
Cost or fair value	27,615	41,033	260,104	287,676	616,428
Accumulated depreciation	(9,854)	(20,830)	(55,485)	(76,417)	(162,586)
Net book amount	17,761	20,203	204,619	211,259	453,842
Year ended 30 June 2019					
Opening net book amount	17,761	20,203	204,619	211,259	453,842
Additions	-	3,963	1,659	-	5,622
Depreciation charge	(7,105)	(7,630)	(27,922)	(31,646)	(74,303)
Effect of exchange rates	-	-	(6,365)	(6,319)	(12,684)
Closing net book amount	10,656	16,536	171,991	173,294	372,477
At 30 June 2019					
Cost or fair value	27,615	44,996	255,398	281,357	609,366
Accumulated depreciation	(16,959)	(28,460)	(83,407)	(108,063)	(236,889)
Net book amount	10,656	16,536	171,991	173,294	372,477

		Consolidated 2019 $	Consolidated 2018 $
10.	**Exploration and Evaluation Expenditure**		
(a)	Non-current		
	Opening balance	884,186	611,288
	Exploration and evaluation costs	2,240,108	5,647,242
	Acquired Minerals Rights – Ianna Project	-	272,898
	Contributions received from farm-in partners	(519,103)	(3,523,829)
	Exploration written off	(884,186)	-
	Exploration expensed	(1,721,005)	(2,123,413)
	Total non-current exploration and evaluation expenditure	-	884,186

(b) Recoverability of capitalised costs

Exploration expenditure is expensed as incurred.

Acquired minerals rights are carried forward only if they relate to an area of interest for which rights of tenure are current and in respect of which:

Such costs are expected to be recouped through successful development and exploitation or from sale of the area; or

Exploration and evaluation activities in the area have not, at balance date, reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active operations in, or relating to, the area are continuing.

The Acquired minerals rights in respect of areas of interest were written down in 31 December 2018 as a result of the termination of the previous earn in agreement. Since this decision, Alicanto have since entered into an another earn-in agreement with Nordgold Se. Board and management have not reversed the provision at year end 30 June 2019.

		Consolidated 2019 $	Consolidated 2018 $
11.	**Trade and Other Payables**		
	Current		
	Trade payables	122,499	167,283
	Other payables	39,105	-
	Contributions received from farm-in partners held on trust	-	370,962
	Total current trade and other payables	161,604	538,245

No trade or other payables are considered past due.

		Consolidated 2019 $	Consolidated 2018 $
12.	**Provisions**		
	Current		
	Employee entitlements	11,273	51,685
	Total current provisions	11,273	51,685

		Consolidated 2019 Shares	Consolidated 2018 Shares	Consolidated 2019 $	Consolidated 2018 $
13.	**Contributed Equity**				
(a)	Issued capital				
	Ordinary shares (fully paid)	172,020,313	113,720,313	14,496,233	12,800,082
	Total contributed equity	172,020,313	113,720,313	14,496,233	12,800,082

(b) Ordinary Shares

Ordinary shares participate in dividends and the proceeds on winding up of the Company in proportion to the number of shares held and in proportion to the amount paid up on the shares held. At shareholders meetings, each ordinary share is entitled to one vote in proportion to the paid up amount of the share when a poll is called, otherwise each shareholder has one vote on a show of hands.

(c) Options

Information relating to options including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the financial year, is set out in note 14.

	Date	Shares	Issue Price	Total $
13. Contributed Equity (continued)				
(d) Movements in issued capital				
Opening Balance 1 July 2017		85,256,251		9,117,041
Share issue	26 Jul 17	18,214,062	$0.14	2,549,969
Exercise of Options	26 Jul 17	250,000	$0.0971	24,278
Share Issue	18 Aug 17	8,500,000	$0.14	1,190,000
Exercise of Options	30 Apr 18	1,500,000	$0.1864	279,671
Less: Transaction costs				(360,877)
Closing Balance at 30 June 2018		113,720,313		12,800,082
Opening Balance 1 July 2018		113,720,313		12,800,082
Exercise of options	13 July 18	2,000,000	$0.0961	194,226
Placement	9 Nov 18	15,000,000	$0.0300	450,000
Placement – Tranche 1	6 May 19	10,000,000	$0.025	250,000
Placement – Tranche 2	7 June 19	30,000,000	$0.025	750,000
Exercise of Options	11 June 19	1,300,000	$0.0997	129,590
Less: Transaction costs				(77,665)
Closing Balance at 30 June 2019		172,020,313		14,496,233

Expiry date	Exercise price	Balance at start of year	Granted during the year	Exercised during the year	Cancelled/ lapsed during the year	Balance at end of the year
14. Share Options						
(a) 2019 unlisted share option details						
07 Sept 18	$0.230	8,050,000			(8,050,000)	-
25 Mar 19	$0.065	2,000,000			(2,000,000)	-
28 July 19	$0.23	7,060,000	-	-	-	7,060,000
31 July 19	$0.13	348,000	-	-	-	348,000
30 Apr 21	$0.001	5,300,000		(3,300,000)	(250,000)	1,750,000
6 Aug 21	$0.001	-	1,000,000	-	-	1,000,000
14 Mar 24	$0.03	-	5,000,000	-	-	5,000,000
17 Jun 23	$0.065	-	24,000,000	-	-	24,000,000
		22,758,000	30,000,000	(3,300,000)	(10,300,000)	39,158,000
Weighted average exercise price		$0.15	$0.057	$0.001	$0.192	$0.09
(b) 2018 unlisted share option details						
21 Nov 17	$0.320	1,250,000	-	-	(1,250,000)	-
07 Sept 18	$0.230	8,050,000	-	-	-	8,050,000
25 Mar 19	$0.065	2,000,000	-	-	-	2,000,000
28 July 19	$0.23	5,960,000	1,100,000	-	-	7,060,000
31 July 19	$0.13	348,000	-	-	-	348,000
30 Apr 21	$0.001	6,500,000	550,000	(1,750,000)	-	5,300,000
		24,108,000	1,650,000	(1,750,000)	(1,250,000)	22,758,000
Weighted average exercise price		$0.16	$0.035	$0.001	$0.23	$0.15

