ASX ANNOUNCEMENT

10 SEPTEMBER 2021

ANNUAL REPORT 2021

Horizon Minerals Limited (ASX: HRZ, Horizon or the Company) is pleased to announce lodgement of the Annual Report 2021, including the Directors Report, Independent Auditors Report, Financial Statements and Notes for the year ended 30 June 2021.

The release of this document to the market has been authorised by the Board.

For further information please contact –

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Company Secretary
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HORIZON
MINERALS LTD

ANNUAL REPORT

2021

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About Horizon Minerals Limited

Horizon Minerals Limited (Horizon and the Company) is an emerging mid-tier gold producer with high quality projects located in the heart of the West Australian goldfields. The Company is led by a Board and Management team with deep experience developing and operating successful gold mines within the Kalgoorlie region.

Horizon has a large tenement holding which hosts over a million ounces of gold in Resources and has significant open cut and underground growth potential.

Corporate Governance

The Company has adopted the 4th Edition of the ASX Corporate Governance Recommendations. A summary statement which has been approved by the Board together with current policies and charters is available on the Company website at the following address www.horizonminerals.com.au.

CORPORATE PARTICULARS

DIRECTORS

Ashok Parekh	**Non-Executive Chairman**
Peter Bilbe	**Non-Executive Director**
Jonathan Price	**Managing Director**

COMPANY SECRETARY

Julian Tambyrajah	**Chief Financial Officer & Company Secretary**

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS

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SHARE REGISTRY

Computershare Investor Services Pty Ltd
Level 11
172 St Georges Terrace
PERTH WA 6000

Telephone 1300 787 272

AUDITORS

PKF Perth
Level 5
35 Havelock Street
WEST PERTH WA 6005

Telephone +61 8 9426 8999

STOCK EXCHANGE LISTING

Australian Securities Exchange
Home Exchange: Perth
Code: HRZ

CHAIRMAN AND MANAGING DIRECTOR'S REVIEW

Dear Shareholder

The 2021 financial year has been one of significant progress for the Company and a year with improving sentiment and strong commodity prices for the resources sector in general. The Company responded to the COVID-19 pandemic putting in prudent measures to ensure business continuity and minimising risk to employees and the communities in which we operate. The impact initially restricted progress but quickly returned to business as usual despite some delays.

With continuing concerns around the global economy, COVID-19, trade wars and increased geopolitical tension, the safe haven of gold has seen the US$ gold price maintained around the US$1,800 per ounce mark. With the Australian dollar gold price holding between A$2,400-A$2,500 and the industry's focus on organic growth, M&A and reducing costs of production, Australia is now globally competitive and attracting investment both domestically and internationally.

Locally, Western Australia and the goldfields region has had another exceptional year with the mid-tier producers reporting continued record production, cash balances and performance metrics putting them well and truly on the world stage. Whereas organic growth had been the focus in 2019, more corporate activity is now clearly evident with the larger cashed up companies completing major mergers and acquisitions both domestically and overseas. The recent merger between Northern Star and Saracen has changed the landscape in the local region and put further consolidation at asset and corporate level clearly in the frame.

The 2021 financial year saw much-improved capital market for junior explorers and emerging developers with a record amount of capital raised. This has enabled a significant increase in exploration activity across the region and presented challenges with sourcing drill rigs, staff and marked delays in assay turnaround times. The COVID-19 pandemic has also been a major contributor to this, and future labour shortages and equipment availability will continue to be challenging in the years ahead.

The Company continued progressing the consolidated Feasibility Study with the aim of generating an initial 5-year mine plan to underpin the construction of a stand-alone processing plant at Boorara, 10km east of Kalgoorlie-Boulder. As part of this Study, trial mining and toll milling of the Boorara deposit was successfully completed providing valuable geological, mining and metallurgical information to de-risk the larger scale development and generated A$3.6 million in cash.

The trial enabled the compilation of a new geological model delivering a 34% uplift in resource grade and provided real time milling data for plant design including excellent gold recoveries of 94.5% with a high gravity recovery component. Boorara has the potential to provide long life base load feed supported by multiple open pit and underground satellite mines in close proximity to a stand-alone processing plant at Boorara where power, water and support services are at hand with staff travelling 15 minutes to site from the city of Kalgoorlie-Boulder.

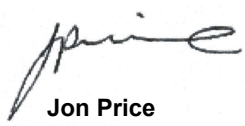
The Company commenced its largest ever drilling program with 70,000m planned across the portfolio. Of this, 20,000m was completed for reserve generation in 2020 at the six core assets making up the initial production profile. In 2021, the 50,000m new discovery and project generation drilling program commenced with up to four rigs on site testing multiple high priority targets with immediate success at the Windanya and Binduli project areas.

In line with our strategy of focussed gold development within close proximity to Boorara, the Company divested its interest in the Nanadie Well copper project for $1.5 million in cash and shares. Our listed investments which totalled over A$4.2 million at year end provide shareholders with exposure to other commodities and jurisdictions outside of the Kalgoorlie area.

The Company also completed a number of acquisitions during the year to further consolidate assets on the major shear zones within a 75km radius of the proposed Boorara Mill. The acquisition of the Bulong South, Glandore and Cowarna project areas provides an early production opportunity at the Cannon underground mine and significant exploration upside across the 180km^2 of tenure. The 50:50 joint venture with Orminex over the Penny's Find underground project also presents a near term production opportunity to generate cash during the completion of the Feasibility Study.

Our non-gold joint venture partners progressed during the year as did discussions with new potential partners that can provide mutual benefit. The Joint Venture with RVT covering the world class 1.8Bt Richmond Vanadium project progressed well with the completion of the Lilyvale PFS with the JV partners now moving to complete the DFS in 2022 and continue discussions with potential offtake partners and financiers.

We'd like to take the opportunity to thank all our Board members, staff, operational and drilling contractors, external consultants and you, our shareholders, for your support during the year. The Horizon team look forward to keeping you fully informed as the business grows in what will be another very exciting year ahead.



Jon Price
Managing Director



Ashok Parekh
Chairman

Perth, WA
10 September 2021

OPERATIONS REPORT

CORPORATE

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

The Company recognises the importance of Environmental, Social and Governance (ESG) factors and is committed to continuous improvement in this regard. During the year, a review commenced of all internal policies, procedures, governance principles to identify improvements and opportunities to ensure we meet or exceed our social license to operate. The next step is to engage an external independent expert to complete an audit and gap analysis.

ISSUED CAPITAL

At 30 June 2021, Horizon Minerals Limited had 567,975,200 fully paid ordinary shares on issue.

COMPANY INVESTMENTS

At 30 June 2021, Horizon held the following listed and unlisted investments:

Company	Securities	ASX	Exercise Date and Price	Number	Spot Value at 30 June 2021
Kingwest Resources Ltd	Ordinary Shares	KWR	-	30,833,333	$2,435,833
Reward Minerals Ltd	Ordinary Shares	RWD	-	7,151,109	$929,644
Cyprium Metals Ltd	Ordinary Shares	CYM	-	2,509,750	$627,438
TNT Mines Ltd	Ordinary Shares	TNT	-	1,520,534	$243,285
TNT Mines Ltd	Unlisted Options	TNT	1/10/2024 @ 25c	540,291	-
TNT Mines Ltd	Unlisted Options	TNT	1/10/2024 @ 25c	475,971	-
TOTAL					**$4,236,200**

At 30 June 2021, the Company had cash on hand of approximately $11.3 million.

DIVESTMENT OF ROYALTIES

Horizon owns a $0.50/t mining royalty that relates to ore mined and treated from Mining Lease M26/446 located approximately 10km west of Kalgoorlie-Boulder in Western Australia (Figure 2).

During the year, royalties received from the royalty tenement totalled $179,250.

In 2018, Horizon divested its interest in the Lehmans Gold joint venture to Saracen Mineral Holdings (now Northern Star Resources) for A$2.5 million in cash. As part of the divestment, a 2.5% Net Smelter Royalty is payable once production reaches 42,000 ounces from the Otto Bore tenements and ends on production of 100,000 ounces.

On 29 March 2021, Horizon announced a Royalty Sale Agreement to Vox Royalty Corp. (TSX: VOX) (Vox) which included the Janet Ivy Production Royalty and the Otto Bore (Saracen Mineral Holdings now Northern Star Resources) Production Royalty. Vox paid A$4 million in cash at Completion and a further A$3 million in cash or Vox shares at Vox's election (priced on a 30-day VWAP basis) upon Vox receiving cumulative payments of A$750,000 from the transaction royalties.

DIVESTMENT OF MENZIES AND GOONGARRIE GOLD PROJECTS

As announced to the ASX on 9 July 2019, the Company agreed to divest its 100% interest in the Menzies and Goongarrie gold projects to Kingwest Resources Ltd (ASX: KWR, Kingwest) for a total consideration of A$8 million on the following terms:

- An initial deposit of $750,000.

OPERATIONS REPORT

CORPORATE

DIVESTMENT OF MENZIES AND GOONGARRIE GOLD PROJECTS (CONTINUED)

- On settlement:
    - A further $1 million in cash; and
    - Issuing 20M ordinary shares in Kingwest to Horizon at a deemed issue price of $0.15 per share subject to voluntary escrow from date of issue of (a) 18 months following settlement and (b) 3 months following the payment of the deferred consideration.
- A deferred payment no later than 18 months after settlement of:
    - A further $1.625 million in cash; and
    - $1.625m in value of shares in Kingwest at a deemed price being the lower of $0.15 per share and the 30 day VWAP (subject to shareholder approval and Horizon not exceeding 19.9% ownership in Kingwest).

The Company has now received the deferred $1.625 million cash payment and 10.83 million shares in Kingwest, taking the total shareholding to 30.83m shares representing 18.7% of the issued capital.

Horizon is a substantial shareholder in Kingwest with Board representation and a right to process or purchase any ore from the sale tenements under standard commercial terms. For further details on the divestment, please see the announcement of 9 July and 18 September 2019.

EXPLORATION AND EVALUATION

OVERVIEW

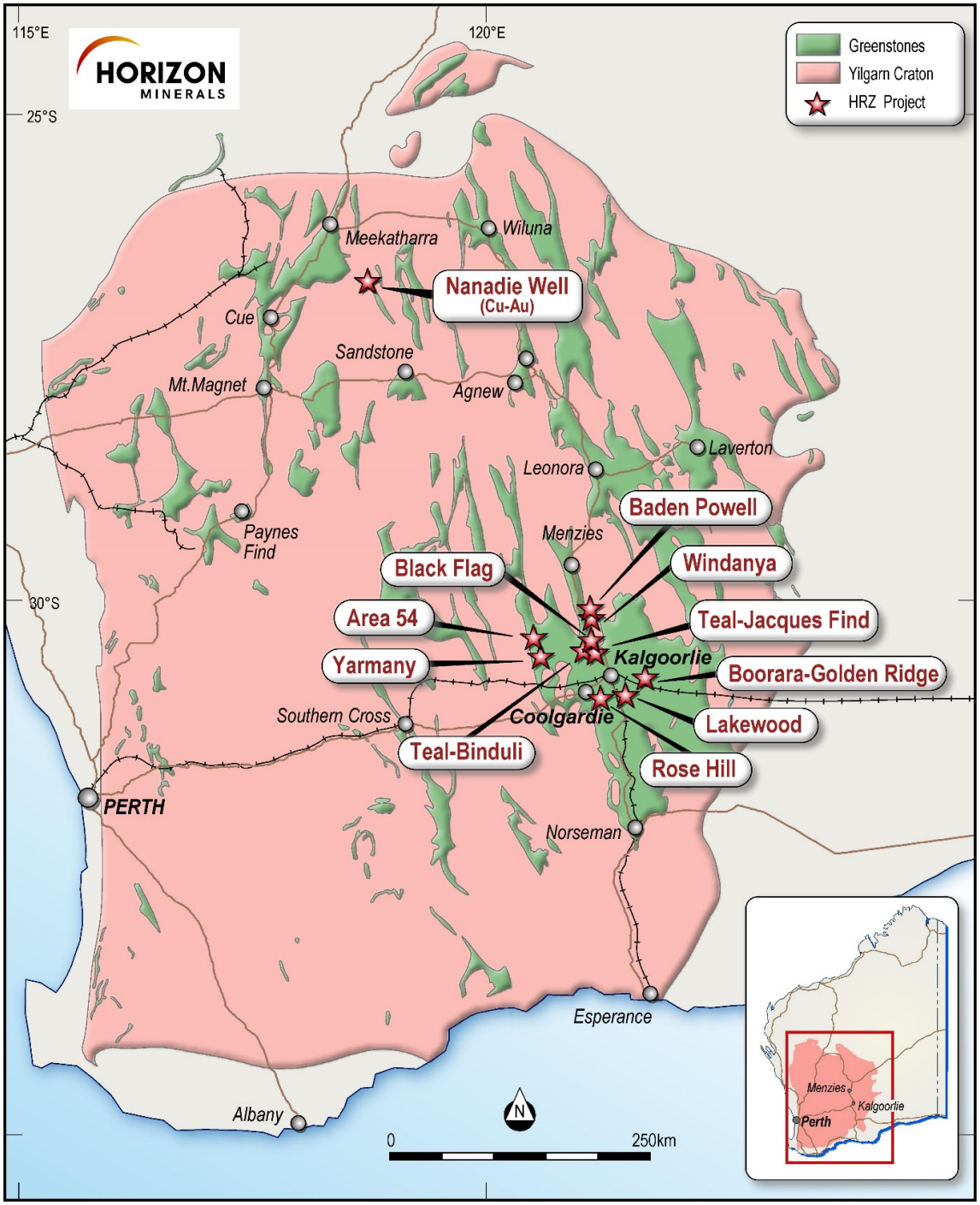
The Company continued to advance and build up its gold project portfolio in Western Australia. In addition, the Company's joint venture partners were active across multiple earn in projects including the exciting Richmond vanadium project in Queensland. This year, trial mining operations at Boorara were completed, with mine evaluation and exploration continuing to be the main focus as part of the consolidated Feasibility Study and the regional drilling programs across the portfolio.

EXPLORATION AND EVALUATION

OVERVIEW (CONTINUED)

The locations of all WA projects are shown in Figure 1.

