CARAVEL
MINERALS

ANNUAL REPORT 2019

CORPORATE **DIRECTORY**

DIRECTORS & COMPANY SECRETARY

Mr Wayne Trumble
Non-Executive Chairman

Mr Alasdair Cooke
Executive Director

Mr Steve Abbott
Managing Director

Mr Alexander Sundich
Non-Executive Director

Mr Daniel Davis
Company Secretary

REGISTERED & PRINCIPAL OFFICE

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SHARE REGISTER

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Applecross 6153
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SECURITIES EXCHANGE LISTING

Australian Securities Exchange Limited
Home Branch – Perth
Level 40, Central Park
152-158 St George's Terrace
Perth 6000
Western Australia

ASX CODE

CVV
Fully paid ordinary shares

SOLICITORS

Jackson McDonald
17/225 St Georges Terrace,
Perth WA 6000

AUDITOR

BDO Audit (WA) Pty Ltd
38 Station Street
Subiaco 6008
Western Australia

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OVERVIEW

Caravel Minerals Limited (ASX:CVV) is focussed on developing the Caravel Copper Project which is based on an internationally-significant copper deposit, capable of producing high-value, high-quality Australian copper concentrate for export.

The Project is an undeveloped large-scale conventional open-cut mining and processing copper operation, located approximately 150kms north-east of Perth. It is based in a defined Mineral Resource of 1.86Mt (contained copper at a 0.15% Cu cut-off).

The project area is positioned close to key established infrastructure including roads, ports, power and service centre towns. This, combined with its potential scale as a long-life producer of copper, means the Caravel Copper Project is emerging as a highly executable project for development. Its Western Australian location also offers the strong potential for investment returns derived from low jurisdiction risk and market significance.

This year, the Company completed a comprehensive scoping study feasibility work program, advancing the project towards completion of a Pre-feasibility Study.

The program, reported in the May 2019 Scoping Study report, delivered a 32% resource increase (contained copper at 0.15% Cu cut-off), scenario-based mining and mine optimisation studies, highly favourable assessments of metallurgical recovery and concentrate quality. The potential for simple processing using a standard crush, grind, flotation flowsheet and very positive assessments of infrastructure and other requirements for project delivery was also reported.

The Company continues to progress feasibility studies to create further value in the Caravel Copper Project as a long-life, low-cost copper operation able to generate substantial value for all stakeholders.

Excellent resource growth potential exists within Caravel Mineral's exploration acreage consisting of 9 exploration licences (ELs) covering 379km2 of a porphyry copper mineralised corridor.

2019 HIGHLIGHTS

Extensive program of feasibility study work completed and released including:

- New geological resource modelling
- Metallurgical test work
- Mining and processing studies
- Infrastructure assessments
- Groundwater investigations
- Tenure, social and environmental studies

Completion of core drilling program
and resource modelling of higher-grade ore zones at Bindi and Dasher

Major revision of the structural geology model for Bindi
tested with RC drilling intersecting significant mineralisation below the previous resource

32% increase in Mineral Resources
to 1.86Mt of contained copper (at 0.15% cut off), ranking Caravel as the largest copper resource in Western Australia

Very clean project copper concentrate with low levels of impurities
based on initial testing and analysis

Baseline environmental studies commenced

Stakeholder and community engagement with a wide range of groups

Drilling intersected mineralised gneiss in the Dasher footwall which may add significant additional resources

Exploration of Bindi east and west limbs remain open to the south and at depth,
with further drilling expected to provide additional mineable resources

Successful raising of $1.5M
(after costs) of a partially underwritten, non-renounceable rights issue

MANAGING DIRECTOR'S **REPORT**

I am pleased to present this report which details the company's pursuit of its extensive copper resources in Western Australia.

In April, the company announced the 32% increase in Mineral Resources to 1.86Mt of contained copper (at 0.15% cut off), which became the basis of the high-quality Scoping Study work reported in May.

Among the Scoping Study's highlights were results of metallurgical test work which confirmed very high rougher recoveries of over 95% to produce copper concentrate (at around 25% Cu). Further analysis has also demonstrated very low impurities which would make Caravel's product highly marketable to copper smelters, particularly with tighter environmental regulations and/or those that require blending to treat complex concentrates.

Lowest cost mineral processing methods are determined by the mineralogy characteristics of the ore bodies. The Caravel Copper Project's mineralogical characteristics have been shown to be highly favourable to metallurgical recovery and the potential for the production of high-quality concentrates from standard comminution and flotation flowsheets.

A number of other studies into mining, environmental, infrastructure, transport, social and financial issues continue to add value and de-risk the project.

There is now greater recognition of the project as a result of the technical work program and the confirmation of the resource as an internationally significant copper deposit able to contribute to growing copper consumption globally and I wish to thank the suppliers, contractors and consultants who assisted the Caravel Minerals team to deliver high-quality, technically robust work throughout the year.

The management team continues to progress discussions with investors to advance the project to the next stage. With a number of key work areas already completed to pre-feasibility levels, Caravel aims to focus on a number of value-adding opportunities over the next few months to move towards a definitive feasibility study as quickly as possible.

To fund the new work programs the Company is actively seeking strategic partnerships while continuing to build value for the company.

I would like to thank all of our stakeholders who are working toward making the Caravel Copper Project a success, including our staff, contractors, suppliers, advisors, shareholders and the local community members and farmers of the area.

I look forward to leading the company in 2020 and providing updates as we progress the Caravel Copper Project and Company.

Steve Abbott
Managing Director

REPORT ON **ACTIVITIES**

Financial Overview

During the year ended 30 June 2019, Caravel raised a total of $2.73m (after costs) by the issue of 63.7m shares increasing the number of shares on issue from 120.6m to 184.3m.

The net loss for the year was $3.2m and at 30 June 2019, the Company had net current assets of $0.44m.

Subsequent to year end, Caravel raised $0.53m by the issue of 13,252,896 shares in a pro rata rights issue to fund the ongoing work programme.

Exploration

Field work has focused on the Bindi and Dasher prospects with drilling programs undertaken at both during the year. Caravel reviewed the mineralisation potential of all the exploration licences it holds to ensure the most effective use of resources.

Seven diamond drill holes (1,098.2m) were completed at the Bindi and Dasher prospects during the year. The diamond core holes targeted zones of better mineralisation in order to improve the companies understanding of controls on mineralisation. Structural geological information from the diamond core holes allowed Caravel to significantly revise the interpretation of the Bindi deposit, the revised interpretation was used in the new resource estimate. Geotechnical logging of the diamond core has provided the information used to determine preliminary pit wall slopes in the updated pit optimisations. Core material from the diamond drill holes was used in metallurgical investigations of copper recoveries and concentrate properties.

Seven reverse circulation (RC) drill holes (1,601m) were completed at the Bindi prospect during the year. RC drilling tested the revised structural model for Bindi mineralisation focussing on the hinge and Bindi East areas. The drilling confirmed the overturned east verging antiformal fold in the mineralised high strain zone at Bindi replacing the broad open antiform fold interpreted previously. The RC holes identified depth extensions to the east limb mineralisation and closer spaced drilling better defined the north plunging hinge zone.

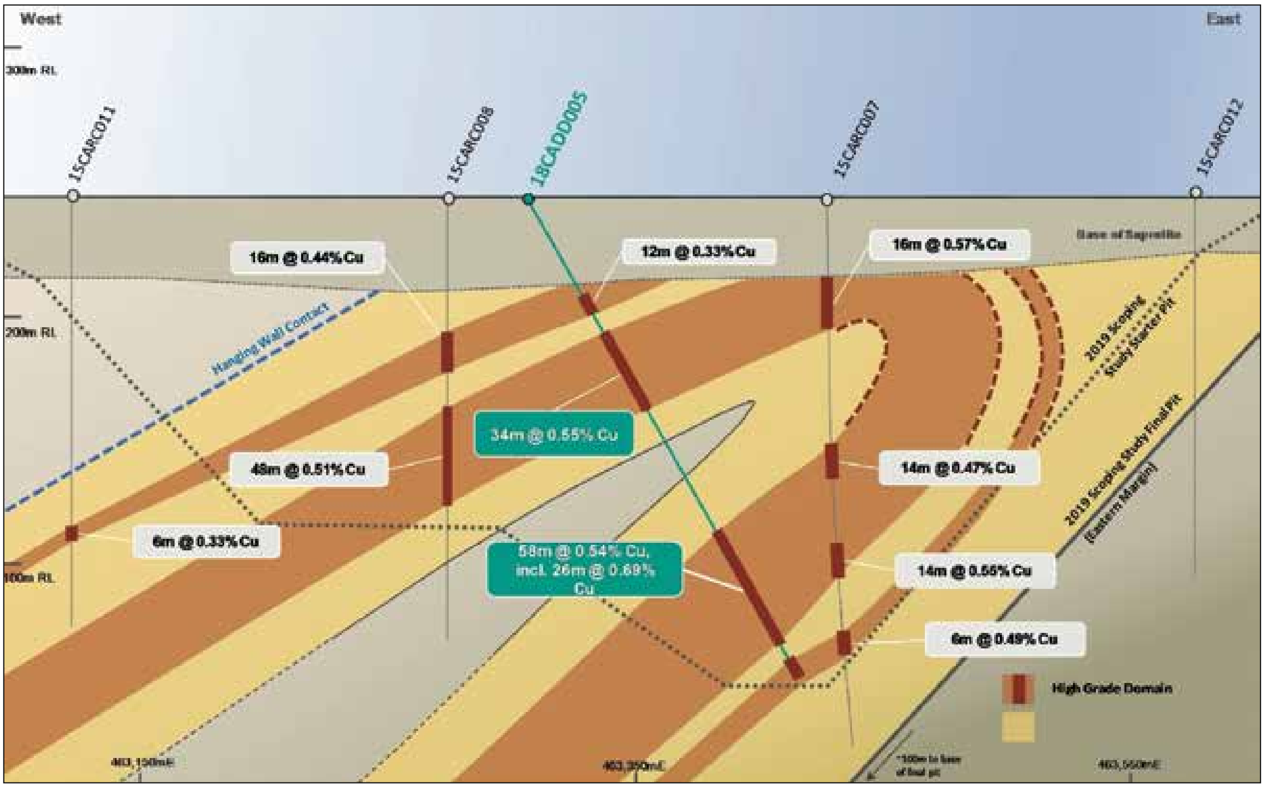


Figure 1: *Bindi section 6,574,300N showing 18CADD005 and the revised overturned east verging antiformal fold interpretation.*

Resource

The Mineral Resource incorporates over 10 years of drilling data acquired through exploration campaigns completed by Caravel from 2009 to January 2019.

In April 2019, the Company announced a 32% increase (by contained copper at 0.15% Cu cut-off) to the previous Mineral Resource reported in 2016. The Caravel Copper Project Mineral Resource (at a 0.15% cut-off) now totals 662 million tonnes at 0.28% Cu, for 1.86 million tonnes of contained Cu (see Table 1). The new Mineral Resource was the basis of the Scoping Study issued in May 2019.

The combined reporting of Caravel's three existing deposits at Bindi, Dasher and Opie, at cut-off grades ranging from 0.15 – 0.30% Cu, is included in Table 2 and the Tonnage/Grade curve in Figure 2. These tonnages and grades are consistent with similar deposit types elsewhere in the world.

Table 1: Caravel Copper Project Mineral Resource

Caravel Copper Project[1] Mineral Resource (using 0.15% Cu cut-off).

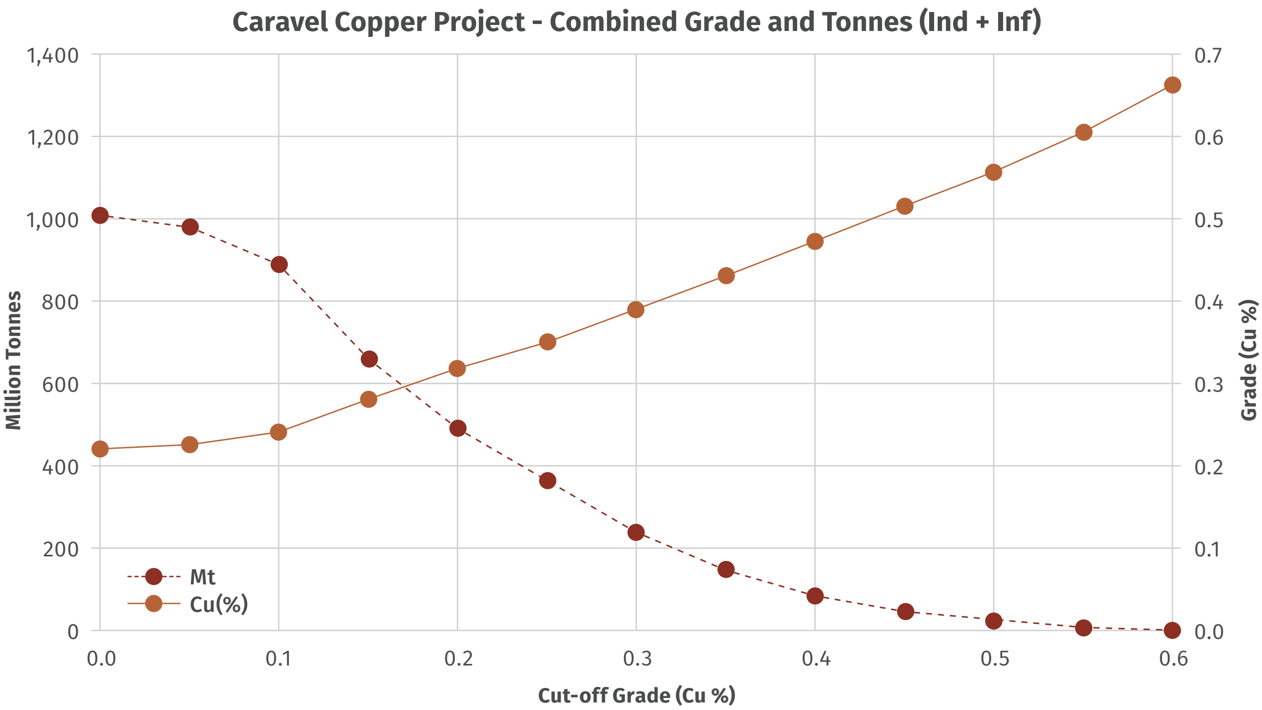
CATEGORY	Mt	Cu (%)	Mo (ppm)	Cu (T)
Measured	-	-	-	-
Indicated	393.4	0.29	57	1,128,800
Inferred	268.6	0.27	52	734,000
Total	**661.9**	**0.28**	**55**	**1,862,800**

Note – appropriate rounding applied

Caravel Copper Project[1] Combined Mineral Resource at Various Cu Cut-off Grades.