14(c) 2019 Listed Options

At 30 June 2019, there were 13,357,031 listed shares on issue with an exercise price of $0.28 and a expiry date of 28 July 2019. Subsequent to year end on 29 July 2019, 873 listed options were converted to ordinary shares with the remaining 13,356,158 listed options were unexercised and cancelled by the company.

		Consolidated 2019 $	Consolidated 2018 $
15.	**Reserves**		
(a)	Unlisted option reserve		
	Opening balance	1,726,082	1,840,415
	Unlisted options issued	641,263	187,866
	Exercise of options	(320,515)	(302,199)
	Closing balance	2,046,830	1,726,082

The unlisted option reserve records items recognised on valuation of director, employee and contractor share options. Information relating to options issued, exercised and lapsed during the financial year and options outstanding at the end of the financial year, is set out in note 14.

		2019 $	2018 $
(b)	Functional currency translation reserve		
	Opening balance	(30,385)	75,485
	Exchange differences arising on translation of foreign operations	(5,290)	(105,870)
	Closing balance	(35,675)	(30,385)

Exchange differences arising on translation of the foreign controlled entity are taken to the foreign currency translation reserve. The reserve is recognised in the statement of profit or loss when the net investment is disposed of.

		2019 $	2018 $
(c)	Total reserves		
	Unlisted option reserve	2,046,830	1,726,082
	Exchange differences arising on translation of foreign operations	(35,675)	(30,385)
	Closing balance	2,011,155	1,695,697

16. Financial Instruments, Risk Management Objectives and Policies

The Consolidated Entity's principal financial instruments comprise cash and cash equivalents. The main purpose of the financial instruments is to earn the maximum amount of interest at a low risk to the group. The Consolidated Entity also has other financial instruments such as trade and other receivables and trade and other payables which arise directly from its operations. For the year under review, it has been the Consolidated Entity's policy not to trade in financial instruments.

The main risks arising from the Consolidated Entity's financial instruments are interest rate risk and credit risk. The board reviews and agrees policies for managing each of these risks and they are summarised below:

(a) Interest Rate Risk

The Groups exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates and the effective weighted average interest rate for each class of financial assets and financial liabilities comprises:

Consolidated	Weighted Average Interest Rate	Floating Interest Rate	Fixed Interest	Non-interest Bearing	2019 Total
2019	%	$	$	$	$
Financial assets					
Cash and cash equivalents	0.03%	3,958	-	865,600	869,558
Trade and other receivables (current)	0.00%	-	-	47,815	47,815
Trade and other receivables (non-current)	2.10%	-	20,000	-	20,000
		3,958	20,000	913,082	937,373
Financial Liabilities					
Trade and other payables (current)	0.00%	-	-	161,604	161,604

16. Financial Instruments, Risk Management Objectives and Policies (continued)

(a) Interest Rate Risk (continued)

Consolidated	Weighted Average Interest Rate	Floating Interest Rate	Fixed Interest	Non-interest Bearing	2018 Total
2018	%	$	$	$	$
Financial assets					
Cash and cash equivalents	1.24%	4,458	1,200,000	804,365	2,008,823
Trade and other receivables (current)	0.00%	-	-	48,463	48,463
Trade and other receivables (non-current)	2.05%	-	20,000	-	20,000
		4,458	1,220,000	852,828	2,077,286
Financial Liabilities					
Trade and other payables (current)	0.00%	-	-	538,245	538,245
		-	-	538,245	538,245

The maturity date for all cash, trade and other receivable and trade and payable financial instruments included in the above tables is one year or less from balance date. The maturity for the non-current trade and other receivables is between 1 and 3 years from balance date.

(b) Group Sensitivity analysis

The Consolidated Entity's main interest rate risk arises from cash and cash equivalents with variable and fixed interest rates. At 30 June 2019, the group's exposure to interest rate risk is not considered material.

(c) Credit risk

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

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

(d) Liquidity risk

The group manages liquidity risk by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Due to the dynamic nature of the underlying businesses, the group aims at ensuring flexibility in its liquidity profile by maintaining the ability to undertake capital raisings. Funds in excess of short term operational cash requirements are generally only invested in short term bank bills.

(d) Foreign Currency Risk

The Group is exposed to currency risk arising from exchange rate fluctuations on purchases that are denominated in currency other than the respective functional currencies of the Group entities, primarily the Australian Dollar (AUD) and Guyanese Dollars (GUD). The currencies in which these transactions are primarily denominated in are AUD, GUY and the USD.

The Group's investments in its Guyanese subsidiaries are denominated in AUD and are not hedged as those currency positions are considered long term in nature. The Group does not have a hedging policy in place.

