



Annual Report

for the year ended 30 June 2022

Saturn Metals Limited

ABN: 43 619 488 498

CORPORATE DIRECTORY

Directors

Brett Lambert	Non-Executive Chairman
Ian Bamborough	Managing Director
Andrew Venn	Non-Executive Director
Robert Tyson	Non-Executive Director
Adrian Goldstone	Non-Executive Director

Registered Office & Principal Place of Business

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WEST PERTH WA 6005
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Email: info@saturnmetals.com.au
Website: www.saturnmetals.com.au

Company Secretary

Natasha Santi

ABN: 43 619 488 498
ACN: 619 488 498

Share Registry

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250 St Georges Terrace
PERTH WA 6000

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Facsimile: +61 (0)2 9287 0303
Website: www.linkmarketservices.com

Auditors

BDO Audit (WA) Pty Ltd
Level 9, Mia Yellagonga Tower 2
5 Spring Street
Perth WA 6000

Stock Exchange Listing

Securities of Saturn Metals Limited are listed on the Australian Securities Exchange (ASX)
ASX Code: STN

Saturn Metals Limited is a Company registered under the *Corporations Act 2001* in the State of Western Australia on 2nd June 2017.

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CHAIRMAN'S LETTER

Dear Shareholders,

I am very pleased to present to you the 2022 Annual Report for Saturn Metals Limited.

Throughout 2022, Saturn continued to actively progress both the development and exploration of its flagship Apollo Hill Gold Project in the north-eastern Goldfields of Western Australia. In addition, the first phase of exploration drilling was successfully completed on our Joint Venture at the West Wyalong Goldfield in New South Wales.

During the year the Company engaged in an aggressive regional drilling campaign, completing over 50,000 metres of drilling across the broader Apollo Hill project area. This campaign was highly successful delivering numerous promising results which led to the development of several new satellite prospects including Erebus, Artemis, Hercules and Aphrodite. Exploration is ongoing with some highly encouraging anomalies and geological patterns emerging.

In the second half of the financial year work focussed on updating the Apollo Hill Mineral Resource with a new Resource estimate released in May 2022. The Inferred and Indicated Mineral Resource at Apollo Hill now totals 1.47 million ounces of contained gold constrained within a single simple pit shell. Importantly, the portion of the Mineral Resource assigned the higher confidence Indicated classification increased to over 760,000 ounces.

In addition, results returned from circa 5,000 metres of reverse circulation drilling within the Apollo Hill corridor identified additional mineralisation extending in both northerly and southerly directions from the Apollo Hill deposit, further demonstrating the potential for future resource expansion.

As I foreshadowed this time last year, the Company has taken significant steps towards defining the pathway to gold production at Apollo Hill. An important element of this work during the year was the completion of two major metallurgical programs and a complementary process engineering study to assess the optimal processing route for Apollo Hill ore. These programs led to the 2022 Mineral Resource being modelled to reflect a bulk tonnage mining and heap leach processing scenario. Metallurgical test-work is ongoing to confirm and further optimise the mineral processing route. Additional project study work has also commenced towards delivery of a comprehensive preliminary economic assessment of Apollo Hill's potential.

To sustain the high level of field activity and progress pre-development studies, Saturn raised additional capital of \$7.4 million (net of costs) through a placement of shares to institutional and sophisticated investors. At year end the Company retained a healthy cash balance of \$7.1 million.

In closing I would like to acknowledge the steadfast efforts of the Saturn Metals team who continue to drive the project forward with diligence, enthusiasm and passion.

I also wish to thank Saturn's shareholders for their continued support of the Company.

Yours sincerely,



Brett Lambert
Chairman

REVIEW OF OPERATIONS

Company Profile

Saturn Metals Limited (“Saturn”) was incorporated on 2 June 2017 for the purposes of gold exploration and development. Saturn listed on the Australian Securities Exchange on 9 March 2018.

Saturn’s primary objective is to focus on mineral exploration and resource opportunities that have the potential to deliver growth for shareholders.

Saturn’s vision is to create superior value for its shareholders by discovering, developing and monetising world-class gold deposits.

Saturn’s management strategy is to:

- advance the Apollo Hill Gold Project through development, towards production;
- continue a successful exploration program in respect to the Apollo Hill camp towards rapidly growing the Resource base;
- conduct further exploration activities across the Apollo Hill strategic land package towards identifying and growing new higher-grade gold lode/vein exploration targets; and
- continue a cost-effective exploration program in respect to its other Australian opportunities and ventures.

In addition, Saturn looks to expand its current project portfolio by seeking opportunities to:

- apply for additional tenements to complement the Project; or
- acquire, either by way of an asset, share purchase or joint venture, complementary projects.

As at 30 June 2022:

- **Shares on Issue: 129,899,177**
- **Share Price: \$0.28**
- **Market Capitalisation: \$36.4M**
- **Cash: \$7.108M**
- **1.47Moz 2022 Mineral Resource¹**



Plate 1 – Air Core Drill Rig Arriving at Apollo Hill, June 2022.

¹ This document contains exploration results and historic exploration results as originally reported in fuller context in Saturn Metals Limited ASX Announcements - as published on the Company’s website. Saturn Metals Limited confirms that it is not aware of any new information or data that materially affects the information on results noted. Details of the Mineral Resource breakdown by category are presented in Table 1a* (on page 62 of this document) along with the associated Competent Persons statement (page 63) and details of the original ASX report that this information was originally published in.

REVIEW OF OPERATIONS *(Cont.)*

Work carried out at Apollo Hill during the year saw a significant resource upgrade published in May 2022.

Apollo Hill Indicated and Inferred Mineral Resource of 76Mt @ 0.60g/t Au for 1,469,000oz¹ reported above a cut-off grade of 0.23g/t Au and within an optimised pit shell under a bulk tonnage heap leach processing scenario ^{(a) Refer page 63}

This resource upgrade delivered a significant addition of 525,000 oz from the previous Mineral Resource, representing an increase of 56% in ounces.

The robust Mineral Resource update was based on:

- An additional 286 reverse circulation (RC) holes totalling 31,149m completed by Saturn within the model area since the previous Mineral Resource in January 2021;
- Results from a heap leach focussed metallurgical testing program which contributed to lowering the economic cut-off grade; and
- Consideration of low-cost bulk tonnage mining and heap leach processing scenarios².

A total of 41Mt @ 0.58g/t Au for 760koz is classified as Indicated Mineral Resource representing 52% of the total Mineral Resource (a 204koz addition to the Indicated category from the previous Mineral Resource).

Saturn has added 964,000oz to the Apollo Hill Mineral Resource in just over four years from ASX listing through 128,924m of RC and diamond drilling. That is over 7.5oz added for every metre drilled.

The recent growth in the Apollo Hill Mineral Resource was driven by:

- The discovery of additional shallower mineralisation in the Southern Apollo Hill corridor, extensional drilling beneath the previous resource shell, and infill drilling within the previous resource shell.
- The results of metallurgical testing on high quality diamond core which have demonstrated the clear potential to achieve low processing costs through simple and scalable treatment options. These low unit operating costs have in turn led to lower cut-off grades which have brought additional mineralised material into the Whittle pit shells, improved strip ratios and provided potential for more efficient mining considerations and economies of scale.
- Saturn's improving knowledge of the geological controls at the deposit and refinements in the resource modelling techniques have continued to have a positive influence.

The Apollo Hill Mineral Resource is now of a scale to warrant evaluation of mining and mineral processing options.

² CPC Engineering, Perth. Preliminary Mineral Process Engineering Cost Study.

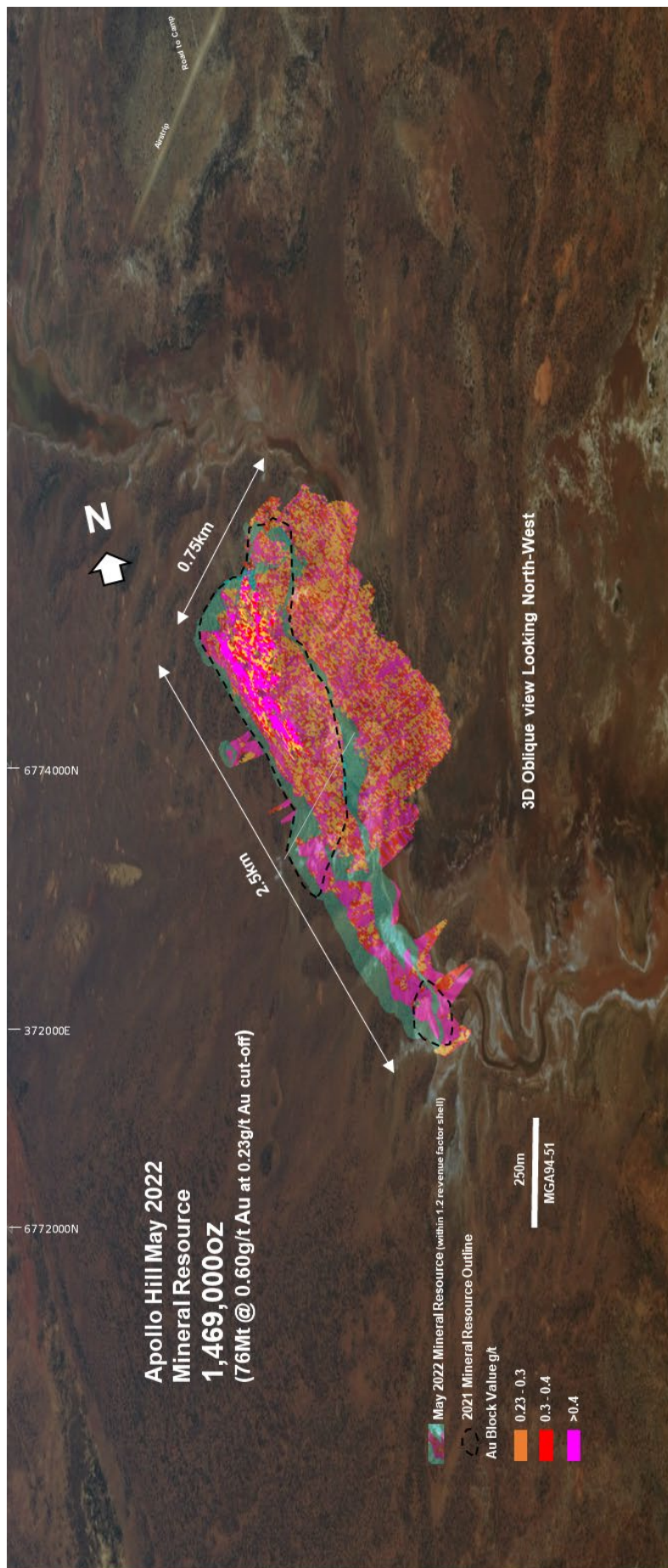


Figure 2 – Oblique view 3D Representations of the May 2022 Apollo Hill Mineral Resource model and selected pit optimisation with topography. (a) Refer page 63

REVIEW OF OPERATIONS (Cont.)

Apollo Hill Resource – Drilling

A push for extension of the Apollo Hill resource area was underpinned by reverse circulation (RC) drilling activities. RC step out drilling results reported at Apollo Hill during the year extended the deposit in multiple directions.

Resource Extension – North

Excellent high grade extensional RC intersections highlighted a 150m northern extension of the Apollo Hill mineralisation. Intersections returned during the year included ^(a) Refer page 63:

- 7m @ 11.18 g/t Au from 172m including 3m @ 25.67 g/t Au from 172m and 3m @ 17.62 g/t Au from 160m – AHRC0813
- 25m @ 0.66 g/t Au from 11m – AHRC0821

Resource Extension – Ra-Tefnut Corridor

On the Ra-Tefnut extensional corridor, thick and shallow RC intersections built width to the gold system, with several stacked lodes now evident. Significant intersections reported include ^(a) Refer page 63:

- 10m @ 2.34 g/t Au from 136m including 5m @ 4.42 g/t Au from 140m – AHRC0768
- 22m @ 1.00 g/t Au from 154m – AHRC0789
- 14m @ 1.49 g/t Au from 104m including 6 m @ 3.01g/t Au from 112m – AHRC0782
- 18m @ 1.16 g/t Au from 37m and 10m @ 0.96 g/t Au from 58m – AHRC0786
- 4m @ 11.59 g/t Au from 112m – AHRC0758

Ra North Corridor – Another Push

At the Ra North corridor, extensional RC results returned in the footwall position to Apollo Hill Main Lode highlighted the exploration opportunity to the north. Significant intersections included ^(a) Refer page 63:

- 7m @ 1.49 g/t Au from 29m, 6m @ 1.63 g/t Au from 47m and 12m @ 1.37 g/t Au from 183m – AHRC0801
- 3m @ 1.74 g/t Au from 299m including 1m @ 4.06 g/t Au from 299m – AHRC0814



Plate 2 – Aerial view of Apollo Hill deposit currently 3km long and up to 800m wide.

REVIEW OF OPERATIONS *(Cont.)*

Apollo Hill Resource – Metallurgy

Early in the year, to prepare for the next Apollo Hill resource upgrade, Saturn commenced a program of metallurgical test work.

Test work included the drilling of, and then submission of, 600m of large diameter (PQ and HQ sized) diamond drill cores to the laboratory for a series of metallurgical tests designed to evaluate the amenability of Apollo Hill mineralised material to bulk tonnage, low operating cost processing methods such as heap or vat leaching and also conventional milling options.

Results from test work completed during the year showed clear potential to consider lower processing costs through simpler and scalable treatment options. Lower unit costs can in turn lead to lower cut-off grades, allowing the processing of additional mineralised material, improved stripping ratios, more efficient mining processes and economies of scale.

Exceptional Overall Recovery from Free Milling Gold (a) Refer page 62

- Excellent overall gold recovery of **96.8%** was obtained at typical commercial grind sizes (75 micron) in intermittent bottle roll tests (IBRT) and bulk leach extractable gold (BLEG) tests of RC samples for Apollo Hill's major material types, and across the deposits full grade range.

Excellent Recovery at Target Crush Sizes (a) Refer page 62

- An Apollo Hill composite sample derived from high quality diamond core, gave an excellent overall recovery of **81%** from IBRT's, preceded with gravity separation, using high pressure grinding roll (HPGR) crushing to 8mm P100 (targeted commercial fresh rock crush size).

First Rate Recovery of Lower Grades Demonstrates Economic Potential (a) Refer page 62

- A strong average recovery of **77%** was obtained at a ~8.6mm P100 average crush size in the IBRT's for Apollo Hill's major material types, across the deposit's lower grade range (0.2g/t Au to 0.6g/t Au), using conventional stage crushing and HPGR sample subsets.

Material was submitted from differing geographies, material types, grade ranges and rock types at Apollo Hill. Specific test programs conducted in site water focussed on:

- Rock strength and crushing and grinding characteristics;
- Agglomeration and permeability tests;
- Leach testing via bottle roll for overall recovery at various crush and grind sizes; and
- Bigger scale column leach testing to help assess leaching kinetics under conditions more closely reflecting full scale operations.



Plate 3 – Heap Leach column tests underway at Bureau Veritas in Canning Vale (March-April 2022).

REVIEW OF OPERATIONS (Cont.)

Regional Exploration Activities Identify New Gold Systems

During the year the Saturn continued a major regional drilling campaign following on from previous preparatory geophysical surveys and heritage clearance phases to further explore the Apollo Hill super structure and the regionally gold prospective, Keith Kilkenny Shear.

852 Air Core Drill Holes (AC) for 57,688m
33 Reverse Circulation Drill Holes (RC) for 6,967m

Results and intersections returned throughout the year revealed a number of new gold systems, and further defined known systems, in proximity to the Apollo Hill 1.47Moz Au¹ Mineral Resource, systems include the prospects labelled in Figure 3.

The identification of multiple prospects (Figure 3) in proximity to our Apollo Hill Mineral Resource illustrates the potential for either a long-life, large-scale set of gold assets or perhaps more importantly the opportunity for another major discovery in the centre of the competitive and highly active Leonora district.

Subsequent to year end, Saturn has continued work on exploration and validation of these exciting prospects with ongoing AC drilling.