Cu Cut-Off (%)	Mt	Cu (%)	Mo (ppm)	Cu (T)
0.15	661.9	0.28	55	1,862,800
0.20	488.5	0.32	63	1,563,600
0.25	372.1	0.35	69	1,301,600
0.30	248.5	0.39	77	962,200

Note – appropriate rounding applied
[1] Caravel Copper Project combines Bindi, Dasher and Opie deposits.



Note – combines Bindi, Dasher and Opie deposits.

***Figure 2:** Caravel Copper Project – Combined Grade and Tonnes (Ind +Inf)*

***Previously Reported Information:** This information relates to the Caravel Copper Project Mineral Resource which was prepared in accordance with the requirements of the JORC Code (2012). This information was included in the Company's previous announcement as follows: ASX announcement dated 29 April 2019 Caravel Copper Resource and Project Update or see www.caravelminerals.com.au*

The information in this report that relates to Mineral Resources for the Bindi and Dasher deposits is based on and fairly represents information compiled by Mr Lauritz Barnes, (Consultant with Trepanier Pty Ltd). Mr Barnes is a shareholder of Caravel Minerals. Mr Barnes is a member of both the Australasian Institute of Mining and Metallurgy and the Australasian Institute of Geoscientists. Mr Barnes has sufficient experience of relevance to the styles of mineralisation and types of deposits under consideration, and to the activities undertaken to qualify as Competent Persons as defined in the 2012 Edition of the Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Barnes consents to the inclusion in this report of the matters based on information in the form and context in which they appear.

Resource Growth Potential

Caravel has defined a large Mineral Resource base that underpins the May 2019 Scoping Study and will be the basis for future feasibility studies. Potential exists to define further resources through extensional drilling at the currently defined deposits, as well as at several other prospects within the Company's tenement holding.

A 2019 reverse circulation (RC) drill hole targeting down-dip extensions at Bindi East intersected over 200m of copper mineralisation. Drilled to a vertical depth of 290m, 19CARC004 intersected 202m @ 0.31% Cu and showed increasing copper grades at depth (see Figure 3). In addition, the Bindi East and West limbs both remain open to the south and at depth. The Company believes that there is a high probability that further drilling would identify additional mineable resources at Bindi.

At Dasher, copper mineralisation was previously thought to have been truncated to the west by younger granites, however diamond core hole 18CADD003 intersected mineralised gneiss in the footwall (see Figure 4). If confirmed with additional drilling, this footwall zone may add significant additional resources to Dasher. Further drilling may also allow for delineation of Mineral Resources at the advanced Ninan prospect (located 5km northeast of Bindi, 80% owned by Caravel) where previous drilling intersected 52m @ 0.51% Cu, 41m @ 0.54% Cu and 126m @ 0.26% Cu and 0.18 g/t Au.

In addition, the Company has identified several prospects including Kurrali, Dasher East and Opie West (see Figure 5), where previous drilling has intersected significant copper mineralisation and further drilling may lead to the delineation of Mineral Resources.

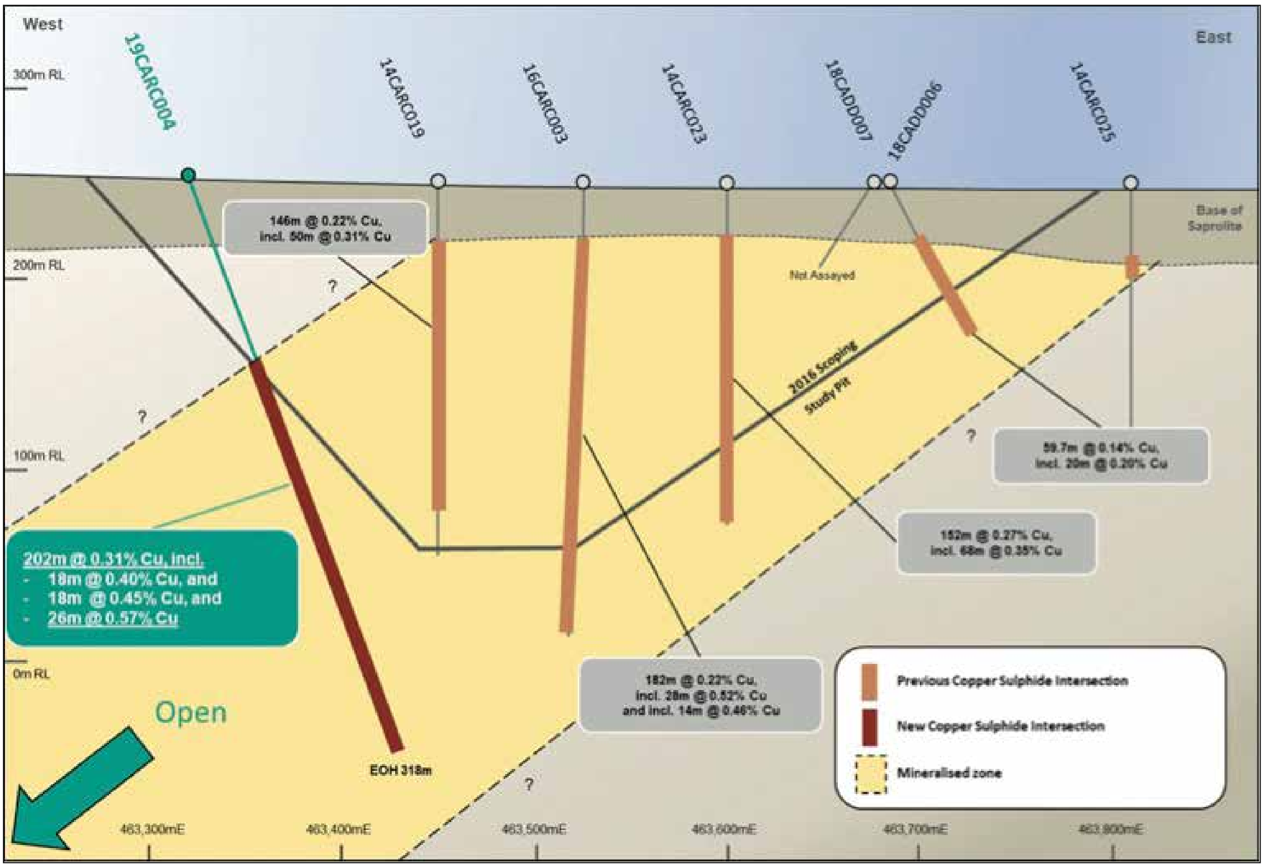


Figure 3: *Bindi Section 6,573,700N showing 19CARC004 and the broad mineralisation intersected.*

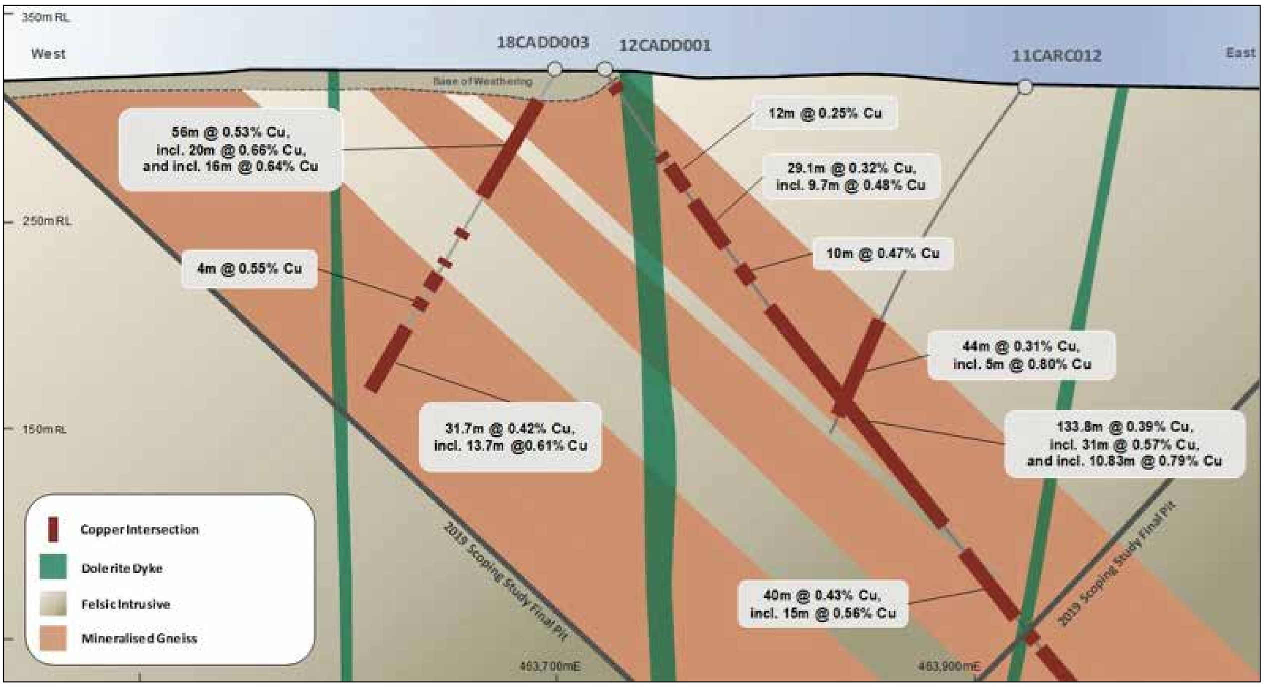
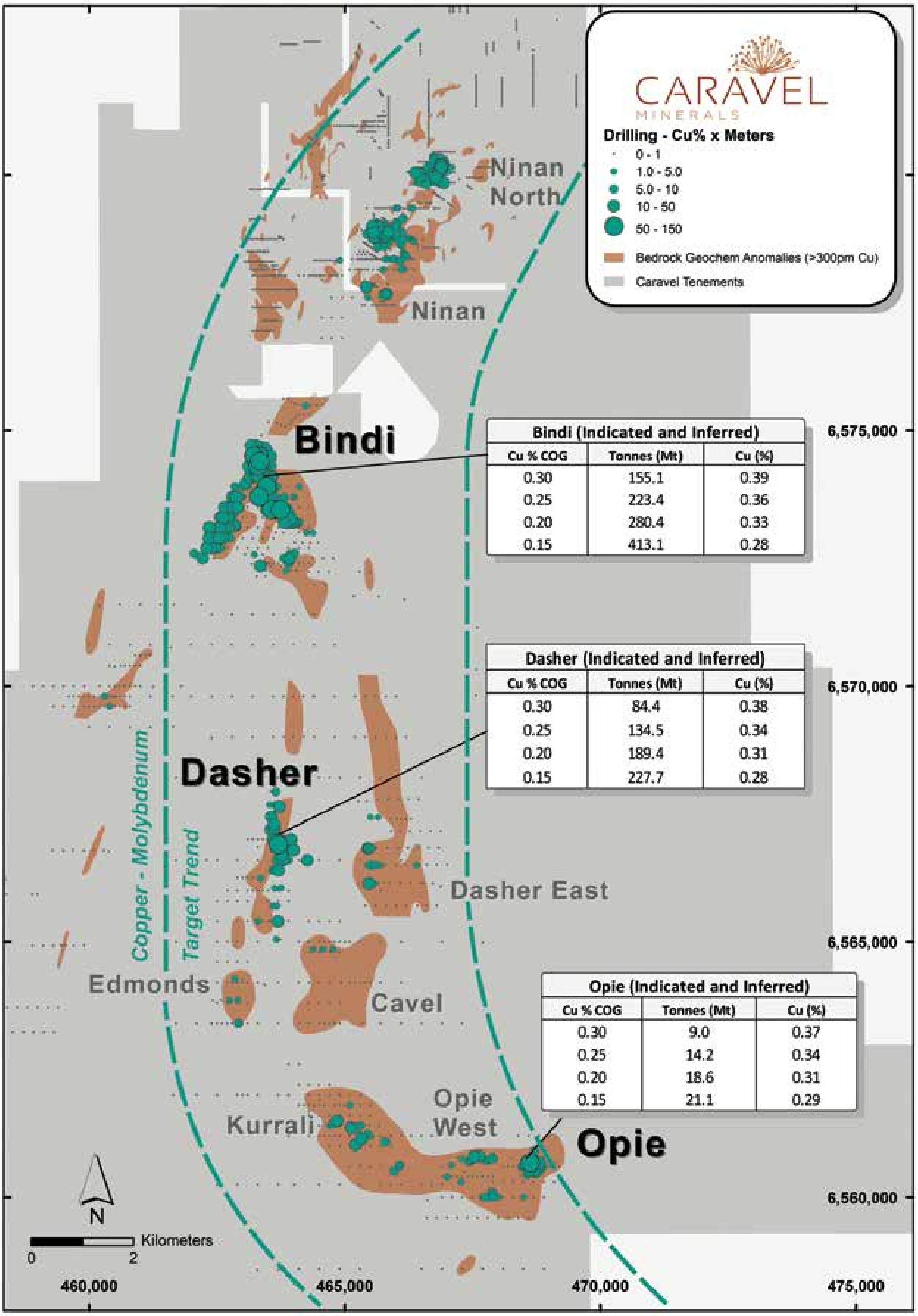


Figure 4: *Dasher section 6,566,900 showing 18CADD003 and the footwall mineralisation*

[1] *See ASX announcement 20 February 2019*
[2] *See ASX announcement 14 January 2019*
[3] *See ASX announcement 9 April 2015*



Bindi (Indicated and Inferred)		
Cu % COG	Tonnes (Mt)	Cu (%)
0.30	155.1	0.39
0.25	223.4	0.36
0.20	280.4	0.33
0.15	413.1	0.28

Dasher (Indicated and Inferred)		
Cu % COG	Tonnes (Mt)	Cu (%)
0.30	84.4	0.38
0.25	134.5	0.34
0.20	189.4	0.31
0.15	227.7	0.28

Opie (Indicated and Inferred)		
Cu % COG	Tonnes (Mt)	Cu (%)
0.30	9.0	0.37
0.25	14.2	0.34
0.20	18.6	0.31
0.15	21.1	0.29

***Figure 5:** Caravel Copper Project Resources and prospects with drilling (Cu% x m = aggregate of intervals >0.15% Cu, max 4m internal waste) and bedrock geochemical anomalies (>300ppm Cu)*

Geotechnical Investigation

Mine designs maximising financial returns have commenced incorporating geotechnical investigation studies completed during the year. Geotechnical studies concluded that the Project area's fresh rock exhibits good to very good geotechnical characteristics with pit walls between 49 – 55 degrees recommended (Table 2) which strongly support good technical and operational potential.