		Consolidated 2019 $	2018 $
17.	**Earnings per Share**		
(a)	Earnings/(Loss)		
	Earnings/(loss) used in the calculation of basic EPS	(3,700,020)	(2,866,787)
(b)	Weighted average number of ordinary shares ('WANOS')		
	WANOS used in the calculation of basic earnings per share:	128,758,369	110,003,464
(c)	Diluted Loss Per Share		
	Diluted loss per share is considered to be the same as the basic loss per share, as the potential ordinary shares on issue are anti-dilutive and have not been applied inf calculating dilutive loss per share.		

		Consolidated 2019 $	2018 $
18.	**Cash Flow Information**		
a)	Reconciliation of cash flows from operating activities with loss from ordinary activities after tax:		
	(Loss) from ordinary activities after income tax	(3,700,020)	(2,866,787)
	Depreciation	74,303	99,225
	Share based payments	638,864	187,866
	Provision for impairment – exploration and evaluation expenditure	884,186	-
	Net exchange differences	7,393	(121,783)
	Changes in assets and liabilities:		
	- Decrease in operating receivables and prepayments	1,667	36,375
	- (Decrease)/ increase in operating trade and other payables	(417,053)	26,632
	Net cash (outflows) from Operating Activities	(2,510,660)	(2,638,472)
b)	**Non-cash investing and financing activities**		
	There were no non-cash investing and financing activities during the year.		

		Consolidated 2019 $	2018 $
19.	**Commitments**		
	Exploration/tenure commitments		
	Not longer than one year	1,107,589	1,234,484
	Longer than one year, but not longer than five years	2,253,521	2,133,333
	Longer than five years	-	-
	Total exploration commitments	3,361,110	3,367,817

In order to maintain rights of tenure to exploration/mining tenements subject to these agreements, the group would have the above discretionary exploration and tenure expenditure requirements up until expiry of leases. These obligations, which are subject to renegotiation upon expiry of the leases, are not provided for in the financial statements and are payable per the above maturities. If the group decides to relinquish certain leases and/or does not meet these obligations, assets recognised in the balance sheet may require review to determine the appropriateness of carrying values. The sale, transfer or farm-out of exploration rights to third parties will reduce or extinguish these obligations.

20. Segment Information

(a) Description of segments

Management has determined the operating segments based on the reports reviewed by the chief operating decision maker that are used to make strategic decisions. For the purposes of segment reporting the chief operating decision maker has been determined as the board of directors. The board monitors the entity primarily from a geographical perspective, and has identified three operating segments, being exploration for mineral reserves and the corporate/head office function in Australia.

20. Segment Information (continued)

(b) Segment information provided to the board of directors

The segment information provided to the board of directors for the reportable segments for the year ended 30 June 2019 is as follows:

	Exploration Guyana $	Exploration Australia $	Corporate $	Total $
2019				
Total segment revenue	6,801	-	5,079	11,880
Equipment rental	6,801	-	-	6,801
Interest revenue	-	-	5,079	5,079
Depreciation and amortisation expense	(61,137)	-	(13,166)	(74,303)
Total segment (loss) before income tax	(2,658,025)	-	(1,041,995)	(3,700,020)
Total segment assets	369,038	-	940,812	1,309,850
Total segment liabilities	9,207	-	163,670	172,877
2018				
Total segment revenue	140,657		53,551	194,208
Equipment rental	140,657	-	-	140,657
Interest revenue	-	-	53,551	53,551
Depreciation and amortisation expense	(82,182)	-	(17,043)	(99,225)
Total segment (loss) before income tax	(1,611,530)	-	(1,255,257)	(2,866,787)
Total segment assets	1,357,535	-	2,057,779	3,415,314
Total segment liabilities	384,644	-	205,286	589,930

(c) Measurement of segment information

All information presented in part (b) above is measured in a manner consistent with that in the financial statements.

(d) Segment revenue

No inter-segment sales occurred during the current financial year. The entity is domiciled in Australia. A detailed breakdown of other revenue is as follows;

	Consolidated 2019 $	Consolidated 2018 $
Equipment rental - Guyana	6,801	140,657
Interest received - Australia	5,079	53,551
Total revenue from continuing operations (Note 3a)	11,880	194,208

(e) Reconciliation of segment information

Total segment revenue, total segment profit/(loss) before income tax, total segment assets and total segment liabilities as presented in part (b) above, equal total entity revenue, total entity profit/(loss) before income tax, total entity assets and total entity liabilities respectively, as reported within the financial statements.

21. Events Occurring After the Balance Sheet Date

- On 5 July 2019, Mr Peter George exercised 500,000 unlisted options at $0.001 upon satisfaction of the vesting conditions.
- On 29 July 2019, 13,356,158 listed options exercisable at $0.28 expiring 28 July 2019 lapsed and were subsequently cancelled. At the same date 873 listed options were exercised at $0.28 and converted to ordinary shares.
- On 29 July 2019, 7,060,000 options with an exercise price of $0.23 expiring 28 July 2019 were cancelled and 348,000 options with an exercise price of $0.13 expiring 31 July 2019 were cancelled.
- On 6 September 2019, A placement to sophisticated and professional investors was completed, issuing 17,500,004 ordinary shares with an issue price of $0.052 raising a total of $910,000 before costs.

There were no further events occurring after 30 June 2019.

22. Related Party Transactions

(a) Parent entity

The ultimate parent entity within the group is Alicanto Minerals Limited.

(b) Subsidiaries

Interests in subsidiaries are set out in note 25.

(c) Key management personnel compensation

	Consolidated 2019 $	2018 $
Short-term employee benefits	453,586	729,287
Post-employment benefits	19,406	29,998
Share-based payments	41,557	153,281
Total key management personnel compensation	514,549	912,566

Details of remuneration disclosures are provided in the remuneration report on pages 14 to 23.