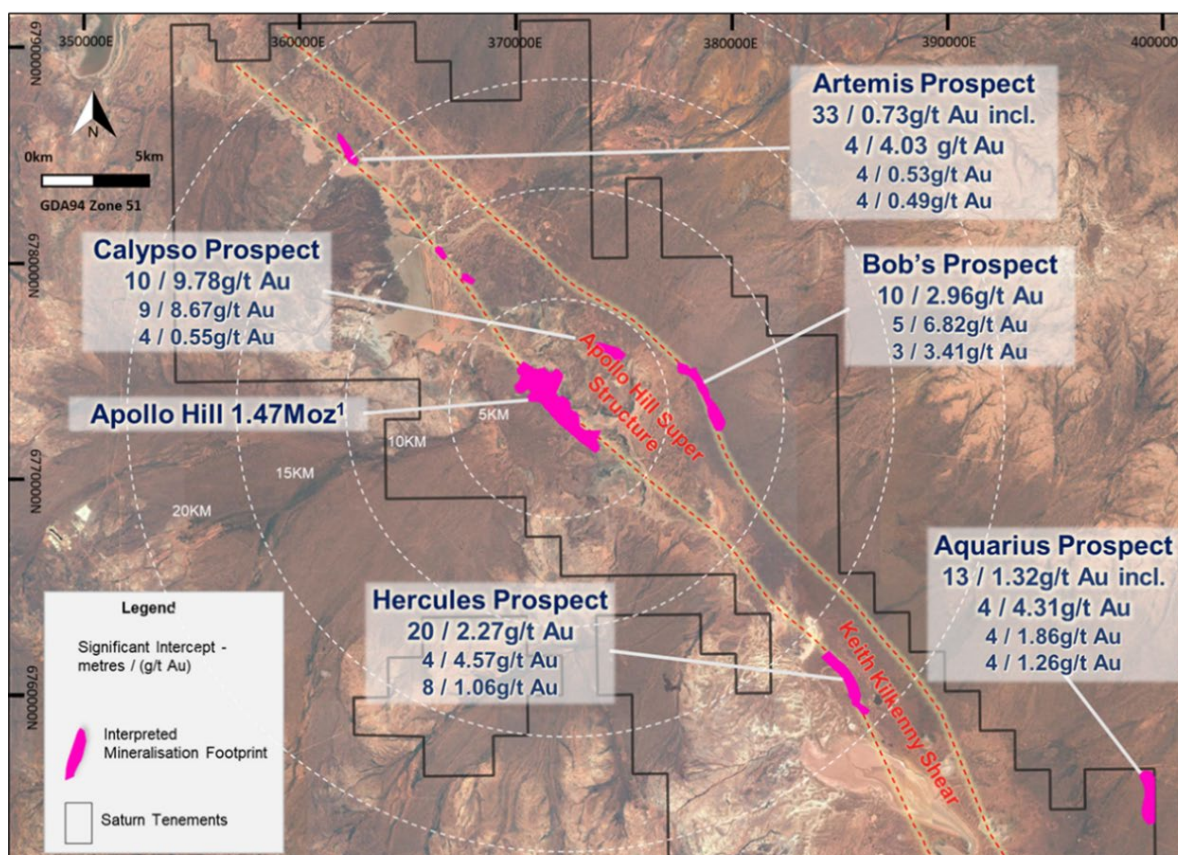


Figure 3 – Prospect locations in relation to the Apollo Hill Mineral Resource, Apollo Hill Super-Structure and Keith-Kilkenny Shear. (a) Refer page 63

REVIEW OF OPERATIONS (Cont.)

Significant results returned from regional prospects throughout the year include:

Hercules – 15km south-east of the Apollo Hill Mineral Resource

Regional exploration AC and RC discovered a significant zone of gold bearing mineralisation at Hercules (Figure 3 & Figure 4). Drilling increased the strike length of the Hercules mineralised zone to over 2km, with intersections returned during the year including ^(a) Refer page 63:

- 20m @ 2.27g/t Au from 24m including 8m @ 5.17g/t Au from 24m – AHAC0925
- 4m @ 1.97g/t Au from 64m – AHAC1006
- 8m @ 1.06g/t Au from 28m – AHAC0865
- 4m @ 4.57g/t Au from 54m – AHRC0836
- 8m @ 1.06g/t Au from 28m – AHAC0865

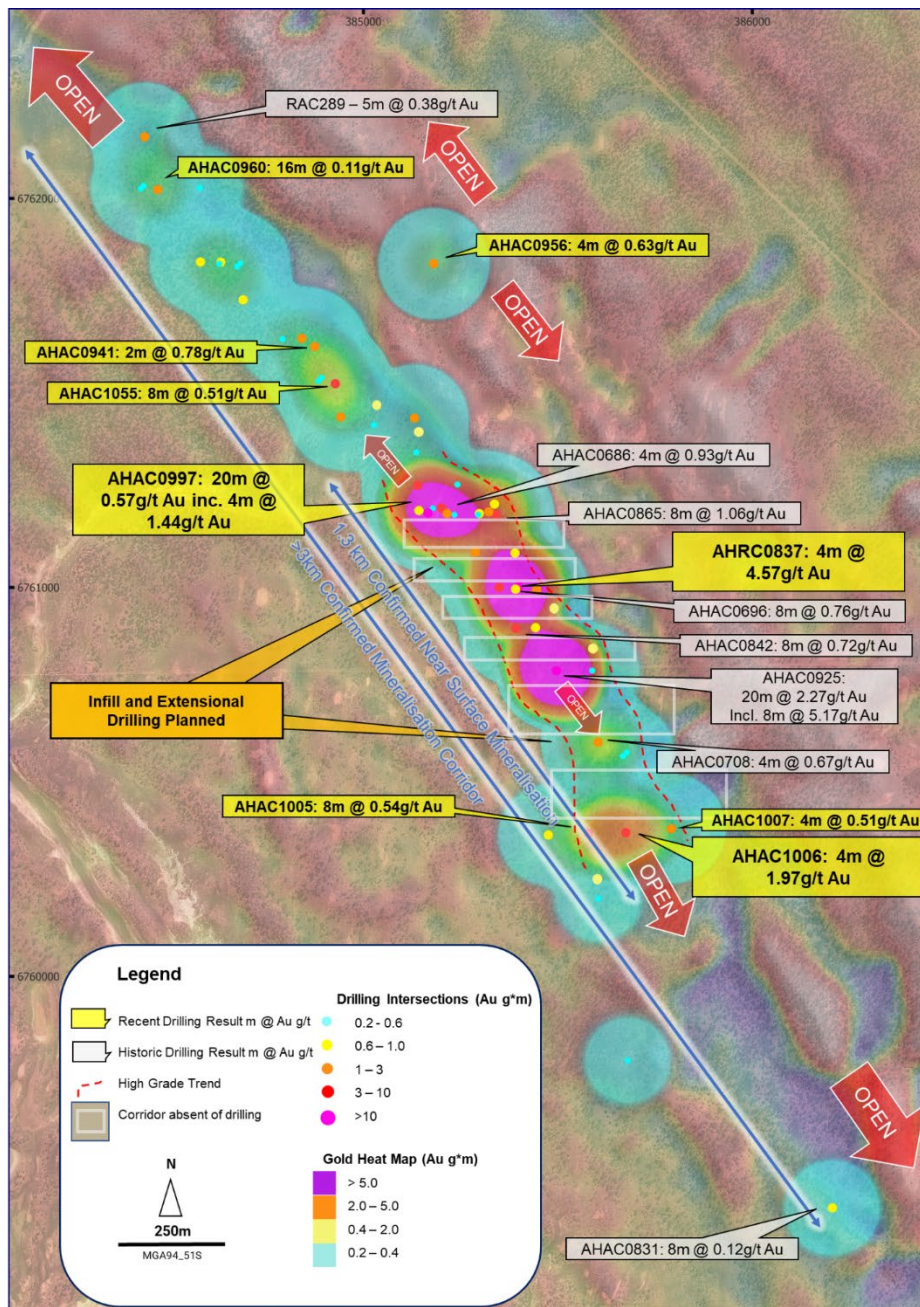


Figure 4 – Plan of significant Air Core results at Hercules showing the gold trend – gold contours of Au gram metres from recent and historical drilling, merged geophysical and aerial image background. ^(a) Refer page 63

REVIEW OF OPERATIONS *(Cont.)*

Bob's – 7km east of the Apollo Hill Mineral Resource

Extensional RC and step out AC during the year confirmed Bob's (Figure 3) is a large gold system. Results returned continued to build the understanding of the mineralisation along Bob's 3.5km strike length, with higher grade gold vectors remaining open for additional drill targeting. Intersections returned during the year included ^{(a) Refer page 63:}

- 5m @ 6.82g/t Au from 130m – AHRC0825
- 10m @ 2.96g/t Au from 126m – AHRC0834
- 3m @ 3.41g/t Au from 215m – AHRC0833



Plate 4 – AC Drilling at Bob's Prospect.

Aquarius – 25km south-east of the Apollo Hill Mineral Resource

Several zones of coherent mineralisation, hidden under cover have been identified at Aquarius (Figure 3). Significant intersections returned include ^{(a) Refer page 63:}

- 13m @ 1.32g/t Au from 56m including 4m @ 4.31g/t Au from 56m – AHAC0464
- 4m @ 1.86g/t Au from 64m within 9m @ 0.69g/t Au from 64m – AHAC0763
- 4m @ 1.26g/t Au from 72m within 12m @ 0.63g/t Au from 68m – AHAC0746

Artemis – 10km north-west of the Apollo Hill Mineral Resource

Regional reconnaissance AC and follow up AC during the year discovered and lengthened the Artemis (Figure 3) system to 800m in strike length. Significant intersections returned during the year from the broad space drilling completed include ^{(a) Refer page 63:}

- 4m @ 4.08g/t Au from 40m within 33m @ 0.73g/t Au from 24m – AHAC0672
- 4m @ 0.49g/t Au from 40m and 4m @ 0.53g/t Au from 60m – AHRC0880

REVIEW OF OPERATIONS (Cont.)

West Wyalong Farm-In Gold Joint Venture

During the year, Saturn completed its maiden diamond drill program at its West Wyalong Gold Project in New South Wales.

The initial focus of exploration was the 2 km long high-grade Mallee Bull Reef within the long forgotten West Wyalong Goldfield.

No underground development or modern exploration is known to have occurred on the Mallee Bull Reef line since 1915 when a decline in production was synchronous with the onset of World War One. Saturn's program is the first modern test of this excellent opportunity.

Results from the first four exploratory diamond holes (2,085m) drilled at West Wyalong during the half year to test the Mallee Bull Reef structure (historically produced over 128,000 oz at 50g/t Au up to 1915 (a Bowman 1977, see Saturn ASX announcement dated 28 April 2020)) beneath old workings have:

- further confirmed the extension of gold bearing quartz reef structures at depth beneath old workings;
- identified wide geological corridors with potential for multiple gold shoots; and
- developed the geological model for refinement of geological targeting work; and provided additional information on the extent and position of old workings.

Geological information and assays returned from the drilling program improved the understanding of the reef structures and will be essential in the design and direction of the next phase of the exploration program. The best result returned from the drilling program was 0.7m @ 2.74g/t Au from 393.2m in hole WWDD0003 (Figure 4).

Fieldwork is planned in the next year to explore quartz vein targets in the northern region of the project area.

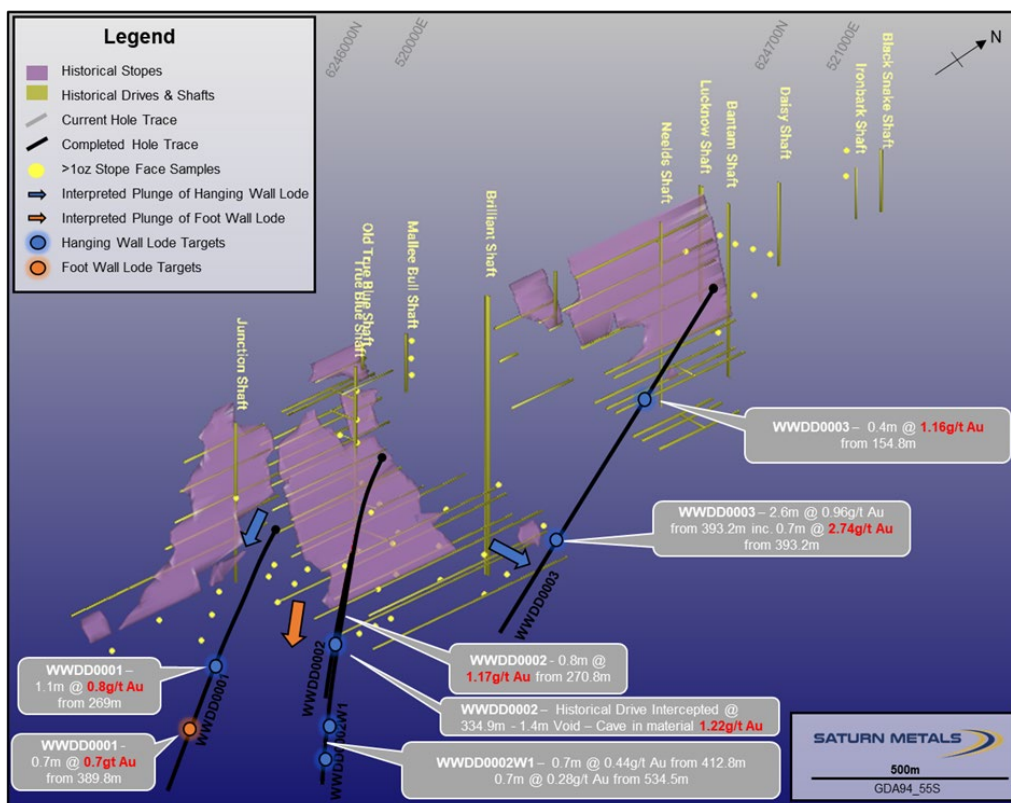


Figure 4 – Oblique 3D view - Long Section View of the Maiden West Wyalong Drill Program (adapted from d1-d4- GS1928/007 p61long-section). (a) Refer page 63

REVIEW OF OPERATIONS (Cont.)

Corporate

Cash Position

As at 30 June 2022 Saturn held \$7.108m of cash.

Capital Raising and Share Issues

To support the Company's activities Saturn raised additional capital during the year through the issue of shares:

- 6 July 2021, the Group raised \$39,600 by issuing 150,000 shares at 26.4 cents per share on the exercise of options held by Directors and employees;
- 15 November 2021, the Group raised \$123,552 by issuing 468,000 shares at 26.4 cents per share on the exercise of options held by Directors and employees;
- 3 December 2021, the Group raised \$6,189,956 (net of costs) by issuing 13,833,334 shares at 48 cents per share by placement to institutional and sophisticated investors;
- 6 December 2021, the Group raised \$39,600 by issuing 150,000 shares at 26.4 cents per share on the exercise of options held by Directors and employees; and
- 23 March 2022, the Group raised \$1,264,839 (net of costs) by issuing 2,833,333 shares at 48 cents per share by placement to institutional and sophisticated investors.

Auditor

BDO Audit (WA) Pty Ltd were appointed as the Company's auditor effective from the annual general meeting of shareholders held on 24 November 2021.

Company Values

Saturn is committed to conducting its business activities in accordance with the below stated values.

VALUES STATEMENT

S · A · T · U · R · N


SAFETY

"Safety First" is key to the Company's endeavours. Ensuring good communication reporting and transparency around safety will drive a safe working environment for all stakeholders.


ACTION

Acting with **courage, confidence, energy and enthusiasm** in all of our endeavours.


TRUST

Always act with **integrity, communicate honestly, respect** others and yourself in all your actions.


UNITED

We are a **team** and our stakeholders and business partners are part of our team. We act with **humility** and **commitment** within our team.


RESULTS

We are results **focused** and individually **accountable** to our stakeholders and ourselves. We set ourselves **targets** to achieve and exceed.


NOTABLE

We strive to be noted for our **product, our ethical** behaviour, and our **efficient** business.

REVIEW OF OPERATIONS *(Cont.)*

Health and Safety

Safety

Saturn is focused on providing safe working environment for all its personal.

Over the course of the year a total of 24,473 work hours were recorded at our Apollo Hill Gold Project. Of this, Saturn employees contributed 10,586 work hours and Saturn contractors contributed 13,887 work hours. Importantly during the year there were no lost time injuries recorded.

Employee Assistance Program

Saturn has engaged Lifeskills Australia to provide all personnel with access to an Employee Assistance Program (EAP).

The aim of providing an EAP is to ensure all employees have access to a confidential counselling service which can help individuals deal with personal or work-related issues that may otherwise adversely affect their wellbeing.

Community Engagement

Heritage Surveys

Saturn conducted heritage surveys with an anthropologist and representatives of traditional owner's Nyalpa Pirniku in August 2021 and March 2022. These surveys were conducted to provide clearance to Saturn tenure for future work programs and project development.