Table 2: Preliminary Pit Slope Angles

Weathering Profile	Inter Ramp Slope Angle Bindi	Inter Ramp Slope Angle Dasher
Highly Weathered	34 - 35	33
Transitional	43 - 43	44
Fresh	49 - 55	55

Mining Parameters and Pit Optimisation

The Company's ability to raise further finance is contingent on mining studies assessing models that underpin production projections.

During the year, Orelogy Pty Ltd (Orelogy) completed mining studies on the Bindi and Dasher deposits for the Scoping Study which assumed traditional open-pit mining with all mining activities to be performed by a mining contractor. Another key finding was that an owner-operator model using the latest technology has potential to deliver significant cost savings and will be evaluated further.

To determine the most appropriate bench height, block size and loading equipment, a trade-off study was also completed by Orelogy.

Pit optimisations were carried out to identify and quantify potential mining inventories within optimal pit shells. The open pit optimisation was undertaken utilizing Dassault Systèmes Australia (Geovia) Whittle™ software, which generates a series of nested pit shells using "Revenue Factors" based on a set of financial and other parameters such as costs and metal prices.

The aim of the mine production scheduling was to generate a practical, realistically achievable schedule which maximises value within the applied constraints that:

- Meets mill feed requirements.
- Includes ramp-up considerations for mine operations as well as the processing plant.
- Avoids excessive and unachievable vertical advance rates.

Strategic scheduling and cut-off grade optimisation were undertaken using the Maptek EVOLUTION™ – STRATEGY (EVO-STRAT) tool, which uses algorithms to determine the highest value. To maximise value, scheduling allowed for lower grade ore to be stockpiled so that higher grade ore with higher values can be treated sooner.

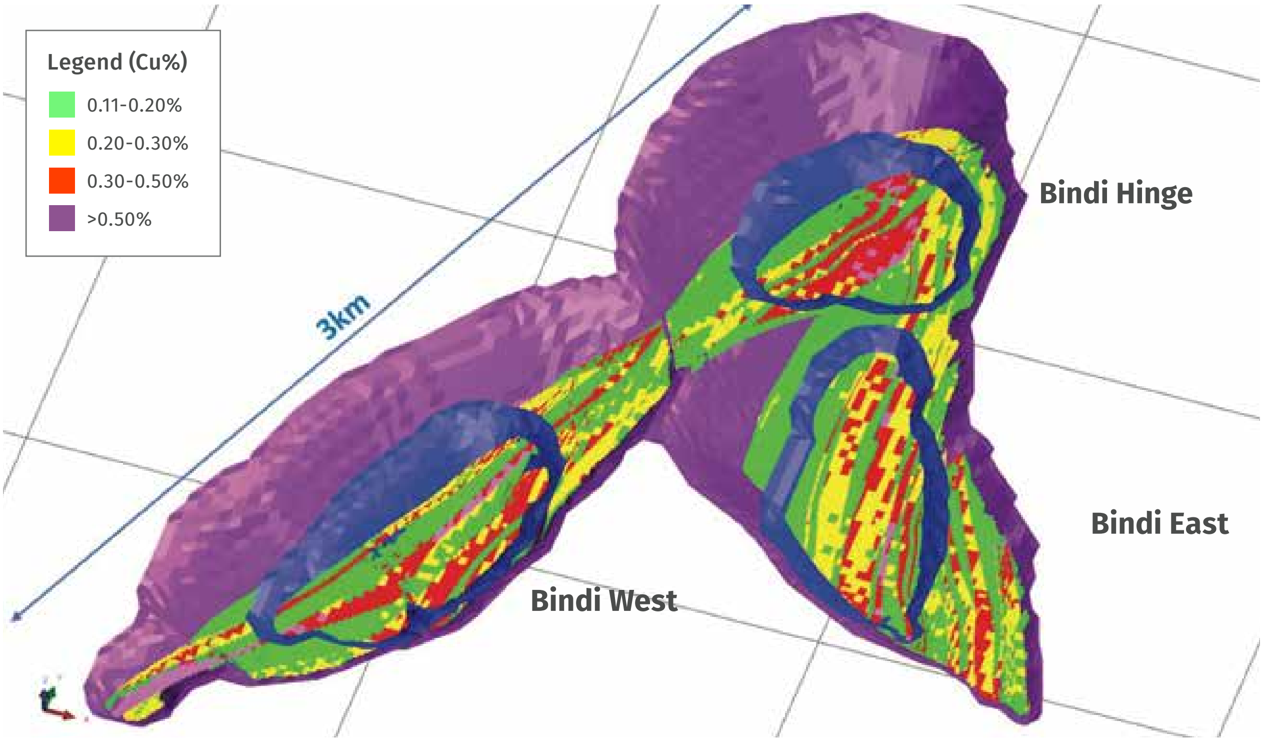


Figure 6: *Bindi Deposit optimised starter pit shells (blue) and final pit shell (purple)*

Metallurgy

Samples taken from diamond core drilling completed during the year at Bindi and Dasher confirmed copper mineralisation at the Caravel Copper Project is almost entirely course grained chalcopyrite and pyrrhotite. Molybdenite is also coarse grained and separate from other sulphides. The gangue is dominantly silicates (quartz, feldspar, epidote, chlorite, garnet, biotite, sillimanite) with minor magnetite. As with the sulphides, the granulite facies metamorphic overprint gives a dominantly coarse-grained texture.

These mineralogical characteristics are believed to be highly favourable for metallurgical recovery, and the potential for the production of high-quality concentrates from standard flotation flowsheets [1].

Comminution

Bond work index and SMC (comminution) testing was completed on a number of composited samples in the 2019 year. Table 3 summarises the results.

The rock testing data shows the ore to be generally both competent and hard, though within normal range for comparable deposits. The relatively low UCS levels and high spread of results within the impact tests may indicate the presence of planes of weakness in the rock at a coarser size relative to harder competent ore at finer particle sizes.

[1] *See ASX announcements 18 February 2019 and 29 April 2019*

Table 3: Rock Breakage Functions

		BOND				SMC								
Test	**USC**	**Impact**	**Rod**	**Ball**	**Abrasive Index**	**Dwi**	**Mia**	**Mih**	**Mic**	**A**	**b**	**Axb**	**ta**	**SCSE**
Unit	MPA	kWh/t	kWh/t	kWh/t		kWh/m³	kWh/t	kWh/t	kWh/t					kWh/t
Data Points	6.0	30.0	4.0	7.0	6.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0
Max	132	12.9	15.0	19.8	0.3	7.2	20.6	15.4	8.0	100.0	0.6	51.2	0.5	10.0
Min	60	3.6	13.3	15.7	0.2	5.3	16.0	11.3	5.8	79.3	0.4	37.2	0.4	8.9
Avg	109	6.4	13.9	18.4	0.3	6.31	18.4	13.5	7.0	89.4	0.5	43.9	0.4	9.6

Flotation

The majority of flotation testwork carried out during 2019 was on two master composite samples from holes 18CADD001 and 18CADD002 along with some individual sample testing for variability. The samples, at head grades between 0.28 – 0.51% copper, have been subjected to several rougher and preliminary cleaner flotation tests utilising different reagent regimes and grind sizes (106μm and 150μm) at the ALS Metallurgy laboratory in Perth, Western Australia[1].

Rougher recoveries varied between 90% to 99% with the average of 95.5%. These recoveries exceeded the previous test results carried out on RC samples as part of the 2016 Calingiri Project Scoping Study which were around 92%.

The majority of the recent tests were carried out at a grind size of 106μm, although those carried out at 150μm continued to show high recoveries, averaging 95.8% (versus 96.6% for 106μm). This data indicates that a coarse rougher grind may be possible (Figure 7).

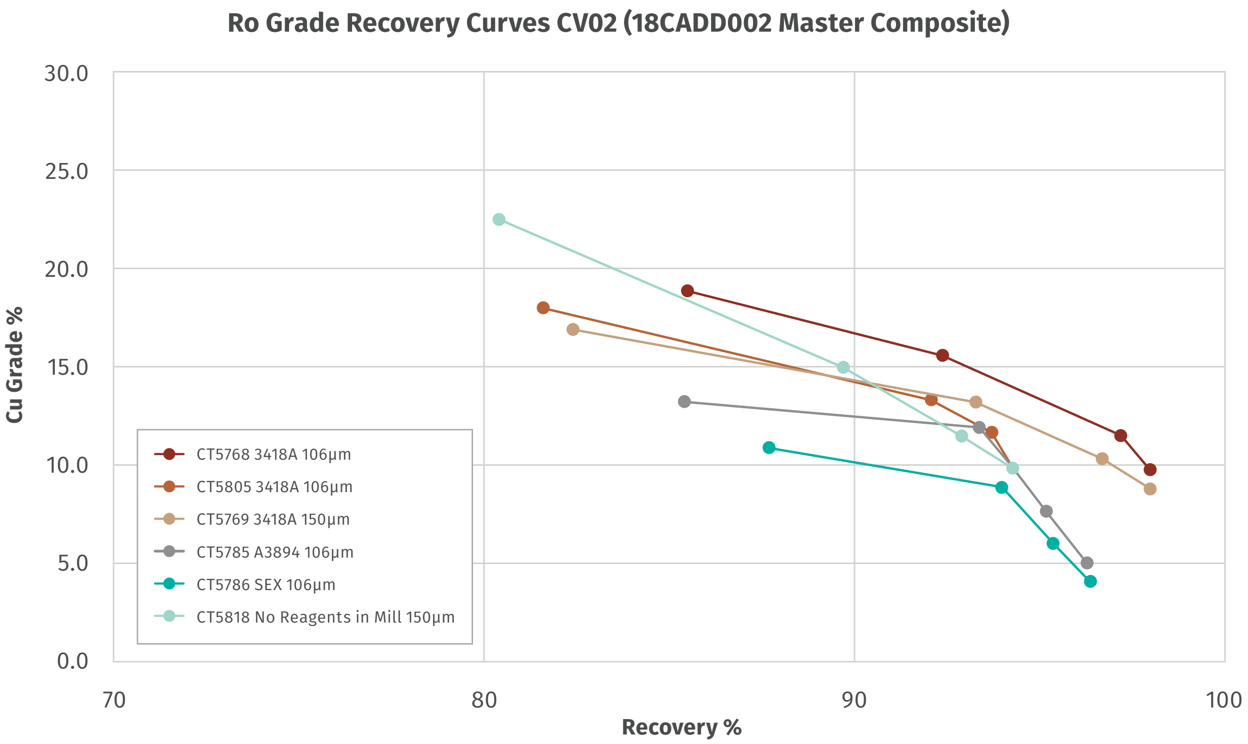


Figure 7: *: Example of rougher recoveries from CV02 Master Composite*

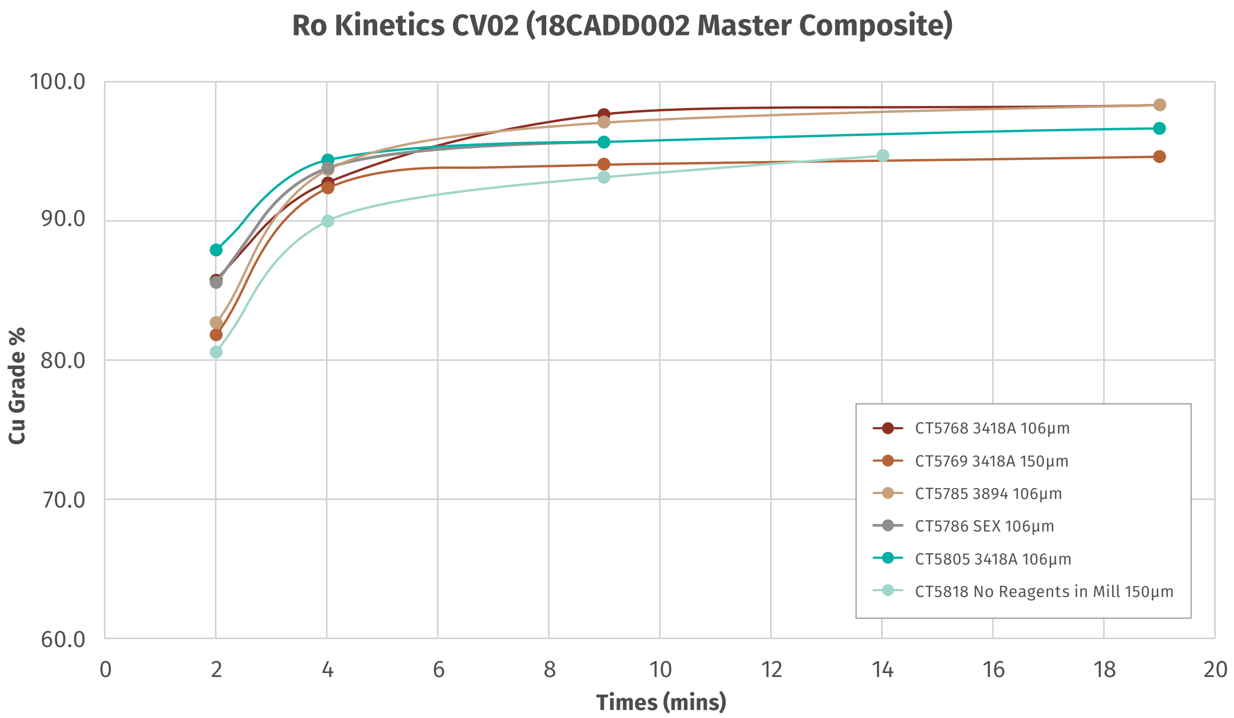


Figure 8: *: Example of rougher kinetics from CV02 Master Composite*

Initial analysis on a composite sample from a three stage molybdenum flotation circuit indicates that a separate molybdenum concentrate grading ~46% Mo could be produced at a recovery of ~71%.

Mineral Processing

Caravel Copper Project process design was undertaken by MSP Engineering, which specialises in the evaluation, engineering design, project management and construction of mineral processing facilities and infrastructure.

MSP Engineering completed a process optimisation study in late 2018/early 2019 to determine the optimum process route to treat the Project's ore. The study resulted in a standard crush, grind, flotation flowsheet for the production of copper concentrate for export.

Primary Crushing

A gyratory crusher will be utilised for primary crushing. Ore will be direct dumped from the mine by haul trucks or by front end loader into a feed pocket and crushed in the gyratory crusher. Crushed ore will be extracted by apron feeder and discharged to the crushed ore stockpile via the crusher discharge conveyor.