(d) Transactions with Director Related Parties

The following transactions occurred with related parties:

	Consolidated 2019 $	2018 $
Recharges from director related entities:		
Recharge of costs by Venture Minerals Limited	41,500	50,805
Recharge of costs by Blackstone Minerals Limited	127,500	155,481
Purchases from director related entities		
Purchases for legal services from Murcia Pestell Hilliard Lawyers	19,071	33,173
Outstanding balances arising from recharges/purchases with Director Related Parties:		
Current payables	23,058	22,410

(e) Terms and conditions of related party transactions

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

23. Share Based Payments

(a) Fair value of listed options granted

The fair value of listed options granted is calculated as the market value prevailing at the date on which the options are authorised for issue.

(b) Fair value of unlisted options granted

During the year 30,000,000 unlisted options were issued, with the weighted average fair value of the options granted during the year being $0.021 (2018: $0.0551). The price was calculated by using the Black-Scholes European Option Pricing Model applying the following inputs:

23. Share Based Payments (continued)

	2019	
Weighted average exercise price:	$0.057	(2018: $0.154)
Weighted average life of the option:	4.9 Years	(2018: 2.2Years)
Weighted average underlying share price:	$0.037	(2018: $0.135)
Expected share price volatility:	80.0%	(2018: 85.0%)
Risk free interest rate between:	1.19%	(2018: 2.02%)
Discount factor for lack of marketability	Nil	(2018: 20%)

(b) Fair value of unlisted options granted

Peer volatility has been the basis for determining expected share price volatility as it assumed that this is indicative of future tender, which may not eventuate. The life of the options is based on historical exercise patterns, which may not eventuate in the future. Total share-based payment transactions recognised during the year are as set out in (d) below. Details of other options movements and balances are set out in note 14.

(c) Fair value of ordinary shares issued

During the year, there were no fully paid ordinary shares issued during the year as share based payments. Total fair value of the shares issued was nil (2018: $Nil).

(d) Reconciliation of share based payments

	Consolidated	
	2019 $	2018 $
Options issued to directors, employees and consultants	638,864	187,866
	638,864	187,866

24. Contingent Liabilities

Alicanto, through its subsidiaries has entered into a number of agreements on the exploration tenure at the Arakaka Project and there are contingent liabilities that exist as follows;

i) Purchase of alluvial rights should the company wish to progress to development which is to a maximum of US$2.2 million in cash.
ii) Net smelter royalties of up to 2.5%.

As per the Ianna Project Acquisition as finalised and announced on the ASX on 8 November 2016, the company has a contingent liability that exists as follows:

i) Can elect to acquire the property for a lump sum of US$3.0m or;
ii) A lump sum payment of US$1.35m and a net smelter royalty of up to 2.0%; and
iii) If an NSR is issued as consideration upon completion of the Project Acquisition ("completion"), the Company will retain a Right of Re-purchase of the NSR for 24 months after completion, and at Alicanto's election can acquire either a 50% portion of the NSR by paying US$2.0m or a 100% portion of the NSR by paying US3m.

As announced on the ASX on 1 September 2017, the Company entered into several option agreements granting the Company exclusive rights to explore and acquire a 100% beneficial interest in mining permits doubling the Ianna Project Landholding. The various agreements with ongoing payments at the Company's elections total approximately A$150,000 over the next 12 months.

There are no further contingent liabilities outstanding at the end of the year.

25. Subsidiaries

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

Name of entity	Country of incorporation	Class of shares	Equity Holding[A] 2019 %	2018 %
Alicanto Minerals WA Pty Ltd [B]	Australia	Ordinary	100	100
StrataGold Guyana Inc.	Guyana	Ordinary	100	100
Calrissian (Guyana) Resources Inc.	Guyana	Ordinary	100	100
Manticore Resources (Guyana) Inc.	Guyana	Ordinary	80	80
Banner (Guyana) Inc.[B]	Guyana	Ordinary	100	100

A: The proportion of ownership interest is equal to the proportion of voting power held.
B: Alicanto Minerals WA Pty Ltd and Banner (Guyana) Inc. were dormant during the financial year.

	Company 2019 $	2018 $
26. Parent Entity Information		
(a) Assets		
Current assets	900,655	2,008,165
Non-current assets	40,157	622,468
Total assets	940,812	2,630,633
(b) Liabilities		
Current liabilities	163,670	576,248
Non-current liabilities	-	-
Total liabilities	163,670	576,248
(c) Equity		
Contributed equity	14,496,233	12,800,082
Reserves	2,046,830	1,726,082
Accumulated losses	(15,765,921)	(12,471,779)
Total equity	777,142	2,054,385
(d) Total comprehensive income/(loss) for the year		
(Loss) for the year	(3,294,142)	(3,427,512)
Other comprehensive income for the year		
Total comprehensive (loss) for the year	(3,294,142)	(3,427,512)
(e) Capital commitments		
Not longer than one year	-	-
Longer than one year, but not longer than five years	-	-
Longer than five years	-	-
Total capital commitments	-	-

(f) Guarantees

The parent entity has not guaranteed any loans for any entity during the year.

(g) Contingent Liabilities

The parent entity has no contingent liabilities at the end of the financial year.

Director's Declaration

In the Directors' opinion:

(a) the financial statements and notes set out on pages 27 to 51 are in accordance with the *Corporations Act 2001*, including:

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

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

(b) the audited remuneration disclosures set out on pages 14 to 23 of the Directors' report comply with section 300A of the *Corporations Act 2001*; and

(c) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and

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

The Directors have been given the declarations required by section 295A of the *Corporations Act 2001*.