Local Suppliers

The Company endeavors to engage local suppliers of good and services where available to support activities at its Apollo Hill Gold Project. During the year Saturn engaged with Menzies Mining Pty Ltd, a local company with ties to the Nyalpa Pirniku Native Title Claimants to provide earthworks services at Apollo Hill.



Plate 5 – Menzies Mining and Saturn employees at Saturn site accommodation located at the Glenorn Station Homestead.

Corporate Governance

Saturn supports the intent of the ASX Corporate Governance Council's Principles and Recommendations (4th Edition). Details of the corporate governance practices adopted by Saturn can be found in our 'Corporate Governance Statement 2022' available on our website at www.saturnmetals.com.au/about/corporate-governance/

DIRECTORS' REPORT

The Directors present their report together with the consolidated financial statements of the Group comprising of Saturn Metals Limited ("Saturn" the "Group" or the "Company") and its subsidiary for the financial year ended 30 June 2022 and the auditor's report thereon.

Directors and Company Secretary

The following persons were directors of Saturn during the whole of the financial year and up to the date of this report.

Brett Lambert – Non-Executive Chairman
Ian Bamborough – Managing Director
Andrew Venn – Non-Executive Director
Robert Tyson – Non-Executive Director
Adrian Goldstone – Non-Executive Director

The Company Secretary is Mrs Natasha Santi. Mrs Santi was appointed Company Secretary on 3 May 2021, after previously commencing as a full-time employee of Saturn on 11 January 2021.

Mrs Santi previously had 9 years' experience, as an employee of Boden Corporate Services Pty Ltd, providing company secretarial and accounting services to a range of ASX listed and unlisted companies, including serving as Company Secretary at Capricorn Metals Ltd from July 2012. In addition, from April 2017, Mrs Santi was a full-time employee at Capricorn Metals Ltd until her resignation as Company Secretary, February 2020.

Principal Activities

The principal activity of the Group is the exploration for economic deposits of precious metals. For the period of this report, the emphasis has been gold focused exploration and project development near Leonora, in Western Australia.

Dividends Paid or Recommended

No dividends were paid or proposed to be paid during the financial year (2021: Nil).

Operating Results

The loss for the Group for the financial year after providing for income tax amounted to \$2,283,191 (2021: \$1,959,350). Loss per share \$0.02 (2021: \$0.02).

Financial Position

The net assets of the Group for the year ended 30 June 2022 were \$35,227,571 (2021: \$29,452,890). Net assets have increased due to share issues completed during the year which raised \$7,657,547, net of costs for further exploration activities. In addition, a further \$6,123,789 was capitalised as exploration and evaluation costs. At 30 June 2022 the closing cash balance of the Group was \$7,108,560 (2021: \$8,155,144).

Review of Operations

During the 2022 financial year the Company progressed exploration and resource development across its Apollo Hill Gold Project by completing a total of:

- 44 Reverse Circulation (RC) Drill Holes for 9,915m of drilling;
- 859 Aircore (AC) Drill Holes for 58,030m of drilling, and;
- 5 Diamond (DD) Drill holes for 515m.

DIRECTORS' REPORT (Cont.)

In addition to significant work undertaken at Apollo Hill, Saturn completed its first exploration program in West Wyalong at its Gold joint venture in New South Wales. The program saw 151m of RC pre-collars completed and 4 DD holes totalling 1,632m.

In preparation for the next Apollo Hill resource upgrade Saturn completed a program of metallurgical test work. Test work included the drilling of, and then submission of, 600m of large diameter (PQ and HQ sized) diamond drill cores to the laboratory for a series of metallurgical tests designed to evaluate the amenability of Apollo Hill mineralised material to bulk tonnage, low operating cost processing methods such as heap or vat leaching.

In addition to the metallurgical test work, the Company commissioned a preliminary capital and operating costs study for large scale, bulk tonnage processing at Apollo Hill. The engineering firm engaged to conduct the study has significant experience in this style of operation and are the design engineers for a similar project currently recently constructed in Western Australia. The results of the study were used in support of the major upgrade to the Apollo Hill Resource completed May 2022 – the details of which can be found in the Company's announcement to the ASX on 2 May 2022.

Significant Changes in the State of Affairs

Other than as set out below and elsewhere in the report, there were no significant changes to the state of affairs.

Changes to Contributed Equity

During the year the Group increased contributed equity by \$7,657,547 through the issue of 17,434,667 shares in the Group as part of placements to institutional and sophisticated investors and the exercise of unquoted options held by Directors and employees. The details and timing of each raising were as follows:

- 6 July 2021, the Group raised \$39,600 by issuing 150,000 shares at 26.4 cents per share on the exercise of options held by Directors and employees;
- 15 November 2021, the Group raised \$123,552 by issuing 468,000 shares at 26.4 cents per share on the exercise of options held by Directors and employees;
- 3 December 2021, the Group raised \$6,189,956 (net of costs) by issuing 13,833,334 shares at 48 cents per share by placement to institutional and sophisticated investors;
- 6 December 2021, the Group raised \$39,600 by issuing 150,000 shares at 26.4 cents per share on the exercise of options held by Directors and employees; and
- 23 March 2022, the Group raised \$1,264,839 (net of costs) by issuing 2,833,333 shares at 48 cents per share by placement to institutional and sophisticated investors.

Details of changes in contributed equity is disclosed in Note 11 in the consolidated financial statements.

The Directors are not aware of any other significant changes in the state of affairs of the Company occurring during the financial year, other than disclosed in this report.

Events Occurring Subsequent to Balance Date

There were no other matters or circumstances that have arisen since the end of the financial period which significantly affected or may significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group in future financial years.

Likely Developments and Expected Results

It is the Board's current intention that the Group will progress exploration and development on current projects. Exploration and development is inherently risky and there are no certainties that the Group will successfully achieve its objectives.

DIRECTORS' REPORT (Cont.)

Information on Directors

The names and particulars of the Group's Directors during the financial year, and as at the date of this report are as follows:

IAN BAMBOROUGH BSc(Hons), MSc, MBA, MAIG, GAICD Managing Director		
Experience and Expertise: Mr Bamborough is a geologist with more than 25 years leadership experience in the mining industry. Mr Bamborough developed his career with Newmont Mining Corporation and was more recently Managing Director of ASX listed Spectrum Rare Earths Limited. Mr Bamborough has previously served as a Director of the Northern Territory Mining Board, and currently holds directorships with private exploration and mining company, Reef Mining Pty Ltd. Mr Bamborough is also Vice chair of the Gold Industry Group of Australia. The Board does not consider Mr Bamborough to be an independent Director.		
Other current ASX listed company directorships: None.		
Former ASX listed company directorships in the last three years: None.		
First appointed as a Director: 19 September 2017		
Interests in Shares, Rights and Options:	Shares:	4,713,941
	Performance Rights:	1,138,000
	Options:	250,000
BRETT LAMBERT BAppSc (Mining Engineering) Non-Executive Chairman		
Experience and Expertise: Mr Lambert is a mining engineer and experienced company director. He has over 35 years' involvement in the Australian and international resources industry encompassing exploration, mining operations, project development, business development and corporate administration. Mr Lambert commenced his professional career with Western Mining Corporation in Kalgoorlie and progressed to a Senior Management role. Since leaving WMC, Mr Lambert has held executive positions with a number of junior and mid-tier resource companies, including more than 10 years at CEO/managing director level. The Board considers that Mr Lambert is an independent Director.		
Other current ASX listed company directorships: Non-Executive Chairman of Mincor Resources NL (1 January 2017 to present). Non-Executive Director of Australian Potash Limited (9 May 2017 to present). Non-Executive Director of Musgrave Minerals Ltd (4 February 2021 to present). Non-Executive Chairman of Metal Hawk Limited (3 July 2019 to present)		
Former ASX listed company directorships in the last three years: Non-Executive Director of Metals X Limited (resigned 10 July 2020) Non-Executive Director of De Grey Mining Limited (resigned 22 July 2019).		
First appointed as a Director: 9 April 2020		
Interests in Shares, Rights and Options:	Shares:	-
	Performance Rights:	-
	Options:	700,000

DIRECTORS' REPORT (Cont.)

ROBERT TYSON B.App Sc(Geol), GradDip Applied Finance(SIA) MAusIMM Non-Executive Director							
Experience and Expertise: Mr Tyson is a geologist with more than 25 years resources industry experience having worked in exploration and mining-related roles for companies including Cyprus Exploration Pty Ltd, Queensland Metals Corporation NL, Murchison Zinc Pty Ltd, Normandy Mining Ltd and Equigold NL. Mr Tyson is an Executive Director and founder of Peel Mining Limited,. The Board considers that Mr Tyson is an independent Director.							
Other current ASX listed company directorships: Executive Director – Technical of Peel Mining Limited (from 3 March 2022), Managing Director of Peel Mining Limited (20 April 2006 to 3 March 2022).							
Former ASX listed company directorships in the last three years: None.							
First appointed as a Director: 2 June 2017							
Interests in Shares, Rights and Options:	<table> <tr> <td>Shares:</td> <td>1,360,000</td> </tr> <tr> <td>Performance Rights:</td> <td>-</td> </tr> <tr> <td>Options:</td> <td>750,000</td> </tr> </table>	Shares:	1,360,000	Performance Rights:	-	Options:	750,000
Shares:	1,360,000						
Performance Rights:	-						
Options:	750,000						
ANDREW VENN BBus, GradDip Applied Finance, FFin Non-Executive Director							
Experience and Expertise: Mr Venn has over 20 years mining industry experience. Mr Venn has previously held senior positions across financing and operations for Argonaut Limited, Orica Mining Services, ICI Explosives and DDH1 Limited and is a Fellow of the Financial Services Institute of Australia. The Board considers that Mr Venn is an independent Director.							
Other current ASX listed company directorships: None.							
Former ASX listed company directorships in the last three years: None.							
First appointed as a Director: 29 September 2017							
Interests in Shares, Rights and Options:	<table> <tr> <td>Shares:</td> <td>968,000</td> </tr> <tr> <td>Performance Rights:</td> <td>-</td> </tr> <tr> <td>Options:</td> <td>750,000</td> </tr> </table>	Shares:	968,000	Performance Rights:	-	Options:	750,000
Shares:	968,000						
Performance Rights:	-						
Options:	750,000						

DIRECTORS' REPORT (Cont.)

ADRIAN GOLDSTONE BSc, MSc (Hons) Non-Executive Director							
Experience and Expertise: Mr Goldstone has in excess of 35 years' experience in the resources industry holding executive roles over much of that time and has more recently become involved in specialist investment and financing for the resources industry. He currently holds the position of Managing Director, Technical at Dundee Goodman Merchant Partners. He brings expertise and successful experience in Project Management and associated governance processes, environmental management, and social licence in the industry and has a strong focus on creative business solutions meeting the expectations of multiple stakeholders. The Board considers that Mr Goldstone is an independent Director.							
Other current ASX listed company directorships: Non-Executive Director of Big River Gold Limited (26 May 2021 to present).							
Former ASX listed company directorships in the last three years: Non-Executive Director of Zinc of Ireland NL (29 January 2019 to 30 November 2021).							
First appointed as a Director: 20 May 2021							
Interests in Shares, Rights and Options:	<table> <tr> <td>Shares:</td> <td>14,500</td> </tr> <tr> <td>Performance Rights:</td> <td>-</td> </tr> <tr> <td>Options:</td> <td>500,000</td> </tr> </table>	Shares:	14,500	Performance Rights:	-	Options:	500,000
Shares:	14,500						
Performance Rights:	-						
Options:	500,000						

Meetings of Directors

The number of meetings of Director's (including committees of Directors) held during the year ended 30 June 2022, and the number of meetings attended by each director was as follows:

<i>Director</i>	<i>Directors Meetings</i>		<i>Audit & Risk Committee</i>	
	<i>A</i>	<i>B</i>	<i>A</i>	<i>B</i>
I Bamborough	9	9	4	4
B Lambert	8	9	4	4
R Tyson	8	9	3	4
A Venn	9	9	4	4
A Goldstone	9	9	4	4

A = Number of meetings attended.

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

REMUNERATION REPORT (AUDITED)

The Directors present the Saturn Metals Limited 2022 remuneration report, outlining key details of the nature and amount of remuneration for each Key Management Personnel (“KMP”) awarded this year.

The remuneration report is structured as follows:

- a) Key management personnel covered in this report
- b) Principles used to determine the nature and amount of remuneration
- c) Key personnel remuneration
- d) Service agreements
- e) Equity issued as part of remuneration
- f) Option holdings of key management personnel
- g) Performance rights holdings of key management personnel
- h) Share holdings of directors and key management personnel, and
- i) Additional information

a) Key Management Personnel Covered In This Report

Key Management Personnel	Position	Changes during the year
Ian Bamborough	Managing Director	-
Brett Lambert	Non-Executive Chairman	-
Robert Tyson	Non-Executive Director	-
Andrew Venn	Non-Executive Director	-
Adrian Goldstone	Non-Executive Director	-

Note:

Details of each director are set out on pages 17 – 19.

There have been no changes to KMP since 30 June 2022 and to the date of this report.

Principles Used To Determine The Nature And Amount Of Remuneration

The objective of the remuneration framework of Saturn Metals Limited is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with achievement of strategic objectives and the creation of value for shareholders. The Board believes that executive remuneration satisfies the following key criteria:

- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency
- capital management

These criteria result in a framework which can be used to provide a mix of fixed and variable remuneration, and a blend of short and long-term incentives in line with the Group’s remuneration policy.

Board and senior management

The remuneration of the Managing Director will be decided by the Board, without the affected Executive Director participating in that decision-making process.

REMUNERATION REPORT (AUDITED) (Cont.)

The total maximum remuneration of Non-Executive Directors was initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The current amount has been set at an amount not to exceed \$300,000 per annum. The determination of Non-Executive Directors' remuneration within that maximum is made by the Board having regard to the inputs and value to the Group of the respective contributions by each Non-Executive Director.

In addition, a Director may be paid fees or other amounts (i.e. subject to any necessary Shareholder approval, non-cash remuneration such as Options) as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director.

Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively incurred in the performance of their duties as Directors.

The Board reviews and approves the remuneration policy to enable the Group to attract and retain executives and Directors who will create value for Shareholders having consideration to the amount considered to be commensurate for a company of its size and level of activity as well as the relevant Directors' time, commitment, and responsibility. The Board is also responsible for reviewing any employee incentive and equity-based plans including the appropriateness of performance hurdles and total payments proposed. Senior management are paid based on applicable market rates.

Company Performance

The following table shows the gross revenue, profits, dividends and share price at the end of the financial year for the past 5 years, ending 30 June:

	2018	2019	2020	2021	2022
	\$	\$	\$	\$	\$
Revenue	27,334	80,126	74,974	72,592	15,777
Net profit/(loss)	(857,320)	(1,187,119)	(1,476,067)	(1,959,350)	(2,283,191)
Share price at year end	0.16	0.300	0.715	0.410	0.280
Dividends paid	-	-	-	-	-

Remuneration is not linked to past Group performance but rather towards generating future shareholder wealth through share price performance. The Board and management may be issued share options in the company on a periodic basis as a means to link executive rewards to shareholder value.

REMUNERATION REPORT (AUDITED) (Cont.)

b) Key Management Personnel Remuneration

Details of the remuneration expense recognized for each key management person of the Group during the current and previous financial year ending 30 June, is set out in the following table:

Key Management Person	Year	Fixed Remuneration			Variable Remuneration		Total \$	Performance Related %
		Short-Term Employment Benefits	Post-Employment Benefits	Long-Term Benefits	Share Based Payments			
		Cash salary & fees \$	Super-annuation \$	Leave benefits \$	Options \$	Performance Rights \$		
Executive Director								
I Bamborough	2022	293,267	23,723	22,572	11,867	142,350	493,779	31%
	2021	253,216	24,508	18,749	15,469	117,919	429,861	31%
Directors								
B Lambert	2022	70,000	7,000	-	62,715	-	139,715	45%
	2021	70,000	6,650	-	-	-	76,650	-
R Tyson	2022	50,000	5,000	-	56,664	(69,082)	42,582	Nil
	2021	50,000	4,750	-	(10,522)	44,314	88,542	38%
A Venn	2022	50,000	5,000	-	56,664	(69,082)	42,582	Nil
	2021	50,000	4,750	-	(10,522)	44,314	88,542	38%
A Goldstone	2022	50,000	5,000	-	44,796	-	99,796	45%
	2021	5,780	549	-	-	-	6,329	-
Total	2022	513,267	45,723	22,572	232,706	4,186	818,454	
	2021	428,996	41,207	18,749	(5,575)	206,547	689,924	

Note:

- Options issued during the year are designed provide long-term incentives for Eligible Participants to deliver long-term shareholder returns (as disclosed on page 24).
- Performance rights issued during the year are designed to provide short-term incentives to Directors to deliver short- and long-term shareholder returns (as disclosed on page 25).

c) Service agreements

Remuneration and other terms of employment for the Directors and key management personnel, except those of non-executive Directors are formalised in Employment Agreements or Letters of Offer. Details of the employment conditions for Directors and Key Management Personnel are set out below.