Secondary Crushing

Ore from the crushed ore stockpile will be conveyed to two secondary screens. The oversize from the screens will be sent to cone crushers in closed circuit with the screens. The undersize from the screens will be conveyed to the feed bin for the high pressure grinding roll.

High Pressure Grinding Roll (HPGR)

The HPGR will be in closed circuit with flake breakage and wet screening to prepare a product to feed a ball mill. Undersize from the screens will be fed to the ball mill cyclone cluster.

Grinding

A ball mill in closed circuit with a cyclone cluster will grind the ore in preparation for feed to the flotation circuit.

Flotation

Cyclone overflow from the ball mill will report to a conventional copper flotation circuit consisting of roughing, regrind and three stages of cleaning with scavenging. Tailings from the flotation circuit will be pumped to the tailings thickener.

Concentrate Handling

Sulphide flotation concentrate will be pumped to the concentrate thickener where the thickened underflow will report to an agitated concentrate filter feed tank. Plate pressure filters will filter the concentrate on a batch basis to a moisture content of 10%. Filter cake will discharge to a conveyor and then be transferred to the concentrate storage shed.

Molybdenum (Moly) Recovery

Initial test work has indicated that a separate, small flotation circuit consisting of roughers, scavengers and cleaning stages would treat the Cu/Mo concentrate to produce a clean Mo concentrate. The Mo flotation tails would be the final Cu concentrate.

Tailings Disposal

Caravel undertook more detailed investigations into tailings disposal storage methods and locations. The study produced preferred options for tailings disposal and storage, which will be further modelled in future feasibility studies.

Initial Copper Concentrate Analyses

During the year, Caravel Minerals completed initial copper concentrate analyses on composite samples from the Caravel Copper Project. The results demonstrate a very clean copper concentrate product with low levels of impurities.

As smelting capacity increases globally, smelters are increasingly seeking clean concentrate to blend with complex concentrates (concentrates containing impurities above threshold levels). Based on the level of impurities of the Caravel concentrate, the Project's concentrate is likely to be a sought-after product by copper smelters.

Initial copper concentrate analyses are provided in Table 4.

[1] *This information was prepared in accordance with the requirements of the JORC Code (2012) and included in the Company's AS announcement "Caravel Copper Project Initial Copper Concentrate Analyses" dated 18 June 2019 which can be found at www.caravelminerals.com.au*

Table 4: Copper Concentrate Analyses Results

Element	Caravel Concentrate[1]
Cu (%)	~25%
Ag (ppm)	118
Au (ppm)	~2
As (%)	<0.01
Bi (%)	0.01
Cd (ppm)	<5
Cl (%)	<0.01
F (ppm)	200
Fe (%)	26.5
Hg (ppm)	0.5
Pb (%)	<0.01
S (%)	29.3
Sb (ppm)	0.70
Se (ppm)	40.0
Zn (%)	0.20

Transport

A transport study was carried out by Qube Bulk looking at various options to transport concentrate from site to a suitable export port and on to a ship. The study concluded that the export through Geraldton or Bunbury were both viable options by trucking from site utilising the Rotabox system to handle and store the product into the vessel hold.

Water

Potential water sources were investigated by the study team during 2019 through desktop reviews and initial consultations.

These included reviews of paleochannels that extend through the Wheatbelt that may be capable of contributing a significant volume of water to the Project. Modelling and field work are planned to evaluate the long-term sustainability of water supply from the channels.

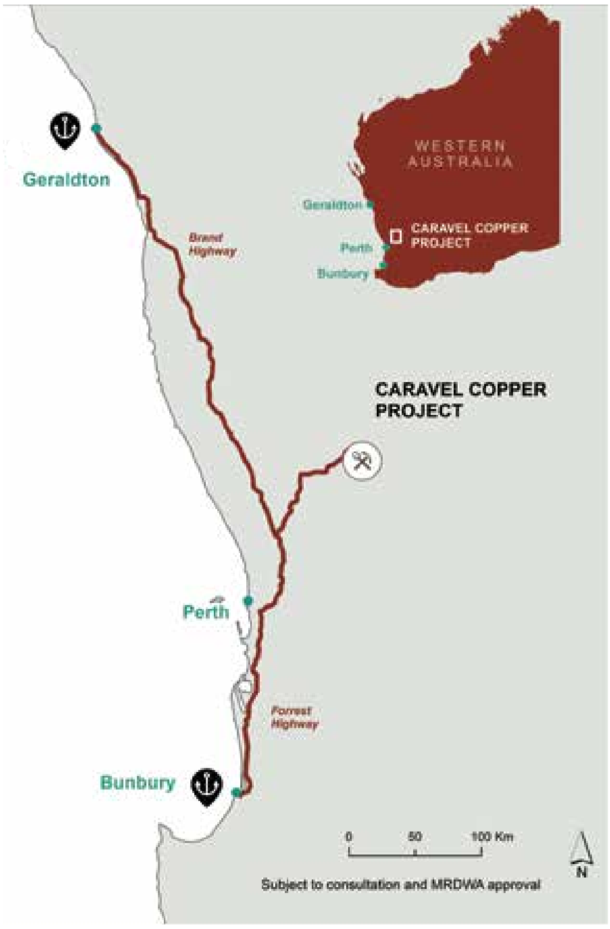


Figure 9. *Project location near existing public roads and potential export ports*

Image courtesy of **www.wongantourism.com.au**

Environment and Approvals

Baseline environmental survey work commenced in September 2018 to obtain data to a standard for use in future or potential environmental impact assessments (EIA). Early completion of surveys allows project design to protect and plan for improvement of environmental values and the timely preparation of required documentation for future approvals processes.

Stakeholders and Social Sustainability

Caravel Minerals has met with and briefed government, non-government and community stakeholders - including landholders, regulators, state government agencies, local government organisations, elected representatives, local residents and business owners, industry professionals and consultants.

Caravel Minerals continues to consult widely with key stakeholders regarding the stage and definition of the project.

Investors and Strategic Funding

Following the release of the Scoping Study, the forward work program involves completion of a Pre-feasibility Study (PFS) and Definitive Feasibility Study (DFS). Subject to funding, these may commence in conjunction with advancing several opportunities to enhance financial metrics of the Project.

Completion of a PFS is expected to take approximately 6 months and a DFS including permitting is expected to take a further 18-24 months. The targeted timeframe to reach a decision to mine is late-2021.

Project execution is contingent on securing funding that maximises the benefits to all shareholders. The financing strategies would include consideration of a range of factors including:

- Securing a fully funded solution.
- Minimising potential dilution to existing Caravel Minerals shareholders.
- Obtaining flexible funding solutions to ensure the continuation of exploration activities and capturing potential development opportunities.

A primary aim of the work undertaken in the last 12 months has been to demonstrate that the Caravel Copper Project has positive economics and strong potential to become a large-scale, long-life, low to mid-cost producer.

CARAVEL
MINERALS

FINANCIAL REPORT
30 JUNE 2019

Directors' Report
30 June 2019

The Directors of Caravel Minerals Limited (the "company" or "Caravel") present their report on the consolidated entity (the "group") consisting of Caravel Minerals Limited and its subsidiaries for the year ended 30 June 2019.

DIRECTORS

QUALIFICATIONS, EXPERIENCE AND SPECIAL RESPONSIBILITIES OF DIRECTORS

Wayne Trumble - Chairman
Mr Trumble is a senior executive with 35 years of specific industry expertise in mining, electricity, investment and construction. Mr Trumble is currently employed as energy manager for Newmont Mining energy subsidiary Newmont Power Pty Ltd managing the supply of energy to the KCGM mining operations in Kalgoorlie.

For the twelve years to 2013, Mr Trumble was the Executive General Manager of Griffin Power Pty Ltd, reporting to he Board of the Griffin Group, where he led Griffin's move from fuel supplier to electricity generator. Mr Trumble led the team responsible for preparation of strategy and the development, execution and operation of Griffin's $1.2 billion Bluewaters coal fired project, providing 436 MW of base load power in Western Australia.

Other current directorships
None

Special responsibilities
Chairman

Former directorships in the last three years
African Energy Resources Ltd
Molopo Energy Limited
Clean Energy Investment Holdings
Energy Made Clean Pty Ltd

Interests in shares and options
500,000 options

Stephen Abbott - Managing Director (appointed 28 May 2019)
A highly regarded mining executive with more than 24 years' experience in senior international and resource sector roles. Mr Abbott has proven technical and management experience at senior levels across exploration, mining, processing, metallurgy, maintenance, smelting, refining, infrastructure, approvals and stakeholder engagement.
Prior to Caravel, Mr Abbott worked as General Manager Iron Ore and Industrial Minerals for BC Iron and General Manager Business Development for Gindalbie Minerals.

Earlier in his career, Mr Abbott spent eight years at Western Mining Corporation where he held various mechanical engineer and metallurgist roles culminating in a period as smelter superintendent at Olympic Dam.
Mr Abbott holds a Bachelor of Engineering from Curtin University of Technology as well as a Post Graduate Diploma in Metallurgy and he attained an MBA from La Trobe University. He completed a diploma at Australian Institute of Company Directors.

Other current directorships
Nil

Special responsibilities
Managing Director

Former directorships in the last three years
None

Interests in shares and options
457,144 shares
8,000,000 options

Alasdair Cooke - Executive Director
Alasdair Cooke has over 30-years experience in the mining industry with over 15 years managing public resource companies. Alasdair is a qualified geologist with a track record of successful exploration and project development. He is a founding partner of Perth-based investment and technical services company Mitchell River Group (MRG). MRG has established a number of successful mining projects including greenfield mines in Australia, Africa and South America. Mr Cooke is also the Chairman of African Energy Resources and a Director of EVE Investments and Anova Metals.

Other current directorships
EVE Investments Limited
Anova Metals Limited
African Energy Resources Ltd

Special responsibilities
Executive Director

Former directorships in the last three years
None

Interests in shares and options
18,767,581 shares
2,000,000 options

Directors' Report
30 June 2019

Alexander Sundich - Non-Executive Director
Alex Sundich has over 30-years experience in the financial services industry and has been an independent corporate advisor and company director since 2008, focusing on clients in the mining industry.

Other current directorships
Petrel Energy Limited - Chairman
Ellex Medical Limited

Special responsibilities
Nil

Former directorships in the last three years
Burleson Energy Limited
Cleveland Mining Limited

Interests in shares and options
1,044,900 shares
500,000 options

Daniel Davis – CFO and Company Secretary
Daniel is a qualified accountant who has fifteen years-experience in senior accounting and corporate roles for resources businesses in all stages from exploration to development, construction and mining. He has been company secretary of ASX-listed companies African Energy Resources, Albidon and Energy Ventures (now EVE Investments) in the past ten years.

Principal Activities

The principal activities of the group during the financial year were the exploration of mineral tenements in Western Australia ("WA").

Dividends

No dividends have been declared, provided for or paid in respect of the year ended 30 June 2019 (30 June 2018: nil)

Corporate and Financial Position

In August 2018, Caravel completed a partially underwritten rights issue raising $1.51M (after costs).

In February 2019, Caravel completed a rights issue and subsequent share placement for shortfall over-subscriptions to raise $1.22M (after costs).

The group's net loss from operations for the year was $3,211,611 (2018: $2,483,941).

At 30 June 2019, the group had net current assets of $398,496 (2018: $347,894). Subsequent to year end, Caravel raised $530,116 by the issue of 13,252,896 shares in a pro rata rights issue. The Directors believe there are sufficient funds to meet the Group's working capital requirements and as at the date of this report the Group believes it can meet all liabilities as and when they fall due.

This report is prepared on the going concern basis which assumes the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The Directors have reviewed the business outlook and the assets and liabilities of the Group and are of the opinion that the going concern basis of accounting is appropriate as they believe the Group will continue to be successful in securing additional funds through equity issues as and when the need to raise funds arises.

Business Strategies and Prospects

The group currently has the following business strategies and prospects over the medium to long term:

(i) Seek to maximise the value of the group through successful exploration activities;
(ii) Develop the Caravel Copper Project
(iii) Selectively expand the group's portfolio of exploration assets; and
(iv) Examine other new business development opportunities in the mining and resources sector.

Significant Changes in the State of Affairs

Appointment of Stephen Abbott as Managing Director on 29 May 2019.

Matters subsequent to the end of the financial year

On 24 September 2019, the Company completed a 1 for 7 entitlement issue raising $530,116 by the issue of 13,252,896 shares.

Except for the matters detailed above, at the date of this report there are no other matters or circumstances, which have arisen since 30 June 2019 that have significantly affected or may significantly affect:

(i) the operations in financial years subsequent to 30 June 2019 of the group;
(ii) the results of those operations in financial years subsequent to 30 June 2019 of the group; or
(iii) the state of affairs in financial years subsequent to 30 June 2019 of the group.

Directors' Report
30 June 2019

ENVIRONMENTAL REGULATION AND PERFORMANCE

The group's operations are subject to various environmental laws and regulations under the relevant government's legislation. Full compliance with these laws and regulations is regarded as a minimum standard for all operations to achieve.

Instances of environmental non-compliance by an operation are identified either by external compliance audits or inspections by relevant government authorities. There have been no significant known breaches by the group during the financial period.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS

It is the Board's current intention that the group will seek to progress exploration on current projects. The group will also continue to examine new opportunities in the mining and resources sector where appropriate.

These activities are inherently risky and there can be no certainty that the group will be able to successfully achieve the objectives.

GREENHOUSE GAS AND ENERGY DATA REPORTING REQUIREMENTS

The Directors have considered compliance with the National Greenhouse and Energy Reporting Act 2007 which requires entities to report annual greenhouse gas emissions and energy use. The directors have assessed that there are no current reporting requirements, but may be required to do so in the future.

MEETINGS OF DIRECTORS

The following table sets out the number of meetings of the Company's directors held during the year ended 30 June 2019, and the number of meetings attended by each director.

	Board Meetings Number Eligible to attend	Board Meetings Number attended
Wayne Trumble	7	7
Alexander Sundich	7	7
Stephen Abbott	1	1
Alasdair Cooke	7	7

INSURANCE OF OFFICERS AND AUDITORS

During or since the end of the financial year the Company has given an indemnity or entered into an agreement to indemnify, or paid or agreed to pay insurance premiums as follows:

The Company has paid premiums to insure each of the directors against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity of director of the Company, other than conduct involving a wilful breach of duty in relation to the Company. The amount of the premium was $9,766 (2018: $8,679) exclusive of GST.