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

Didier Murcia
Non-Executive Chairman

Perth, Western Australia, 25 September 2019

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INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
ALICANTO MINERALS LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Alicanto Minerals Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2019, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

(i) giving a true and fair view of the Group's financial position as at 30 June 2019 and of its financial performance for the year then ended; and

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

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110: *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Emphasis of Matter - Going Concern

Without modification to the audit opinion expressed above, attention is drawn to the following matter.

As referred to in note 1 to the financial report, the financial report has been prepared on a going concern basis. At 30 June 2019, the Group had net assets of $1,136,973, cash and cash equivalents of $869,558 and net working capital surplus of $744,496. The Group incurred a loss for the year ended 30 June 2019 of $3,700,020.

The ability of the Group to continue as a going concern and meet its administration, exploration and other commitments is dependent upon the Group raising further working capital or commercialisation of its exploration assets. In the event the Group is unable to raise further working capital and/or commercialise its exploration assets, the company may not be able to meet its liabilities as they fall due, or realise its assets at their stated values.

Key Audit Matters

We have defined the matter described below to be key audit matter to be communicated in our report. 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. This matter was 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 this matter.

Key Audit Matter	How the matter was addressed in the audit
Valuation of Share Options The company issued a number of share options to advisors and employees of the company and recognised share-based payments for options issued in the prior year during the year. The company prepared a valuation of the options and the non-recourse loan in accordance with its accounting policy and the accounting standard Share-based Payment AASB 2 ("AASB 2"). The valuation of the options and the loan is a key audit matter as it involved judgement in assessing the fair value of the options and loan.	Inter alia, our audit procedures included the following: i. We reviewed the inputs used in the models; the underlying assumptions used and discussed with management the justification for inputs; ii. We assessed the accounting treatment and its application in accordance with AASB 2; and iii. We assessed whether the Group's disclosures met the requirements of various accounting standards.

Other Information

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

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance opinion 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 Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

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

As part of an audit in accordance with Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report.

The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial report.

We conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

We evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial report.

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

The Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements. We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Report on the Remuneration Report

We have audited the Remuneration Report included in pages 14 to 23 of the directors' report for the year ended 30 June 2019. 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

Opinion on the Remuneration Report

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

STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LTD
(Trading as Stantons International)
(An Authorised Audit Company)

Stantons International Audit & Consulting Pty Ltd

Martin Michalik
Director

West Perth, Western Australia
25 September 2019

Additional Shareholder Information

Corporate Governance Statement

In accordance with ASX Listing Rule 4.10.3 the company's Corporate Governance Statement can be found on the company's website, refer to http://www.alicantominerals.com.au/site/About-Us/corporate-governance.

Shareholding

The distribution of members and their holdings of equity securities in the holding company as at 17 September 2019 were as follows:

Number Held as at 17 September 2019	Class of Equity Securities Fully Paid Ordinary Shares
1- 1,000	34
1,001 - 5,000	67
5,001 - 10,000	160
10,001 - 100,000	332
100,001 and above	204
	797

Holders of less than a marketable parcel: 149

Substantial Shareholders

The names of the substantial shareholders listed on the company's register as at 17 September 2019

Shareholder	Number
Symorgh Investments Pty Ltd	13,689,137
Sprott Inc.	10,092,694

Voting Rights - Ordinary Shares

In accordance with the holding company's Constitution, on a show of hands every member present in person or by proxy or attorney or duly authorised representative has one vote. On a poll, every member present in person or by proxy or attorney or duly authorised representative has one vote for every fully paid ordinary share held.

Options

	Exercise price	Expiry date	Number of options	Number of holders
Unlisted options	$0.001	30 April 2021	1,750,000	2
Unlisted options	$0.001	6 August 2021	500,000	1
Unlisted options	$0.03	14 March 2024	5,000,000	1
Unlisted options	$0.065	17 June 2023	24,000,000	3

Additional Shareholder Information (continued)

Twenty Largest Shareholders

The names of the twenty largest ordinary fully paid shareholders as at 17 September 2019 are as follows:

Shareholder	Number	% Held of Issued Ordinary Capital
SYMORGH INV PL	10,106,119	5.32%
HARMANIS HLDGS PL	7,000,333	3.68%
CITICORP NOM PL	6,573,690	3.46%
HSBC CUSTODY NOM AUST LTD	4,729,540	2.49%
GEORGE KENNETH A + R J	4,570,010	2.41%
DE NICOLA ANTHONY + T L	4,500,000	2.37%
SYMORGH INV PL	4,496,666	2.37%
HALLIDAY HAMISH PETER	3,850,000	2.03%
BLU BONE PL	3,666,667	1.93%
BAHEN MARK JOHN + M P	3,543,585	1.86%
SERLETT PL	3,500,273	1.84%
FAR EAST CAP LTD	3,462,820	1.82%
CAWOOD PHILIP JOHN	3,000,000	1.58%
SLAM CONS PL	2,900,000	1.53%
J P MORGAN NOM AUST PL	2,523,292	1.33%
BT PORTFOLIO SVCS LTD	2,500,000	1.32%
HARDEN MARCUS	2,391,650	1.26%
SCHWERTFEGER TRAVIS	2,350,000	1.24%
SCHAMMER PL	2,333,334	1.23%
BAXTER STEPHEN PAUL + S	2,076,924	1.09%
	80,074,903	42.16

Tenement Listing (continued)