Figure 1
Horizon Minerals Ltd WA Projects

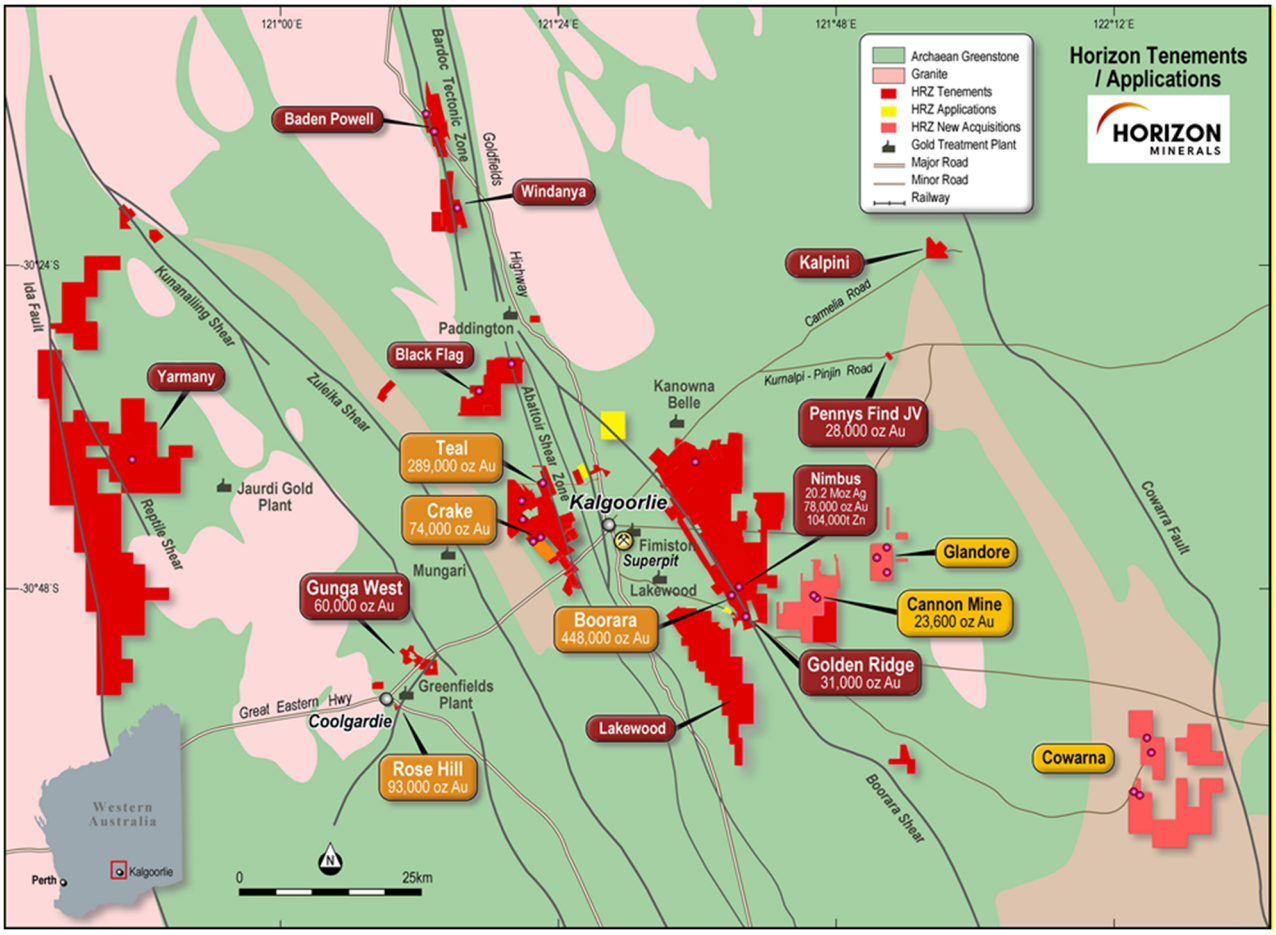


OVERVIEW (CONTINUED)

The Company operates 100% owned gold projects in the Kalgoorlie and Coolgardie Regions and has an earn-in Joint Venture (JV) at the Richmond vanadium project located in Queensland. Over 30,000m of drilling was completed during the 2021 financial year.

New gold acquisitions to expand the Kalgoorlie and Coolgardie area portfolio included Kalpini, Penny's Find JV and Cannon (Figure 2). Technical programs on these projects included data compilation, exploration targeting, drilling, geological modelling and mine evaluation. Key activities conducted during the year are outlined below.

Figure 2
Horizon Minerals Ltd Kalgoorlie Area Gold Projects Location Map



OPERATIONS REPORT

BOORARA GOLD PROJECT AREA

The Boorara Gold Project (BGP) area comprises the 100% owned 448,000oz Boorara gold mine, the Golden Ridge project to the south and the Kanowna South and Balagundi prospects to the north (Figure 2). During the year, activities focussed on de-risking the larger scale development at Boorara as part of the consolidated feasibility study, which included stage 1 trial mining to increase confidence in the updated Mineral Resource Estimate (MRE). During the year the Company acquired the following projects Kalpini, Penny's Find JV and Cannon which all had substantial existing resources, these new projects will be included in the BGP consolidated Feasibility Study.

BOORARA GOLD PROJECT – TRIAL MINING

The Boorara gold mine is located 15km east of Kalgoorlie in Western Australia (Figure 2 and 4). Three trial pits at Regal East, Regal West and Crown Jewel were mined between April and completed in August 2020, six weeks ahead of schedule with toll milling undertaken at the nearby Lakewood processing plant from July 2020 to February 2021.

In total, 513k BCM was mined from the three trial pits in 2020 with total ore mined (high and low grade) of 267kt at a mine claimed grade of 1.23g/t Au for 10,560oz mined. Of this, 138kt of the higher-grade material was processed over four toll milling campaigns with a reconciled mill feed grade of 1.45g/t Au and a gold recovery of 94.7%. A 17kt parcel of lower grade was also milled to test grade allocation processes.

The Regal East pit produced 82kt grading 1.45g/t Au with tonnage and grade within expectations, the Regal West pit underperformed at a grade of 1.29g/t Au with difficulty in allocating high and low-grade material. The Crown Jewel pit produced 18kt grading 1.8g/t Au with a significant tonnage of high-grade ore left in the pit due to wall stability issues making mining the final flitches unsafe. This ore will be available for mining during the larger scale development.

Gold production from the trial totalled 6,568oz at 94.5% recovery generating A$16.8 million in revenue at an average sale price of $2,551/oz.

The trial generated A$3.6 million in free cash flow after all costs and enabled an extensive review of the geology, mining parameters, metallurgy and processing parameters to de-risk the larger scale development under assessment as part of the consolidated Feasibility Study.

Key learnings from the trial include:

- Demonstrated presence of high grade flat lying cross cutting vein arrays within the deposit in addition to the contact lodes that make up the historic resource model
- Segregation of the individual higher-grade lodes within the deposits is very difficult with limited visual control within the various dolerite mineralisation styles
- Optimal larger scale development by mining and processing the entire deposit for maximum resource recovery and minimal dilution
- Excellent metallurgical performance with recoveries averaging 94.5% at an optimal grind size of 106µm via a conventional CIL/CIP processing plant
- High gravity recovery of >40% requiring design and installation of enlarged gravity circuit
- Low to moderate reagent consumption and negligible viscosity issues encountered
- Processing of the ore at the Boorara mine site avoiding haulage and third-party toll milling charges that made up a significant portion of the cost base

The trial and pit mapping were considered highly successful in providing a greater understanding of the deposits and highlighting a number of opportunities to optimise grade control practises, mining and processing. Boorara is a very large baseload orebody and can be de-risked by bulk open pit mining and processing on site avoiding additional haulage and toll milling costs.

BOORARA GOLD PROJECT – TRIAL MINING (CONTINUED)

Figure 3
Horizon Minerals Ltd Mining at the Boorara gold mine looking North. 2016 Royal trial pit in foreground, Regal East and West trial pits to the North, and Nimbus Discovery pit to the North-East.



Extensive structural geology mapping was completed at all four trial pits by independent expert Dr Gerard Tripp who confirmed the presence of multiple flat lying, cross cutting vein arrays within the deposit in addition to the main NNW striking contact lode. This information, along with all drilling, trial mining and toll milling data has been reviewed, validated and incorporated into the drilling database and used to compile an updated independent Mineral Resource Estimate compliant with the JORC 2012 Code by geological consultants, Optiro. The updated 2021 open cut Mineral Resource Estimate now stands at:

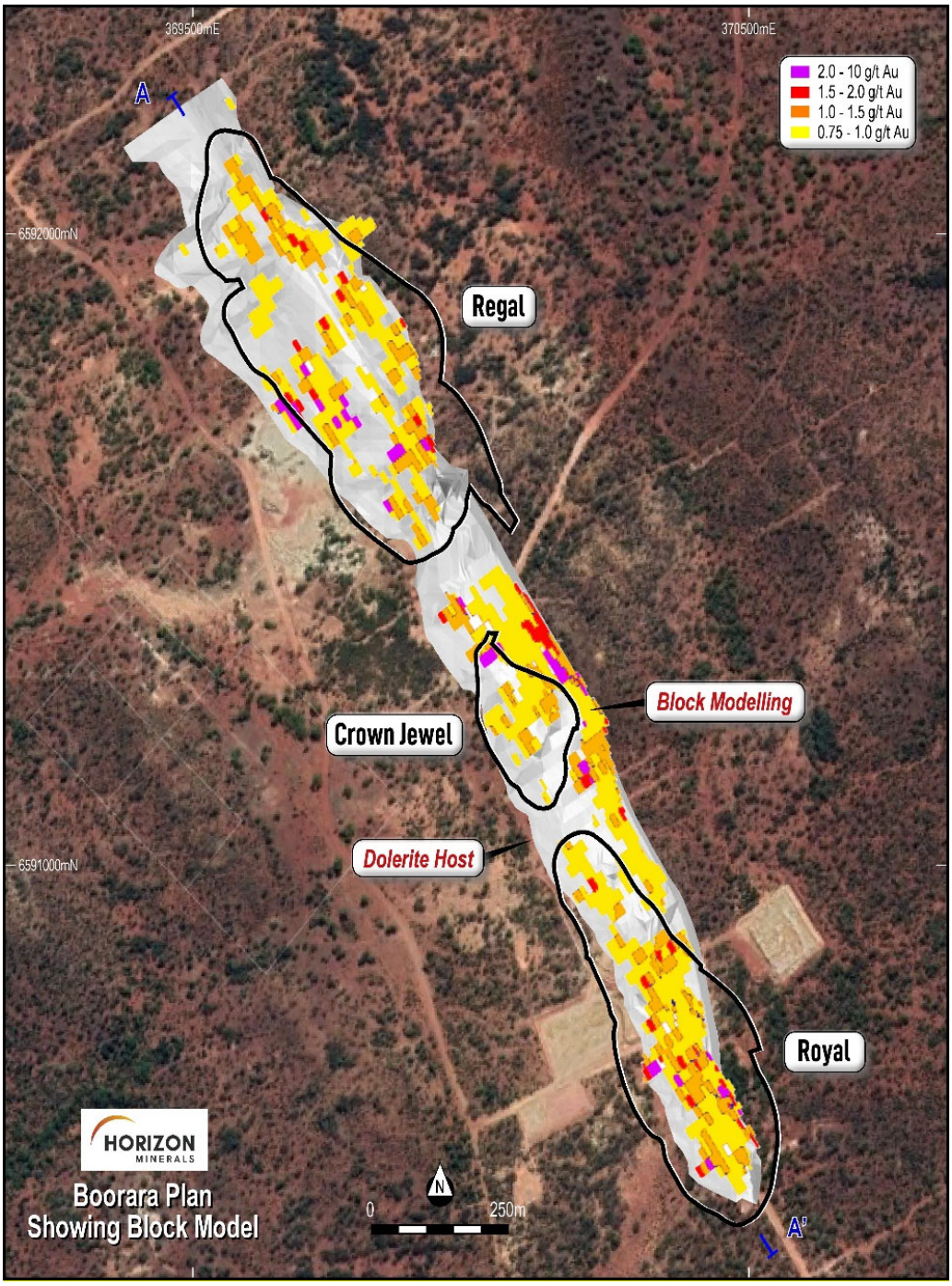
- 11Mt grading 1.26g/t Au for 448koz at 0.5g/t Au lower cut-off grade

The updated April 2021 MRE as a direct comparison of the Cube 2018 MRE to 200m depth shows a significant increase in grade from 0.94g/t Au to 1.26g/t Au. Total gold decreases from 474,000oz (excluding the trial mining depletion of 8,100oz) to 448,000oz, a small 4% reduction. This result is largely due to improved modelling of the flat lodes at Regal and also at Royal and Crown Jewel.

BOORARA GOLD PROJECT – TRIAL MINING (CONTINUED)

The April 2021 Mineral Resource model (after depletion from trial mining) shows a reduction in tonnage offset by a 34% increase in grade which was the main aim of the trial. The inclusion of the cross cutting flat lying vein arrays in addition to the main contact lode has potential to significantly improve the economics of the project with a high metal content per vertical metre.

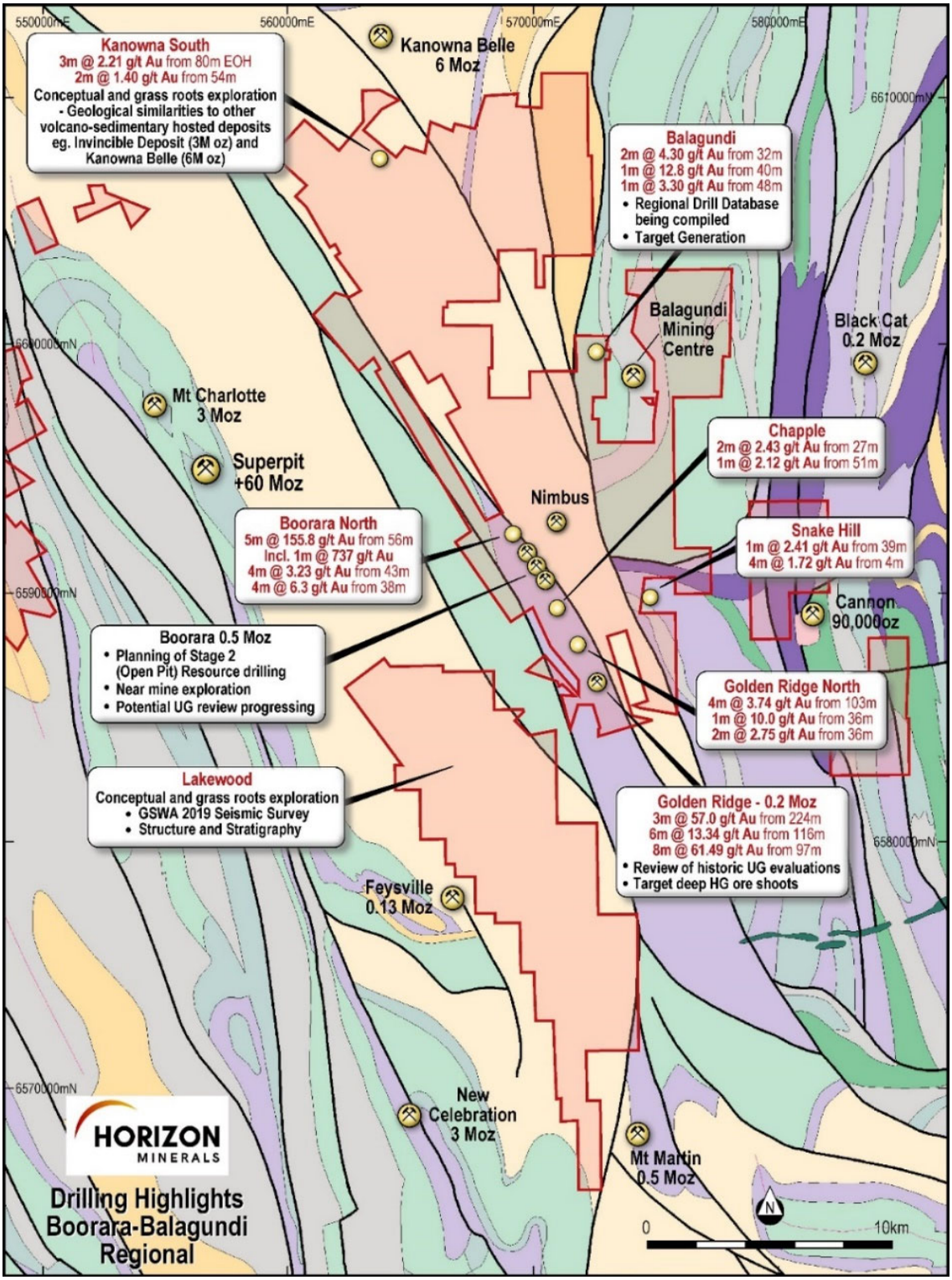
Figure 4
Horizon Minerals Ltd Plan view of the Regal, Royal and Crown Jewel deposits



BOORARA GOLD PROJECT AREA – EXPLORATION

The current Boorara resource comprises 1.8km of strike and sits with in the greater Boorara area covering over 25km of strike length from Golden Ridge in the south to Kanowna and Balagundi to the north (Figure 5). During the year, a detailed target generation study was completed across the portfolio and a number of high priority drill targets identified in previously untested areas. Both near mine extension drilling and new discovery drilling is planned in FY2021 across both the Boorara and Lakewood project areas.