SHARE OPTIONS ON ISSUE AT THE DATE OF THIS REPORT

UNISSUED SHARES

At the date of this report, the unissued ordinary shares of Caravel Minerals Limited under option are as follows

Unquoted (exercise price $0.068 and expiry date 28 March 2020)	1,400,000
Unquoted (exercise price $0.10 and expiry date 12 May 2020)	400,000
Unquoted (exercise price $0.08 and expiry date 30 September 2021)	10,900,000
Unquoted (exercise price $0.08 and expiry date 30 September 2021)*	6,000,000
Total existing Options	28,700,000

*6,000,000 options to be issued to the managing director, Stephen Abbott, subject to shareholder approval at the 2019 AGM

Option holders do not have any right, by virtue of the option, to participate in any share issue of the Company or any related body corporate.

SHARES ISSUED AS A RESULT OF THE EXERCISE OF OPTIONS

During the financial year, employees and executives did not exercise any options to acquire ordinary shares.

NON-AUDIT SERVICES

There were no non-audit services provided during the year by the auditor, BDO Audit (WA) Pty Ltd.

Directors' Report
30 June 2019

AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration is on page 26 of the Annual Report.

REMUNERATION REPORT

(AUDITED)

This Remuneration Report outlines the director and executive remuneration arrangements of the Company in accordance with the requirements of the *Corporations Act 2001* and its Regulations. For the purposes of this report Key Management Personnel (KMP) of the Group are defined as those persons having the authority and responsibility for planning, directing and controlling the major activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group. Based on this definition the KMP of Caravel Minerals Limited are the directors of the Company.

DETAILS OF KEY MANAGEMENT PERSONNEL

Directors

Wayne Trumble	Non-Executive Director and Non-Executive Chairman
Stephen Abbott	Managing Director (appointed 28 May 2019)
Alasdair Cooke	Executive Director
Alexander Sundich	Non-Executive Director

There were no changes in KMP after the reporting date and before the date the annual financial report was authorised for issue.

REMUNERATION PHILOSOPHY

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

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

- Provide competitive rewards to attract high calibre executives; and
- Link executive rewards to shareholder value.

Due to the early stage of development which the Company is in, shareholder wealth is directly affected by the Company share price, as the Company is not in a position to pay dividends. By remunerating Directors and Executives in part by share based payments, the Company aims to align the interests of Directors and Executives with Shareholder wealth, thus providing individual incentive to perform and thereby improving overall Company performance and associated value.

As the Company has been incorporated since June 2006 and remains in the development stage of an inherently risky industry, the remuneration policy does not currently take into account current or prior year earnings. Other than share based payments made to the directors from time to time, there is no specific link to the Company's performance and directors' remuneration.

REMUNERATION STRUCTURE

In accordance with best practice corporate governance, the structure of non-executive director and executive remuneration is separate and distinct.

NON-EXECUTIVE DIRECTOR REMUNERATION

Objective

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

Structure

The Constitution and the ASX Listing Rules specify that the aggregate directors' fees payable to non-executive directors shall be determined from time to time by a general meeting. An amount not exceeding the amount determined is then divided between the directors as agreed. Shareholders' have approved aggregate directors' fees payable of $300,000 per year.

The Board determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. Cash fees for non-executive directors are not linked to the performance of the Company or shareholder wealth.

All remuneration paid to Non-Executive Directors is valued at cost to the Company and expensed.

The remuneration of Non-Executive Directors for the years ended 30 June 2019 and 30 June 2018 is detailed below, within this section.

EXECUTIVE REMUNERATION

Objective

The Company aims to reward executives (both directors and company executives) with a level and mix of remuneration commensurate with their position and responsibilities within the Company and so as to:

Directors' Report
30 June 2019

- Reward executives for Company performance;
- Align the interest of executives with those of shareholders; and
- Ensure total remuneration is competitive by market standards.

Structure
The remuneration policy for executives is to provide a fixed remuneration component and a specific equity related component. The board believes that this remuneration policy is appropriate given the stage of development of the Company and the activities which it undertakes and is appropriate in aligning director objectives with shareholder and business objectives.

The remuneration policy going forward in regard to setting the terms and conditions for the executive directors has been developed by the board taking into account market conditions and comparable salary levels for companies of a similar size and operating in similar sectors.

Fixed Remuneration

Objective
The level of fixed remuneration is set so as to provide a base level of remuneration.

Fixed remuneration is to be reviewed annually and the process consists of a review of company and individual performance, relevant comparative remuneration in the market and internal policies and practices.

Structure
Executives are given the opportunity to receive their fixed remuneration in a variety of forms including cash and fringe benefits. It is intended that the manner of payment chosen will be optimal for the recipient without creating undue cost for the Company.

The remuneration policy going forward in regard to setting the terms and conditions for the executive directors has been developed by the board taking into account market conditions and comparable salary levels for companies of a similar size and operating in similar sectors.

The remuneration of executives for the years ended 30 June 2019 and 30 June 2018 is detailed below, within this section.

Variable Remuneration

Objective

The objective of variable remuneration provided is to reward executives in a manner which aligns this element of remuneration with the creation of shareholder wealth. Mr Abbott was granted a bonus of $50,000 upon his appointment on 29 May 2019 payable upon securing funding for a definitive feasibility study. The bonus was not payable at balance date.

Structure
Variable remuneration may be delivered in the form of options, shares or cash bonus. No cash bonuses were granted or paid during the year ended 30 June 2019 or in the prior year.

Executives receive a superannuation guarantee contribution required by the government, which is currently 9.5% (9.5% for the year ended 30 June 2018) and do not receive any other retirement benefit. Some individuals, however, may choose to sacrifice part of their salary to increase payments towards superannuation.

Options Granted

All Directors were awarded options during the year. All options were granted over unissued fully paid ordinary shares in the company. The number of options granted was determined having regard to the factors described above. Options vest based on the provision of service over the vesting period whereby the director becomes beneficially entitled to the option on vesting date. Options are exercisable by the holder as from the vesting date. There has not been any alteration to the terms or conditions of the grant since the grant date. There are no amounts paid or payable by the recipient in relation to the granting of such options other than on their potential exercise.

Directors' Report
30 June 2019

Date of issue	29/11/2018	28/05/2019	28/05/2019
Number of options	3,000,000	3,000,000	3,000,000
Dividend yield (%)	0%	0%	0%
Expected volatility (%)	100.00%	75.00%	75.00%
Risk free interest rate (%)	1.50%	1.50%	1.50%
Expected life of the option (years)	2.8	1.0	2.3
Option exercise price ($)	$0.080	$0.080	$0.080
Fair value per options ($)	$0.028	$0.005	$0.012
Share price at grant date ($)	$0.040	$0.043	$0.043

Awarded to			
Stephen Abbott*	-	3,000,000	3,000,000
Alasdair Cooke	2,000,000	-	-
Wayne Trumble	500,000	-	-
Alex Sundich	500,000	-	-

*3,000,000 options awarded to Mr Abbott are to vest upon continued employment with the Company for 12 months. 3,000,000 options awarded to Mr Abbott are to vest upon the Company obtaining the funding to complete a definitive feasibility study.

No compensation options were exercised during the year.

EMPLOYMENT CONTRACTS

Executive Director (current)

The employment conditions of Managing Director, Mr Stephen Abbott, are formalised in a contract of employment which commenced on 29 May 2019. The total current remuneration package as at 30 June 2019 was $250,000 per annum plus statutory superannuation. Notice of three months is required for either party to terminate the contract.

The employment conditions of Executive Director, Mr Alasdair Cooke, are formalised in a contract of employment which was in place for the whole year. The total current remuneration package as at 30 June 2018 was $150,000 per annum. Notice of one month is required for either party to terminate the contract.

Directors' Report
30 June 2019

Key Management Personnel Remuneration

Key Management Personnel remuneration - 2019	Short term employee benefits		Post-employment benefits	Share based payments	% Performance-based	Total
	Cash salary	Termination	Superannuation	Options		
Non-Executive Directors						
Alexander Sundich	32,026	-	3,042	14,450	29%	49,518
Wayne Trumble	10,900	-	22,688	14,450	30%	48,038
Executive Directors						
Stephen Abbott*	20,833	-	1,979	4,571	17%	27,383
Alasdair Cooke	172,049	-	-	57,800	25%	229,849
Total	235,808	-	27,709	91,271	26%	354,789

Key Management Personnel remuneration - 2018	Short term employee benefits		Post-employment benefits	Share based payments	% Performance-based	Total
	Cash salary	Termination	Superannuation	Options		
Non-Executive Directors						
James Harris**	14,341	-	-	-	-	14,341
Peter Alexander**	19,138	-	-	-	-	19,138
Daniel Ryan**	8,113	-	-	-	-	8,113
Alexander Sundich***	4,667	-	-	-	-	4,667
Wayne Trumble***	2,945	-	-	-	-	2,945
Executive Directors						
Marcel Hilmer**	207,170	73,362	20,115	-	-	300,647
Alasdair Cooke***	16,849	-	-	-	-	16,849
Total	273,223	73,362	20,115	-	-	366,700

*Mr Abbott was appointed on 28 May 2019

** Messrs Harris, Alexander, Ryan and Hilmer were terminated in May 2018

*** Messrs Cooke, Sundich and Trumble were appointed in May 2018

Share Based Compensation

Shares Issued

No shares were granted as compensation to KMP's during the year ended 30 June 2019 (June 2018: nil).

Additional Disclosures Relating to Key Management Personnel

Shareholding

The number of shares in the company held during the financial year by KMP of the consolidated entity, including their personally related parties, is set out below:

	Balance at 30/06/2018	Balance at Date of Appointment	Purchases	Balance at 30/06/2019	Balance at Reporting Date
Non-Executive Directors					
Alexander Sundich	600,001	-	314,286	914,287	1,044,900
Wayne Trumble	-	-	-	-	-
Executive Directors					
Stephen Abbott	-	400,001	-	400,001	457,144
Alasdair Cooke	10,640,992	-	5,768,140	16,409,132	18,767,581
Total	11,240,993	400,001	6,082,426	17,723,420	20,269,625

Directors' Report
30 June 2019

OPTION HOLDING

The number of options over ordinary shares in the company held during the financial year by KMP of the consolidated entity, including related parties, is set out below:

	Balance at 30/06/2018	Balance at Date of Appointment	Issued as remuneration during the year	Expired During the Year	Balance at 30/06/2019	Vested and exercisable
Non-Executive Directors						
Alexander Sundich	159,507	-	500,000	(159,507)	500,000	500,000
Wayne Trumble	-	-	500,000	-	500,000	500,000
Executive Directors						
Stephen Abbott	-	2,000,000	6,000,000	-	8,000,000	2,000,000
Alasdair Cooke	4,557,408	-	2,000,000	(1,657,408)	4,900,000	-
Total	4,716,915	2,000,000	9,000,000	(1,816,915)	13,900,000	3,000,000

USE OF REMUNERATION CONSULTANTS

The company did not use the services of any remuneration consultants during the year.

VOTING AND COMMENTS MADE AT THE COMPANY'S 2018 ANNUAL GENERAL MEETING

At the Annual General Meeting held on 29 November 2018 the company's shareholders did not record a vote of more than 25% against the Remuneration Report and no questions were raised at the meeting in relation to the Remuneration Report.

LOANS TO KEY MANAGEMENT PERSONNEL

During the year ending 30 June 2019, $366,436 (2018: $25,200) was paid to Mitchell River Group, of which Mr Alasdair Cooke is a part owner, for provision of serviced offices and geological consultancy. $40,793 remained unpaid at 30 June 2019.

No loans to key management personnel were provided during the period or up to the date of signing this report.

END OF AUDITED REMUNERATION REPORT

Signed in accordance with a resolution of the directors.

Stephen Abbott
Managing Director
27 September 2019

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DECLARATION OF INDEPENDENCE BY DEAN JUST TO THE DIRECTORS OF CARAVEL MINERALS LIMITED

As lead auditor of Caravel Minerals Limited for the year ended 30 June 2019, I declare that, to the best of my knowledge and belief, there have been:

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

This declaration is in respect of Caravel Minerals Limited and the entities it controlled during the year.

Dean Just

Director

BDO Audit (WA) Pty Ltd

Perth, 27 September 2019

Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the Year Ended 30 June 2019

	Note	2019 $	2018 $
Other Income	*3.1*	192,506	40,555
Gain on Sale of Listed Investment		46,033	-
Administration services	*3.2*	(335,286)	(506,689)
Employee expenses	*3.2*	(895,067)	(705,643)
Exploration expenses		(2,252,712)	(1,300,175)
Gain / (Loss) on disposal of fixed assets		32,915	(11,989)
Loss from continuing operations before income tax expense		(3,211,611)	(2,483,941)
Income tax expense	*3.4*	-	-
Loss from continuing operations		(3,211,611)	(2,483,941)
Loss for the year		(3,211,611)	(2,483,941)
Other comprehensive income		-	-
Comprehensive loss attributable to the shareholders of the Company		(3,211,611)	(2,483,941)
Comprehensive loss attributable to the shareholders of the Company arises from:			
Basic and diluted loss per share (cents per share) for continuing operations attributable to the shareholders of the Company	*3.5*	(2.06)	(2.48)
Basic and diluted loss per share (cents per share) attributable to the shareholders of the Company	*3.5*	(2.06)	(2.48)

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	2019 $	2018 $
Assets			
Current assets			
Cash and cash equivalents	*4.1*	713,451	586,838
Trade and other receivables	*4.3*	59,638	57,507
Other current assets		6,673	26,200
Total current assets		779,762	670,545
Non-current assets			
Exploration and evaluation expenditure	*2.1*	3,107,811	3,107,811
Property, plant and equipment	*2.2*	151,566	98,848
Total non-current assets		3,259,377	3,206,659
Total assets		4,039,139	3,877,204
Liabilities			
Current liabilities			
Trade & other payables	*4.4*	335,941	322,651
Total current liabilities		335,941	322,651
Total liabilities		335,941	322,651
Net assets		3,703,198	3,554,553
Equity			
Share capital	*5.1*	45,503,512	42,451,988
Accumulated loss		(44,852,380)	(41,640,769)
Reserves		3,052,066	2,743,334
Total equity attributable to shareholders of the Company		3,703,198	3,554,553

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

	Contributed equity	Accumulated losses	Share-Based Payments Reserve	Total equity
	$	$	$	$
At 30 June 2018	42,451,988	(41,640,769)	2,743,334	3,554,553
Loss for the year	-	(3,211,611)	-	(3,211,611)
Total comprehensive loss for the year	-	(3,211,611)	-	(3,211,611)
Transactions with owners in their capacity as owners:				
Issue of new shares net of cost	2,728,312	-	-	2,728,312
Share-based payments	323,213	-	308,732	631,945
	3,051,524	-	308,732	3,360,256
At 30 June 2019	45,503,512	(44,852,380)	3,052,066	3,703,198
At 30 June 2017	39,880,018	(39,156,828)	2,743,334	3,466,524
Loss for the year	-	(2,483,941)	-	(2,483,941)
Total comprehensive loss for the year	-	(2,483,941)	-	(2,483,941)
Transactions with owners in their capacity as owners:				-
Issue of new shares net of cost	2,571,970	-	-	2,571,970
	2,571,970	-	-	2,571,970
At 30 June 2018	42,451,988	(41,640,769)	2,743,334	3,554,553

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	2019 $	2018 $
Cash flows from operating activities			
Interest received		3,718	11,519
Government grants		158,788	29,036
Payments to suppliers and employees		(1,093,306)	(1,012,973)
Payments for exploration and evaluation expenditure		(1,652,903)	(1,030,873)
Net cash (outflow) from operating activities	*4.2*	(2,583,703)	(2,003,291)
Cash flows from investing activities			
Proceeds from receipt of security deposits		20,000	24,000
(Payments)/proceeds for property, plant and equipment		(37,996)	(24,228)
Net cash inflow from investing activities		(17,996)	(228)
Cash flows from financing activities			
Proceeds from issue of shares		2,862,516	2,410,292
Share issue costs		(134,204)	(107,624)
Net cash inflow/(outflow) from financing activities		2,728,312	2,302,668
Cash and cash equivalents at the beginning of the year	*4.1*	586,838	287,689
Net increase/ (decrease) in cash and cash equivalents		126,613	299,149
Cash and cash equivalents at the end of the year	*4.1*	713,451	586,838

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes

Notes to the Consolidated Financial Statements
For the Year Ended 30 June 2019

1. Basis of preparation

The annual report of Caravel Minerals Limited for the year ended 30 June 2019 was authorised for issue in accordance with a resolution of the directors on 27 September 2019.