The Company has entered into an Executive Service Agreement with Mr Ian Bamborough pursuant to which Mr Bamborough was appointed Managing Director of the Company on the following terms:

- The Managing Director is employed on a full time on basis;
- The Company will pay to the Managing Director for services rendered a salary of \$300,000 (excluding superannuation) per annum;
- The Company will reimburse the Managing Director for all reasonable expenses (including travel and accommodation) incurred in the performance of his duties;
- The Company may terminate the executive services agreement without reason on three (3) months' notice thereafter and immediately without notice in the event of serious misconduct;
- The Managing Director may terminate the executive services agreement at any time and without notice if the Company commits a serious breach of the executive service agreement or by giving three (3) months' notice to the Company; and
- The Company has entered into a deed of insurance, indemnity and access with Mr Bamborough. The Company has taken out and will use its best endeavours to maintain appropriate directors' and officers' liability insurance.

The above Executive Service Agreement otherwise contains terms and conditions which are considered standard for agreements of their nature, including those relating to confidentiality, non-disclosure and assignment.

REMUNERATION REPORT (AUDITED) (Cont.)

The Company has entered into an appointment letter with Mr Brett Lambert pursuant to which Mr Lambert was appointed Non-Executive Chairman of the Company on the following terms:

- a) Mr Lambert's appointment commenced on 9 April 2020 and automatically ceases at the end of any meeting at which he is not re-elected as a Director by the shareholders of the Company or otherwise ceases in accordance with the Constitution;
- b) The Company will pay \$70,000 per annum (excluding superannuation) to the Non-Executive Chairman monthly in arrears. Remuneration shall be subject to annual review by the Board of the Company and approval by the shareholders of the Company (if required);
- c) During the annual review the Board resolved to increase the remuneration from 1 July 2022 to \$77,000 per annum.
- d) The Company will reimburse Mr Lambert for all reasonable expenses (including travel and accommodation) incurred in the performance of his duties where agreed by the Board; and
- e) The Company has entered into a deed of insurance, indemnity and access with Mr Lambert. The Company has taken out and will use its best endeavours to maintain appropriate directors' and officers' liability insurance.

The appointment letter otherwise contains terms and conditions that are considered standard for agreements of this nature.

The Company has entered into an appointment letter with Robert Tyson pursuant to which Mr Tyson was appointed Non-Executive Director of the Company on the following terms:

- a) Mr Tyson's appointment commenced on 9 April 2020 and automatically ceases at the end of any meeting at which he is not re-elected as a Director by the shareholders of the Company or otherwise ceases in accordance with the Constitution;
- b) The Company will pay \$50,000 per annum (excluding superannuation) to the Non-Executive Director monthly in arrears. Remuneration shall be subject to annual review by the Board of the Company and approval by the shareholders of the Company (if required);
- c) During the annual review the Board resolved to increase the remuneration from 1 July 2022 to \$55,000 per annum.
- d) The Company will reimburse Mr Tyson for all reasonable expenses (including travel and accommodation) incurred in the performance of his duties where agreed by the Board; and
- e) The Company has entered into a deed of insurance, indemnity and access with Mr Tyson. The Company has taken out and will use its best endeavours to maintain appropriate directors' and officers' liability insurance.

The appointment letter otherwise contains terms and conditions that are considered standard for agreements of this nature.

The Company has entered into an appointment letter with Andrew Venn pursuant to which Mr Venn was appointed Non-Executive Director of the Company on the following terms:

- a) Mr Venn's appointment commenced on 21 September 2017 and automatically ceases at the end of any meeting at which he is not re-elected as a Director by the shareholders of the Company or otherwise ceases in accordance with the Constitution;
- b) The Company will pay \$50,000 per annum (excluding superannuation) to the Non-Executive Director monthly in arrears. Remuneration shall be subject to annual review by the Board of the Company and approval by the shareholders of the Company (if required);
- c) During the annual review the Board resolved to increase the remuneration from 1 July 2022 to \$55,000 per annum.
- d) The Company will reimburse Mr Venn for all reasonable expenses (including travel and accommodation) incurred in the performance of his duties where agreed by the Board; and
- e) The Company has entered into a deed of insurance, indemnity and access with Mr Venn. The Company has also taken out and will use its best endeavours to maintain appropriate directors' and officers' liability insurance.

REMUNERATION REPORT (AUDITED) (Cont.)

The appointment letter otherwise contains terms and conditions that are considered standard for agreements of this nature.

The Company has entered into an appointment letter with Adrian Goldstone pursuant to which Mr Goldstone was appointed Non-Executive Director of the Company on the following terms:

- a) Mr Goldstone's appointment commenced on 20 May 2021 and automatically ceases at the end of any meeting at which he is not re-elected as a Director by the shareholders of the Company or otherwise ceases in accordance with the Constitution;
- b) The Company will pay \$50,000 per annum (excluding superannuation) to the Non-Executive Director monthly in arrears. Remuneration shall be subject to annual review by the Board of the Company and approval by the shareholders of the Company (if required);
- c) During the annual review the Board resolved to increase the remuneration from 1 July 2022 to \$55,000 per annum.
- d) The Company will reimburse Mr Goldstone for all reasonable expenses (including travel and accommodation) incurred in the performance of his duties where agreed by the Board; and
- e) The Company has entered into a deed of insurance, indemnity and access with Mr Goldstone. The Company has taken out and will use its best endeavours to maintain appropriate directors' and officers' liability insurance.

The appointment letter otherwise contains terms and conditions that are considered standard for agreements of this nature.

d) Equity issued as part of remuneration

(i) Options

Options over shares in Saturn may be granted under the Company's Incentive Option Plan which was created in September 2017 and approved by shareholders again in November 2021. The Incentive Option Plan is designed to provide long-term incentives for Eligible Participants to deliver long-term shareholder returns. Under the plan, the Board may from time to time, in its absolute discretion, make a written offer to any Eligible Participant to apply for Options, upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines. An Option may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Option.

Details of options over ordinary shares in the Company provided as remuneration to key management personnel of Saturn are set out below. When exercisable, each option is convertible into one ordinary share of Saturn. Further information on the options is set out in Note 20(a) to the consolidated financial statements.

Key management person	Fair Value at Grant Date		Options Granted During Year		Options Vested During Year	
	2022	2021	2022	2021	2022	2021
	\$	\$	Number	Number	Number	Number
Executive Director						
I Bamborough	-	-	-	-	250,000	1,150,000
Directors						
B Lambert	139,366	-	700,000	-	-	-
R Tyson	99,547	-	500,000	-	250,000	150,000
A Venn	99,547	-	500,000	-	250,000	150,000
A Goldstone	99,547	-	500,000	-	-	-

The assessed fair value at grant date of options granted to the individuals is allocated equally over the period from grant date to vesting date.

Shares under option, provided as remuneration to key management personnel, and on issue as at the date of this report are set out in the following table.

REMUNERATION REPORT (AUDITED) (Cont.)

Grant Date	Total on Issue to Key Management Personnel	Date Vested & Number Exercisable	Expiry Date	Exercise Price	Value per Option at Grant Date
9 Dec 2019	750,000	Class A – Vesting measurement date 9 Dec 2021, 450,000 Class B – Vesting measurement date 9 Dec 2021, 300,000	8 Dec 2022	36.4 cents 36.4 cents	21.1 cents 21.9 cents
24 Nov 2021	2,200,000	Class A – Vesting measurement date 24 Nov 2022, Vesting Condition of continuous service to 24 Nov 2022, 1,100,000 Class B – Vesting measurement date 24 Nov 2023, Vesting Condition of continuous service to 24 Nov 2023, 1,100,000	22 Nov 2024	80.0 cents 80.0 cents	19.90 cents 19.90 cents

Fair value of options granted during the period

The fair value at grant date stated in the table above, for options granted during the year, was determined using the Black-Scholes valuation methodology and takes into account the following inputs:

Exercise price	\$0.80
Grant date	24 November 2021
Expiry date	22 November 2024
Share price at issue date	\$0.56
Expected price volatility	68%
Expected dividend yield	0%
Risk-free interest rate	0.985%

(ii) Performance Rights

Performance Rights in Saturn may be granted under the Incentive Performance Rights Plan which was approved by Shareholders at the 2021 Annual General Meeting. The Incentive Performance Rights Plan is designed to provide short-term incentives for Eligible Participants to deliver short- and long-term shareholder returns. A Performance Right may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Performance Right. A Performance Right will lapse upon the earlier to occur of:

- (i) an unauthorised dealing in the Performance Right;
- (ii) a vesting condition in relation to the Performance Right is not satisfied by its due date, or becomes incapable of satisfaction, unless the Board exercises its discretion to waive the vesting conditions and vest the Performance Right in the circumstances set out in paragraph; and
- (iii) unless the Board resolves, in its absolute discretion, to allow the unvested Performance Rights to remain unvested after the Relevant Person ceases to be an Eligible Participant.

Details of performance rights provided as remuneration to key management personnel during the year, are set out below. When conditions attaching to the right are met, each performance right is convertible into one ordinary share of Saturn Metals Limited. Further information on the performance rights is set out in Note 20(b) to the consolidated financial statements.

REMUNERATION REPORT (AUDITED) (Cont.)

Key management person	Fair Value at Grant Date		Performance rights granted during year		Performance rights vested during year	
	2022 \$	2021 \$	2022 Number	2021 Number	2022 Number	2021 Number
Executive Directors						
I Bamborough	330,989	249,096	750,000	388,000	-	-
Directors						
B Lambert	-	-	-	-	-	-
R Tyson	-	-	-	-	-	-
A Venn	-	-	-	-	-	-
A Goldstone	-	-	-	-	-	-

Performance rights provided as remuneration to key management personnel and on issue as at the date of this report are set out in the following table.

Grant Date	Total on Issue to Key Management Personnel	Date Vested & Number Exercisable	Expiry Date	Exercise Price	Fair value per Right at Grant Date
26 Nov 2020	388,000	Class A – Vesting measurement date 21 Dec 2022: 75% vest of achievement of various performance hurdles. Class B – Vesting measurement date 21 Dec 2022: 25% vest of achievement of market-based performance hurdles.	26 Nov 2023	Nil	70.0 cents 46.8 cents
24 Nov 2021	750,000	Class A – Vesting measurement date 13 Dec 2024: 70% vest of achievement of a market-based performance hurdle. Class B – Vesting measurement date 13 Dec 2024: 30% vest of achievement of a performance hurdle.	23 Nov 2024	Nil	36.8 cents 56.0 cents

Fair value of performance rights granted during the period

The fair value of the rights is determined on the market price of the company's shares at grant date, with an adjustment made to take into account the two-year vesting period. The Directors do not receive any dividends and are not entitled to vote in relation to the performance rights during the vesting period.

Tranche 1 Performance Rights

Company's share price outperforms the S&P/ASX 300 Metals and Mining (Industry) Index (XMM) by 10% in absolute terms over the period commencing on the date of issue and ending on the second-year anniversary of the date of the issue. Both STN and XMM initial and final prices will be determined by the 20-day VWAPs.

The fair value of the Tranche 1 Performance Rights is determined to be 36.8 cents per performance right. They were valued using a hybrid option pricing model which incorporates a Monte Carlo simulation. The model takes into consideration that the Rights will vest at the end of the performance period, given that the performance of the Company's share price exceeds the Index by 10% on absolute terms over the performance period.

Tranche 2 Performance Rights

The holder must remain in continuous employment with the Company from the Issue Date as either Saturn staff, under an Executive Services Agreement or, Non-Executive Director or as an officially appointed officer.

The fair value of the Tranche 2 Performance Rights is determined to be 56.0 cents per performance right. They were valued on a prorated basis as a result of the vesting conditions attached to these performance rights. The fair value at grant date is independently determined using a Black-Scholes option model that takes into account the exercise price, the term of the performance right, the share price at grant date.

REMUNERATION REPORT (AUDITED) (Cont.)

The model inputs were:

	Tranche 1	Tranche 2
Exercise price	Nil	Nil
Grant date	24 November 2021	24 November 2021
Performance measurement date	24 November 2023	24 November 2023
Expiry date	23 November 2024	23 November 2024
Share price at issue date	\$0.56	\$0.56
Expected price volatility	70%	70%
Expected dividend yield	0%	0%
Risk-free interest rate	0.535%	0.535%

e) Option holdings of key management personnel

The following table shows a reconciliation of movements in options held by key management personnel during the year ended 30 June 2022.

Key management person & Grant Date	Balance at the start of the year		Movements during the year				Balance at the end of the year	
	Vested	Unvested	Granted	Vested		Exercised	Vested & exercisable	Unvested
				Number	%			
Executive Director								
I Bamborough								
6 Dec 18	150,000	-	-	-	-	(150,000)	-	-
9 Dec 19	-	250,000	-	250,000	100	-	250,000	-
Directors								
B Lambert								
24 Nov 21	-	-	700,000	-	-	-	-	700,000
R Tyson								
6 Dec 18	150,000	-	-	-	-	(150,000)	-	-
9 Dec 19	-	250,000	-	250,000	100	-	250,000	-
24 Nov 21	-	-	500,000	-	-	-	-	500,000
A Venn								
6 Dec 18	150,000	-	-	-	-	(150,000)	-	-
9 Dec 19	-	250,000	-	250,000	100	-	250,000	-
24 Nov 21	-	-	500,000	-	-	-	-	500,000
A Goldstone								
24 Nov 21	-	-	500,000	-	-	-	-	500,000
	450,000	750,000	2,200,000	750,000		(450,000)	750,000	2,200,000

Note:

- 450,000 options exercised during the year were exercised at a price of \$0.264 per share for a total value of \$118,800.

f) Performance rights holdings of key management personnel

Movements in performance rights held by key management personnel during the year ended 30 June 2022, are set out in the following table.

Key management person	Balance at the start of the year	Granted	Lapsed	Balance at end of the year	Vested & exercisable	Unvested
Executive Director						
I Bamborough	638,000	750,000	(250,000)	1,138,000	-	1,138,000
Directors						
B Lambert	-	-	-	-	-	-
R Tyson	250,000	-	(250,000)	-	-	-
A Venn	250,000	-	(250,000)	-	-	-
A Goldstone	-	-	-	-	-	-
	1,138,000	750,000	(750,000)	1,138,000	-	1,138,000

REMUNERATION REPORT (AUDITED) (Cont.)

g) Share holdings of key management personnel

Movements in shares held by key management personnel during the year ended 30 June 2022, are set out in the following table.

Key management personnel	Balance at The start of the year	Received during the year exercise of options	Other changes during the year	Closing balance
Executive Director				
I Bamborough	4,563,941 ⁽¹⁾	150,000	-	4,713,941
Directors				
B Lambert	-	-	-	-
R Tyson	1,210,000	150,000	-	1,360,000
A Venn	818,000	150,000	-	968,000
A Goldstone	14,500	-	-	14,500
	6,606,441	450,000	-	7,056,441

Note:

- (1) The balance as reported in the 2021 Annual Report was overstated by 100,000 shares. The opening balance has been corrected in the above table.

h) Additional information

Other transactions with key management personnel

Mr Robert Tyson:

Non-Executive Director, Mr Robert Tyson is an Executive Director of Peel Mining Limited ("Peel Mining") (ASX:PEX). In previous years Peel Mining has held a significant shareholding in the Group however they held no shares at 30 June 2022 (Jun 2021: Nil%). Although Peel Mining Limited is no longer a shareholder of Saturn, its Executive Director, Mr Robert Tyson, is also one of the Group's Non-Executive Directors. The Group previously engaged Peel Mining Limited in a non-exclusive basis to perform and provide administrative & management services through a service agreement to April 2021.

Previously the Group made reimbursements for costs associated with management services to Peel Mining on an arm's length commercial basis. The total of transactions with Peel Mining during the year was \$Nil (2021: \$183,502). There was no outstanding balance owing at year-end (2021: \$Nil).