Figure 5
Horizon Minerals Ltd Boorara project area, geology and historic drilling results

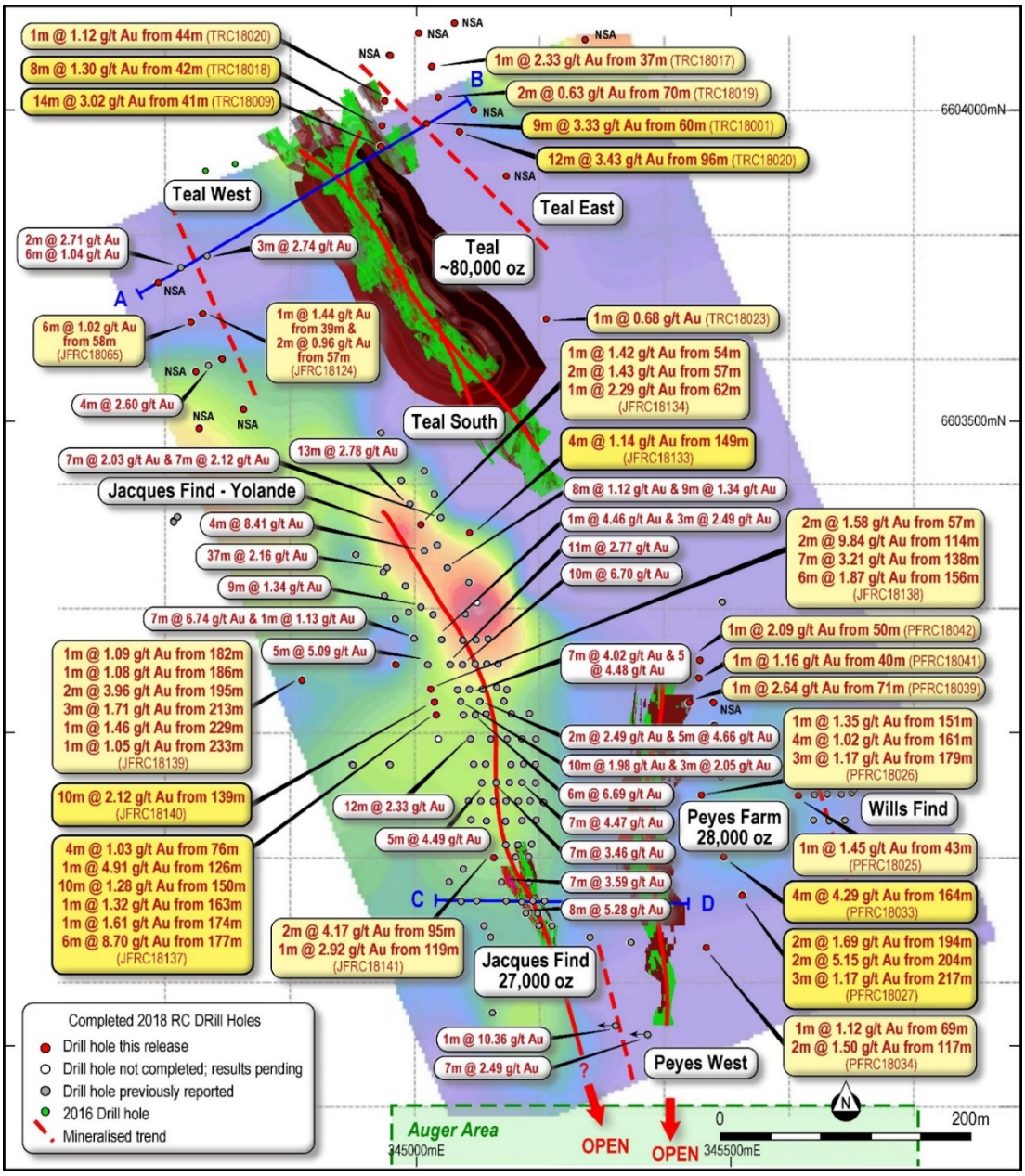


TEAL GOLD PROJECT AREA – EXPLORATION

The Teal project area comprises the 100% owned Teal, Jacques Find, Yolande and Peyes Farm projects and is located 12km northwest of Kalgoorlie and 22km from the proposed Boorara Mill (Figures 2 and 6).

In FY21, 11,359m of resource and extension drilling was completed at the Teal project area. Technical work completed included resource model review, preliminary mining studies for Teal Stage 3, Jacques Find and Peyes Farm and metallurgical assessment. This program will target additional high grade oxide and transitional open pit ore as demonstrated by the successful Teal Stages 1 and 2 developments completed in 2018 when the Company produced 22,000oz grading 3.2g/t Au and 94% recovery and generated $7 million in free cash flow at a A$1,650/oz gold price.

Figure 6
Horizon Minerals Ltd Location Plan Teal-Jacques-Yolande drilling showing recent results



The current Mineral Resource estimate for the Teal project area stands at 4.25Mt grading 2.11g/t Au for 289,000 ounces (at a 1g/t lower cut-off grade) (see Tables and Competent Persons Statement on Page 20).

BINDULI GOLD PROJECT AREA – EXPLORATION

The Binduli project is located 9km west of Kalgoorlie – Boulder immediately adjacent to the Company's Teal project area (Figures 2 and 7). The project area contains the core satellite Crake and Coote projects in the south of the tenement package and Honeyeater and Kestrel prospects to the north.

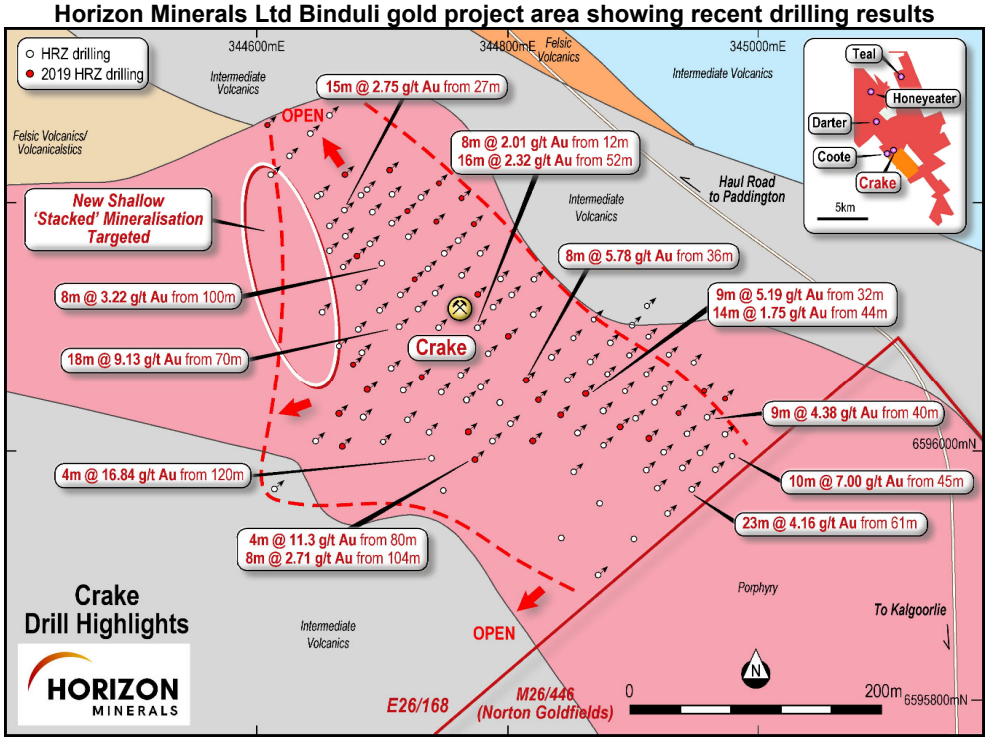
During the March Quarter, a total of 47 RC holes for 4,713m to 200m depth were completed at Coote, Honeyeater and the Kestrel discovery (Figure 3) with excellent results now received including[1]:

- 10m @ 2.07g/t Au from 49m including 1m @ 11.09g/t Au from 57m and 5m @ 5.22g/t Au from 94m including 1m @ 18.91g/t Au from 97m (Kestrel)
- 2m @ 4.19g/t Au from 34m and 1m @ 12.12g/t Au from 72m (Kestrel)
- 4m @ 11.45g/t Au from 113m including 1m @ 32.4g/t Au from 115m (Honeyeater)
- 4m @ 5.15g/t Au from 93m including 1m @ 13.54g/t Au from 93m (Honeyeater)
- 2m @ 1.89g/t Au from 62m, 1m @ 2.70g/t Au from 67m, 17m @ 1.67g/t Au from 78m including 1m @ 11.0g/t Au from 79m (Coote)
- 2m @ 1.54g/t Au from 28m, 3m @ 1.10g/t Au from 58m, 10m @ 3.20g/t Au from 68m and 6m @ 1.26g/t Au from 98m (Coote)
- 5m @ 2.28g/t Au from 56m, 3m @ 1.90g/t Au from 66m and 2m @ 1.03g/t Au from 71m (Coote)

The geology at Binduli is dominated by the Black Flag Group – a sequence of intermediate and felsic volcanics, sedimentary rocks and porphyry intrusives. Typically, the area is covered by major North North-West (NNW) shear zones cutting across the historic Binduli goldfield. Close to West Kalgoorlie are the Crake and Coote deposits which are similar to the nearby 390,000oz Janet Ivy open pit, located 1,500m south, where the gold is hosted in a structurally controlled pink feldspar porphyry. At the nearby Fort William and Fort Scott open pits, where over 100,000oz have been produced to date, gold is hosted within sheared units of volcanics and clastic sediments.

Given the success to date at Binduli, the project has been elevated to one of the top six core projects being advanced by the Company in the Kalgoorlie region as part of the consolidated Feasibility Study.

Figure 7
Horizon Minerals Ltd Binduli gold project area showing recent drilling results

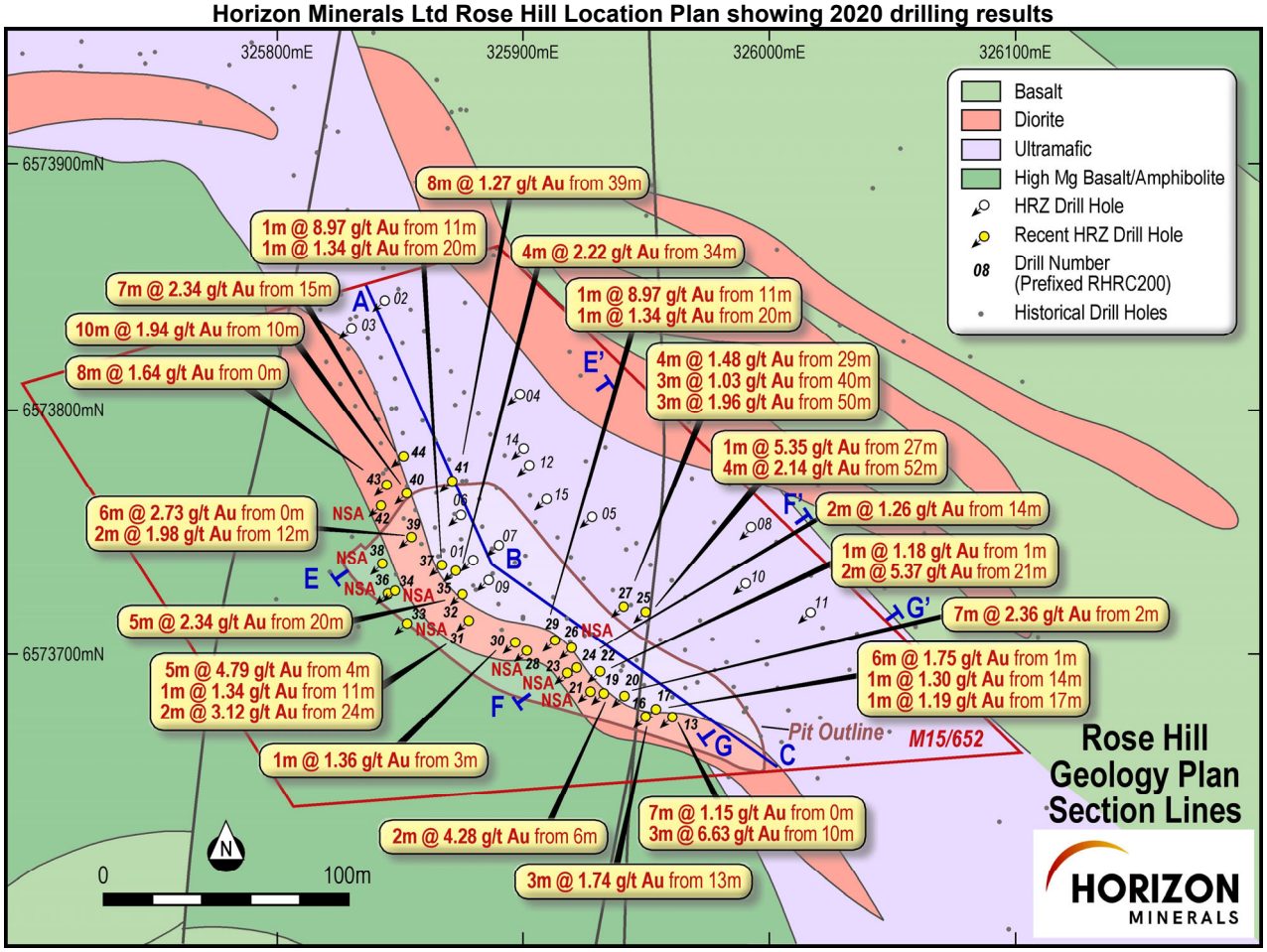


Elsewhere at Binduli 2992m of drilling tested grass roots style exploration prospects at Darter, Honeyeater and Kestrel with some encouragement being achieved. Further drilling is progressing in FY22.