1.1. Statement of Compliance

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

Caravel Minerals Limited is a for-profit entity for the purpose of preparing the financial statements.

1.2. Basis of Measurement

The financial report has been prepared on a historical cost basis.

1.3. Functional and Presentation Currency

The financial report is presented in Australian dollars.

1.4. Compliance with IFRS

These financial statements comply with Australian Accounting Standards as issued by the Australian Accounting Standards Board and International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

1.5. Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Caravel Minerals Limited ('company' or 'parent entity') as at 30 June 2019 and the results of all subsidiaries for the year then ended. Caravel Minerals Limited and its subsidiaries together are referred to in this financial report as the group or the consolidated entity.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity 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 to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

A list of controlled entities is contained in note 6.1.1 to the financial statements.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the consolidated entity. Losses incurred by the consolidated entity are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

1.6. Going Concern

This report is prepared on the going concern basis which assumes the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The Group incurred a net loss of $3,211,611 during the year ended 30 June 2019 (2018: $2,483,941) and as of that date the Group had net current assets of $443,821 (30 June 2018: $347,894) including cash and cash equivalents of $713,451 (30 June 2018: $586,838). Net cash used in operating activities for the period was $2,583,703 (2018: $2,003,291).

Notes to the Consolidated Financial Statements
For the Year Ended 30 June 2019

These conditions indicate a material uncertainty that may cast doubt about the ability of the Group to continue as a going concern. The ability of the Group to continue as a going concern is principally dependent upon its ability to secure funds by raising capital from equity markets or by other means, and by managing cash flows in line with available funds, and/or the successful development of its exploration assets.

The Directors are confident of the ability of the Company to potentially raise capital as and when required. The Directors are satisfied there are sufficient funds to meet the Group's working capital requirements as at the date of this report.

Subsequent to balance date, the Company completed a rights issue as outlined in Note 8.1.

The Directors have reviewed the business outlook and the assets and liabilities of the Group and are of the opinion that the going concern basis of accounting is appropriate as they believe the Group will continue to be successful in securing additional funds as and when the need to raise funds arises. Should the Group not be able to continue as a going concern, it may be required to realise its assets and discharge its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial statements and that the financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or liabilities that might be necessary should the entity not continue as a going concern.

1.7. Significant Accounting Judgements, Estimates And Assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements and estimates on historical experience and on other various factors it believes to be reasonable under the circumstances, the results of which form the basis of the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions.

Management has identified the following critical accounting policies for which significant judgements, estimates and assumptions are made. Actual results may differ from these estimates under different assumptions and conditions and may materially affect financial results or the financial position reported in future periods.

Further details of the nature of these assumptions and conditions may be found in the relevant notes to the financial statements.

Significant accounting judgements

The determination of mineral resources impacts the accounting for asset carrying values. Caravel Minerals Limited estimates its mineral resources in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves 2012 (the 'JORC' Code). The information on mineral resources was prepared by or under the supervision of Competent Persons as defined in the JORC Code. The amounts presented are based on the mineral resources determined under the JORC Code.

There are numerous uncertainties inherent in estimating mineral resources, and assumptions that are valid at the time of estimation may change significantly when new information becomes available.

Significant accounting estimates and assumptions

Exploration and evaluation expenditure

Exploration and evaluation expenditure is assessed for impairment if sufficient data exists to determine technical feasibility and commercial viability or facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Exploration and evaluation expenditure is assessed for indicators of impairment in accordance with AASB 6 Exploration for and Evaluation of Mineral Resources when any of the following facts and circumstances exist:

- The term of exploration licence in the specific area of interest has expired during the reporting period or will expire in the near future, and is not expected to be renewed;
- Substantive expenditure on further exploration and/ or evaluation of mineral resources in the specific area are not budgeted nor planned;
- Exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the decision was made to discontinue such activities in the specified area; or
- Sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Notes to the Consolidated Financial Statements
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These conditions indicate a material uncertainty that may cast doubt about the ability of the Group to continue as a going concern. The ability of the Group to continue as a going concern is principally dependent upon its ability to secure funds by raising capital from equity markets or by other means, and by managing cash flows in line with available funds, and/or the successful development of its exploration assets.

The Directors are confident of the ability of the Company to potentially raise capital as and when required. The Directors are satisfied there are sufficient funds to meet the Group's working capital requirements as at the date of this report.

Subsequent to balance date, the Company completed a rights issue as outlined in Note 8.1.

The Directors have reviewed the business outlook and the assets and liabilities of the Group and are of the opinion that the going concern basis of accounting is appropriate as they believe the Group will continue to be successful in securing additional funds as and when the need to raise funds arises. Should the Group not be able to continue as a going concern, it may be required to realise its assets and discharge its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial statements and that the financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or liabilities that might be necessary should the entity not continue as a going concern.

1.7. Significant Accounting Judgements, Estimates And Assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements and estimates on historical experience and on other various factors it believes to be reasonable under the circumstances, the results of which form the basis of the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions.

Management has identified the following critical accounting policies for which significant judgements, estimates and assumptions are made. Actual results may differ from these estimates under different assumptions and conditions and may materially affect financial results or the financial position reported in future periods.

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The determination of mineral resources impacts the accounting for asset carrying values. Caravel Minerals Limited estimates its mineral resources in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves 2012 (the 'JORC' Code). The information on mineral resources was prepared by or under the supervision of Competent Persons as defined in the JORC Code. The amounts presented are based on the mineral resources determined under the JORC Code.

There are numerous uncertainties inherent in estimating mineral resources, and assumptions that are valid at the time of estimation may change significantly when new information becomes available.

Significant accounting estimates and assumptions

Exploration and evaluation expenditure

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- The term of exploration licence in the specific area of interest has expired during the reporting period or will expire in the near future, and is not expected to be renewed;
- Substantive expenditure on further exploration and/ or evaluation of mineral resources in the specific area are not budgeted nor planned;
- Exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the decision was made to discontinue such activities in the specified area; or
- Sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

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Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the Statement of profit or loss and other comprehensive income.

	2019 $	2018 $
Land and building - Cost	100,165	72,921
Accumulated depreciation	(8,167)	(2,102)
Net carrying amount	91,998	70,819
Computer Equipment - Cost	4,618	2,038
Accumulated depreciation	(1,757)	(561)
Net carrying amount	2,861	1,477
Vehicles - Cost	65,369	120,567
Accumulated depreciation	(42,022)	(111,600)
Net carrying amount	23,347	8,967
Exploration Equipment - Cost	47,895	22,190
Accumulated depreciation	(14,535)	(4,605)
Net carrying amount	33,360	17,585
Total Property Plant and Equipment	218,047	217,716
Accumulated depreciation	(66,481)	(118,868)
Net carrying amount	151,566	98,848

2.3. Impairment of Assets

Caravel Minerals Limited conducts an annual internal review of asset values, which is used as a source of information to assess for any indicators of impairment. External factors, such as changes in expected future processes, technology and economic conditions, are also monitored to assess for indicators of impairment. If any indication of impairment exists, an estimate of the asset's recoverable amount is calculated.

An impairment loss is recognised for the amount by which the asset's carrying value exceeds its recoverable amount. 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 that 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 tested for possible reversal of the impairment whenever events or changes in circumstances indicate that the impairment may have reversed.

No impairment indicators were noted for the year ended 30 June 2019.

3. Financial Performance

3.1. Other Income

Other income is recognised to the extent that it is probable that economic benefits will flow to the Group and the income can be reliably measured. Other income is measured at the fair value of the consideration received or receivable.

Other Income	2019 $	2018 $
Research & Development tax offset	158,788	-
Interest revenue	3,718	11,519
Other income	30,000	29,036
	192,506	40,555

Notes to the Consolidated Financial Statements
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3.2. Expenses

Administration services	2019 $	2018 $
Audit, tax and accounting	60,452	27,594
Compliance & insurance	52,051	57,465
Legal fees	11,382	185,323
Marketing	82,361	36,449
Occupancy	113,855	170,984
Depreciation	4,277	15,308
Travel	10,908	13,566
	335,286	506,689
Employee expenses		
Directors Fees	234,595	273,223
Salaries and wages	318,969	253,617
Termination payments	-	146,635
Superannuation	29,032	32,168
Payroll Tax & Fringe Benefits Tax	3,739	-
Share based payments expense – Directors and employees	308,732	-
	895,067	705,643
Other share based payments (SBP)		
SBP consultants – included in Administration services	-	8,250
SBP drilling contractors – included in Exploration expenses	323,213	261,053
	323,213	269,303

3.3. Segment Information

Management has determined the operating segments based on the reports reviewed by the board of directors that are used to make strategic decisions. The Group does not have any material operating segments with discrete financial information. The Group does not have any customers and all its' assets and liabilities are primarily related to the mining industry and are located within Australia. The Board of Directors review internal management reports on a regular basis that is consistent with the information provided in the statement of profit or loss and other comprehensive income, statement of financial position and statement of cash flows. As a result no reconciliation is required because the information as presented is what is used by the Board to make strategic decisions.

3.4. Income Tax

The income tax expense for the period is the tax payable on the current period'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 on goodwill or 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.

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

Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax

Notes to the Consolidated Financial Statements
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assets against tax liabilities and the deferred tax liabilities relate to the same taxable entity and the same taxation authority.

Caravel Minerals Limited and its wholly-owned Australian controlled entities have implemented the tax consolidation legislation as of 1 July 2013. As a consequence, these entities are taxed as a single entity and the deferred tax assets and liabilities of these entities are set off in the consolidated financial statements.

	2019 $	2018 $
(a) The major components of income tax are:		
Current income tax		
Current income tax benefit	(880,362)	(601,921)
Current income tax benefit not recognised	880,362	601,921
Deferred income tax		
Relating to the origination and reversal of temporary differences	41,792	45,192
Deferred Income Tax Charge not Recognised	(41,792)	(45,192)
Income tax expense reported in the income statement	-	-
(b) A reconciliation between tax expense and the product of accounting loss before tax multiplied by the Company's applicable income tax rate is as follows:		
Accounting loss before tax from continuing operations	(3,211,611)	(2,483,941)
Loss before income tax from discontinued operations	-	-
Accounting loss before income tax	(3,211,611)	(2,483,941)
At the Company's statutory income tax rate of 27.5% (2017: 27.5%)	(883,193)	(683,084)
Non-deductible expenses	(40,279)	372
Share based payments	84,901	80,791
DTA not brought to account as their realisation is not probable	838,571	601,921
	-	-
Income tax expense reported in the consolidated income statement	-	-
Income tax attributable to discontinued operations	-	-
	-	-

Deferred tax assets have not been recognised in respect of	2019 $	2018 $
Provisions and accruals	12,775	4,532
Business related costs	68,728	63,034
Carry forward revenue losses	13,103,715	13,453,524
Capital losses	242,503	286,109
Foreign losses	2,480	2,480
	13,430,201	13,809,679

3.5. Loss Per Share

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

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 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.

Notes to the Consolidated Financial Statements
For the Year Ended 30 June 2019

The following reflects the income and share data used in the calculations of basic and diluted loss per share:

	2019 $	2018 $
Gain (Loss) attributable to ordinary shareholders	(3,211,611)	(2,483,941)
Issued number of ordinary shares at 1 July	120,621,214	68,429,777
Effect of shares issued during the period	35,572,256	31,670,452
Weighted average number of shares for year to 30 June	156,193,470	100,100,229
Basic loss per share (cents per share)	(2.06)	(2.48)

As at reporting date, 21,600,000 (2018: 37,213,222) unlisted options (which represent potential ordinary shares) were not dilutive as they would decrease the loss per share.

There have been no conversions to, calls of, or subscriptions for ordinary shares or issues of potential ordinary shares since the reporting date and before the completion of this financial report.

4. Working Capital Management

4.1. Cash and Cash Equivalents

"Cash and cash equivalents" includes cash on hand, deposits held at call with financial institutions and other short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of any bank overdrafts.

	2019 $	2018 $
Cash at bank and in hand	693,451	542,838
Short-term deposits	20,000	44,000
	713,451	586,838

4.2. Reconciliation Of Net Loss After Income Tax Expense To Net Cash Used In Operating Activities

Cash flows from operating activities	2019 $	2018 $
(Loss) for the year	(3,211,611)	(2,483,941)
Adjustments for:		
Equity-settled share-based payment expenses	308,732	-
Exploration expenses settled by issue of Shares	323,213	269,303
Depreciation and amortisation expense	18,193	15,308
(Profit)/Loss on disposal of Plant & Equipment	(32,915)	11,519
Change in operating assets & liabilities		
(Increase) / decrease in receivables	(2,605)	(49,567)
Increase / (decrease) in payables	13,290	275,274
Decrease in provisions	-	(41,186)
Net cash used in operating activities	(2,583,703)	(2,003,290)

Notes to the Consolidated Financial Statements
For the Year Ended 30 June 2019

4.3. Trade and Other Receivables

Trade receivables are initially recognised and carried at original invoice amount less allowance for expected credit loss. Trade receivables are due for settlement no more than 30 days from the date of recognition. A provision for impairment is made based on a forward-looking expected credit loss model in line the requirements of AASB 9. Bad debts are written off when identified.