Mr Andrew Venn:

Non-Executive Director, Mr Andrew Venn previously held the position of Executive General Manager, Corporate Services at DDH1 Limited (previously Chief Operations officer of DDH1 Drilling Pty Ltd ("DDH1"). During the previous year the Group purchased drilling services from a subsidiary of DDH1 (Strike Drilling Pty Ltd) on arm's length commercial basis. There were no transactions with DDH1 during the year ended 30 June 2022 (2021: \$1,052,739). There was no outstanding balance owing at year-end (2021: \$Nil).

Loans with key management personnel:

There are no loans between the Company and any key management personnel (2021: Nil).

Cash bonuses

No cash bonuses have been paid by the Group to directors during the financial year (2021: Nil).

Share-based compensation: options & performance rights

Other than options and performance rights granted under the Incentive Option & Performance Rights Plan as described in (d) above, there were no other options issued to, or exercised by Directors of Saturn or key management personnel during the year.

Use of remuneration consultants

During the year ended 30 June 2022, the Group did not employ the services of a remuneration consultant to review its existing remuneration policies and to provide recommendations in respect of both executive short-term and long-term incentive plan design.

REMUNERATION REPORT (AUDITED) *(Cont.)*

Indemnity and insurance of auditor

The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor. During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

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

Saturn Metals Limited received 99.55% of "yes" votes from votes received on its remuneration report for the 2021 financial year. The Company did not receive any specific feedback at the AGM or throughout the year on its remuneration practices.

End of Audited Remuneration Report

DIRECTORS' REPORT (Cont.)

Shares under option

Unissued ordinary shares of the Company under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price of options	Number under option
9 December 2019	8 Dec 2022	36.4 cents	1,200,000
24 November 2021	22 November 2024	80.0 cents	2,200,000
13 December 2021	9 December 2025	63.0 cents	1,200,000

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

Shares issued on the exercise of options

Date of Exercise	Issue price of shares		Number of shares issued	
	2022 cents	2021 cents	2022 Number	2021 Number
6 April 2021	-	20.0 cents	-	4,000,000
6 July 2021	26.4 cents	-	150,000	-
15 November 2021	26.4 cents	-	468,000	-
6 December 2021	26.4 cents	-	150,000	-

Shares issued on the conversion of performance rights

There were no shares issued on the conversion of performance rights in the year ended 2022 (2021: Nil)

Indemnification and Insurance of Directors and Officers

During the financial year the Group paid a premium of \$18,880 (2021: \$19,213) to insure the Directors and officers of the Group. The policy indemnifies each Director and officer of the Group against certain liabilities arising in the course of their duties.

Proceedings on behalf of the Group

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

Environmental Regulation

The Group holds exploration licences and mining leases in Australia. These licences specify guidelines for environmental impacts in relation to exploration activities. The licence conditions provide for the full rehabilitation of the areas of exploration in accordance with the respective jurisdiction's guidelines and standards. The Group is not aware of any significant breaches of the licence condition.

Corporate Governance

A summary of the Company's corporate governance policies, practices and compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition) will be provided at the same time as the 2022 Annual Report.

Auditor

BDO Audit (WA) Pty Ltd continues in office in accordance with section 327 of the *Corporations Act 2001*.

Auditor's Independence Declaration

A copy of the Auditor's Independence Declaration as required under section 307C of the *Corporations Act 2001* is included at Page 32.

DIRECTORS' REPORT *(Cont.)*

Non-Audit Services

The Group may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Group are important. The Board would ensure none of the services undermine the general principles relating to the auditor independence as set out in APES 110 Code of Ethics for Professional Accountants (including Independence Standards).

Fees paid, and payable to the auditor for the year ended 30 June 2022 were \$43,556 (2021: \$36,500).

This report is made in accordance with a resolution of the Board of Directors and signed for on behalf of the Board by:

A handwritten signature in black ink, appearing to read 'I. Bamborough', is written over a light grey rectangular background.

Ian Bamborough

Managing Director
Perth, Western Australia
29 September 2022

DECLARATION OF INDEPENDENCE BY DEAN JUST TO THE DIRECTORS OF SATURN METALS LIMITED

As lead auditor of Saturn Metals Limited for the year ended 30 June 2022, 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 Saturn Metals Limited and the entities it controlled during the period.



Dean Just
Director

BDO Audit (WA) Pty Ltd

Perth

29 September 2022

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2022

	Note	2022 \$	2021 \$
Interest and other income		15,777	72,592
Interest and other income		15,777	72,592
Share-based remuneration	20	(400,325)	(260,470)
Employee and Directors' benefit expenses	13	(1,045,504)	(956,255)
Administration expenses	13	(749,051)	(667,109)
Finance costs		(8,035)	(3,122)
Capitalised exploration expenditure expensed	9	(96,053)	(144,986)
Expenses		(2,298,968)	(2,031,942)
Loss before income tax		(2,283,191)	(1,959,350)
Income tax benefit (expense)	14	-	-
Loss after income tax		(2,283,191)	(1,959,350)
Other comprehensive income		-	-
Total comprehensive loss for the year attributable to the members of Saturn Metals Limited		(2,283,191)	(1,959,350)
Earnings per share:			
Basic and diluted loss per share for the year attributable to the members of Saturn Metals Limited	22	(0.02)	(0.02)

The above statement should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2022

	Note	2022 \$	2021 \$
Current Assets			
Cash and cash equivalents	5	7,108,560	8,155,144
Trade and other receivables		62,610	100,460
Other Current Assets	6	112,652	76,349
Total Current Assets		7,283,822	8,331,953
Non-Current Assets			
Trade and other receivables		42,974	42,974
Property, plant & equipment	7	355,520	348,614
Exploration & evaluation assets	9	28,379,483	22,255,694
Total Non-Current Assets		28,777,977	22,647,282
Total Assets		36,061,799	30,979,235
Current Liabilities			
Trade and other payables	10	622,808	1,328,714
Lease liabilities	8	117,870	62,966
Total Current Liabilities		740,678	1,391,680
Non-Current Liabilities			
Lease Liabilities	8	93,550	134,665
Total Non-Current Liabilities		93,550	134,665
Total Liabilities		834,228	1,526,345
Net Assets		35,227,571	29,452,890
Equity			
Contributed equity	11	40,922,956	33,265,409
Accumulated losses	12	(7,763,047)	(5,479,856)
Option reserve	12	2,067,662	1,667,337
Total Equity		35,227,571	29,452,890

The above statement should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2022

	Note	Contributed Equity \$	Accumulated Losses \$	Share Based Payment Reserve \$	Option Reserve \$	Total Equity \$
Balance at 30 June 2020		19,882,745	(3,520,506)	997,967	-	17,360,206
Loss for the year		-	(1,959,350)	-	-	(1,959,350)
Total comprehensive loss for the year	12	-	(1,959,350)	-	-	(1,959,350)
Issue of share capital	11	14,542,926	-	-	-	14,542,926
Share issue costs	11	(751,362)	-	-	-	(751,362)
Share based payments	12	-	-	260,470	-	260,470
Issue of options	12	(408,900)	-	-	408,900	-
Balance at 30 June 2021		33,265,409	(5,479,856)	1,258,437	408,900	29,452,890
Loss for the year		-	(2,283,191)	-	-	(2,283,191)
Total comprehensive loss for the year	12	-	(2,283,191)	-	-	(2,283,191)
Issue of share capital	11	8,202,752	-	-	-	8,202,752
Share issue costs	11	(545,205)	-	-	-	(545,205)
Share based payments	12	-	-	400,325	-	400,325
Balance at 30 June 2022		40,922,956	(7,763,047)	1,658,762	408,900	35,227,571

The above statement should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 June 2022

	Note	2022 \$	2021 \$
Cash flows from operating activities			
Payments to suppliers and employees		(1,684,685)	(1,419,508)
Government COVID Grant		-	50,000
Net cash outflow from operating activities	15	(1,684,685)	(1,369,508)
Cash flows from investing activities			
Payments for purchase of plant and equipment		(46,178)	(94,596)
Payments for exploration expenditure		(6,908,596)	(9,259,625)
Interest received		15,777	22,592
Net cash outflow from investing activities		(6,938,997)	(9,331,629)
Cash flows from financing activities			
Proceeds from issue of shares		8,202,752	14,542,926
Transaction costs of issue of shares		(545,205)	(751,362)
Payments for lease liabilities		(80,449)	(24,247)
Security deposit paid		-	(42,974)
Net cash inflow from financing activities		7,577,098	13,724,343
Net (decrease)/increase in cash and cash equivalents		(1,046,584)	3,023,206
Cash and cash equivalents at the start of year		8,155,144	5,131,938
Cash and cash equivalents at the end of year	5	7,108,560	8,155,144

The above statement should be read in conjunction with the accompanying notes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Significant changes during the year

There were no significant changes to adopted accounting policies during the year.

The principal accounting policies adopted in the preparation of the financial report are set out in the notes below, including Note 24. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial report includes the consolidated financial statements for the Group at the end of, or during the financial year ended 30 June 2022 and the comparative period.

2. Subsidiary companies

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiary in accordance with the accounting policy described in Note 24(b):

Name	Country of Incorporation	Class of Shares	Equity holding	
			2022 %	2021 %
Titan Metals Pty Ltd	Australia	Ordinary	100	100

3. Interests in other entities

In April 2020 Saturn entered into an unincorporated joint venture arrangement, through its wholly owned subsidiary Titan Metals Pty Ltd, with Mr Peter Goldner and Dr Angus Collins.

Saturn can earn up to 85% in the project through four farm-in stages by spending a total of \$1.9 million on exploration over approximately 4 years and by making a total of \$195,000 in staged progress payments (cash and or shares). Saturn must keep the tenements in good standing. On Saturn earning an 85% interest an Incorporated Joint Venture will be formed, and the Joint Venture Partners have the option to contribute or dilute (subject to the pre-negotiated dilution formula in line with previous earn in stages) to a combined 1.5% royalty. On the Joint Venture Partners reverting to a royalty position Saturn must make an additional \$50,000 progress payment. Saturn earns a transferrable interest in the tenement during the first three stages but does not maintain full commercial rights until having earned a 60% interest by spending a minimum of \$900,000 on exploration and notifying the completion of each of the first three stages of the farm-in agreement.

As at the time of this report, Titan Metals Pty Ltd has earned a 20% interest (2021: Nil%) in the tenements under the agreement. The agreement does not constitute a Joint Arrangement under the Australian Accounting Standards. The Company accounts for its project expenditure through its wholly owned subsidiary and capitalises any appropriate expenditure in line with its policy on exploration and evaluation assets (Note 9).

4. Segment information

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

Management has determined that Saturn only has one segment, being exploration for precious metals at its tenement package, south of Leonora, Western Australia. Whilst the Company's 100% owned subsidiary, Titan Metals Pty Ltd, has entered into a farm-in arrangement for the exploration of precious metals at West Wyalong, NSW, at this early stage of the arrangement Management does not feel the transactions are material enough to qualify as an additional segment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

5. Cash & Cash Equivalents

For statement of cash flows preparation purposes, cash and cash equivalents includes cash on hand and short-term deposits held at call (other than deposits used as cash backing for performance bonds) with financial institutions. Any bank overdrafts are shown within borrowings in the current liabilities on the consolidated statement of financial position.

	2022	2021
	\$	\$
Cash at bank and in hand	7,108,560	8,155,144
	<u>7,108,560</u>	<u>8,155,144</u>

Refer to Note 16 for the policy on financial risk management.

6. Other Current Assets

	2022	2021
	\$	\$
Prepaid insurance	26,965	25,103
Other prepayments	85,687	51,246
	<u>112,652</u>	<u>76,349</u>

7. Property, Plant & Equipment

Plant and equipment

All assets acquired, including plant and equipment are initially recorded at their cost of acquisition, being the fair value of the consideration provided plus incidental costs directly attributable to the acquisition.

Plant and equipment include right-of use assets depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis as set out in Note 8. Depreciation on general plant and equipment is calculated using the straight-line method to allocate their cost or revalued amounts over their estimated useful lives from the time the asset is held ready for use as follows:

- Plant	3-10 years
- Vehicles	3-8 years
- Office equipment	3-5 years
- Computer software	3-5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is impaired.

An item of plant and equipment is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal.

Any gain or loss arising on de-recognition of the asset (calculated as the difference between net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognised.

Impairment of assets

At each reporting date, the Group assesses whether there is any indication that an asset may be impaired. Where an indicator of impairment exists, the Group makes a formal estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

Recoverable amount is the greater of fair value less costs of disposal and value in use. It is determined for an individual asset, unless the asset's value in use cannot be estimated to be close to its fair value less costs of disposal and it does not generate cash inflows that are largely independent of those from

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

other assets or groups of assets, in which case, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

No impairment losses have been recognised for the year ending 30 June 2022 (2021: \$nil).

As at 30 June 2022	Plant & Equipment	Software	Furniture & Equipment	Vehicles	Total
	\$	\$	\$	\$	\$
Cost or fair value	77,510	40,512	426,562	44,991	589,575
Accumulated depreciation	(26,691)	(34,802)	(148,773)	(23,789)	(234,055)
Net carrying amount	50,819	5,710	277,789	21,202	355,520

Reconciliation for the year ended 30 June 2022	Plant & Equipment	Software	Furniture & Equipment	Vehicles	Total
	\$	\$	\$	\$	\$
Carrying amount at 1 July	26,763	13,812	281,213	26,826	348,614
Additions	34,664	-	98,948	-	133,612
Depreciation expense	(10,608)	(8,102)	(102,372)	(5,624)	(126,706)
Net carrying amount at 30 June	50,819	5,710	277,789	21,202	355,520

As at 30 June 2021	Plant & Equipment	Software	Furniture & Equipment	Vehicles	Total
	\$	\$	\$	\$	\$
Cost or fair value	42,846	40,512	327,614	44,991	455,963
Accumulated depreciation	(16,083)	(26,700)	(46,401)	(18,165)	(107,349)
Net carrying amount	26,763	13,812	281,213	26,826	348,614

Reconciliation for the year ended 30 June 2021	Plant & Equipment	Software	Furniture & Equipment	Vehicles	Total
	\$	\$	\$	\$	\$
Carrying amount at 1 July	22,793	21,914	16,789	32,449	93,945
Additions	10,541	-	301,580	-	312,121
Depreciation expense	(6,571)	(8,102)	(37,156)	(5,623)	(57,452)
Net carrying amount at 30 June	26,763	13,812	281,213	26,826	348,614

8. Leases

Except for short-term leases and leases of low-value assets, rights-of-use assets, capitalised in Property, Plant & Equipment (Note 7) and corresponding lease liabilities are recognised in the statement of financial position. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis, while the lease liability is reduced by an allocation of each lease payment. Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss.

(a) Amounts recognised in the statement of financial position:

	2022	2021
	\$	\$
Right-of-use assets:		
<i>Furniture & Equipment:</i>		
Office space	210,739	210,739
Equipment	8,017	8,017
Station house accommodation	86,202	-
	304,958	218,756
Lease liabilities:		
Current	117,870	62,966
Non-current	93,550	134,665
	211,420	197,631

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

Additions to the right-of-use assets during the year was \$86,202 (2021: \$218,756). The total lease liabilities increased by \$88,400 due to a new lease arrangement entered into during the period.

During the year Saturn entered into a new lease arrangement for station house accommodation near the Group's Leonora, Western Australia, tenement holdings. The lease has been entered into for an initial 2-year period commencing on 1 April 2022.

(b) Amounts recognised in the statement of profit or loss:

	2022	2021
Depreciation charge of right-of-use assets:	\$	\$
Office space	68,352	25,632
Equipment	2,676	892
Station house accommodation	10,775	-
	<u>81,803</u>	<u>26,524</u>
Interest expenses (included in finance costs)	8,035	3,122
	<u>8,035</u>	<u>3,122</u>

The total cash outflow relating to leases during the year was \$80,449 (2021: \$24,247).

9. Exploration and evaluation assets

All exploration and evaluation expenditure is capitalised under AASB 6 Exploration for and Evaluation of Mineral Resources. Mineral interest acquisition costs and exploration and evaluation expenditure incurred is accumulated and capitalised in relation to each identifiable area of interest. These costs are only carried forward to the extent that the Group's right to tenure to that area of interest are current and either the costs are expected to be recouped through successful development and exploitation of the area of interest (alternatively by sale) or where areas of interest have not at reporting date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active, and significant operations are being undertaken in relation to the area of interest.

Amortisation is not charged on costs carried forward in respect of areas of interest in the exploration and evaluation phase or development phase until production commences.

Details of critical accounting estimates and judgements in relation to exploration and evaluation assets are detailed in Note 24(f).