ROSE HILL GOLD PROJECT AREA – EXPLORATION

At Rose Hill, 1 km east of Coolgardie, 2,497m were drilled to infill and confirm historic mineralisation (Figure 8). Detailed metallurgy, geotechnical and mine planning studies are currently underway. An updated underground resource estimate comprises0.51Mt grading 4.60 g/t Au for 74,900 ounces (at a 2.0 g/t Au lower cut-off grade) with a open pittable resource estimate standing at 0.29 Mt grading 2.00 g/t Au for 18,400 oz Au (at a 0.5 g/ Au lower cut-off grade) (see Tables and Competent Persons Statement on Page 20).

Figure 8
Horizon Minerals Ltd Rose Hill Location Plan showing 2020 drilling results



BADEN POWELL AND WINDANYA GOLD PROJECTS – EXPLORATION

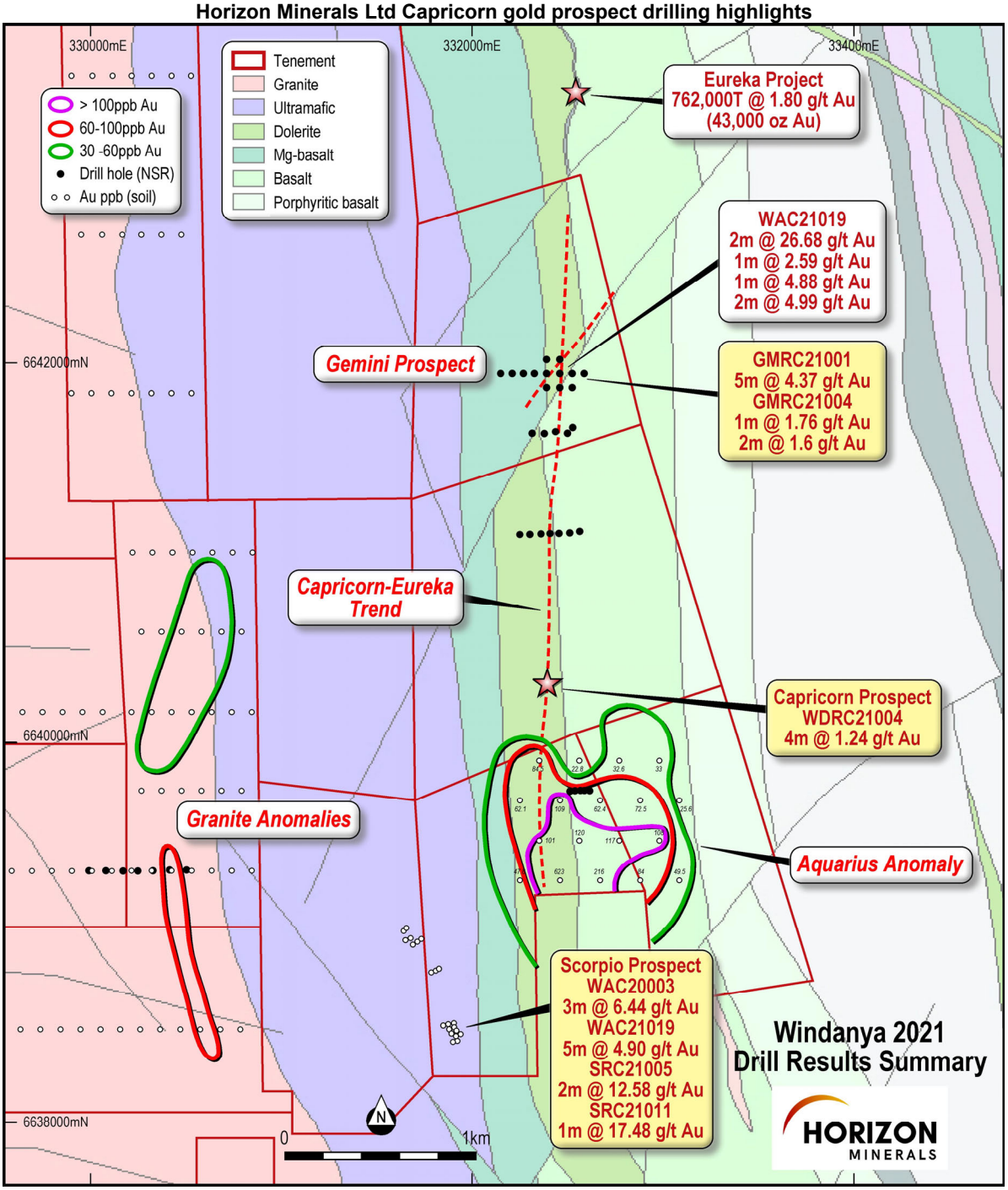
The 100% owned Windanya and Baden Powell project areas are located 45km and 60km northwest of Kalgoorlie respectively and sit within the highly prospective Bardoc Tectonic Zone (Figures 2 and 8).

During the year, exploration drilling was completed at the Windanya and Baden Powell prospect areas, as part of the 50,000m exploration program. Drilling comprised 57 aircore holes and 21 RC holes for 3,750m to a maximum depth of 138m, infill drilling at Baden Powell and following up excellent results previously intercepted at the Gemini and Scorpio prospects.

The Windanya group of tenements are located on the western limb of the Mt Pleasant Dome, west of the Bardoc Tectonic Zone (Figure 8). The stratigraphy comprises a NNW striking sequence of ultramafics (Siberia Komatiite), overlain by mafic volcanics and intrusives (the Big Dick Basalt, Mt Pleasant Sill (dolerite) and the Bent Tree basalt. The western part of the project area is dominated by large granite batholiths. Mineralisation is typically hosted within moderate to steep dipping shears along the contacts. Historic mining exploited narrow (0.1m – 3.0m) quartz reefs which pinch and swell along strike and dip.

BADEN POWELL AND WINDANYA GOLD PROJECTS – EXPLORATION (CONTINUED)

Figure 9
Horizon Minerals Ltd Capricorn gold prospect drilling highlights



BADEN POWELL AND WINDANYA GOLD PROJECTS – EXPLORATION (CONTINUED)

Results from six aircore holes across the new Gemini prospect were released in the March Quarter 2021 with the best results being found in discovery hole WAC20019 including:

- **2m @ 26.68g/t Au from 35m including 1m @ 39.71g/t Au from 35m and 1m @ 13.66g/t Au from 36m**
- **1m @ 2.59g/t Au from 40m and 1m @ 4.88g/t Au from 46m**
- **2m @ 4.99g/t Au from 67m**

The gold appears to be hosted by a contact related, 35m wide quartz stockwork, within oxidised basalts and dolerite.

Follow up RC drilling (seven holes for 673m) at Gemini also returned encouraging results:

- **5m @ 4.37g/t Au from 38m including 1m @ 13.68g/t Au from 38m and 3m @ 4.18g/t Au from 53m** (GMRC21001)
- **1m @ 1.76g/t Au from 65m and 2m @ 1.63g/t Au from 69m** (GMRC21004)

The new drilling indicated there was a stronger supergene component and complexity than what was previously known. Follow up AC and RC drilling is planned in 2021.

Seven AC holes (256m) and nine shallow RC holes (510m) were drilled at the Scorpio prospect (Figure 8) where historic drilling intersected minor gold (4m @ 0.64g/t Au from 4m). Several shallow high-grade results were intercepted including[1]:

- **3m @ 6.44g/t Au from 3m including 1m @ 9.71g/t Au from 3m and 1m @ 8.04g/t Au from 4m** (WAC20003)
- **5m @ 4.90g/t Au from 26m including 1m @ 10.56g/t Au from 27m** (WAC21009)
- **2m @ 12.58g/t Au from 20m including 1m @ 23.59g/t Au from 21m** (SCRC21005)
- **1m @ 17.48g/t Au from 29m** (SCRC21011)

The gold appears to be hosted by a contact related, 35m wide quartz stockwork, within oxidised basalts and dolerite. Historic drilling appears to have been too shallow to effectively test the bedrock.

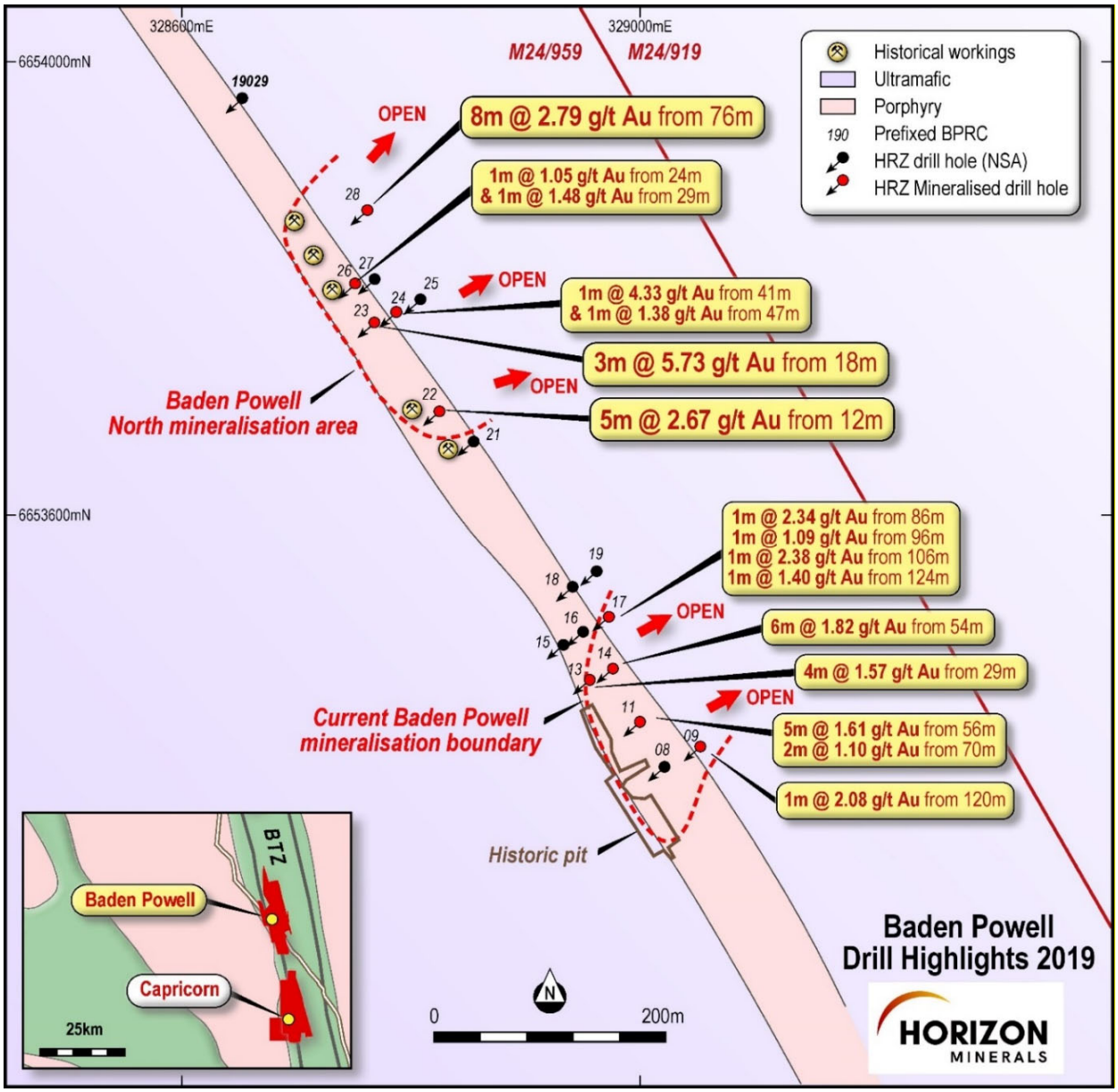
At Baden Powell (Figure 9), infill pit drilling intersected high-grade mineralisation that could not be tested with regular drilling outside of the pit area.

Results from the program as announced to the ASX on 26 May 2021 included:

- *4m @ 3.72g/t Au from 16m and 12m @ 1.46 g/t Au from 32m (BPRC20005)*
- *12m @ 2.37g/t Au from 8m and 4m @ 1.73 g/t Au from 36m (BPRC20008)*
- *4m @ 4.36g/t Au from 16m including 8m @ 1.39 g/t Au from 32m (BPRC20010)*

BADEN POWELL AND WINDANYA GOLD PROJECTS – EXPLORATION (CONTINUED)

Figure 10
Horizon Minerals Ltd Baden Powell gold prospect drilling highlights



KALGOORLIE REGIONAL GOLD PROJECTS – EXPLORATION

During the year, detailed gravity surveys and reprocessing were completed at Black Flag, Lakewood, Yarmany and Kanowna. Target generation studies have been completed with exploration drilling scheduled to commence in FY2021.

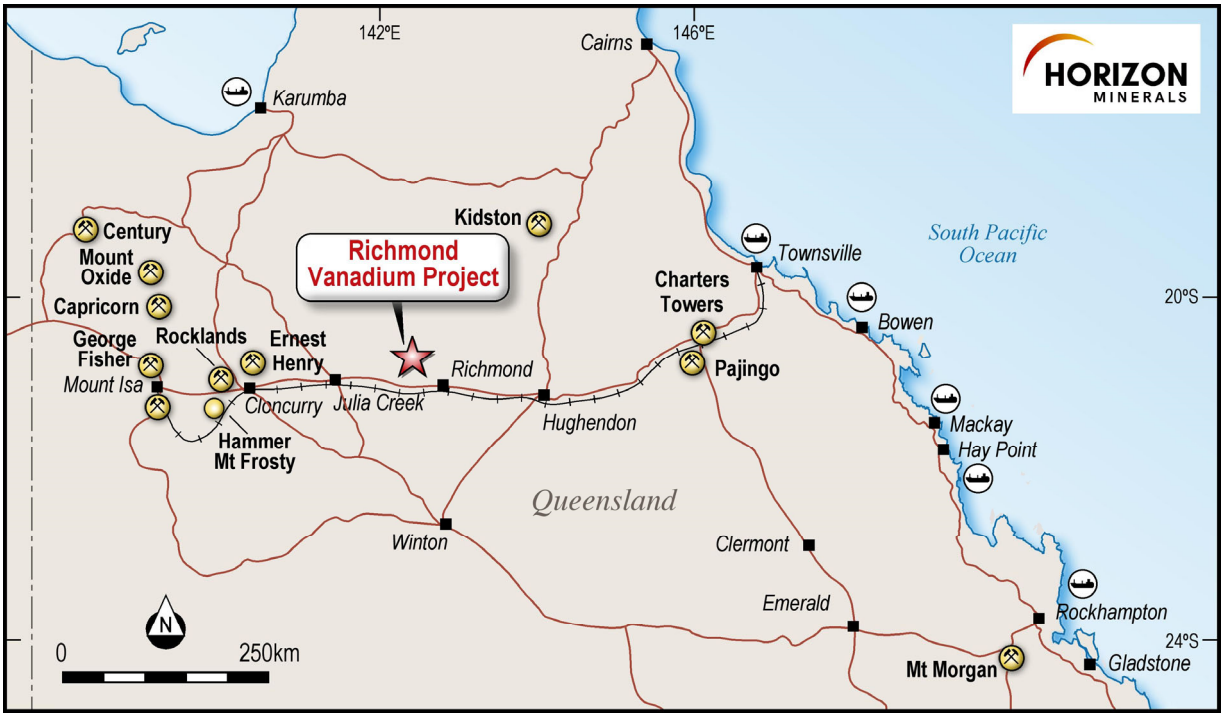
In addition, significant field work, rock chip sampling, historic mine mapping, geochemical and geophysical reviews were undertaken to identify priority targets for drilling in FY2021. These prospects included Kanowna south, Balagundi, Golden Ridge, Nimbus and Gunga West.