	2019 $	2018 $
Trade debtors	5,726	-
GST receivable	53,912	57,507
	59,638	57,507

The Group's management considers that all of the above financial assets that are not impaired or past due for each of the 30 June reporting dates under review are of good credit quality (refer to 5.6(1).

4.4. Trade and Other Payables

Trade and other payables are carried at amortised cost and represent liabilities for the goods and services provided to the Group prior to the end of the financial period that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are usually paid within 30 days.

	2019 $	2018 $
Trade payables	277,078	135,943
Accrued expenses	45,325	159,411
Other payables	13,538	27,297
	335,941	322,651

5. Funding and Risk Management

The Group's objectives when managing capital are to safeguard their ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in the proportion to the number and amount paid on the shares held. Ordinary shares are classified as equity.

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

5.1. Contributed Equity

Ordinary shares are classified as equity. Issued and paid up capital is recognised at the fair value of the consideration received by the Company.

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

	2019 $	2018 $
Contributed equity	47,601,525	44,415,797
Cost of share issue	(2,098,013)	(1,963,809)
	45,503,512	42,451,988

5.2. Movement in Shares on Issue

Ordinary shares have the right to receive dividends as declared and, in the event of the winding up of the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held. Ordinary shares entitle their holder to one vote, either in person or by proxy, at a meeting of the Company.

Notes to the Consolidated Financial Statements
For the Year Ended 30 June 2019

5.2.1. Ordinary Shares

(1) Ordinary Shares	Date	Number of shares	Issue price cents	$
Balance 30 June 2017		68,429,777		39,880,018
Share Placement	13 Jul 2017	13,554,000	5.0	678,200
Share Placement	30 Aug 2017	3,246,000	5.0	161,800
Contractor share based payments	05 Sep 2017	453,614	5.8	26,491
Share Placement	08 Dec 2017	8,000,000	5.0	400,000
Entitlement Issue	18 Jan 2018	13,864,730	5.0	693,237
Entitlement Issue (Underwriters)	18 Jan 2018	9,556,118	5.0	477,806
Capital raising	20 Feb 2018	907,596	5.8	52,787
Contractor share based payments	12 Jun 2018	2,486,838	7.3	181,774
Contractor share based payments	12 Jun 2018	122,541	6.1	7,500
Less Transaction costs	30 Jun 2018	-	-	(107,624)
Balance 30 June 2018		120,621,214		42,451,988
Entitlement Issue	13 Sep 2018	32,495,251	5.0	1,624,763
Contractor share based payments	30 Nov 2018	1,405,522	4.9	68,805
Entitlement Issue	01 Mar 2019	22,074,569	5.0	1,103,728
Share Placement	06 Mar 2019	2,680,000	5.0	134,000
Contractor share based payments	07 Mar 2019	1,827,020	5.0	91,351
Exercise of Options	19 Jun 2019	341	5.0	17
Contractor share based payments	28 Jun 2019	3,261,122	5.0	163,056
Less Transaction costs	30 Jun 2019	-	-	(134,196)
Balance 30 June 2019		184,365,039		45,503,512

5.2.2. Treasury Shares

	Date	Number of shares	Issue price cents	$
Balance 30 June 2017		3,695,244		-
Changes from 1 Jul 2017 to 30 Jun 2018		-		
Balance 30 June 2018		3,695,244		-
Changes from 1 Jul 2018 to 30 Jun 2019		-		
Balance 30 June 2019		3,695,244		-

5.3. Unlisted Options

	2019 Number	2018 Number
Outstanding at the beginning of the year	37,213,222	11,502,809
Issued during the year	16,900,000	25,710,413
Expired or lapsed during the year	(26,513,222)	-
Outstanding at the end of the year	27,600,000	37,213,222
Exercisable at the end of the year	21,600,000	37,213,222

5.4. Capital Risk Management

When managing capital, management's objective is to ensure the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders.

Being at an exploration stage, the Company does not generate cash inflows from its operations to fund its exploration and working capital requirements, therefore, the Company may issue shares to either generate cash for operations or to acquire assets in order to maintain adequate levels of cash reserves.

Notes to the Consolidated Financial Statements For the Year Ended 30 June 2019

During the financial year ended 30 June 2019, the Company issued 63,743,825 ordinary shares (2018: 52,191,437 ordinary shares).

The Company is not subject to any externally imposed capital requirements.

5.5. Significant Non-Cash Financing and Investing Activities

On 28 June 2019, 3,261,122 (2018: nil) shares were issued to engineering contractors in payment of engineering services performed.

During the year, 3,232,542 (2018: 3,848,048) shares were issued to drilling contractors in payment of drilling services performed. In the year ended 30 June 2018, a further 122,541 were issued to marketing consultants in payment of consulting fees.

5.6. Financial risk management

The Group's principal financial instruments comprise cash and short-term deposits.

The main purpose of these financial instruments is to fund capital expenditure on the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations. It is, and has been throughout the period under review, the Group's policy that no trading in financial instruments shall be undertaken. Being at an exploration stage, the Group has limited exposure to risks arising from its financial instruments.

Currently the Group does not have any exposure to commodity price risk or foreign currency risk as the Group has ceased operations in Spain. As the Group moves into development and production phases, exposure to commodity price risk, foreign currency risk and credit risk are expected to increase. The Board will set appropriate policies to manage these risks dependent on market conditions and requirements at that time.

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset and financial liability are disclosed in Note 1.

5.6.1. Credit risk

Credit risk represents the loss that would be recognised if counterparties fail to perform as contracted. The Group's maximum exposure to credit risk at reporting date in relation to each class of financial asset is the carrying amount of those assets as indicated in the statement of financial position. The majority of cash and cash equivalents is held with one Australian Bank which has an AA- long-term credit rating from Standard and Poor's.

Wherever possible, the Group trades only with recognised, credit worthy third parties. There are no significant concentrations of credit risk within the Group. Since the Group trades only with recognised third parties, there is no requirement for collateral.

5.6.2. Liquidity risk

Liquidity risk is the risk that the Group does not have sufficient funds to pay its debts as and when they become due and payable. The Group currently does not have major funding in place. However the Group continuously monitors forecast and actual cash flows and the maturity profiles of financial assets and financial liabilities to manage its liquidity risk.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans if and when required.

Cash at bank and on hand, as set out in Note 4.1, is available for use by the Group without restrictions.

Financial liabilities of the Group at 30 June 2019 are expected to be settled within 6 months of year-end.

5.6.3. Market risk

(A) Price risk

The group is not exposed to equity securities price risk. The group is not exposed to commodity price risk. The sensitivity of movements in the price has not been disclosed as it is not material to the Group.

(B) Foreign currency risk

The group do not have any foreign currency balances and therefore is not exposed to any foreign currency risk.

(C) Interest rate risk

The following tables summarise the sensitivity of the Group's financial assets to interest rate risk. Had the relevant variables, as illustrated in the tables, moved, with all other variables held constant, post tax loss and equity would have

Notes to the Consolidated Financial Statements
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been affected as shown. The analysis has been performed on the same basis for 2019 and 2018 and represents management's judgement of a reasonably possible movement.

	Carrying Amount	Interest Rate Risk -1%		Interest Rate Risk +1%	
		Net Loss	Equity	Net Gain	Equity
30 June 2019	**$**	**$**	**$**	**$**	**$**
Cash and cash equivalents	713,451	(7,135)	(7,135)	7,135	7,135
Other current assets	66,311	(663)	(663)	663	663
			-	-	-
30 June 2018			-	-	-
Cash and cash equivalents	586,838	(5,868)	(5,868)	5,868	5,868
Other current assets	83,707	(262)	(262)	262	262

None of the Group's financial liabilities are interest bearing. Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

6. Group Structure

6.1. Basis of consolidation

6.1.1. Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group 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 to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Investments in subsidiaries are carried at their cost of acquisition in the Company's financial statements.

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

Name of entity	Country of incorporation	Equity holding	Date of incorporation
Quadrio Resources Pty Ltd	Australia	100%	11 June 1985
Caravel Employee Share Plan Pty Ltd	Australia	100%	13 March 2013
Caravel Resources Netherlands Cooperatief U.A.	Netherlands	99.999%	16 July 2012

6.1.2. Transactions eliminated on consolidation

Intragroup balances, and any unrealised gains and losses or income and expenses arising from intragroup transactions, are eliminated in preparing the consolidated financial statements.

6.1.3. Comparatives

Prior period comparatives are for the year from 1 July 2017 to 30 June 2018.

Notes to the Consolidated Financial Statements
For the Year Ended 30 June 2019

6.2. Parent Entity Information

The following information relates to the parent entity, Caravel Minerals Limited. The information presented has been prepared using accounting policies that are consistent with those presented in the Notes to the Financial Statements.

	2019 $	2018 $
Current Assets	676,360	557,001
Non-Current Assets	3,325,200	3,301,695
Total Assets	4,001,560	3,858,697
Current Liabilities	298,362	304,144
Total Liabilities	298,362	304,144
Contributed equity	45,503,512	42,451,988
Accumulated losses	(44,852,380)	(41,640,769)
Reserves	3,052,066	2,743,334
Total Equity	3,703,198	3,554,553
Gain (loss) for the year	(1,186,549)	(3,925,655)
Other comprehensive income / (loss) for the year	-	-
Total comprehensive income / (loss) for the year	(1,186,549)	(3,925,655)

Caravel Minerals Limited has not issued any guarantees on behalf of subsidiaries.

7. Related Parties

7.1. Related Parties

Details relating to key management personnel, including remuneration paid, are included in the audited remuneration report section of the directors' report. The aggregate compensation made to directors and other members of key management personnel of the consolidated entity is set out below:

	2019 $	2018 $
Short term employee benefits	235,808	346,585
Post-employment benefits	27,709	20,115
Share based payments	91,271	-
Total compensation	354,789	366,700

7.2. Transactions with Other Related Parties

During the year ending 30 June 2019, $366,436 (2018: $25,200) was paid to Mitchell River Group, of which Mr Alasdair Cooke is a part owner, for provision of serviced offices and geological consultancy. $40,793 remained unpaid at 30 June 2019 (30 June 2018: nil)

7.3. Share Based Payments

The Group provides benefits to Directors, employees, consultants and other advisors of the Group in the form of share-based payments, whereby the Directors, employees, consultants and other advisors render services in exchange for shares or rights over shares (equity-settled transactions).

The cost of these equity-settled transactions is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using a Black-Scholes model or fair value of services.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the market price of the shares of the Company if applicable.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant recipient becomes fully entitled to the award (the vesting period).

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the Company's best estimate of the number of equity

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instruments that will ultimately vest. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The statement of profit or loss and other comprehensive income charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is only conditional upon a market condition.

If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the recipient, as measured at the date of modification.

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

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of loss per share (see Note 3.5).

Under the employee share scheme, shares are issued to employees by providing interest free loans and will vest over the restriction period. The shares are held by the Trust until the loan is repaid. Within the loan period the employee must have paid off the loan balance, at which point the shares are delivered to the employee, or surrendered the shares. Surrender of the shares by the employee after the restriction period, is treated as discharging any outstanding amount on the loan, irrespective of the value of the shares.

The effect of such an arrangement is equivalent to an option with a strike price per share equal to the share price on grant date.

7.4. Employee Share Acquisition Plan

Shareholders approved the establishment of the Caravel Employee Option Plan at a general meeting on 23 August 2017.

The following table illustrates the number (No.) and weighted average exercise prices (WAEP) of, and movements in, share options granted as consideration for services provided to the Company during the year:

	2019 Number	2019 WAEP	2018 Number	2018 WAEP
Outstanding at the beginning of the year	1,800,000	0.08	2,900,000	0.07
Granted during the year	16,900,000	0.08	-	-
Expired or lapsed during the year	-	-	1,100,000	0.06
Outstanding at the end of the year	18,700,000	0.08	1,800,000	0.08
Exercisable at the end of the year	12,700,000	0.08	1,800,000	0.08

Weighted average remaining contractual life of options at 30 June 2019: 2.04 years (2018: 1.77 years)

7.5. Option pricing model

Options granted during the year have been valued using the Black-Scholes Option Valuation model, which takes account of factors including the option exercise price, the current level and volatility of the underlying share price, the risk-free interest rate, expected dividends on the underlying share, current market price of the underlying share and the expected life of the option. See below for the assumptions used for grants made during the year ended 30 June 2019:

Date of issue	27/09/2018	29/11/2018	28/05/2019	28/05/2019
Number of options	7,900,000	3,000,000	3,000,000	3,000,000
Dividend yield (%)	0%	0%	0%	0%
Expected volatility (%)	100.00%	100.00%	75.00%	75.00%
Risk free interest rate (%)	1.50%	1.50%	1.50%	1.50%
Expected life of the option (years)	2.9	2.8	1.0	2.3
Option exercise price ($)	$0.080	$0.080	$0.080	$0.080
Share price at grant date ($)	$0.040	$0.054	$0.043	$0.043
Fair value per option ($)	**$0.028**	**$0.027**	**$0.012**	**$0.005**

- 10,900,000 options awarded on 27/09/2018 and 29/11/2018 vested immediately

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- 3,000,000 options awarded on 28/05/2019 are to vest upon continued employment with the Company for 12 months
- 3,000,000 options awarded on 28/05/2019 are to vest upon the Company obtaining the funding to complete a definitive feasibility study.

The dividend yield reflects the assumption that the current dividend payout will remain unchanged. The expected life of the options is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

7.6. Shares

During the year 6,493,664 ordinary shares were issued to contractors of the Company for drilling and engineering services. The shares were issued at market value calculated by a 10-day VWAP at the end of each invoice month for a total consideration of $323,213. The value of the services could not be reliably determined and therefore, were measured at their fair value calculated on the 10-day VWAP (volume weighted) trading price of the company's share price for the last 10 days of each calendar month in which the invoice was received.

7.7. Recognised share based payment expense in profit or loss

	2019 $	2018 $
Expense arising from employee options issued	308,732	-
Shares issued for marketing services	-	8,250
Shares issued for drilling and engineering services	323,213	261,053
Total share-based payments expensed in profit or loss	631,945	269,303

8. Other

8.1. Events occurring after the reporting period

On 24 September 2019, the Company completed a 1 for 7 entitlement issue raising $530,116 by the issue of 13,252,896 shares.