	2022	2021
	\$	\$
At cost	<u>28,379,483</u>	<u>22,255,694</u>
Reconciliation:		
Opening balance	22,255,694	12,624,645
Exploration expenditure	6,219,842	9,776,035
Exploration expenditure expensed	(96,053)	(144,986)
Closing balance	<u>28,379,483</u>	<u>22,255,694</u>

The recoverability of the carrying amount of the exploration and evaluation assets is dependent on the successful development and commercial exploitation, or alternatively the sale, of the respective areas of interest.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

10. Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually payable within 30 days of invoice. The carrying amounts of trade and other payables are considered the same as their fair values, due to their short-term nature.

	2022	2021
	\$	\$
Trade payables	461,248	888,971
Accrued expenses & other payables	161,560	439,743
	622,808	1,328,714

11. Contributed Equity

Ordinary shares are classified as equity.

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

If the entity acquires its own equity instruments, e.g. as the result of a share buy-back, those instruments are deducted from equity and the associated shares are cancelled. No gain or loss is recognised in the profit or loss and the consideration paid including any directly attributable incremental costs (net of income taxes) are recognised directly in equity.

(a) Share capital

	2022		2021	
	Number of Shares	\$	Number of Shares	\$
Authorised & issued, ordinary shares fully paid	129,899,177	40,922,956	112,464,510	33,265,409

(b) Movements in ordinary share capital

	2022		2021	
	Number of Shares	\$	Number of Shares	\$
Opening balance at 1 July	112,464,510	33,265,409	87,952,680	19,882,745
<i>Shares issued:</i>				
On exercise of options	768,000	202,752	4,000,000	800,000
As a result of share placements	16,666,667	8,000,000	20,511,830	13,742,926
Transferred to option revaluation reserve	-	-	-	(408,900)
Transaction costs on share issues	-	(545,205)	-	(751,362)
Closing balance at 30 June	129,899,177	40,922,956	112,464,510	33,265,409

(c) Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Group in proportion to the number of and amounts paid on the shares held. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

(d) Options & performance rights

Information relating to options and performance rights issued during the year is set out in Note 20.

(e) Capital risk management

In employing its capital, the Group seeks to ensure that it will be able to continue as a going concern and in time provide value to shareholders by way of increased market capitalisation and/or dividends. In the current stage of its development, the Group has invested its available capital in acquiring and exploring mining tenements. As is appropriate at this stage, the Group is funded entirely by equity. As

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

it moves forward to develop its tenements towards production, the Group will adjust its capital structure to support its operational and strategic objectives, by raising additional capital or taking on debt, as is seen to be appropriate from time to time given the overriding objective of creating shareholder value. In this regard, the Board will consider each step forward in the development of the Group on its merits and in the context of the then capital markets, in deciding how to structure funding arrangements.

12. Reserves and accumulated losses

	2022	2021
(a) Accumulated losses	\$	\$
Opening balance	5,479,856	3,520,506
Loss for the year	2,283,191	1,959,350
Closing balance	<u>7,763,047</u>	<u>5,479,856</u>
(b) Share-based payments reserve		
Opening balance	1,258,437	997,967
Option expenses (Director options)	232,706	156,598
Option expenses (Employee options)	88,049	77,943
Options lapsed (Director options)	-	(162,173)
Options lapsed (Employee options)	-	(114,603)
Net Performance rights (Directors rights)	1,086	206,547
Net Performance rights (Employee rights)	78,484	96,158
Closing balance	<u>1,658,762</u>	<u>1,258,437</u>
(c) Option reserve		
Opening balance	408,900	-
Options issued to third party	-	408,900
Closing balance	<u>408,900</u>	<u>408,900</u>

Nature & Purpose of Reserve

Share-based payments reserve:

The share-based payment reserve represents the fair value of equity benefits provided to Directors and employees as part of their remuneration for services provided to the Group paid for by the issue of equity.

Reserve Movements

	2022		2021	
	Number	Number	\$	\$
Share options & reserve movements:				
Opening balance	1,968,000	7,760,000	839,988	882,223
Options issued to Directors	2,200,000	-	232,706	156,598
Options issued to Employees	1,200,000	-	88,049	77,943
Exercised	(768,000)	(4,000,000)	-	-
Lapsed	-	(1,792,000)	-	(276,776)
Closing balance	<u>4,600,000</u>	<u>1,968,000</u>	<u>1,160,743</u>	<u>839,988</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

	Number	
	2022	2021
Exercisable at 26.4 cents; vesting on or before 6 Dec 2021	-	450,000
Exercisable at 26.4 cents; vesting on or before 6 Dec 2021	-	318,000
Exercisable at 36.4 cents; vesting on or before 8 Dec 2022	750,000	750,000
Exercisable at 36.4 cents; vesting on or before 8 Dec 2022	450,000	450,000
Exercisable at 80.0 cents; vesting on or before 22 Nov 2022	1,100,000	-
Exercisable at 80.0 cents; vesting on or before 22 Nov 2023	1,100,000	-
Exercisable at 63.0 cents; vesting on or before 9 Dec 2022	400,000	-
Exercisable at 63.0 cents; vesting on or before 9 Dec 2023	400,000	-
Exercisable at 63.0 cents; vesting on or before 9 Dec 2024	400,000	-
	4,600,000	1,968,000

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. No other features of options granted were incorporated into the measurement of fair value (Note 20(a)).

<i>Third party options & reserve movements:</i>	2022	2021	2022	2021
	Number	Number	\$	\$
Opening balance	1,892,500	-	408,900	-
Options issued to Third Party	-	1,892,500	-	408,900
Options Expired	(1,892,500)	-	-	-
Closing balance	-	1,892,500	408,900	408,900

	Number	
	2022	2021
Exercisable at 70.0 cents; vesting on issue	-	1,892,500
	-	1,892,500

<i>Performance rights & reserve movements:</i>	2022	2021	2022	2021
	Number	Number	\$	\$
Opening balance	1,769,000	1,200,000	418,449	115,744
Performance Rights issued to Directors	750,000	388,000	267,336	206,547
Performance Rights issued to Employees	1,007,000	375,000	204,874	108,959
Lapsed	(1,133,000)	(194,000)	(392,640)	(12,801)
Closing balance	2,393,000	1,769,000	498,019	418,449

The fair value of the rights is determined on the market price of the Group's shares at grant date, with an adjustment made to take into account the one-year vesting period. The maximum value of the performance rights shares vested has been determined as the amount of the grant date fair value of the rights that is expensed. For the December 2021 grant, the maximum value vested for this grant was estimated based on the share price of the Group at grant date. The minimum value of performance rights shares vested is nil, as the shares will be forfeited if the vesting conditions are not met. The Directors do not receive any dividends and are not entitled to vote in relation to the performance rights during the vesting period (Note 20(b)).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

13. Expenses

	2022	2021
	\$	\$
Employees and Director's benefit expenses:		
Employment costs	759,859	706,824
Directors' fees	220,000	175,780
Recruitment costs	65,645	73,651
	<u>1,045,504</u>	<u>956,255</u>
Administration expenses:		
Corporate	432,560	469,971
Depreciation	126,706	57,452
Travel	30,988	10,423
Insurance	54,543	39,437
Office	57,320	47,906
Other Administration	46,934	41,920
	<u>749,051</u>	<u>667,109</u>

14. Income tax

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

Deferred income tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax assets and unused tax losses can be utilised. A deferred income tax asset is not recognised where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable income or when the deductible temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

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

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted at the reporting date. Income taxes relating to items recognised directly in equity are recognised in equity and not in profit and loss for the year.

The Group has total carried forward tax losses arising in Australia of \$9,314,226 (2021: \$6,937,421) available for offset against future assessable income of the Group. The deferred tax asset in respect of these losses has been used to offset a deferred tax liability. The net deferred tax asset attributable to the residual tax losses of \$7,613,649 has not been brought to account until convincing evidence exists that assessable income will be earned of a nature and amount to enable such benefit to be realised.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

15. Reconciliation of cash flows from operating activities to loss after income tax

For statement of cash flows preparation purposes, cash and cash equivalents includes cash on hand and short-term deposits held at call (other than deposits used as cash backing for performance bonds) with financial institutions. Any bank overdrafts are shown within borrowings in the current liabilities on the consolidated statement of financial position.

	2022	2021
	\$	\$
Cash flow from operating activities:		
Net cash outflow from operating activities	(1,684,685)	(1,369,508)
<i>Adjustments for:</i>		
Share-based payments	(400,325)	(260,470)
Depreciation	(126,706)	(57,452)
Interest received and receivable	15,777	22,592
Capitalised exploration expenditure expensed	(96,053)	(144,986)
Interest paid on lease liabilities	(8,035)	(3,122)
<i>Change in operating assets and liabilities:</i>		
Decrease in receivables	27,699	(10,683)
Increase in other current assets	(2,996)	49,852
Increase/(decrease) in payables	(7,867)	(185,573)
Loss after income tax	<u>(2,283,191)</u>	<u>(1,959,350)</u>
Non-cash investing activities:		
Additions of right-of-use assets	<u>86,202</u>	<u>218,756</u>
Non-cash financing activities:		
Increase in lease liabilities	<u>86,202</u>	<u>218,756</u>

16. Financial Risk Management

Overview

The Group is exposed to financial risks through the normal course of its business operations. The key risks impacting the Group's financial instruments are considered to be, interest rate risk, liquidity risk, and credit risk. There is no foreign exchange risk or impact. The Group's financial instruments exposed to these risks are cash and cash equivalents, trade receivables, trade payables and other payables.

Credit risk

Credit risk arises from cash and cash equivalents, deposits with banks and financial institutions, as well as credit exposures to wholesale and retail customers, including outstanding receivables. Management assesses the credit quality of the counterparties by taking into account its financial position, past experience and other factors. For banks and financial institutions, management considers independent ratings and only dealing with banks licensed to operate in Australia.

The Group applies the AASB 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets. To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due.

Tax receivables and prepayments do not meet the definition of financial assets.

Risk management:

The Group limits its exposure to credit risk in relation to cash and cash equivalents and other financial assets by only utilising banks and financial institutions with acceptable credit ratings.

The Group operates in the mining exploration sector and does not have trade receivables from customers.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

Impairment losses:

At 30 June 2022 the Group has not recognised any impairment losses (2021: \$Nil).

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. The Group manages liquidity by maintaining adequate reserves by continuously monitoring forecast and actual cash flows ensuring there are appropriate plans in place to finance these future cash flows.

Typically, the Group ensures it has sufficient cash on hand to meet expected operational expenses, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

	30 June 2022	30 June 2021
<u>Financial Obligations:</u>	\$	\$
Trade and other payables less than 6 months	622,808	1,311,321
Lease liabilities payable	117,870	62,966

Interest rate risk

Interest rate risk is the risk that the Group's financial position will be adversely affected by movements in interest rates, cash and cash equivalents at variable rates exposes the Group to cash flow interest rate risk. The Group is not exposed to fair value interest rate risk as all of its financial assets and liabilities are carried at amortised amount.

At the reporting date there were no interest-bearing financial instruments (2021: \$Nil) and there were no financial liabilities subject to variable interest (2021: \$Nil).

Cash flow sensitivity analysis for variable rate instruments of the Group:

At 30 June 2022 if interest rates had changed +/- 100 basis points from year end rates with all other variables held constant, equity and post-tax loss would have been subject to no change as no short term cash deposits were held during the year (2021: \$Nil lower/higher).

Capital management

The Directors' objectives when managing capital are to ensure that the Group can fund its operations and continue as a going concern, so that they may continue to provide returns for shareholders and benefits for other stakeholders. Due to the nature of the Group's activities, being mineral exploration, the Group does not have ready access to credit facilities, with the primary source of funding being equity raisings. Therefore, the focus of the Group's capital risk management is the current working capital position against the requirements of the Group to meet exploration programmes and corporate overheads.

The Group's strategy is to ensure appropriate liquidity is maintained to meet anticipated operating requirements, with a view to initiating appropriate capital raisings as required.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

The working capital position of the Group were as follows:

		2022	2021
	Note	\$	\$
Cash and cash equivalents	5	7,108,560	8,155,144
Trade and other receivables		62,610	100,460
Lease liabilities	8	(117,870)	(62,966)
Trade and other payables	10	(622,808)	(1,328,714)
Working capital position		<u>6,430,492</u>	<u>6,863,924</u>

Fair values

The carrying values of all financial assets and financial liabilities, as disclosed in the statement of financial position, approximate their fair values.

17. Contingencies & Commitments

The Group had no contingent assets or liabilities as at 30 June 2022 (2021: \$Nil).

Exploration commitments

Under the terms of mineral tenement licences held by the Group, minimum annual expenditure obligations are required to be expended during the forthcoming financial year in order for the tenements to maintain a status of good standing. This expenditure may be subject to variation from time to time in accordance with the relevant state department's regulations. The Group may at any time relinquish tenements and as such avoid the requirement to meet applicable expenditure requirement or may seek exemptions from the relevant authority.

Expenditure commitments within one year at the reporting date but not recognised as liabilities were \$975,080 (2021: \$763,080). Due to the uncertain nature of exploration and the fact that the Group may at any time relinquish tenements, it does not believe it to be appropriate to recognise these commitments post 12 months.

The Group had no other exploration expenditure commitments, or other commitments greater than 12 months.

18. Events after the reporting period

There were no other matters or circumstances that have arisen since the end of the financial period which significantly affected or may significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group in future financial years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

19. Related Parties

Compensation of key management personnel	2022	2021
	\$	\$
Short-term employee benefits	513,267	428,996
Post-employment benefits	45,723	41,207
Long-term benefits	22,572	18,749
Share-based payments	236,892	200,972
	<u>818,454</u>	<u>689,924</u>

Transactions with related parties

Mr Robert Tyson:

Non-Executive Director, Mr Robert Tyson is an Executive Director of Peel Mining Limited ("Peel Mining") (ASX:PEX). In previous years Peel Mining has held a significant shareholding in the Group however they held no shares at 30 June 2022 (Jun 2021: Nil%). Although Peel Mining Limited is no longer a shareholder of Saturn, its Executive Director, Mr Robert Tyson, is also one of the Group's Non-Executive Directors. The Group previously engaged Peel Mining Limited in a non-exclusive basis to perform and provide administrative & management services through a service agreement to April 2021.

Previously the Group made reimbursements for costs associated with management services to Peel Mining on an arm's length commercial basis. The total of transactions with Peel Mining during the year was \$Nil (2021: \$183,502). There was no outstanding balance owing at year-end (2021: \$Nil).

Mr Andrew Venn:

Non-Executive Director, Mr Andrew Venn previously held the position of Executive General Manager, Corporate Services at DDH1 Limited (previously Chief Operations officer of DDH1 Drilling Pty Ltd ("DDH1"). During the previous year the Group purchased drilling services from a subsidiary of DDH1 (Strike Drilling Pty Ltd). All transactions were on bona-fide arm's length terms. There were no transactions with DDH1 during the year ended 30 June 2022 (2021: \$1,052,739). There was no outstanding balance owing at year-end (2021: \$Nil).

Transactions with related parties	2022	2021
	\$	\$
Purchases of management services from associate	-	183,502
Purchases of drilling services	-	1,052,739
	<u>-</u>	<u>1,236,241</u>

Other than as set out above, the Group had no other transactions with related parties.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

20. Share-based payments

Share-based compensation benefits to directors, employees and consultants are provided at the discretion of the Board.

The fair value of options and performance rights granted is recognised as an expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the recipient becomes unconditionally entitled to the options or performance rights.

The fair value at grant date is determined by using an appropriate model based on the vesting conditions attached to the options. The models used to determine fair value include a Black-Scholes model, or a hybrid employee share options pricing model.

During the year the Group has granted performance rights and options to Directors and employees through its Performance Rights and Incentive Option Plan (Plan).

Saturn's Performance Rights and Incentive Option Plan was last approved by shareholders at the annual general meeting held 24 November 2021.

Share based payments recognised during the financial year within the consolidated statement of profit or loss were as follows:

	2022	2021
	\$	\$
Options issued	320,755	234,541
Performance rights issued	472,210	315,506
Performance rights reversed	(392,640)	(12,801)
Options reversed	-	(276,776)
	<u>400,325</u>	<u>260,470</u>

The movements in share-based payments reserves were as follows:

Balance at the beginning of the year	1,258,437	997,967
Option expenses (Director options)	232,706	156,598
Option expenses (Employee options)	88,049	77,943
Options lapsed (Director options)	-	(162,173)
Options lapsed (Employee options)	-	(114,603)
Performance right expenses (Directors rights)	267,336	206,547
Performance right expenses (Employee rights)	204,874	108,959
Performance rights lapsed (Directors rights)	(266,250)	-
Performance rights lapsed (Employee rights)	(126,390)	(12,801)
Balance at the end of the year	<u>1,658,762</u>	<u>1,258,437</u>

Details of the share-based payment reserve can be found in Note 12.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

(a) Options

Details of options granted under the Plan is set out in the following table.