Work completed on new acquisitions at Lakewood and Yarmany included data compilation, data base review and desk top geological studies. The resultant drilling programs will commence in FY2021 pending final granting of the leases. The low cost acquisitions have increased the Company's tenure to approximately 850km^2.

RICHMOND VANADIUM JV HORIZON 25% – EXPLORATION PROJECT

In March 2017, the Company finalised a strategic development JV with AXF Vanadium Pty Ltd, now Richmond Vanadium Technologies Pty Ltd (RVT). The JV covers Horizon's 100% interest in the Richmond vanadium project in North-West Queensland (Figures 11 and 12) which include metal rights at the nearby Julia Creek project which is owned by Global Oil Shale Plc. The project tenements cover 1,520km^2 of Cretaceous Toolebuc Formation hosting shallow oxide ore within marine sediments.

Figure 11
Horizon Minerals Ltd Richmond Vanadium Project location

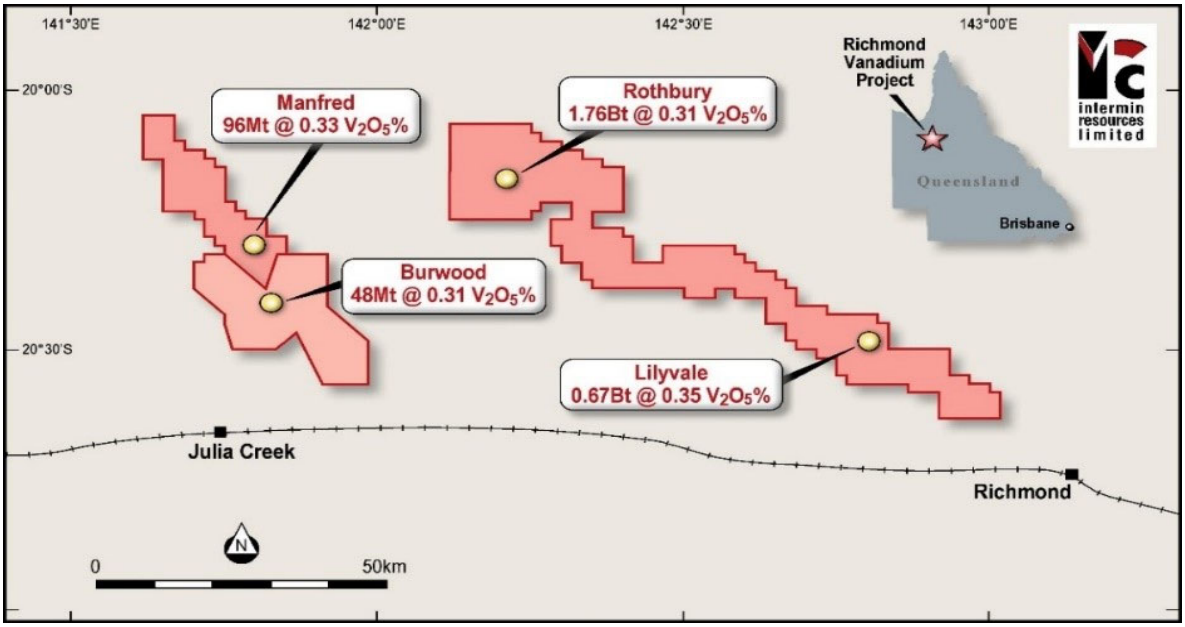


RICHMOND VANADIUM JV HORIZON 25% – EXPLORATION PROJECT (CONTINUED)

Under the JV, RVT has earnt in to 25% of the project by spending A$1 million and committed to spend a further $5 million by March 2021 to earn in the remaining 50% inclusive of providing a pre-feasibility study.

During FY20, RVT completed a 7,817m drilling program at the Lilyvale vanadium deposit (Figure 12) to infill previous drilling enabling an updated Mineral Resource Estimate to be compiled at an improved JORC Category for reserve generation studies to be completed.

Figure 12
Horizon Minerals Ltd (formerly Intermin Resources Limited) Richmond Vanadium Project location



As announced to the ASX on 20 May 2020, the drilling program was highly successful in intercepting remarkably consistent oxide mineralisation along section with the grade improving relative to the historic resource.

The updated Mineral Resource estimate for the Lilyvale project stands at 560Mt grading 0.48% V_2O_5 for 2.60Mt of contained metal (at a 0.30% lower cut-off grade) (see Tables and Competent Persons Statement on Page 22). Importantly, over 76% of the Lilyvale resource has been upgraded to the Indicated JORC Category enabling detailed economic evaluation to be completed as part of the Pre-Feasibility Study and generation of an Ore Reserve.

The updated global Mineral Resource estimate for the Richmond project stands at 1,838Mt grading 0.364% V_2O_5 for 6.65Mt of contained metal (at a 0.30% lower cut-off grade) (see Tables and Competent Persons Statement on Page 22).

As announced to the ASX on 27 October 2020, a positive Pre-Feasibility Study (PFS) was released focussed on the development of the Lilyvale vanadium deposit. The PFS was based on an initial 20-year life at Lilyvale demonstrating a financially viable project with the following key metrics:

- Shallow open pit mining producing 81.2Mt at a fully diluted grade of 0.49% V_2O_5 for 15.8Mt of 1.82% V_2O_5 concentrate with concentrate production on site
- Refining overall recovery at 86.1% produces 254,000 tonnes of 98% V_2O_5 commercial grade flake with average annual production of 12,700t V_2O_5
- Modest up-front capital costs of US$157.4m and operating cash costs of US$5.53/lb of 98% V_2O_5 flake
- At a spot price of US$7.10/lb V_2O_5, project generates NPV8% of ~US$150.0M, improving significantly with the recent increase in vanadium pentoxide flake prices in China

The next steps for the project are to finalise the optionality within the PFS to the next level of study where required in areas such as determining the optimal power supply for the project along with progressing environmental studies and preparing the documents for government permitting and approvals. In parallel, discussions shall continue with potential offtake partners in conjunction with assessing the way forward in relation to the project, including financing or assessing other options for maximising shareholder benefit from the project.

NIMBUS SILVER-ZINC PROJECT– EXPLORATION AND EVALUATION

The Nimbus project lies immediately adjacent to the Boorara gold mine (Figures 2 and 5) and was placed on care and maintenance in 2007 after producing 3.6Moz from 318kt processed at a grade of 353g/t Ag. The old milling circuit has since been removed and the area rehabilitated.

The Project hosts a high-grade silver zinc Resource of 256kt @ 773g/t Ag and 13% Zn that has been estimated from the global Nimbus Resource of 12.1Mt @ 52g/t Ag, 0.9% Zn and 0.2g/t Au for a total of 20Moz Ag and 104kt Zn and 78koz Au (JORC 2012) (see Tables and Competent Persons Statement on Page 22).

Nimbus is a shallow-water and low-temperature VHMS deposit with epithermal characteristics (i.e. a hybrid bimodal felsic deposit), which is consistent with its position near the margin of the Kalgoorlie Terrane. The current Discovery and East pits have been subject to extensive drilling highlighting significant potential to extend mineralisation along strike and at depth below 400m. Regional exploration has been limited to the north and south and considered highly prospective for further precious and base metal deposits.

Extensive metallurgical test work has been completed on Nimbus ore with the Feasibility Study put on hold in 2014 due to depressed silver prices. In light of increasing silver and zinc prices and as announced to the ASX on 11 February 2021, the Company will retain the project and engage an independent technical team to complete the DFS in 2021.

During the year, activities focussed on the technical aspects of the geology, mineralogy and concentrate options for the deposits with the aim of generating separate silver, zinc and potentially gold concentrates for direct sale. Initial discussions with potential offtake partners have shown significant interest in these concentrates enabling a simplified process flow sheet to be evaluated at significantly reduced capital and operating costs.

WHITE RANGE GOLD PROJECT (DIVESTED)

The Company has divested of its White Range Gold Project in the Northern Territory to Red Dingo Corporation Pty Ltd. The Company is currently attending to some clean up issues at the site prior to making application for return of environmental bonds held by The Department of Primary Industry and Resources in respect of the White Range tenements.

Horizon Minerals Limited – Summary of Gold Mineral Resources (at a 1g/t Au cut-off grade)*

Project	Cut-off grade (g/t)	Measured			Indicated			Inferred			Total Resource		
		Mt	Au (g/t)	Oz	Mt	Au (g/t)	Oz	Mt	Au (g/t)	Oz	Mt	Au (g/t)	Oz
Boorara OP[3]	0.5	1.28	1.23	50,630	7.19	1.27	294,140	2.56	1.26	103,470	**11.03**	**1.26**	**448,240**
Jacques Find[2]	1.0				1.60	2.24	114,850	0.32	1.68	17,140	**1.91**	**2.14**	**131,970**
Teal[2]	1.0				1.01	1.96	63,680	0.80	2.50	64,460	**1.81**	**2.2**	**128,140**
Peyes Farm[2]	1.0				0.31	1.65	16,310	0.22	1.77	12,550	**0.53**	**1.7**	**28,860**
Crake[2]	1.0	0.46	1.85	27,460	0.48	1.49	22,570	0.33	2.22	23,790	**1.27**	**1.82**	**73,820**
Rose Hill OP[4]	0.5	0.19	2.00	12,300	0.09	2.00	6,100				**0.29**	**2.00**	**18,400**
Rose Hill UG[4]	2.0				0.33	4.50	47,100	0.18	4.80	27,800	**0.51**	**4.60**	**74,900**
Penny's Find (50%)[1]					0.07	8.06	19,000	0.05	5.57	9,000	**0.12**	**7.04**	**28,000**
Gunga West[1]	0.6				0.71	1.60	36,440	0.48	1.50	23,430	**1.19**	**1.56**	**59,870**
Golden Ridge[1]	1.0				0.47	1.83	27,920	0.05	1.71	2,800	**0.52**	**1.82**	**30,720**
TOTAL		**1.94**	**1.45**	**90,390**	**12.24**	**1.65**	**648,110**	**4.99**	**1.77**	**284,430**	**19.18**	**1.66**	**1,022,930**

*As at 30 June 2021

Confirmation

The information in this report that relates to Horizon's Mineral Resources estimates is extracted from and was originally reported in Horizon's ASX announcements "Intermin's Resources Grow to over 667,000 Ounces" dated 20 March 2018, "Crake Gold Project Continues to Grow" dated 10 December 2019, and "Rose Hill firms as quality high grade open pit and underground gold project" dated 8 December 2020, "Horizon enters high grade underground development JV", dated 30 November 2020, "Updated Boorara Mineral Resource Delivers a 34% Increase In Gold Grade" dated 27 April 2021, each of which is available at www.asx.com.au. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements and that all material assumptions and technical parameters underpinning the estimates in those announcements continue to apply and have not materially changed. The Company confirms that the form and context of the Competent Person's findings in relation to those Mineral Resources estimates or Ore Reserves estimates have not been materially modified from the original market announcements.

Competent Persons Statements

The information in this table that relates to the Penny's Find, Golden Ridge and Gunga West Mineral Resources(1) is based on information compiled by Messrs David O'Farrell. Mr O'Farrell is a Member of the Australasian Institute of Mining and Metallurgy. Mr O'Farrell is a full time employee of Horizon Minerals Ltd. The information was prepared under the JORC Code 2012. Mr O'Farrell has sufficient experience that is relevant to the style of mineralisation, type of deposit under consideration and to the activity that they are undertaking to qualify as a Competent Person as defined in the 2012 edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr O'Farrell consents to the inclusion in this report of the matters based on their information in the form and context in which they appear.

The information in this table that relates to the Estimation and Reporting of Gold Mineral Resources at the Crake, Teal, Jacques Find and Peyes Farm Deposits(2) is based on information compiled by Messrs David O'Farrell and Andrew Hawker. Both are Members of the Australasian Institute of Mining and Metallurgy, Mr O'Farrell is a full time employee of Horizon Minerals Ltd and Mr Hawker is an independent consultant. The information was prepared under the JORC Code 2012. Messrs O'Farrell and Hawker have sufficient experience that is relevant to the style of mineralisation, type of deposit under consideration and to the activity that they are undertaking 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'. Messrs O'Farrell and Hawker consent to the inclusion in this report of the matters based on their information in the form and context in which they appear.

The information in this table that relates to the Estimation and Reporting of Gold Mineral Resources at the Boorara Deposit(3) is based upon information compiled by Mr Mark Drabble B.App.Sci.(Geology), a Competent Person who is a current Member of the Australian Institute of Mining and Metallurgy (MAusIMM) and a Member of the Australian Institute of Geoscientists (MAIG). Mr Drabble is a Principal Geological Consultant at Optiro Pty Ltd. and an independent consultant to Horizon Minerals Ltd (HRZ). Mr Drabble has sufficient experience relevant to the style of mineralisation and deposit type under consideration and to the activities being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Drabble consents to the inclusion in the report of matters based on his information in the form and context in which it appears.

Competent Persons Statements (continued)

The information in this table that relates to the Estimation and Reporting of Gold Mineral Resources at the Rose Hill Deposit[4] is based upon information compiled by Ms Christine Shore BSc., a Competent Person who is a current Fellow of the Australian Institute of Mining and Metallurgy (FAusIMM). Ms Shore was a Principal Geological Consultant at Entech Pty Ltd. and an independent consultant to Horizon Minerals Ltd (HRZ). Ms Shore has sufficient experience relevant to the style of mineralisation and deposit type under consideration and to the activities 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'. Ms Shore consents to the inclusion in the report of matters based on her information in the form and context in which it appears. Open pit resource is defined as surface (~412m RL) to 367.5m RL, UG resource defined by <367.5m RL.