As at 17 September 2019

Project	Location	Tenement	Interest as at 17 September 2019
Naverberg	Sweden	Naverberg nr 1	100%[4]
Naverberg	Sweden	Naverberg nr 2	100%[4]
Naverberg	Sweden	Naverberg nr 3	100%[4]
Oxberg	Sweden	Oxberg 1010	100%[4]
Arakaka	Guyana	Y-33/000/04, PPMS/680/04	100%
Arakaka	Guyana	Y-33/001/04, PPMS/681/04	100%
Arakaka	Guyana	Y-31/000/04, PPMS/463/04	100%
Arakaka	Guyana	Y-31/001/04, PPMS/464/04	100%
Arakaka	Guyana	J-81/000/02, PPMS/884/02	100%
Arakaka	Guyana	J-81/001/02, PPMS/885/02	100%
Arakaka	Guyana	J-81/002/02, PPMS/886/02	100%
Arakaka	Guyana	51/002/94, Ituni #1	100%
Arakaka	Guyana	51/003/94, Ituni #2	100%
Arakaka	Guyana	51/324/74, May	100%
Arakaka	Guyana	53/2014/731	100%
Arakaka	Guyana	53/2014/732	100%
Arakaka	Guyana	53/2014/733	100%
Arakaka	Guyana	P-128/000/02P-126/MP/000/13	100%
Arakaka	Guyana	P-128/003/02P-60/MP/000/12	100%
Arakaka	Guyana	P-128/004/02P-61/MP/000/12	100%
Arakaka	Guyana	P-109/001/2000P-63/MP/000/12	100%
Arakaka	Guyana	P-8/000/94P-33/MP/000/11	100%
Arakaka	Guyana	P-8/001P-33/MP/001/11	100%
Arakaka	Guyana	P-8/002P-33/MP/002/11	100%
Arakaka	Guyana	P-17/000P-34/MP/000/11	100%
Arakaka	Guyana	P-109/004/2000P-88/MP/003/12	100%
Arakaka	Guyana	P-17/001P-151/MP/000/14	100%
Arakaka	Guyana	P-109/000/2000P-88/MP/000/12	100%
Arakaka	Guyana	P-109/002/2000P-88/MP/001/12	100%
Arakaka	Guyana	P-109/003/2000P-88/MP/002/12	100%
Arakaka	Guyana	P-109/005/2000P-88/MP/004/12	100%
Arakaka	Guyana	P-128/001/02P-149/MP/000/13	100%
Arakaka	Guyana	P-128/002/02P-149/MP/001/13	100%
Arakaka	Guyana	51/2005/235, Dennis #1	100%
Arakaka	Guyana	51/2005/236, Dennis #2	100%
Arakaka	Guyana	51/2005/237, Dennis #3	100%
Arakaka	Guyana	51/2005/238, Dennis #4	100%
Arakaka	Guyana	51/1983/034, Wintime	100%
Arakaka	Guyana	51/1983/035, Intime	100%
Arakaka	Guyana	51/1984/028, Ester aka Esta	100%
Arakaka	Guyana	S-182/MP/000/2014 PPMS/631/07	100%

Tenement Listing (continued)

As at 17 September 2019

Project	Location	Tenement	Interest as at 17 September 2019
Arakaka	Guyana	S-78/MP/000/2012 PPMS/629/07	100%
Arakaka	Guyana	P-9/000, PPMS/76/94	100%
Arakaka	Guyana	P-9/001, PPMS/77/94	100%
Arakaka	Guyana	P-9/002, PPMS/78/94	100%
Arakaka	Guyana	PPMS/76/94 P-39/MP/000/11	100%
Arakaka	Guyana	PPMS/77/94 P-39/MP/001/11	100%
Arakaka	Guyana	PPMS/78/94 P-39/MP/002/11	100%
Arakaka	Guyana	Y-1/MP/000/06, MP 91/2007	100%
Arakaka	Guyana	K-1004/MP/000/2017 MP085/2017	100%
Arakaka	Guyana	K-1004/MP/001/2017 MP086/2017	100%
Arakaka	Guyana	PL 10/2014, GS14: S-62	100%
Arakaka	Guyana	PL 11/2014, GS14: S-63	100%
Arakaka	Guyana	P-175/MP/000/2015	80%[1]
Arakaka	Guyana	P-175/MP/001/2015	80%[1]
Arakaka	Guyana	P-175/MP/002/2015	80%[1]
Arakaka	Guyana	P-184/MP/000/2015	80%[1]
Arakaka	Guyana	PL-09/2011, GS14: B-22	80%[1]
Arakaka	Guyana	PL-10/2011, GS14: B-23	80%[1]
Arakaka	Guyana	P-633/000, PPMS/1190/2015	80%[1]
Arakaka	Guyana	P-633/001, PPMS/1191/2015	80%[1]
Arakaka	Guyana	P-633/002, PPMS/1192/2015	80%[1]
Arakaka	Guyana	P-633/003, PPMS/1193/2015	80%
Arakaka	Guyana	P-633/004, PPMS/1194/2015	80%
Arakaka	Guyana	P-633/005, PPMS/1195/2015	100%
Arakaka	Guyana	P-642/000, PPMS/123/2016	100%
Arakaka	Guyana	51/1989/104	100%
Arakaka	Guyana	51/1989/105	100%
Arakaka	Guyana	51/1989/106	100%
Arakaka	Guyana	53/2011/519	100%
Arakaka	Guyana	53/2011/520	100%
Arakaka	Guyana	53/2011/521	100%
Arakaka	Guyana	51/1983/038	100%
Arakaka	Guyana	51/1984/023	100%
Arakaka	Guyana	51/2010/311	100%
Arakaka	Guyana	51/2010/312	100%
Arakaka	Guyana	51/2010/313	100%
Arakaka	Guyana	51/1979/020 (No. 56812)	100%
Arakaka	Guyana	51/1988/058 (No. 84091)	100%
Arakaka	Guyana	51/1990/025	100%
Arakaka	Guyana	51/1990/026	100%