Grant date	Expiry date	Exercise price	Fair value per option at grant date	Balance 1 July 2021	Options		Balance 30 June 2022	Vested & exercisable
					Granted during the year	Exercised during the year		
6 Dec 18	6 Dec 21	\$0.264	\$0.154	450,000	-	(450,000)	-	-
6 Dec 18	6 Dec 21	\$0.264	\$0.154	318,000	-	(318,000)	-	-
9 Dec 19	8 Dec 22	\$0.364	\$0.211	450,000	-	-	450,000	450,000
9 Dec 19	8 Dec 22	\$0.364	\$0.219	300,000	-	-	300,000	300,000
9 Dec 19	8 Dec 22	\$0.364	\$0.182	270,000	-	-	270,000	270,000
9 Dec 19	8 Dec 22	\$0.364	\$0.198	180,000	-	-	180,000	180,000
24 Nov 21	22 Nov 24	\$0.800	\$0.199	-	2,200,000	-	2,200,000	-
13 Dec 21	9 Dec 25	\$0.630	\$0.173	-	1,200,000	-	1,200,000	-
				1,968,000	3,400,000	(768,000)	4,600,000	1,200,000

The weighted average remaining contractual life of Options outstanding at the end of the period was 2.16 years (2021: 1.11 years).

The weighted average exercise price of options outstanding at the end of the period was \$0.64 (2021: \$0.33).

The weighted average fair value of options outstanding at the end of the period was \$0.19 (2021: \$0.18).

Fair value of options granted during the year ended 30 June 2022:

2,200,000 options issued to Director's vest in two tranches over a two-year period with 50% vesting 12 months from the grant date and 50% vesting 24 months from the grant date.

1,200,000 options issued to employee's vest in three tranches, over a three-year period, with one third vesting at each of the 12 month, 24 month and 36 month anniversaries of the issue date.

	Director	Employee
Exercise price	\$0.80	\$0.63
Grant date	24 November 2021	13 December 2021
Expiry date	22 November 2024	9 December 2025
Share price at issue date	\$0.56	\$0.41
Expected price volatility	68%	70%
Expected dividend yield	0%	0%
Risk-free interest rate	0.985%	1.20%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

(b) Performance Rights

Details of performance rights granted under the Plan is set out in the following table.

Grant date	Expiry date	Balance 1 July 2021	Performance Rights			Balance 30 June 2022	Vested & exercisable
			Granted during the year	Converted during the year	Lapsed during the year		
9 Dec 19	8 Dec 22	750,000	-	-	(750,000)	-	-
9 Dec 19	8 Dec 22	383,000	-	-	(383,000)	-	-
21 Dec 20	20 Dec 23	388,000	-	-	-	388,000	-
21 Dec 20	20 Dec 23	248,000	-	-	-	248,000	-
24 Nov 21	23 Nov 24	-	750,000	-	-	750,000	-
13 Dec 21	19 Dec 24	-	1,007,000	-	-	1,007,000	-
		1,769,000	1,757,000	-	(1,133,000)	2,393,000	-

Fair value of performance rights granted during the year ended 30 June 2022:

Performance rights granted during the year were as follows.

Grant Date	Type	Tranche 1	Tranche 2	Total
24 Nov 21	Director Performance Rights	(70%) 525,000	(30%) 225,000	750,000
13 Dec 21	Employee Performance Rights	(60%) 604,200	(40%) 402,800	1,007,000

Tranche 1 Performance Rights

Company's share price outperforms the S&P/ASX 300 Metals and Mining (Industry) Index (XMM) by 10% in absolute terms over the period commencing on the date of issue and ending on the second-year anniversary of the date of the issue. Both STN and XMM initial and final prices will be determined by the 20-day VWAPs.

The fair value of the Tranche 1 Performance Rights is determined to be 36.8 cents per performance right issued to a Director and 36.8 cents per performance right issued to an employee. They were valued using a hybrid option pricing model which incorporates a Monte Carlo simulation. The model takes into consideration that the Rights will vest at the end of the performance period, given that the performance of the Company's share price exceeds the Index by 10% on absolute terms over the performance period.

The model inputs were:

	Director	Employee
Exercise price	Nil	Nil
Grant date	24 November 2021	13 December 2021
Performance measurement date	24 November 2023	20 December 2023
Expiry date	23 November 2024	9 December 2024
Share price at issue date	\$0.56	\$0.41
Expected price volatility	70%	70%
Expected dividend yield	0%	0%
Risk-free interest rate	0.535%	0.895%

Tranche 2 Performance Rights

The holder must remain in continuous employment with the Company from the Issue Date as either Saturn staff, under an Executive Services Agreement or, Non-Executive Director or as an officially appointed officer.

The fair value of the Tranche 2 Performance Rights is determined to be 56.0 cents per performance right issued to a Director and 41.0 cents per performance right issued to an employee. They were valued on a prorated basis as a result of the vesting conditions attached to these performance rights. The fair value at grant date is independently determined using a Black-Scholes option model that takes into account the exercise price, the term of the performance right, the share price at grant date. The model inputs were:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

	Director	Employee
Exercise price	Nil	Nil
Grant date	24 November 2021	13 December 2021
Performance measurement date	24 November 2023	20 December 2023
Expiry date	23 November 2024	9 December 2024
Share price at issue date	\$0.56	\$0.41
Expected price volatility	70%	70%
Expected dividend yield	0%	0%
Risk-free interest rate	0.535%	0.895%

(c) Acquisition – Share based payment

The Group made no acquisitions using share-based payments during the year (2021: Nil)

21. Remuneration of Auditors	2022	2021
	\$	\$
<i>Amounts paid or due and payable to the PricewaterhouseCoopers</i>		
Auditing and reviewing financial reports	5,100	36,500
<i>Amounts paid or due and payable to the BDO Audit (WA) Pty Ltd</i>		
Auditing and reviewing financial reports	38,456	-
	43,556	36,500

There were no non-assurance services provided during the year ended 30 June 2022 (2021: \$Nil).

22. Loss per share

Basic loss per share is calculated by dividing the 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 financial year, adjusted for bonus elements in ordinary shares issued during the year.

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

	2022	2021
	\$	\$
Basic loss per share		
Loss from continuing operations attributable to the ordinary equity holders of the Group	(0.02)	(0.02)
Diluted loss per share		
Loss from continuing operations attributable to the ordinary equity holders of the Group	(0.02)	(0.02)
Reconciliation of loss used in calculation of loss per share		
Loss from continuing operations attributable to the ordinary equity holders of the Group per share	(2,283,191)	(1,959,350)
	Number of	Number of
	Shares	Shares
Weighted average number of shares used as the denominator	2022	2021
Weighted average number of shares used in calculating basic loss per share	121,677,257	104,675,486

Effect of dilutive securities

Options and Performance Rights on issue at reporting date could potentially dilute earnings per share in the future. The effect in the current year is to reduce the loss per share hence they are considered anti-dilutive.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Cont.)*

23. Parent Entity

	Parent Entity	
	2022	2021
Statement of financial position		
	\$	\$
Current assets	7,286,337	8,355,538
Total assets	36,063,719	30,917,258
Current liabilities	(740,678)	(1,329,258)
Total liabilities	(834,228)	(1,463,908)
Net assets	<u>35,229,491</u>	<u>29,453,350</u>
Equity		
Issued capital	40,922,955	33,265,410
Share based payments reserve	1,658,762	1,258,437
Option reserve	408,900	408,900
Accumulated losses	(7,761,126)	(5,479,396)
Total equity	<u>35,229,491</u>	<u>29,453,350</u>
Statement of profit or loss and other comprehensive income		
Interest revenue	15,777	22,592
Other income	-	50,000
Comprehensive loss for the year	(2,265,953)	(2,031,499)
Total comprehensive loss for the year	<u>(2,281,730)</u>	<u>(1,958,907)</u>

Commitments for the parent entity are the same as those for the consolidated entity and are set out in Note 17.

The financial information for the parent entity, Saturn Metals Limited, has been prepared on the same basis as the consolidated financial statements.

The parent entity has not entered into a deed of cross guarantee nor are there any contingent liabilities at year-end.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

24. Statement of Significant Accounting Policies

The principal accounting policies adopted in the preparation of the financial report are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial report includes the consolidated financial statements for the Group during the financial years ended 30 June 2022 and the comparative period.

(a) Basis of preparation

These general-purpose financial statements have been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, Australian Accounting Interpretations and the *Corporations Act 2001*. Saturn Metals Limited is a for-profit entity for the purpose of preparing the consolidated financial statements. The presentation currency of these accounts is Australian Dollars (AUD).

As at 30 June 2022, the Group made a net loss after tax of \$2,283,191 (2021: \$1,959,350). The ongoing capital requirements of the Group are dependent on the Group's ability to raise funds in the future.

The Directors have prepared a cash flow forecast, which indicates that the Group will have sufficient cash flows to meet all commitments and working capital requirements for the twelve-month period from the date of signing this financial report. Based on the cash flow forecasts and other factors referred to above, the directors are satisfied that the basis of preparation is appropriate.

Compliance with IFRS

The consolidated financial statements and notes of the Group comply with International Financial Reporting Standards (IFRS).

Historical cost convention

These consolidated financial statements have been prepared under the historical cost convention.

(b) Principles of consolidation

The consolidated financial statements are those of the consolidated entity, comprising Saturn Metals Limited ("the parent entity") and entities controlled during the year and at reporting date ("Group"). A controlled entity is any entity that 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.

Information from the consolidated financial statements of the controlled entities is included from the date the parent company obtains control until such time as control ceases. Where there is a loss of control of a subsidiary, the consolidated financial statements include the results for the part of the reporting period during which the parent company has control.

The financial statements of subsidiaries are prepared for the same reporting period as the parent entity, using consistent accounting policies.

All intercompany balances and transactions, including unrealised profits arising from intra-Group transactions, have been eliminated in full. Unrealised losses are eliminated except where costs cannot be recovered.

Investments in subsidiaries are carried at cost in the parent entity.

(c) Employee benefits

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and leave entitlements that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to balance date and are measured at the amounts expected to be paid when the liabilities are settled.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Cont.)*

(d) Goods and services tax

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

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable is included as a current asset in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities which are recoverable from the taxation authority are classified as operating cash flows.

(e) New standards and amendments

Certain new accounting standards and interpretations have been published that are mandatory for the 30 June 2022 reporting period and have not been early adopted by the group. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

(f) Critical accounting estimates and judgements

The Directors evaluate estimates and judgements incorporated into the financial report based on historical knowledge and best available current information.

The Group makes estimates and judgements in applying the accounting policies.

Share-based payment transactions

The Group measures the cost of equity-settled share-based payment transactions by reference to the fair value of the equity instruments at the grant date. The fair value is determined by using an appropriate model based on the vesting conditions attached to the options. The models used to determine fair value include a Black-Scholes model, or a hybrid employee share options pricing model. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact expenses and equity.

Impairment of capitalised exploration and evaluation expenditure

Critical judgements in respect of accounting policies relate to exploration assets, where exploration expenditure is capitalised in certain circumstances. Recoverability of the carrying amount of any exploration assets is dependent on the successful development and commercial exploitation or sale of the respective areas of interest.

It is the Group's policy to capitalise costs relating to exploration and evaluation activities. The future recoverability of capitalised exploration and evaluation expenditure is dependent upon a number of factors, including whether the Group decides to exploit the related lease itself or, if not, whether it successfully recovers the related exploration and evaluation asset through sale.

Factors that could impact future recoverability include the level of reserves and resources, future technological changes which could impact the cost of mining, future legal changes (including changes to environmental restoration obligations) and changes to commodity prices.

To the extent that capitalised exploration and evaluation expenditure is determined not to be recoverable in the future, profits and net assets will be reduced in the period in which the determination is made.

DIRECTOR'S DECLARATION

The Board of Directors of Saturn Metals Limited declares that:

- (a) the consolidated financial statements, comprising the consolidated statement of profit or loss and other comprehensive income, consolidated statement of financial position, consolidated statement of cash flows, consolidated statement of changes in equity and accompanying notes are in accordance with the Corporations Act 2001, and:
 - (i) comply with Accounting Standards and the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
 - (ii) give a true and fair view of the financial position as at 30 June 2022 and performance for the financial year ended on that date of the entity.
- (b) the Group has included in the notes to the consolidated financial statements an explicit and unreserved statement of compliance with International Financial Reporting Standards;
- (c) In the Directors' opinion, there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable; and
- (d) the Board of Directors have been given the declaration by the chief executive officer and chief financial officer required by Section 295A of the Corporations Act 2001.

This declaration is made in accordance with a resolution of the Board of Directors and is signed for and on behalf of the Directors by:



Ian Bamborough

Managing Director
Perth, Western Australia
29 September 2022

INDEPENDENT AUDITOR'S REPORT

To the members of Saturn Metals Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Saturn Metals Limited (the Company) and its subsidiary (the Group), which comprises the consolidated statement of financial position as at 30 June 2022, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial 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 2022 and of its financial performance for the year ended on that date; and
- (ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

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

We 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.

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.

Accounting for capitalised exploration and evaluation expenditure

<i>Key audit matter</i>	<i>How the matter was addressed in our audit</i>
<p>The carrying value of the capitalised exploration and evaluation asset as at 30 June 2022 is disclosed in Note 9 of the financial report.</p> <p>As the carrying value of the capitalised 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.</p> <p>Judgement is applied in determining the treatment of exploration expenditure in accordance with Australian Accounting Standard AASB 6 <i>Exploration for and Evaluation of Mineral Resources</i>. In particular:</p> <ul style="list-style-type: none"> • Whether the conditions for capitalisation are satisfied; • Which elements of exploration and evaluation expenditures qualify for recognition; • Recognition and valuation of purchase consideration for tenement acquisitions; and • Whether facts and circumstances indicate that the exploration and expenditure assets should be tested for impairment. 	<p>Our procedures included, but were not limited to:</p> <ul style="list-style-type: none"> • Obtaining a schedule of the areas of interest held by the Group and assessing whether the rights to tenure of those areas of interest remained current at balance date; • Considering the status of the ongoing exploration programmes in the respective areas of interest by holding discussions with management, and reviewing the Group's exploration budgets, ASX announcements and director's minutes; • Considering whether any area of interest had reached a stage where a reasonable assessment of economically recoverable reserves existed; • Verifying, on a sample basis, exploration and evaluation expenditure capitalised during the year for compliance with the recognition and measurement criteria of AASB 6; • Considering whether there are any other facts or circumstances existing to suggest impairment testing was required; and • Assessing the adequacy of the related disclosures in Note 9 to the financial report.



Other information

The directors are responsible for the other information. The other information comprises the information contained in the Director's report for the year ended 30 June 2022, but does not include the financial report and our auditor's report thereon, which we obtained prior to the date of this auditor's report, and the Annual report, which is expected to be made available to us after that date.

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 identified above 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 on the other information that we obtained prior to the date of this auditor's report, 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.

When we read the Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and will request that it is corrected. If it is not corrected, we will seek to have the matter appropriately brought to the attention of users for whom our report is prepared.

Other Matter

The financial report of Saturn Metals Limited, for the year ended 30 June 2021 was audited by another auditor who expressed an unmodified opinion on that report on 30 September 2021.

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

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 20 to 29 of the directors' report for the year ended 30 June 2022.

In our opinion, the Remuneration Report of Saturn Metals Limited, for the year ended 30 June 2022, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

BDO Audit (WA) Pty Ltd

A handwritten signature in black ink, appearing to read 'Dean Just', written over a faint, larger 'BDO' watermark.