Horizon Minerals Limited – Summary of Vanadium / Molybdenum Mineral Resources

Project	Cut-off grade (%)	Tonnage (Mt)	Grade			Metal content (Mt)		
			V_2O_5 (%)	Mo (ppm)	Ni (ppm)	V_2O_5	Mo	Ni
Rothbury (Inferred)	0.30	1,202	0.31	259	151	**3.75**	0.31	0.18
Lilyvale (Indicated)	0.30	430	0.50	240	291	**2.15**	0.10	0.10
Lilyvale (Inferred)	0.30	130	0.41	213	231	**0.53**	0.03	0.03
Manfred (Inferred)	0.30	76	0.35	369	249	**0.26**	0.03	0.02
TOTAL		**1,838**	**0.36**	**256**	**193**	**6.65**	**0.46**	**0.36**

Horizon Minerals Limited – Summary of Silver / Zinc Mineral Resources

Nimbus All Lodes (bottom cuts 12g/t Ag, 0.5% Zn, 0.3g/t Au)

Category	Tonnes	Grade	Grade	Grade	Ounces	Ounces	Tonnes
	Mt	Ag (g/t)	Au (g/t)	Zn (%)	Ag (Moz)	Au ('000oz)	Zn ('000t)
Measured Resource	3.62	102	0.09	1.2	**11.9**	10	**45**
Indicated Resource	3.18	48	0.21	1.0	**4.9**	21	**30**
Inferred Resource	5.28	20	0.27	0.5	**3.4**	46	**29**
Total Resource	12.08	52	0.20	0.9	**20.2**	77	**104**

Nimbus high grade silver zinc resource (500g/t Ag bottom cut and 2,800g/t Ag top cut)

Category	Tonnes	Grade	Grade	Ounces	Tonnes
	Mt	Ag (g/t)	Zn (%)	Ag (Moz)	Zn ('000t)
Measured Resource	0	0	0	**0**	**0**
Indicated Resource	0.17	762	12.8	**4.2**	**22**
Inferred Resource	0.09	797	13.0	**2.2**	**11**
Total Resource	0.26	774	12.8	**6.4**	**33**

Confirmation

The information is this report that relates to Horizon's Mineral Resources estimates on the Richmond Julia Creek vanadium project and Nimbus Silver Zinc Project is extracted from and was originally reported in Intermin's and MacPhersons' ASX Announcement "Intermin and MacPhersons Agree to Merge – Creation of a New Gold Company Horizon Minerals Ltd" dated 11 December 2018 and in MacPhersons' ASX announcements "Quarterly Activities Report" dated 25 October 2018, "Richmond – Julia Creek Vanadium Project Resource Update" dated 16 June 2020, "New High Grade Nimbus Silver Core Averaging 968 g/t Ag" dated 10th May 2016, "Boorara Trial Open Pit Produced 1550 Ounces" dated 14 November 2016 and "Nimbus Increases Resources" dated 30th April 2015, each of which is available at www.asx.com.au. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements and that all material assumptions and technical parameters underpinning the estimates in those announcements continue to apply and have not materially changed. The Company confirms that the form and context of the Competent Person's findings in relation to those Mineral Resources estimates have not been materially modified from the original market announcements.

Competent Persons Statement

The Information in this report that relates to Vanadium Mineral Resources is based on and fairly represents information and supporting documentation prepared by Mr Warwick Nordin, who is a Competent Person and a member of the Australasian Institute of Geoscientists (AIG). Mr Nordin is a full-time employee of Richmond Vanadium Technology Pty Ltd. Mr Nordin has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activities being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Nordin consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

FORWARD LOOKING AND CAUTIONARY STATEMENTS

Some statements in this report regarding estimates or future events are forward looking statements. They include indications of, and guidance on, future earnings, cash flow, costs and financial performance. Forward looking statements include, but are not limited to, statements preceded by words such as “planned”, “expected”, “projected”, “estimated”, “may”, “scheduled”, “intends”, “anticipates”, “believes”, “potential”, “could”, “nominal”, “conceptual” and similar expressions. Forward looking statements, opinions and estimates included in this announcement are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. Forward looking statements are provided as a general guide only and should not be relied on as a guarantee of future performance. Forward looking statements may be affected by a range of variables that could cause actual results to differ from estimated results and may cause the Company’s actual performance and financial results in future periods to materially differ from any projections of future performance or results expressed or implied by such forward looking statements. These risks and uncertainties include but are not limited to liabilities inherent in mine development and production, geological, mining and processing technical problems, the inability to obtain any additional mine licenses, permits and other regulatory approvals required in connection with mining and third party processing operations, competition for among other things, capital, acquisition of reserves, undeveloped lands and skilled personnel, incorrect assessments of the value of acquisitions, changes in commodity prices and exchange rate, currency and interest fluctuations, various events which could disrupt operations and/or the transportation of mineral products, including labour stoppages and severe weather conditions, the demand for and availability of transportation services, the ability to secure adequate financing and management’s ability to anticipate and manage the foregoing factors and risks. There can be no assurance that forward looking statements will prove to be correct.

Statements regarding plans with respect to the Company’s mineral properties may contain forward looking statements in relation to future matters that can only be made where the Company has a reasonable basis for making those statements.

This announcement has been prepared in compliance with the JORC Code (2012) and the current ASX Listing Rules.

The Company believes that it has a reasonable basis for making the forward-looking statements in the announcement, including with respect to any production targets and financial estimates, based on the information contained in this and previous ASX announcements.

CORPORATE GOVERNANCE - RESERVES AND RESOURCES CALCULATIONS

Due to the nature, stage and size of the Company’s existing operations, Horizon is of the opinion there would be no efficiencies gained by establishing a separate Mineral Reserves and Resources committee responsible for reviewing and monitoring the Company’s processes for calculating Mineral Reserves and Resources and for ensuring that the appropriate internal controls are applied to such calculations. However, the Company ensures that all Mineral Reserve and Resource calculations are prepared by competent, appropriately experienced geologists and are reviewed and verified independently by a qualified person.

DIRECTORS' REPORT

The Directors present their report together with the financial statements of the Group (hereafter referred to as the Group) for the financial year ended 30 June 2021 and the auditor's report thereon.

DIRECTORS

The following persons held office as Directors of Horizon Minerals Limited during the financial year and up to the date of this report:

- Ashok Parekh
- Peter Bilbe
- Jonathan Price

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

INFORMATION ON DIRECTORS

Ashok Parekh, Non-Executive Chairman
Appointed 14 June 2019, appointed Chairman 1 July 2020
B.Bus, AIMM, CTA, FNTAA, FTIA, FCA

Mr Ashok Parekh is a chartered accountant, of over 40 years' experience, who owns a large accounting practice in Kalgoorlie, which he has operated for 35 years. He was awarded the Centenary Medal in 2003 by the Governor General of Australia and was recently awarded the Meritorious Service Award by the Institute of Chartered Accountants, the highest award granted by the institute in Australia.

Mr Parekh has over 35 years' experience in providing advice to mining companies and service providers to the mining industry. He has spent many years negotiating with public listed companies and prospectors on mining deals which have resulted in new IPOs and the commencement of new gold mining operations. He has also been involved in the management of gold mining and milling companies in the Kalgoorlie region and has been the Managing Director of some of these companies. He is well known in the West Australian mining industry and has a very successful background in the ownership of numerous businesses in the Goldfields.

Directorships held in other listed companies in the past 3 years:

- MacPhersons Resources Limited (Appointed 9 September 2009 – 13 June 2019 upon delisting)

Peter Bilbe, Independent Non-Executive Director
Appointed 1 July 2016, appointed Chairman 21 November 2016, resigned Chairman 1 July 2020
B.Eng. Mining Hons, MAusIMM

Mr Bilbe is a Mining Engineer with over 40 years' experience in the Australian and International mining industry at the operating, corporate and business level. He has comprehensive experience in all facets of open pit and underground mining and processing operations including exploration, feasibility studies, construction and provision of mining contract services.

Directorships held in other listed companies in the past 3 years:

- Independence Group NL (ASX: IGO) (Appointed 6 April 2009)
- Adriatic Metals PLC (ASX: ADT) (Appointed 16 February 2018)

Jonathan Price, Managing Director
Appointed 1 January 2016
BSc (Env Science), Grad Dip (Extractive Metallurgy), MSc (Mineral Economics), MAusIMM, MAICD

Mr Price has over 25 years' experience in Australia and overseas across all aspects of the industry including exploration, development, construction and mining operations in the gold and advanced minerals sectors. Jon graduated as a metallurgist and holds a Masters in Mineral Economics from the Western Australian School of Mines. He then worked in various gold and advanced mineral operations including general manager of the Paddington gold and St Ives gold operations in the Western Australian goldfields.

More recently, Jon was the founding Managing Director of Phoenix Gold Ltd, acquired by Evolution Mining Ltd. During his tenure, Jon oversaw the reconsolidation of underexplored tenure in the Western Australian goldfields and realised significant exploration success.

Directorships held in other listed companies in the past 3 years:

- Kingwest Resources Limited (ASX: KWR) (Appointed 18 September 2019)

COMPANY SECRETARY

Julian Tambyrajah, Chief Financial Officer & Company Secretary
Appointed Company Secretary 3 December 2020
B.Com. (Accounting), CPA, ACIS/AGIA, MAICD

Mr Tambyrajah is a global mining finance executive, a qualified Accountant (CPA) and Chartered Company Secretary (ACIS/AGIA) with over 25 years' experience including 18 years at the CFO & Company Secretary level. Mr Tambyrajah has significant experience that covers financial and techno-commercial areas such as treasury, financing, accounting, systems, supply and logistics, business development M&A, investor relations, project evaluation, feasibility studies, construction, and operations management for start-ups and global multi-billion-dollar organisations.

Mr Tambyrajah has held the position of Chief Financial Officer, Director and Company Secretary of several listed (AIM/ASX/TSX) public and private equity companies, including Central Petroleum Limited (CTP), Crescent Gold Limited (CRE), Rusina Mining NL (RML), DRD Gold Limited (DRD), Dome Resources NL (Gold producers) and held management and accounting roles for Hills Industries, Brown & Root, Woodside and Normandy Mining. Mr Tambyrajah has extensive experience in raising equity and debt from national and international financial markets, some of which includes raising US$49M whilst at BMC UK, A$122m whilst at Crescent Gold and A$105m whilst at Central Petroleum.

Bianca Taveira, Previous Company Secretary
Resigned 31 March 2021

Mrs Taveira is an experienced company administrator and manager who has acted as Company Secretary to a number of unlisted public and ASX listed natural resource companies for over two decades. During this time Mrs Taveira has been involved in a number of initial public offerings, reverse takeover transactions, corporate transactions and capital raisings. Mrs Taveira has a corporate and compliance background and is experienced with administration of the shareholder registry, the ASX Listing Rules, mining tenement management and the Department of Mines regulations. Mrs Taveira is currently also the Company Secretary of Reward Minerals Ltd (ASX: RWD) and Yandal Resources Limited (ASX: YRL).

CORPORATE INFORMATION

Horizon Minerals Limited is a company limited by shares that is incorporated and domiciled in Australia.

PRINCIPAL ACTIVITIES

The principal continuing activities during the year of the Group, constituted by Horizon Minerals Limited and the entities it controlled during the year, consisted of exploration for and mining of gold and other mineral resources.

OPERATING RESULTS

The net profit of the Group for the year ended 30 June 2021, after providing for income tax, amounted to $2,447,426 (2020: Profit $1,043,504).

REVIEW OF OPERATIONS

Exploration Activity

Please refer to the Exploration and Development Activities of the Operations Report for detailed information on the Group's exploration activities over the past year.

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

- During July 2020, the Group reached an agreement with Cyprium Metals Limited (ASX: CYM) ("Cyprium") to divest the Nanadie Well copper project near Meekatharra in the Murchison District of Western Australia.

  Horizon took 100% control of the Nanadie Well in the December quarter of 2019 following the withdrawal of its then joint venture partner. The divestment comprises exploration license E51/1040 and Mining License M51/887 covering 45km^2. Under the Agreement, Cyprium will pay $1.5 million in cash and shares (priced on a 20 day VWAP basis) on the following terms:

  - $250,000 in cash and $400,000 in Cyprium shares on completion
  - $350,000 in Cyprium shares 12 months from completion
  - $300,000 in Cyprium shares 24 months from completion
  - $200,000 in Cyprium shares on a decision to mine from the tenure

SIGNIFICANT CHANGES IN STATE OF AFFAIRS (continued)

- On 7 August 2020, the Group announced completion of the first trial milling from the Boorara Gold Project comprising ore from the Regal East pit generating $2.93 million revenue.
- During August 2020, the Group announced a Share Placement Plan for 115 million ordinary shares at $0.14 per share to raise $16.1 million before share issue costs.

  Settlement of the Placement occurred in two tranches:

  - Tranche 1 comprises the issue of 57.5 million Placement Shares ($8.05 million) pursuant to Listing Rules 7.1 and 7.1A. No shareholder approval is required for the issue of shares in Tranche 1 which settled on 21 August 2020.
  - Tranche 2, which is subject to shareholder approval at a General Meeting to be held on 25 September 2020, comprises the issue of a further 57.5 million Placement Shares ($8.05 million).
- On 12 October 2020, the Group announced acquisition of the Kalpini Gold Project in Western Australian gold fields for a cash consideration of $2.75 million. Kalpini is located 50km northeast of the Company's 100% owned Boorara gold project.
- On 30 November 2020, the Group announced the acquisition of a 50% interest in the high-grade Penny's Find Gold Project for a cash consideration of $1.5 million plus an expenditure earn of $1 million by advancing the project.
- On 29 March 2021, the Group announced the divestment of two royalties covering the Janet Ivy and Otto Bore gold projects in the Western Australian goldfield for a consideration of $7 million consisting of $4 million in cash on settlement and $3 million in cash or shares in Vox Royalty Corp. (Vox, TSX: VOX) at Vox's election and on the achievement of cumulative royalty payments to Vox of $750,000.
- On 18 May 2021, the Group announced the acquisition of the Cannon Gold Mine and tenement package for a consideration of $5 million comprised of $2.5 million at settlement and $2.5 million at the earlier of 12 months or first gold production from Cannon.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

The impact of the Coronavirus (COVID-19) pandemic is ongoing and while it has been financially positive for the Group up to 30 June 2021, it is not practicable to estimate the potential impact, positive or negative, after the reporting date. The situation is rapidly developing and is dependent on measures imposed by the Australian Government and other countries, such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided.

The health and wellbeing of all Horizon employees remain a key focus in response to the ongoing COVID-19 pandemic. The work practices and measures implemented to mitigate COVID-19 related risks have so far proven successful with no known COVID-19 cases across our workforce and minimal disruption to our operations to date.

On 17 August 2021, the Company announced an update to the PFS on the Richmond Vanadium Project JV adjusting for increased commodity prices and increasing the NPV to A$613M.

There are no other matters or circumstances that have arisen since 30 June 2021 that have or may significantly affect the operations, results, or state of affairs of the Group in future financial periods.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

In the opinion of the Directors, it would prejudice the interests of the Group to provide additional information, beyond that reported in this Annual Report, relating to likely developments in the operations of the Group and the expected results of those operations in financial years subsequent to 30 June 2021.

DIVIDENDS PAID OR RECOMMENDED

Since the end of the previous financial year, no amount has been paid or declared by way of dividend. The Directors do not recommend that any dividend be paid.