Other than the matters above, at the date of this report there are no other matters or circumstances which have arisen since 30 June 2019 that have significantly affected or may significantly affect:

- the operations, in financial years subsequent to 30 June 2019, of the Group;
- the results of those operations, in financial years subsequent to 30 June 2019, of the Group.

8.2. Commitments and Contingencies

The Company has certain obligations to perform minimum exploration work on the tenements in which it has an interest. These obligations vary from time to time. The aggregate of the prescribed expenditure conditions applicable to the granted tenements for the next twelve months amounts to $610,000.

Application for exemption from all or some of the prescribed expenditure conditions will be made but no assurance is given that any such application will be granted. Nevertheless, the Company is optimistic, given its level of expenditure in the North Perth Basin, that it would likely be granted exemptions, on a project basis, in respect of the prescribed expenditure conditions applicable to many of its North Perth Basin tenements.

If the prescribed expenditure conditions are not met with respect to a tenement, that tenement is liable to forfeiture.

The Company has the ability to diminish its exposure under these conditions through the application of a variety of techniques including applying for exemptions (from the regulatory expenditure obligations), surrendering tenements, relinquishing portions of tenements or entering into farm-out agreements whereby third parties bear the burdens of such obligation in whole or in part.

As at 30 June 2019 Caravel Minerals Limited has no contingent liabilities.

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For the Year Ended 30 June 2019

8.3. Remuneration of Auditors

	2019 $	2018 $
Amount received or due and receivable by the auditor for:		
Auditing the financial statements, including audit review - current year audits	33,434	35,000
Total remuneration of auditors	33,434	35,000

8.4. New and revised accounting standards

Early adoption of accounting standards

The Group has not elected to apply any pronouncements before their operative date in the annual reporting year beginning 1 July 2018.

New and amended standards adopted by the Group

(i) AASB 9 Financial Instruments

The standard replaces all previous versions of AASB 9 and completes the project to replace IAS 39 'Financial Instruments: Recognition and Measurement'.

AASB 9 introduces new classification and measurement models for financial assets. A financial asset shall be measured at amortised cost, if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows, which arise on specified dates and solely principal and interest. All other financial instrument assets are to be classified and measured at fair value through profit or loss unless the entity makes an irrevocable election on initial recognition to present gains and losses on equity instruments (that are not held-for-trading) in other comprehensive income ('OCI'). For financial liabilities, the standard requires the portion of the change in fair value that relates to the entity's own credit risk to be presented in OCI (unless it would create an accounting mismatch). New simpler hedge accounting requirements are intended to more closely align the accounting treatment with the risk management activities of the entity. New impairment requirements will use an 'expected credit loss' ('ECL') model to recognise an allowance.

Impairment will be measured under a 12-month ECL method unless the credit risk on a financial instrument has increased significantly since initial recognition in which case the lifetime ECL method is adopted. The standard introduces additional new disclosures.

The Group has adopted AASB 9 from 1 July 2018 retrospectively with the effect of initially applying this standard recognised at the date of initial application, being 1 July 2018 and has elected not to restate comparative information.

The Group has adopted this standard from 1 July 2018 and the impact is not material to the Group.

(ii) AASB 15 Revenue from Contracts with Customers

This standard is applicable to annual reporting periods beginning on or after 1 January 2017. The standard provides a single standard for revenue recognition. The core principle of the standard is that an entity will recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

The standard will require: contracts (either written, verbal or implied) to be identified, together with the separate performance obligations within the contract; determine the transaction price, adjusted for the time value of money excluding credit risk; allocation of the transaction price to the separate performance obligations on a basis of relative stand-alone selling price of each distinct good or service, or estimation approach if no distinct observable prices exist; and recognition of revenue when each performance obligation is satisfied.

Credit risk will be presented separately as an expense rather than adjusted to revenue. For goods, the performance obligation would be satisfied when the customer obtains control of the goods. For services, the performance obligation is satisfied when the service has been provided, typically for promises to transfer services to customers. For performance obligations satisfied over time, an entity would select an appropriate measure of progress to determine how much revenue should be recognised as the performance obligation is satisfied. Contracts with customers will be presented in an entity's statement of financial position as a contract liability, a contract asset, or a receivable, depending on the relationship between the entity's performance and the customer's payment. Sufficient quantitative and qualitative disclosure is required to enable users to understand the contracts with customers; the significant judgments made in

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For the Year Ended 30 June 2019

applying the guidance to those contracts; and any assets recognised from the costs to obtain or fulfil a contract with a customer.

The Group has adopted this standard from 1 July 2018 and the impact is not material to the group.

The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Group.

New accounting standards and interpretations not yet adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2019. The Group's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the Group, are set out below.

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

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

The main changes introduced by the new Standard include:

- Recognition of a right-to-use asset and liability for all leases (excluding short-term leases with less than 12 months of tenure and leases relating to low-value assets);
- Depreciation of right-to-use assets in line with AASB 116: Property, Plant and Equipment in profit or loss and unwinding of the liability in principal and interest components;
- Variable lease payments that depend on an index or a rate are included in the initial measurement of the lease liability using the index or rate at the commencement date;
- By applying a practical expedient, a lessee is permitted to elect not to separate non-lease components and instead account for all components as a lease; and
- Additional disclosure requirements.

AASB 16 is effective for annual reporting periods beginning on or after 1 January 2019 with early adoption permitted.

The impact on the Group's financial assets and financial liabilities of the adoption of AASB 16 is expected to be immaterial to the Group.

Directors Declaration

In accordance with a resolution of the directors of Caravel Minerals Limited, I state that:

(1) In the opinion of the directors:

(a) the financial statements, notes and the additional disclosures included in the directors' report designated as audited, of the Group are 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 performance for the period ended on that date; and

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

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

(2) The Company has included in the notes to the financial statements an explicit and unreserved statement of compliance with International Financial Reporting Standards.

(3) This declaration has been made after receiving the declarations required to be made to the directors in accordance with section 295A of the *Corporations Act 2001* for the year ended 30 June 2019.

On behalf of the Board.

Stephen Abbott
Managing Director
27 September 2019

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INDEPENDENT AUDITOR'S REPORT

To the members of Caravel Minerals Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Caravel 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 consolidated statement of cash flows for the year then ended, and notes to the financial report, including a summary of significant accounting policies and the directors' declaration.

In our opinion the accompanying financial report of 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 ended on that date; and

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

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report. We are independent of the Group in accordance with the *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 confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Material uncertainty related to going concern

We draw attention to Note 1.6 in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the group's ability to continue as a going concern and therefore the group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Carrying value of exploration and evaluation assets

Key audit matter	*How the matter was addressed in our audit*
The carrying value of the capitalised exploration and evaluation asset as at 30 June 2019 is disclosed in Notes 1.7 and 2.1 of the financial report. As the carrying value of the exploration and evaluation asset represents a significant asset of the Group, we considered it necessary to assess whether any facts or circumstances exist to suggest that the carrying amount of this asset may exceed its recoverable amount. Judgement is applied in determining the treatment of exploration expenditure in accordance with Australian Accounting Standard AASB 6 Exploration for and Evaluation of Mineral Resources. In particular: • Whether the conditions for capitalisation are satisfied; • Which elements of exploration and evaluation expenditures qualify for recognition; and • Whether facts and circumstances indicate that the exploration and expenditure assets should be tested for impairment.	Our procedures included, but were not limited to: • Obtaining a schedule of the area of interest held by the Company and assessing whether the rights to tenure of the area of interest remained current at balance date; • Considering the status of the ongoing exploration programmes in the area of interest by holding discussions with management, and reviewing the Company's exploration budgets, ASX announcements and director's minutes; • Considering whether the area of interest had reached a stage where a reasonable assessment of economically recoverable reserves existed; • Considering whether any facts or circumstances existed to suggest impairment testing was required; and • Assessing the adequacy of the related disclosures in Notes 1.7 ad 2.1 to the financial report.

Other information

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

BDO

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

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

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

Responsibilities of the directors for the Financial Report

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

In preparing the financial report, the directors are responsible for assessing the ability of the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

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

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

http://www.auasb.gov.au/auditors_responsibilities/ar1.pdf

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 21 to 25 of the directors' report for the year ended 30 June 2019.

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

Responsibilities

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

BDO Audit (WA) Pty Ltd

BDO

Dean Just

Director

Perth, 27 September 2019

ASX Additional Information – as at 20 September 2019

1. TWENTY LARGEST SHAREHOLDERS

The names of the twenty largest holders of each class of listed securities as at 20 September 2019 are listed below:

ORDINARY SHARES

Rank	Holder Name	Securities	%
1	African Energy Resources Limited (and associated entities)	18,383,872	10.18%
2	Alasdair Cooke (and associated entities)	16,509,132	9.14%
3	Glenvar Nominees Pty Ltd	11,500,000	6.37%
4	Eyeon Investments Pty Ltd	10,039,326	5.56%
5	Orbit Drilling Pty Ltd	8,842,081	4.89%
6	MSP Engineering	7,832,551	4.34%
7	Newstead South Holdings Pty Ltd	5,853,870	3.24%
8	BNP Paribas Nominees Pty Ltd	5,462,893	3.02%
9	Aviemore Capital Pty Ltd	5,250,499	2.91%
10	J P Morgan Nominees Australia Limited	5,087,648	2.82%
11	Mr Anthony Poustie & Mrs Rosamund Mary Poustie	4,696,042	2.60%
12	Beebee Holdings Pty Ltd	4,571,429	2.53%
13	Retzos Investments Pty Ltd	4,266,900	2.36%
14	Burls Holdings	4,261,698	2.36%
15	Clarkson's Boathouse Pty Ltd	4,066,624	2.25%
16	Calama Holdings Pty Ltd	3,675,650	2.03%
17	Windell Holdings Pty Ltd	3,314,286	1.83%
18	Octavius Share Holdings Pty Ltd	3,000,000	1.66%
19	Robert & Elizabeth Cooke	2,490,000	1.38%
20	Terra Metallica Nominees Pty Ltd	2,488,586	1.38%
	Top 20 Total	**131,593,087**	**72.84%**
	Total Remaining Holders Balance	**49,076,708**	**27.16%**
	Total Shares on Issue	**180,669,795**	**100.00%**

2. DISTRIBUTION OF EQUITY SECURITIES

Analysis of security by size holding as at 20 September 2019:

Range	Securities	%	No. of holders	%
100,001 and Over	171,994,988	95.2%	95	19.5%
10,001 to 100,000	7,927,906	4.4%	209	43.0%
5,001 to 10,000	586,431	0.3%	75	15.4%
1,001 to 5,000	141,929	0.1%	45	9.3%
1 to 1,000	18,541	0.0%	62	12.8%
Total	180,669,795	100.0%	486	100.0%
Unmarketable Parcels	995,875	0.6%	206	42.4%

3. SUBSTANTIAL SHAREHOLDERS

The names of the substantial shareholders listed in the company's register as at 20 September 2019 are:

Name	Number of Shares Held
African Energy Resources Limited (and associated entities)	18,383,872
Alasdair Cooke (and associated entities)	16,509,132
Glenvar Nominees Pty Ltd	11,500,000
Eyeon Investments Pty Ltd	10,039,326

4. UNQUOTED SECURITIES

As at 20 September 2019, the following unquoted securities are on issue:

Unquoted Securities	Number on Issue	Number of Holders
$0.068 Options expiring 28/03/2020	1,400,000	4
$0.100 Options expiring 12/05/2020	400,000	1
$0.080 Options expiring 30/09/2021	16,900,000	12
Total unquoted securities	**18,700,000**	

5. VOTING RIGHTS

The voting rights of the ordinary shares are as follows:

Subject to any rights or restrictions for the time being attached to any shares or class of shares of the Company, each member of the Company is entitled to receive notice of, attend and vote at a general meeting. Resolutions of members will be decided by a show of hands unless a poll is demanded. On a show of hands each eligible voter present has one vote. However, where a person present at a general meeting represents personally or by proxy, attorney or representation more than one member, on a show of hands the person is entitled to one vote only despite the number of members the person represents.

On a poll each eligible member has one vote for each fully paid share held.

There are no voting rights attached to any of the options that the Company currently has on issue. Upon exercise of these options, the shares issued will have the same voting rights as existing ordinary shares.

6. ON-MARKET BUY BACK

There is currently no on-market buy-back program for any of Caravel Minerals Limited's listed securities.

7. TENEMENTS

The following tenements were held at 20 September 2019:

Prospect Name and Location	Tenements	Ownership Interest
Calingiri (WA)	E70/2343	80%
	E70/2788, E70/2789, E70/3674, E70/3680, E70/3755, E70/4675, E70/4676, E70/4732, E70/5228A, E70/5229A	100%

8. MINERAL RESOURCES

At 29 April 2019 the Company has an Indicated and Inferred Mineral Resource at its Caravel Copper Project of 372.1 million tonnes at 0.35% Cu for 1,301,600 tonnes copper using a 0.25% Cu Cut-off (Indicated 224.7 million tonnes at 0.36% Cu for 802,900 tonnes copper and Inferred 147.3 million tonnes at 0.34% Cu for 498,700 tonnes copper). The resource was announced on 29 April 2019 and a subsequent Scoping Study was completed and released on 29 May 2019.

The Company engaged independent consultants to prepare the Resource estimate. In the course of doing so the consultants have:

- Reviewed the Company's assay and QA/QC data;
- Generated digital models that represent the interpreted geology, mineralisation and oxidisation profiles based on drilling and geological information supplied by the Company;
- Completed statistical analysis and variography of economic elements;
- Estimated grades of economic elements using ordinary kriging and completed model validity checks;
- Classified the Mineral Resource estimate in accordance with the 2012 Edition of the JORC Code; and
- Reported the estimates and compiled supporting documentation in accordance with the 2012 Edition of the JORC code guidelines.

Competent Person Statements

The information in this report that relates to the Calingiri Mineral Resource estimates is extracted from an ASX Announcement, (see ASX Announcement – 29 April 2019 "Caravel Copper Resource and Project Update", www.caravelminerals.com.au and www.asx.com.au). The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and that all material assumptions and technical parameters underpinning the Mineral Resource estimates in the relevant market announcement continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are represented have not been materially modified from the original market announcement.

Production Targets and Financial Information

Information in relation to the Caravel Copper Project Scoping Study, including production targets and financial information, included in this report is extracted from an ASX Announcement dated 29 May 2019, (see ASX Announcement - 29 May 2016, "Scoping Study Confirms New 23-Year WA Copper Project With Outstanding Economics", www.caravelminerals.com.au and www.asx.com.au) The Company confirms that all material assumptions underpinning the production target and financial information set out in the announcement released on 29 May 2019 continue to apply and have not materially changed.

CARAVEL
MINERALS

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