Dean Just

Director

Perth

29 September 2022

SCHEDULE OF TENEMENTS

Tenement	State	Interest	Current Area	Area Unit	Measured km ²	Grant Date	Expiry Date
Western Australia:							
E 31/1063*	WA	100%	34	Standard Block	101.73	9/03/2015	8/03/2025
E 31/1075	WA	100%	11	Standard Block	32.91	9/03/2015	8/03/2025
E 31/1076	WA	100%	17	Standard Block	50.86	10/03/2015	9/03/2025
E 31/1087	WA	100%	4	Standard Block	11.97	19/03/2015	18/03/2025
E 31/1116*	WA	100%	14	Standard Block	41.89	26/07/2016	25/07/2026
E 31/1132	WA	100%	1	Standard Block	2.99	1/02/2017	31/01/2027
E 31/1163*	WA	100%	70	Standard Block	209.44	27/04/2018	26/04/2023
E 31/1164	WA	100%	17	Standard Block	50.86	27/04/2018	26/04/2023
E 31/1202	WA	100%	2	Standard Block	5.98	1/02/2021	31/01/2026
E 31/1259	WA	100%	15	Standard Block	44.88	28/07/2021	27/07/2026
E 31/1287	WA	100%	11	Standard Block	32.88	23/08/2022	22/08/2027
E 31/1340	WA	100%	11	Standard Block	32.88	Application	-
E 39/1198*	WA	100%	11	Standard Block	32.91	31/03/2009	30/03/2023
E 39/1887*	WA	100%	5	Standard Block	14.96	24/02/2016	23/02/2026
E 39/1984*	WA	100%	61	Standard Block	182.51	30/03/2017	29/03/2027
E 40/337	WA	100%	3	Standard Block	8.98	3/12/2014	2/12/2024
E 40/372	WA	100%	55	Standard Block	164.56	3/07/2018	2/07/2023
E 40/373	WA	100%	10	Standard Block	29.92	16/11/2018	15/11/2023
M 31/486*	WA	100%	410.8	Ha	4.11	12/03/2015	11/03/2036
M 31/494*	WA	100%	1,105	Ha	11.05	Application	-
M 39/296*	WA	100%	24.43	Ha	0.24	30/09/1993	29/09/2035
M 31/0496*	WA	100%	12,172	Ha	121.72	Application	-
P 31/2068	WA	100%	78	Ha	0.78	8/05/2015	7/05/2023
P 31/2072	WA	100%	68	Ha	0.68	8/05/2015	7/05/2023
P 31/2073	WA	100%	166	Ha	1.66	8/05/2015	7/05/2023
Total: 25 Exploration, Prospecting & Mining Leases					1,193.35km²		
L 31/72	WA	100%	19,357	Ha	193.57	22/02/2021	21/02/2042
L 31/74	WA	100%	6,248	Ha	62.48	23/12/2021	22/12/2042
L 31/75	WA	100%	10,416	Ha	104.16	06/08/2021	05/08/2042
L 31/76	WA	100%	1,206	Ha	12.06	Application	-
L 31/77	WA	100%	1,196	Ha	11.96	Application	-
L31/78	WA	100%	598	Ha	5.98	13/10/2021	12/10/2042
L31/79	WA	100%	2874	HA	28.74	Application	-
L 31/80	WA	100%	458	HA	4.58	Application	-
L 31/81	WA	100%	4,706	HA	47.06	Application	-
L 31/82	WA	100%	971	HA	9.71	Application	-
L 31/83	WA	100%	1,303	HA	13.03	Application	-
L 31/84	WA	100%	1,601	HA	16.01	Application	-
L 31/85	WA	100%	4,780	HA	47.8	Application	-
L 39/284	WA	100%	289	Ha	2.89	1/07/2020	30/06/2041
L 39/292	WA	100%	6,590	Ha	65.9	24/02/2021	23/02/2042
L 39/0310	WA	100%	11,727	Ha	117.27	Application	-
L 39/0311	WA	100%	553	Ha	5.53	Application	-
L 39/0312	WA	100%	3,789	Ha	37.89	Application	-
L 40/28	WA	100%	2,675	Ha	26.75	24/02/2021	23/02/2042
L 40/29	WA	100%	3,800	Ha	38	24/02/2021	23/02/2042
L40/37	WA	100%	1,189	Ha	11.89	Application	-
L40/38	WA	100%	836	Ha	8.36	Application	-
L40/39	WA	100%	8,138	Ha	81.38	Application	-
Total: 23 Miscellaneous Licences					953.00 km²		
New South Wales:							
EL 9168	NSW	100%	54	Standard Block	153.70	03/05/2021	03/05/2027
EL 8815 **	NSW	20%	31	Standard Block	88.24	14/01/2019	14/01/2028
Total: 2 Exploration Leases					241.94 km²		

Notes:

* Land subject to 5% Hampton Hill Royalty on +1Moz Production

** Saturn Metals Limited holds an 20% interest in this tenement through a farm in Joint Venture arrangement.

MINERAL RESOURCE ESTIMATION GOVERNANCE STATEMENT

During the year, the Company provided an update to the Apollo Hill Mineral Resource estimate.

Saturn Metals Limited has ensured that the Mineral Resource estimates are subject to good governance arrangements and internal controls. The Mineral Resources reported have been generated by independent external consultants who are experienced in best practices in modelling and estimation methods. The consultants have also undertaken a review of the quality and suitability of the underlying information used to generate the resource estimations. Additionally, Saturn Metals Limited carries out regular reviews and audits of internal processes and external contractors that have been engaged by the Company. Competent Persons Statements for the estimation are included on page 63.

The Mineral Resource estimate for Apollo Hill was compiled and reported in accordance with the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (the JORC Code) 2012 Edition.

As at 30 June 2022

May 2022 Apollo Hill Mineral Resource

Lower Cut-off Grade Au g/t	Oxidation State	Measured			Indicated			Inferred			MII Total		
		Tonnes (Mtonnes)	Au (g/t)	Au Metal (KOzs)	Tonnes (Mtonnes)	Au (g/t)	Au Metal (KOzs)	Tonnes (Mtonnes)	Au (g/t)	Au Metal (KOzs)	Tonnes (Mtonnes)	Au (g/t)	Au Metal (KOzs)
0.23	Oxide	0	0	0	1.08	0.54	19	0.75	0.61	15	1.8	0.57	34
	Transitional	0	0	0	8.3	0.58	155	3.1	0.61	61	11	0.59	216
	Fresh	0	0	0	31	0.58	586	32	0.62	634	63	0.60	1,220
	Total	0	0	0	41	0.58	760	35	0.62	710	76	0.60	1,469

Preliminary Whittle pit optimizations using approximated regional mining and processing costs for multiple processing scenarios have been run on the resource model using a gold price of US\$1,800/oz to generate a range of pit shells and cut-off grades. A pit shell for a heap leach scenario representing a revenue factor of 1.2 was selected as a nominal constraint within which to report the Apollo Hill Mineral Resource, thereby satisfying the JORC Code requirement for a Mineral Resource to have reasonable prospects for eventual economic extraction. Other relevant information is described in the JORC Code Table 1 as appropriate. A nominal 0.23 g/t Au lower cut-off grade was selected for all material types. Classification is according to JORC Code Mineral Resource categories. Totals may vary due to rounded figures. There is no known depletion by mining within the model area. Estimation is by LMIK for Apollo Hill ZONECODE=100 and 300 while Ra ZONECODE=200 and Tefnut (ZONECODE=400, 402) were estimated using ROK due to limited data. Grade field AU_FIN1. The model currently assumes a 5mE x 12.5mN x 5mRL SMU for selective open pit mining. Selectivity may vary with changed mining and processing scenarios. The final models are SMU models and incorporate internal dilution to the scale of the SMU. The models do not account for mining related edge dilution and ore loss. These parameters should be considered during the mining study as being dependent on grade control, equipment and mining configurations including drilling and blasting. Classification is according to JORC Code Mineral Resource categories. Totals may vary due to rounded figures.

Details of this Mineral Resource were reported to the ASX in an announcement titled 'Apollo Hill Gold Resource Upgraded to 1.47Moz' dated 2 May 2022.

As at 30 June 2021

January 2021 Apollo Hill Mineral Resource

Lower Cut-off Grade (Au g/t)	Oxidation State	Measured			Indicated			Inferred			MII Total		
		Tonnes (Mtonnes)	Au (g/t)	Au Metal (KOzs)	Tonnes (Mtonnes)	Au (g/t)	Au Metal (KOzs)	Tonnes (Mtonnes)	Au (g/t)	Au Metal (KOzs)	Tonnes (Mtonnes)	Au (g/t)	Au Metal (KOzs)
0.4	Oxide	0	0	0	0.5	0.8	13	0.3	0.8	8	0.9	0.8	21
	Transitional	0	0	0	3.4	0.8	91	0.8	0.8	21	4.3	0.8	112
	Fresh	0	0	0	17.3	0.8	452	13.5	0.8	359	30.8	0.8	810
	Total	0	0	0	21.2	0.8	556	14.7	0.8	388	35.9	0.8	944

Preliminary Whittle pit optimizations using approximated regional mining and processing costs for multiple processing scenarios have been run on the resource model using a gold price of US\$1,700/oz to generate a range of pit shells and cut-off grades. A pit shell for a combined mill and heap leach scenario representing a revenue factor of 1.4 was selected as a nominal constraint within which to report the Apollo Hill Mineral Resource, thereby satisfying the JORC Code requirement for a Mineral Resource to have reasonable prospects for eventual economic extraction. Other relevant information is described in the JORC Code Table 1 as appropriate. A nominal 0.4 g/t Au lower cut-off grade was selected for all material types. There is no material depletion by mining within the model area. Estimation is by localised multiple indicator kriging for Apollo Hill zone and the Apollo Hill Hanging-wall zone; estimation of Ra and Tefnut zone used restricted ordinary kriging due to limited data. The model assumes a rotated 5 m by 12.5 m by 5 m RL Selective Mining Unit (SMU) for selective open pit mining. The final models are SMU models and incorporate internal dilution to the scale of the SMU. Technically the models do not account for mining related edge dilution and ore loss. These parameters should be considered during the mining study as being dependent on grade control, equipment and mining configurations including drilling and blasting. Classification is according to JORC Code Mineral Resource categories. Totals may vary due to rounded figures.

COMPETENT PERSONS STATEMENT

Competent Persons Statements – January 2021 & May 2022 Mineral Resources

Apollo Hill and Apollo Hill Project

The information in this report that relates to exploration targets, geology, and exploration results and data compilation is based on information compiled by Ian Bamborough (IB), a Competent Person who is a Member of The Australian Institute of Geoscientists. Ian Bamborough is a fulltime employee (Managing Director) of the Company and a shareholder in the Company. Ian Bamborough has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Ian Bamborough consents to the inclusion in the report of the matters based on her information in the form and context in which it appears.

The information in this announcement that relates to Apollo Hill Mineral Resource estimates (gold) is based on information compiled and generated by Ingvar Kirchner, an employee of AMC Consultants. Mr Kirchner consents to the inclusion, form and context of the relevant information herein as derived from the original resource reports. Mr Kirchner has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which is being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the JORC 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'.

Competent Persons Statement – Exploration

The information in this report that relates to exploration targets and exploration results is based on information compiled by Ian Bamborough, a Competent Person who is a Member of The Australian Institute of Geoscientists. Ian Bamborough is a fulltime employee and Director of the Company, in addition to being a shareholder in the Company. Ian Bamborough has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Ian Bamborough consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

^(a) This document contains exploration results and historic exploration results as originally reported in fuller context in Saturn Metals Limited ASX Announcements, Quarterly Reports and Prospectus - as published on the Company's website. Saturn Metals Limited confirms that it is not aware of any new information or data that materially affects the information on results noted. Announcement dates to refer to include but are not limited to 12/07/21, 30/07/21, 19/08/21, 27/10/21, 28/10/21, 29/10/21, 29/10/21, 19/10/21, 27/01/22, 28/01/22, 31/01/22, 29/03/22, 31/03/22, 26/04/22, 02/05/22, 19/05/22, 16/06/22, 22/06/22 and 27/07/22.

ADDITIONAL SHAREHOLDER INFORMATION

Issued Securities

The following security holder information set out in this section was applicable at 18 October 2022.

Quoted Securities – Fully Paid Ordinary Shares

a) Distribution of Share Holdings

Size of Holding	Number of Shareholders	Number of Shares	%
1 to 1,000	47	20,437	0.02
1,001 to 5,000	209	596,519	0.46
5,001 to 10,000	128	1,072,286	0.83
10,001 to 100,000	402	15,669,556	12.06
100,001 and Over	122	112,540,379	86.64
Total	908	129,899,177	100.00

At the prevailing market price of \$0.26 per share there were 105 shareholders holding less than a marketable parcel of shares, totalling 99,373 shares.

b) Twenty Largest Shareholders

Rank	Shareholder	Number of Shares Held	%
1	CITICORP NOMINEES PTY LIMITED	33,316,371	25.65
2	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	13,507,298	10.40
3	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	4,890,205	3.76
4	GLYDE STREET NOMINEES PTY LTD	4,000,000	3.08
5	PERTH CAPITAL PTY LTD	3,375,000	2.60
6	MR IAN BAMBOROUGH	3,063,941	2.36
7	EQUITY TRUSTEES LIMITED	2,865,953	2.21
8	WYTHENSHAW PTY LTD	2,445,000	1.88
9	BNP PARIBAS NOMINEES PTY LTD	2,422,003	1.86
10	MR ANDREW LENOX HEWITT	1,960,000	1.51
11	MR KEIRAN HAYNES	1,746,967	1.34
12	ROMAN ROAD HOLDINGS PTY LTD	1,550,000	1.19
13	MR ANDREW LENOX HEWITT	1,495,000	1.15
14	REDCLIFF PTY LTD	1,260,000	0.97
15	PERTH CAPITAL PTY LTD	1,204,047	0.93
16	SASSEY PTY LTD	1,067,255	0.82
17	MR RICHARD ARTHUR LOCKWOOD	1,000,000	0.77
17	RUPERT CLARKE & COMPANY PTY LTD	1,000,000	0.77
18	WYTHENSHAW PTY LTD	950,000	0.73
19	HOWARD TRADING CO PTY LTD	900,000	0.69
20	CAP HOLDINGS PTY LTD	885,000	0.68
	Top Twenty Shareholders	84,904,040	65.36
	Total Issued Capital	129,899,177	100.00

c) Substantial Shareholder Notifications

Shareholder	Number of Shares Held	%
DUNDEE CORPORATION & ASSOCIATES	19,911,200	15.33
FRANKLIN RESOURCES, INC. AND ITS AFFILIATES	11,129,938	8.57
WYTHENSHAW PTY LTD AND ASSOCIATES	10,691,969	8.23
SPROTT INC.	8,881,234	6.84
Total	50,957,459	38.96

ADDITIONAL SHAREHOLDER INFORMATION (Cont.)

d) Voting Rights

“Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at meetings of Shareholders or classes of Shareholders:

- a) each Shareholder entitled to vote may vote in person or by proxy, attorney or Representative;
- b) on a show of hands, every person present, who is a Shareholder, or a proxy, attorney or Representative of a Shareholder has one vote (even though he or she may represent more than one member); and
- c) on a poll, every person present who is a Shareholder or a proxy, attorney or Representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or Representative, have one vote for the Share, but in respect of partly paid Shares, shall have such number of votes being equivalent to the proportion which the amount paid (not credited) is of the total amounts paid and payable in respect of those Shares (excluding amounts credited).”

e) On Market Buy-Back

There is currently no on-market buy-back in place.

Unquoted Securities – Options & Performance Rights

Options

a) Details of Options on Issue

Class	Number of Holders	Number of Options
Exercisable at \$0.364 Expiring 08/12/22	7	1,200,000
Exercisable at \$0.800 Expiring 22/11/24	4	2,200,000
Exercisable at \$0.630 Expiring 09/12/25	2	1,200,000
Total Options on Issue	13	4,600,000

b) Voting Rights

Unquoted options do not entitle the holder to any voting rights.

c) Holders of More Than 20% of a Class of Unquoted Options

The Group has a total of 4,600,000 unquoted options over ordinary shares on issue. All unquoted options are issued under the Employee Incentive Option & Performance Rights Plan. There are no security holders holding more than 20% of a class of Unquoted Option, not issued under the Employee Incentive Option & Performance Rights Plan to report.

ADDITIONAL SHAREHOLDER INFORMATION (Cont.)

Performance Rights

a) Details of Performance Rights on Issue

Class	No. of Holders	No. Performance Rights
Unvested 2020 rights, Expiring 20/12/23	3	636,000
Unvested 2021 rights, Expiring 13/12/24	9	1,757,000
Total Performance Rights on Issue	12	2,393,000

b) Voting Rights

Unquoted performance rights do not entitle the holder to any voting rights.

c) Holders of More Than 20% of a Class of Unquoted Performance Rights

The Group has a total of 2,393,000 unquoted performance rights on issue. All unquoted performance rights are issued under the Employee Incentive Option & Performance Rights Plan. There are no security holders holding more than 20% of a class of Unquoted Performance Right, not issued under the Employee Incentive Option & Performance Rights Plan to report.

Corporate Governance Statement

The Company's 2022 Corporate Governance Statement can be accessed at:

<https://saturnmetals.com.au/about/corporate-governance/>

SATURN METALS 

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