MEETINGS OF DIRECTORS

The number of directors' meetings (including meetings of committees of Directors) held and attended by each of the Directors of the Group during the year were:

	Full Meetings of Directors		Remuneration Committee	
Directors	Eligible To Participate	Number Attended	Eligible To Participate	Number Attended
Ashok Parekh	5	5	1	1
Peter Bilbe	5	5	1	1
Jonathan Price	5	5	1	1

DIRECTORS INTERESTS

As at the date of this report interests of the Directors in the shares of the Company were:

	Ordinary Shares		Total Holdings	
Directors	Direct Interest	Indirect Interest	Shares	Unlisted Options
Ashok Parekh	8,908,873	14,155,480	**23,064,353**	-
Peter Bilbe	-	1,980,000	**1,980,000**	-
Jonathan Price	4,500,000	-	**4,500,000**	-

SHARES UNDER OPTION

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

Nature	Expiry Date	Exercise Price of Options	Number under Option
Unlisted Options	30 June 2022	12 cents	12,000,000
Unlisted Options	30 June 2022	16 cents	12,000,000

Option holders do not have any rights to participate in any issues of shares or other interests in the Company or any other entity.

There have been no unissued shares or interests under option of any controlled entity within the Group during or since the end of the reporting period.

No person entitled to exercise the option had or has any right by virtue of the option to participate in any share issue of any other body corporate.

AUDITED REMUNERATION REPORT

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

REMUNERATION GOVERNANCE

The role of the Remuneration Committee has been assumed by the full Board. The Board's policy for determining the nature and amount of remuneration for board members and senior Executives of the Company is as follows:

The objective of the Company's policy is to provide remuneration that is competitive and appropriate. The Board ensures that executive reward satisfies the following key criteria for good reward governance practices:

(i) competitiveness and reasonableness;
(ii) acceptability to shareholders;
(iii) transparency; and
(iv) capital management.

(a) Details of Remuneration

The remuneration of the key management personnel of the Group are set out in the following tables:

The key management personnel of the Consolidated Entity consisted of the following directors of Horizon Minerals Limited:

- Ashok Parekh – Non-Executive Chairman
- Peter Bilbe – Non-Executive Director
- Jonathan Price – Managing Director

And the following persons:

- Julian Tambyrajah – Chief Financial Officer & Company Secretary
- Grant Haywood – Chief Operating Officer

		Short Term Benefits			Long Term Benefits		
Name	Year	Salary & Wages $	Directors' Fee $	Share based payments $	Superannuation $	Total $	Performance Related %
Ashok Parekh	**2021**	**-**	**78,375**	**29,537**	**7,446**	**115,358**	**25.60**
(Non-Executive Chairman)	2020	-	43,125	-	4,097	47,222	-
Peter Bilbe	**2021**	**-**	**62,500**	**16,878**	**5,938**	**85,316**	**19.78**
(Non-Executive Director)	2020	-	57,500	11,508	5,463	74,471	15.45
Jonathan Price	**2021**	**423,758**	**-**	**84,392**	**21,200**	**529,350**	**15.94**
(Managing Director)	2020	313,757	-	28,770	22,043	364,570	7.89
Jeff Williams	**2021**	**-**	**-**	**-**	**-**	**-**	**-**
(Non-Executive Director - resigned 30 April 2020)	2020	-	37,500	-	3,563	41,063	-
Other KMP							
Julian Tambyrajah	**2021**	**177,042**	**-**	**35,538**	**14,583**	**227,163**	**15.64**
(Chief Financial Officer & Company Secretary)	2020	-	-	-	-	-	-
Grant Haywood	**2021**	**340,954**	**-**	**35,538**	**21,734**	**398,226**	**8.92**
(Chief Operating Officer)	2020	266,668	-	14,385	21,910	302,963	4.70
Total	**2021**	**941,754**	**140,875**	**201,883**	**70,901**	**1,355,413**	
Total	2020	580,425	138,125	54,663	57,076	830,289	

(a) Details of Remuneration (continued)

The proportion of remuneration linked to performance and the fixed proportion are as follows:

	Fixed Remuneration		At risk - STI		At risk – LTI	
Name	**2021**	**2020**	**2021**	**2020**	**2021**	**2020**
Ashok Parekh	**74%**	100%	**0%**	0%	**26%**	0%
(Non-Executive Chairman)						
Peter Bilbe	**80%**	85%	**0%**	0%	**20%**	15%
(Non-Executive Director)						
Jonathan Price	**84%**	92%	**0%**	0%	**16%**	8%
(Managing Director)						
Jeff Williams	**0%**	100%	**0%**	0%	**0%**	0%
(Non-Executive Director - resigned 30 April 2020)						
Other KMP						
Julian Tambyrajah	**84%**	0%	**0%**	0%	**16%**	0%
(Chief Financial Officer & Company Secretary)						
Grant Haywood	**91%**	95%	**0%**	0%	**9%**	5%
(Chief Operating Officer)						

The Company has no formal policy regarding bonus remuneration. The Directors may reward executives with bonuses at their discretion.

The Company has no formal policy regarding the provision of Directors' remuneration. Directors' fees in total are determined by the shareholders in a general meeting.

Shareholders have approved Directors' Fees in total up to $250,000 per annum.

Directors that are not on a salary may be paid consulting fees for specialist services beyond normal duties at commercial rates calculated according to the amount of time spent on Company business. In the year ended 30 June 2021, the directors have received share-based compensation for services as directors of the Company. Full details are included below.

The share price of the Company has fluctuated with the markets and has also been influenced by the Company's investments in other ASX listed companies. Over the past five years the directors' fees have relatively remained static and have not been influenced by the fluctuating share price.

(a) Details of Remuneration (continued)

Service agreements

Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

Details	Service Terms
Name	Ashok Parekh
Title	Non-Executive Chairman
Agreement Commenced	14 June 2019
Terms of Agreement	No formal contract
Details	Mr Parekh was engaged as a Non-Executive Director by resolution of the board and was later re-elected at the annual general meeting. Mr Parekh is remunerated with Directors Fees of $72,000 pa plus superannuation.
Name	Peter Bilbe
Title	Independent Non-Executive Director
Agreement Commenced	1 July 2016
Terms of Agreement	Continues subject to re-election at AGM
Details	Mr Bilbe was engaged as a Non-Executive Director by resolution of the board and was later re-elected at the annual general meeting. Mr Bilbe is remunerated with Directors Fees of $54,000 pa plus superannuation.
Name	Jonathan Price
Title	Managing Director
Agreement Commenced	1 January 2016
Term of Agreement	Continuous
Details	Mr Price is on a base salary of $395,480 plus superannuation, the excess superannuation over the cap was added back to the base. Mr Price is also entitled to a fully maintained vehicle for business use which is on a novated lease is valued at $67,520 pa. Mr Price may terminate the contract by giving three (3) months' notice or at the Company's discretion salary payment in lieu of notice. Mr Price is entitled to six (6) months termination/break fee payment if the Company terminates for any other reason than serious misconduct.

a) Details of Remuneration (continued)

Service agreements (continued)

Name	Julian Tambyrajah
Title	Chief Financial Officer & Company Secretary
Agreement Commenced	1 December 2020
Term of Agreement	Continuous
Details	Mr Tambyrajah is on a base salary of $300,000 plus superannuation, the excess superannuation over the cap was added back to the base. Mr Tambyrajah has 1,500,000 Performance Rights issued with various share price hurdles and expiry dates (see the Remuneration Report section titled Interest in Shares of the Company). Mr Tambyrajah may terminate the contract by giving three (3) months' notice or at the Company's discretion salary payment in lieu of notice. Mr Tambyrajah is entitled to six (6) months termination/break fee payment if the Company terminates for any other reason than serious misconduct.
Name	Grant Haywood
Title	Chief Operating Officer
Agreement Commenced	1 October 2016
Term of Agreement	Continuous
Details	Mr Haywood is on a base salary of $336,350 plus superannuation, the excess superannuation over the cap was added back to the base. Mr Haywood has 1,500,000 Performance Rights issued with various share price hurdles and expiry dates (see the Remuneration Report section titled Interest in Shares of the Company). Mr Haywood may terminate the contract by giving three (3) months' notice or at the Company's discretion salary payment in lieu of notice. Mr Haywood is entitled to six (6) months termination/break fee payment if the Company terminates for any other reason than serious misconduct.

(b) Interests in the Shares of the Company

Shares

The number of shares in the Company held during the financial year by key management personnel of Horizon Minerals Limited, including their personally related parties, is set out below:

2021	Balance at the start of the year	Shares purchased	Shares sold	Performance Rights Vested	Exercise of Options	Balance held at resignation	Balance at the end of the year
Ashok Parekh	23,064,353		-	-	-	-	23,064,353
Peter Bilbe	1,980,000		-	-	-	-	1,980,000
Jonathan Price	4,500,000		-	-	-	-	4,500,000
Other KMP					-		
Julian Tambyrajah	-		-	-	-	-	-
Grant Haywood	1,312,500	1,037,500	-	-	-	-	2,350,000
TOTAL	**30,856,853**	**1,037,500**	**-**	**-**	**-**	**-**	**31,894,353**

2020	Balance at the start of the year	Shares purchased	Shares sold	Performance Rights Vested	Exercise of Options	Balance held at resignation	Balance at the end of the year
Peter Bilbe	1,980,000		-	-	-	-	1,980,000
Jonathan Price	4,818,493		(318,493)	-	-	-	4,500,000
Ashok Parekh	23,064,353		-	-	-	-	23,064,353
Jeffrey Williams	2,367,578		-	-	-	(2,367,578)	-
Other KMP					-		
Grant Haywood	1,312,500		-	-	-	-	1,312,500
TOTAL	**33,542,924**		**(318,493)**	**-**	**-**	**(2,367,578)**	**30,856,853**

(c) Share-Based Compensation

(i) Performance Rights Issued November 2017

In the year ended 30 June 2018, the Company provided benefits to employees (including directors) of the Company in the form of share-based payment transactions, whereby performance rights convertible to ordinary shares were granted at nil consideration as an incentive to improve Director and shareholder goal congruence. See Note 24 for details.

Details of performance rights over ordinary shares in the Company provided as remuneration to the Directors' of Horizon Minerals Limited are set out below. When vesting conditions are met, each right is convertible into one ordinary share of Horizon Minerals Limited.

Year ended 30 June 2021

Directors	Balance at beginning of year unvested		Granted		Lapsed/ cancelled	Balance at end of year unvested		
	No.	Value to be expensed* $	No.	Value to be expensed* $	No.	No.	Value expensed in 2020/21 $	Value to be expensed* $
Ashok Parekh			1,050,000	77,070	-	1,050,000	25,388	51,682
Peter Bilbe	400,000	4,179	600,000	44,040	400,000	600,000	14,507	29,533
Jonathan Price	1,000,000	10,446	3,000,000	220,200	1,000,000	3,000,000	72,536	147,664
Other KMP								
Julian Tambyrajah	-	-	1,500,000	92,550	-	1,500,000	29,610	62,940
Grant Haywood	500,000	5,224	1,500,000	92,550	500,000	1,500,000	29,610	62,940
TOTAL	**1,900,000**	**19,849**	**7,650,000**	**526,410**	**1,900,000**	**7,650,000**	**171,651**	**354,759**

Year ended 30 June 2020

Directors	Balance at beginning of year unvested		Vested		Lapsed/ cancelled	Balance at end of year unvested		
	No.	Value to be expensed* $	No.	Value to be expensed* $	No.	No.	Value expensed in 2019/20 $	Value to be expensed* $
Ashok Parekh	-	-	-	-	-	-	-	-
Peter Bilbe	800,000	15,687	-	-	400,000	400,000	11,508	4,179
Jonathan Price	2,000,000	39,216	-	-	1,000,000	1,000,000	28,770	10,446
Other KMP								
Grant Haywood	1,000,000	19,609	-	-	500,000	500,000	14,385	5,224
TOTAL	**3,800,000**	**74,512**	**-**	**-**	**1,900,000**	**1,900,000**	**54,663**	**19,849**

* Maximum value to be expensed in future periods if all vesting conditions are met.

The performance rights were issued in classes with varying performance and vesting conditions (refer Note 24). Details of the number of rights issued per class are as follows:

Directors	Class H No.	Class I No.	Class J No.	Total No.
Ashok Parekh	350,000	350,000	350,000	1,050,000
Peter Bilbe	200,000	200,000	200,000	600,000
Jonathan Price	1,000,000	1,000,000	1,000,000	3,000,000
Other KMP				
Julian Tambyrajah	500,000	500,000	500,000	1,500,000
Grant Haywood	500,000	500,000	500,000	1,500,000
TOTAL	**2,550,000**	**2,550,000**	**2,550,000**	**7,650,000**

Performance Rights

Further details on the performance and valuations attaching to the performance rights are included in Note 24a to the Financial Statements.

The fair value of the rights was determined using a Hoadley's Barrier 1 model. A total amount of $219,216 is included in the Statement of Financial Performance and Statement of Changes in Equity for the year ended 30 June 2021 (2020 - $69,047), of which $171,651 (2020 - $54,663) is attributable to KMP.

The assessed fair value at grant date of performance rights granted to the individuals is allocated equally over the period from grant date to vesting date, and the amount is included in the remuneration tables above. Fair values at grant date are independently determined using a Hoadley's Barrier 1 model that takes into account the vesting condition of the rights, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the rights.

(ii) Options

During the year ended 30 June 2021, there were no options exercised by directors.

(e) Other Transactions with Key Management Personnel

There were no other transactions with Key Management Personnel during the year.

This is the end of the Audited Remuneration Report.

INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS

During the financial year, the Group maintained an insurance policy which indemnifies the Directors and Officers of Horizon Minerals Limited in respect of any liability incurred in connection with the performance of their duties as Directors or Officers of the Group. The Group's insurers have prohibited disclosure of the amount of the premium payable and the level of indemnification under the insurance contract.

NON-AUDIT SERVICES

The Directors are satisfied that the provision of non-audit services, during the year, by the auditor or a related practice of the auditor is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

No non-audit services have been provided by the Company's auditors in year ended 30 June 2021. Remuneration paid to the Company's auditors is detailed in Note 20 of this report.

AUDITOR'S INDEPENDENCE DECLARATION

In accordance with section 307C of the Corporations Act 2001, the Directors have obtained a Declaration of Independence from PKF Perth, the Group's auditor, as presented on page 36 of this Annual Report.

ENVIRONMENTAL REGULATION

The Group's exploration and mining operations are subject to environment regulation under the laws of the Commonwealth and the States. The Company holds exploration/mining tenements in Western Australia, Northern Territory and Queensland and thus is subject to the Mining Acts of these states, each with specific conditions relating to environmental management. In some instances, bonds are held by the Company's bank in favour of the Minister for Mines to be released to the Company when the Minister is satisfied that conditions imposed on tenement licences have been met. In some jurisdictions Cash Bonds must be lodged with the relevant Department until conditions are fulfilled. Bonds currently in place in respect of the Company's tenement holdings are tabulated below.

Tenement Number	Tenement Name	Bond Held $
MLs150, 151	White Range	257,927*

*Pursuant to the White Range Mining Tenement Sale Agreement dated 18 January 2013 the Purchaser Red Dingo Corporation Pty Ltd is required to replace the Security Bond allowing refund of the current $257,927 to Horizon Minerals Limited.

The Directors advise that during the year ended 30 June 2021, no claim has been made by any competent authority that any environmental issues, no condition of license or notice of intent has been breached, and no claim has been made for increase of bond.