Tenement Listing (continued)

As at 17 September 2019

Project	Location	Tenement	Interest as at 17 September 2019
Arakaka	Guyana	53/2004/036	100%
Arakaka	Guyana	53/2004/037	100%
Arakaka	Guyana	53/2004/038	100%
Arakaka	Guyana	53/2008/004	100%
Arakaka	Guyana	53/2008/005	100%
Arakaka	Guyana	53/2008/006	100%
Arakaka	Guyana	53/2008/007	100%
Arakaka	Guyana	53/2008/008	100%
Arakaka	Guyana	53/2008/009	100%
Arakaka	Guyana	53/2008/010	100%
Arakaka	Guyana	53/2008/011	100%
Arakaka	Guyana	53/2011/518	100%
Arakaka	Guyana	51/1992/149	100%
Arakaka	Guyana	51/1992/150	100%
Arakaka	Guyana	51/2010/325	100%
Arakaka	Guyana	51/2010/326	100%
Arakaka	Guyana	51/2010/327	100%
Arakaka	Guyana	51/2010/329	100%
Arakaka	Guyana	51/2010/330	100%
Arakaka	Guyana	51/2010/331	100%
Arakaka	Guyana	51/2010/332	100%
Arakaka	Guyana	51/1982/028	100%
Arakaka	Guyana	51/1986/020	100%
Arakaka	Guyana	51/1986/021	100%
Arakaka	Guyana	51/1986/022	100%
Arakaka	Guyana	51/1986/023	100%
Arakaka	Guyana	51/1986/024	100%
Arakaka	Guyana	51/1986/043	100%
Arakaka	Guyana	51/1987/093	100%
Arakaka	Guyana	51/1987/094	100%
Arakaka	Guyana	51/1987/101	100%
Arakaka	Guyana	51/1987/102	100%
Arakaka	Guyana	51/1987/110	100%
Arakaka	Guyana	51/1988/104	100%
Arakaka	Guyana	51/1988/136	100%
Arakaka	Guyana	51/1989/259	100%
Arakaka	Guyana	51/1993/005	100%
Arakaka	Guyana	51/1993/006	100%
Arakaka	Guyana	51/1993/007	100%
Arakaka	Guyana	51/1993/008	100%
Arakaka	Guyana	51/1981/019	100%
Arakaka	Guyana	51/1981/020	100%
Arakaka	Guyana	51/1981/021	100%

Tenement Listing (continued)

As at 17 September 2019

Project	Location	Tenement	Interest as at 17 September 2019
Arakaka	Guyana	51/1981/022	100%
Arakaka	Guyana	51/1981/023	100%
Arakaka	Guyana	PPMS/1068/2002	100%
Arakaka	Guyana	PPMS/1069/2002	100%
Arakaka	Guyana	PPMS/1060/2002	100%
Arakaka	Guyana	PPMS/1062/2002	100%
Arakaka	Guyana	PPMS/1070/2002	100%
Arakaka	Guyana	PPMS/1071/2002	100%
Arakaka	Guyana	J-1007/MP/000/16	100%
Arakaka	Guyana	J-1007/MP/001/16	100%
Arakaka	Guyana	J-1007/MP/002/16	100%
Arakaka	Guyana	J-1007/MP/003/16	100%
Arakaka	Guyana	J-1007/MP/004/16	100%
Arakaka	Guyana	J-1007/MP/005/16	100%
Arakaka	Guyana	J-1007/MP/006/16	100%
Arakaka	Guyana	J-1007/MP/007/16	100%
Arakaka	Guyana	J-1007/MP/008/16	100%
Arakaka	Guyana	51/2004/184	100%
Arakaka	Guyana	51/2005/019	100%
Arakaka	Guyana	51/2004/185	100%
Arakaka	Guyana	51/2005/020	100%
Arakaka	Guyana	51/2002/031	100%
Arakaka	Guyana	51/1994/118	100%
Arakaka	Guyana	51/2002/33	100%
Arakaka	Guyana	51/2002/34	100%
Arakaka	Guyana	51/2002/35	100%
Arakaka	Guyana	51/2002/36	100%
Arakaka	Guyana	51/1994/112	100%
Arakaka	Guyana	51/2002/32	100%
Arakaka	Guyana	51/1994/111	100%
Arakaka	Guyana	51/2001/09	100%
Arakaka	Guyana	51/2005/01	100%
Arakaka	Guyana	51/2005/02	100%
Arakaka	Guyana	51/2005/03	100%
Arakaka	Guyana	51/2005/04	100%
Arakaka	Guyana	51/2005/05	100%
Arakaka	Guyana	51/2005/06	100%
Arakaka	Guyana	51/2005/07	100%
Arakaka	Guyana	Rose 8	100%
Arakaka	Guyana	Rose 9	100%
Arakaka	Guyana	51/2002/27	100%
Arakaka	Guyana	51/1981/022	100%
Arakaka	Guyana	51/1981/023	100%

Tenement Listing (continued)

Mining tenements held at the end of June 2019 quarter (continued)

Project	Location	Tenement	Interest as at 17 September 2019
Ianna	Guyana	B-19/MP/000	100%[2]
Ianna	Guyana	D-15/MP/000	100%[2]
Ianna	Guyana	D-16/MP/000	100%[2]
Ianna	Guyana	R-31/MP/002	100%[2]
Ianna	Guyana	R-31/MP/003	100%[2]
Ianna	Guyana	R-31/MP/004	100%[2]
Ianna	Guyana	R-31/MP/005	100%[2]
Ianna	Guyana	R-31/MP/000	100%[2]
Ianna	Guyana	R-31/MP/001	100%[2]
Ianna	Guyana	J-10/MP/000	100%[2]
Ianna	Guyana	J-14/MP/000	100%[2]
Ianna	Guyana	J-14/MP/001	100%[2]
Ianna	Guyana	J-14/MP/002	100%[2]
Ianna	Guyana	B-19/MP/000	100%[2]
Ianna	Guyana	Baggie	100%[2]
Ianna	Guyana	Owen #1	100%[2]
Ianna	Guyana	Owen	100%[2]
Ianna	Guyana	Emillio	100%[2]
Ianna	Guyana	Anita	100%[2]
Ianna	Guyana	Joy #2	100%[2]
Ianna	Guyana	Joy #3	100%[2]
Ianna	Guyana	Patsy	100%[2]
Ianna	Guyana	Patsy #1	100%[2]
Ianna	Guyana	Karen	100%[2]
Ianna	Guyana	Karen #1	100%[2]
Ianna	Guyana	Sherry	100%[2]
Ianna	Guyana	Sherry #1	100%[2]
Ianna	Guyana	Sherry #2	100%[2]
Ianna	Guyana	Tracy	100%[2]
Ianna	Guyana	Queen	100%[2]
Ianna	Guyana	Queen #1	100%[2]
Ianna	Guyana	Nick	100%[2]
Ianna	Guyana	Nick #1	100%[2]
Ianna	Guyana	Ray	100%[2]
Ianna	Guyana	Ray #1	100%[2]
Ianna	Guyana	Jeff	100%[2]
Ianna	Guyana	Sherry #2	100%[2]
Ianna	Guyana	Tracy	100%[2]
Ianna	Guyana	Queen	100%[2]
Ianna	Guyana	Queen #1	100%[2]
Ianna	Guyana	Nick	100%[2]
Ianna	Guyana	Nick #1	100%[2]
Ianna	Guyana	Ray	100%[2]
Ianna	Guyana	Ray #1	100%[2]
Ianna	Guyana	Jeff	100%[2]
Ianna	Guyana	Sist	100%[3]
Ianna	Guyana	Camy	100%[3]
Ianna	Guyana	Shelda	100%[3]

Tenement Listing (continued)

Project	Location	Tenement	Interest as at 3 September 2019
Ianna	Guyana	Commie #2	100%[3]
Ianna	Guyana	Irean	100%[3]
Ianna	Guyana	Chester #2	100%[3]
Ianna	Guyana	King Ransom #1	100%[3]
Ianna	Guyana	King Ransom #2	100%[3]
Ianna	Guyana	King Ransom #3	100%[3]
Ianna	Guyana	King Ransom #4	100%[3]
Ianna	Guyana	King Ransom #5	100%[3]
Ianna	Guyana	King Ransom #6	100%[3]
Ianna	Guyana	King Ransom #7	100%[3]
Ianna	Guyana	King Ransom #8	100%[3]
Ianna	Guyana	King Ransom #9	100%[3]
Ianna	Guyana	King Ransom 1	100%[3]
Ianna	Guyana	King Ransom 2	100%[3]
Ianna	Guyana	King Ransom 3	100%[3]
Ianna	Guyana	King Ransom 4	100%[3]
Ianna	Guyana	King Ransom 5	100%[3]
Ianna	Guyana	B-505/001	100%[3]
Ianna	Guyana	Yo	100%[3]
Ianna	Guyana	Lyn	100%[3]
Ianna	Guyana	Pam	100%[3]
Ianna	Guyana	Lady Amy1	100%[3]
Ianna	Guyana	Lady Amy2	100%[3]
Ianna	Guyana	Lady Amy3	100%[3]
Ianna	Guyana	Lady Amy4	100%[3]
Ianna	Guyana	Karen #2	100%[3]
Ianna	Guyana	Karen #3	100%[3]
Ianna	Guyana	Karen #4	100%[3]
Ianna	Guyana	Karen #5	100%[3]
Ianna	Guyana	Lady Crystal	100%[3]
Ianna	Guyana	Lady Crystal#1	100%[3]
Ianna	Guyana	Lady Crystal#2	100%[3]
Ianna	Guyana	B-85/MP/000	100%[3]
Tassawini	Guyana	V-04/MP/000, MP 47/98	100%
Tassawini	Guyana	V-5/MP/000, MP 23/01	100%
Tassawini	Guyana	V-5/MP/001, MP 24/01	100%
Tassawini	Guyana	V-5/MP/002, MP 25/01	100%

[1] Interest held subject to Option Agreement announced 5 February 2016.
[2] Exclusive rights to acquire subject to terms of Option & Acquisition Agreement announced 8 November 2016 including option payments and minimum expenditure requirements to maintain option.
[3] Interest held subject to Option Agreements announced 1 September 2017
[4] Interest held subject to Option agreement dated 1 May 2019.

Notes

E:	Exploration License
PL:	Prospecting License
PPMS:	Prospecting License Medium Scale
MP:	Mining Permit