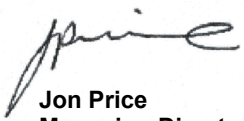
The Directors have considered compliance with the National Greenhouse and Energy Reporting Act 2007 which requires entities to report annual greenhouse gas emissions and energy use. For the measurement period 1 July 2020 to 30 June 2021 the directors have assessed that there are no current reporting requirements, but may be required to do so in the future.

PROCEEDINGS ON BEHALF OF COMPANY

No person has applied for leave of Court to bring proceedings on behalf of the Group or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

The Group was not a party to any such proceedings during the year.

This report is made in accordance with a resolution of directors, and signed for on behalf of the board by:



Jon Price
Managing Director

Perth, WA
10 September 2021

Advisory • Audit
Business Solutions

AUDITOR'S INDEPENDENCE DECLARATION

TO THE DIRECTORS OF HORIZON MINERALSLIMITED

In relation to our audit of the financial report of Horizon Minerals Limited for the year ended 30 June 2021, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the Corporations Act 2001 or any applicable code of professional conduct.

PKF Perth

PKF PERTH

SIMON FERMANIS
PARTNER

10 September 2021
WEST PERTH,
WESTERN AUSTRALIA

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DIRECTORS' DECLARATION

The Directors of the Company declare that, in the opinion of the Directors:

1. The financial statements, comprising the consolidated statement of comprehensive income, consolidated statement of financial position, consolidated statement of changes in equity, consolidated statement of cash flows and accompanying notes, set out on pages 38 to 70 are in accordance with the *Corporations Act 2001* including:

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

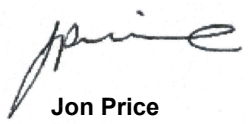
(b) giving a true and fair view of the financial position as at 30 June 2021 and of the performance for the year ended on that date of the Group; and

2. The Company has included in the notes to the financial statements an explicit and unreserved Statement of Compliance with International Financial Reporting Standards.

3. The Directors have been given the declaration by the Managing Director and the Chief Financial Officer required by Section 295A.

4. In the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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:



Jon Price
Managing Director

Perth, WA
10 September 2021

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2021

	Note	2021 $	2020 $
Continuing Operations			
Gold sales		16,756,817	-
Gold royalty		179,250	-
Interest income	3	50,964	58,382
Other income	4	6,317,815	3,056,443
Total revenue from Continuing Operations		**23,304,846**	**3,114,825**
Cost of sales	5	(12,901,401)	-
Exploration and evaluation expenditure		(313,470)	-
Depreciation expenses		(169,257)	(128,803)
Net change in fair value of financial assets at fair value through profit or loss	10	(2,255,142)	660,881
Employee benefits expense		(1,107,774)	(543,708)
Share based payments	24	(219,126)	(650,924)
Building and occupancy costs	5	(112,927)	(113,449)
Loss on sale of property, plant & equipment		(38,735)	-
Consultancy and professional fees		(337,930)	(450,380)
Impairment loss on property, plant & equipment	12	(1,898,283)	-
Interest expenses and finance charges	16	(363,836)	(245,479)
Impairment of receivables	9(i)	(882)	(244,561)
Other expenses		(1,089,698)	(354,898)
Profit/(Loss) from continuing operations before income tax		**2,496,384**	**1,043,504**
Income tax (expense)/benefit	7	(48,956)	-
Profit/(Loss) for the year		**2,447,429**	**1,043,504**
Other comprehensive income			
Revaluation reserves reclassified to the profit & loss	19a	198,976	-
Other comprehensive income for the year, net of tax		198,976	-
Profit/(Loss) for the year and total comprehensive income attributable to owners of Horizon Minerals Limited		**2,646,405**	**1,043,504**

		2021	2020
Basic earnings/(loss) per share	20	0.45 cents	0.24 cents
Diluted earnings/(loss) per share	20	0.45 cents	0.24 cents

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2021

	Note	2021 $	2020 $
Current assets			
Cash and cash equivalents	8	11,315,965	5,895,535
Trade and other receivables	9	1,105,529	3,729,020
Mine production expenditure	13c	-	2,504,762
Total current assets		**12,421,494**	**12,129,317**
Non-current assets			
Financial assets at fair value through profit or loss	10	4,236,200	4,266,342
Other assets	11	257,927	257,927
Property, plant and equipment	12	478,383	2,577,398
Exploration and evaluation expenditure	13a/b	48,931,342	35,755,748
Right of use assets	14	126,438	162,544
Total non-current assets		**54,030,290**	**43,019,959**
Total assets		**66,451,784**	**55,149,276**
Current liabilities			
Trade and other payables	15	857,833	3,387,031
Borrowings	16	-	4,245,479
Lease liability	14	47,741	49,526
Total current liabilities		**905,574**	**7,682,036**
Non-current liabilities			
Lease liability	14	86,202	120,235
Provisions	17	1,389,664	930,035
Total non-current liabilities		**1,475,866**	**1,050,270**
Total liabilities		**2,381,440**	**8,732,306**
Net assets		**64,070,344**	**46,416,970**
Equity			
Contributed equity	18a	66,426,399	51,439,580
Reserves	19a	747,003	1,817,330
Accumulated Losses	19b	(3,103,058)	(6,839,940)
Total equity		**64,070,344**	**46,416,970**

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2021

Group	Contributed Equity $	Asset Revaluation Reserve $	Share based payment Reserve $	Accumulated Losses $	Total Equity $
Balance at 1 July 2019	49,746,534	144,976	1,021,430	(7,883,444)	43,029,496
Shares issued during the year	2,000,000	-	-	-	2,000,000
Performance rights issued during the year	-	-	69,047	-	69,047
Shares issue costs	(306,954)	-	-	-	(306,954)
Options issued during the year	-	-	581,877	-	581,877
Total comprehensive profit/(loss) for the year	-	-	-	1,043,504	1,043,504
Balance at 30 June 2020	**51,439,580**	**144,976**	**1,672,354**	**(6,839,940)**	**46,416,970**
Balance at 1 July 2020	51,439,580	144,976	1,672,354	(6,839,940)	46,416,970
Shares issued during the year	16,100,000	-	-	-	16,100,000
Performance rights issued during the year	-	-	219,126	-	219,126
Share based payments reclassified to profit & loss	-	-	(1,090,477)	1,090,477	-
Shares issue costs	(1,113,181)	-	-	-	(1,113,181)
Options issued during the year	-	-	-	-	-
Other comprehensive income	-	(144,976)	(54,000)	198,976	-
Total comprehensive profit/(loss) for the year	-	-	-	2,447,429	2,447,429
Balance at 30 June 2021	**66,426,399**	**-**	**747,003**	**(3,103,058)**	**64,070,344**

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2021

	Note	2021 $	2020 $
Cash flows from operating activities			
ATO cash flow boost		103,435	82,350
Receipts from customers		21,197,876	560,724
Payments to suppliers and employees		(14,936,774)	(2,786,814)
Payments for exploration and evaluation expenditure		(313,470)	-
Interest received		50,987	59,677
Income tax expense		(48,956)	-
Net cash inflow/(outflow) from operating activities	23a	6,053,098	(2,084,063)
Cash flows from investing activities			
Payments for property, plant and equipment		(7,260)	(11,851)
Payments for purchase of tenements		(4,574,365)	(10,000)
Proceeds from sale of tenements		3,520,000	1,750,000
Payments for capitalised exploration and evaluation expenditure		(8,562,234)	(4,066,876)
Payments for mine production costs		288,896	(288,896)
Payments for purchase of investments		(1,625,000)	-
Net cash inflow/(outflow) from investing activities		(10,959,963)	(2,627,623)
Cash flows from financing activities			
Proceeds from borrowings		-	4,000,000
Repayment of borrowings		(4,609,315)	-
Proceeds from issues of shares		16,100,000	2,000,000
Share issue costs		(1,113,181)	(306,954)
Payments for lease liability		(50,209)	(37,113)
Net cash (outflow)/inflow from financing activities		10,327,295	5,655,933
Net increase/(decrease) in cash and cash equivalents		5,420,430	944,247
Cash and cash equivalents at the beginning of the financial year		5,895,535	4,951,288
Cash and cash equivalents at the end of the financial year	7	**11,315,965**	**5,895,535**

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

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity
This financial report of Horizon Minerals Limited ('the Company') for the year ended 30 June 2021 comprises the Company and its subsidiaries (collectively referred to as 'the Consolidated Entity or the Group'). Horizon Minerals Limited is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange. The financial report was authorised for issue in accordance with a resolution of Directors dated 10 September 2021.

The following is a summary of the material accounting policies adopted by the Group in the preparation of the financial report.

1a 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*. The functional and presentation currency of Horizon Minerals Limited is in Australian Dollars.

Compliance with IFRSs
The financial statements of Horizon Minerals Limited also comply with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB).

New Accounting Standards and Interpretations
In the year ended 30 June 2021, the Company has reviewed and adopted all of the new and revised Standards and Interpretations issued by the AASB that are relevant to its operations and effective for annual reporting periods beginning on or after 1 July 2020.

New Accounting Standards and Interpretations not yet mandatory or early adopted
Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the company for the annual reporting period ended 30 June 2021.

The Company has also reviewed all new Standards and Interpretations that have been issued but are not yet effective for the year ended 30 June 2021. As a result of this review the Directors have determined that there is no impact, material or otherwise, of the new and revised Standards and Interpretations on its business and, therefore, no change is necessary to Company accounting policies.

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

Critical Accounting Estimates
The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 2.

1b Principles of consolidation

(i) Subsidiaries

The consolidated financial statements comprise the financial statements of Horizon Minerals Limited and its controlled entities, Black Mountain Gold Ltd and MacPhersons Resources Limited. MacPhersons Resources Limited was acquired on 14 June 2019 pursuant to a Scheme of Arrangement including its subsidiaries (refer Note 27). As at 30 June 2021, Horizon Minerals Limited and its subsidiaries together are referred to in this financial report as the Consolidated Entity or the Group.

Control exists where the Company has the capacity to dominate the decision-making in relation to the financial and operating policies of another entity so that the other entity operates with the Company to achieve the objectives of the Company. All inter-company balances and transactions between entities in the Group, including any unrealised profits and losses have been eliminated on consolidation. Non-controlling interests in the results and equity of the consolidated entities are shown separately in the consolidated statement of comprehensive income and consolidated statement of financial position respectively.

Where control of an entity is obtained during a financial year, its results are included in the consolidated statement of comprehensive income from the date on which control commences. They are de-consolidated from the date that control ceases.

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

1b Principles of consolidation (continued)

(ii) Joint ventures

Joint ventures entered into are not separate legal entities but rather are contractual arrangements between the participants for the sharing of costs and output and do not in themselves generate revenue and profit. Details of the joint ventures are set out in Note 31.

1c Income tax

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

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

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

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

Current and deferred tax balances attributable to amounts recognised directly in other comprehensive income/equity are also recognised directly in other comprehensive income/equity.

The charge for current income tax expense is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using the tax rates that have been enacted or are substantially enacted by the reporting date.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the economic entity will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

The Group is consolidated for income tax purposes effective 1 July 2016.

1d Revenue recognition

The Group recognises revenue as follows:

(i) Revenue from contracts with customers

Revenue is recognised at an amount that reflects the consideration to which the consolidated entity is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the consolidated entity: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised

(ii) Sale of gold

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable. Revenue is recognised at the point in time when the customer obtains control of the goods, which is generally at the time of delivery.

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

1d Revenue recognition (continued)

(ii) Interest income

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

(iii) Other services

Other debtors are recognised at the amount receivable and are due for settlement within 30 days from the end of the month in which services were provided.

1e Mineral prospects and exploration expenditure thereon

The Group's policy with respect to exploration expenditure is to write off all costs unless the directors and management are of the view that there is a reasonable prospect that the costs may be recovered in future income years. Costs that may reasonably be expected to be recovered are capitalised to the statement of financial position as a non-current asset and accumulated separately for each area of interest. Such expenditure comprises net direct cash and where applicable, an apportionment of related overhead expenditure.

Each area of interest is limited to a size related to a known or probably mineral resource capable of supporting a mining operation. Expenditure is not carried forward in respect of any area of interest unless the Group's right to tenure to that area of interest is current.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest. At 30 June 2021, the Directors considered that the carrying value of the mineral tenement interests of the Group was as shown in the accounts and did not need adjusting.

Exploration and evaluation assets are transferred to Development Phase assets once technical feasibility and commercial viability of an area of interest is demonstrable. Exploration and evaluation assets are tested for impairment, and any impairment loss is recognised, prior to being reclassified.

1f Mine properties and mining assets

Mine properties represents the acquisition cost and/or accumulated exploration, evaluation and development expenditure in respect of areas of interest in which mining has commenced.

Mine development costs are deferred until commercial production commences. When commercial production is achieved mine development is transferred to mine properties, at which time it is amortised on a unit of production basis based on ounces mined over the total estimated resources related to this area of interest.

Significant factors considered in determining the technical feasibility and commercial viability of the project are the completion of a feasibility study, the existence of sufficient resources to proceed with development and approval by the board of Directors to proceed with development of the project.

Deferred stripping costs

Stripping is the process of removing overburden and waste materials from surface mining operations to access the ore. Stripping costs are capitalised during the development of a mine and are subsequently amortised over the life of mine on a units of production basis, where the unit of account is ounces of gold sold.

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

1g Financial assets at fair value through profit or loss

Financial assets other than equity instruments that do not meet the above amortised cost criteria are measured at fair value through profit or loss. This includes financial assets that are held for trading and investments that the Group manages based on their fair value in accordance with the Group's documented risk management and/or investment strategy.

Equity instruments are measured at fair value through profit or loss unless the Group irrevocably elects at initial recognition to present the changes in fair value in other comprehensive income as described below.

Upon initial recognition, financial assets measured at fair value through profit or loss are recognised at fair value and any transaction costs are recognised in profit or loss when incurred. Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, and changes therein are recognised in profit or loss.

1h Impairment of assets

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

1i Plant and equipment

Plant and equipment is stated at historical cost less depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation is calculated on a diminishing value basis to write off the net cost of each item of plant and equipment over its expected useful life to the Group. The expected useful lives are as follows:

Plant and equipment 5 - 10 years.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 1h).

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the profit and loss.

1j Trade receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The consolidated entity has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

1k Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid, together with assets ordered before the end of the financial year. The amounts are unsecured and are usually paid within 30 days of recognition.

1l Employee benefits

(i) Wages and salaries, annual leave and sick leave

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.

Annual leave has been accrued as at 30 June 2021.

(ii) Long service leave

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experiences of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Long service leave has been accrued as at 30 June 2021.

(iii) Share-based payments

Share-based compensation benefits are provided to directors through the granting of options and performance rights.

The fair value of options and performance rights granted by the Group are recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options and performance rights granted, which includes any market performance conditions but excludes the impact of any service and non-market performance vesting conditions and the impact of any non-vesting conditions.

Non-market vesting conditions are included in assumptions about the number of options and performance rights that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-marketing vesting conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

1m Cash and cash equivalents

For statement of cashflows presentation purposes, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid instruments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the statement of financial position.

1n Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the profit and loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities, which are not incremental costs relating to the actual draw-down of the facility, are recognised as prepayments and amortised on a straight-line basis over the term of the facility.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

1o Right-of-use assets

comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the consolidated entity expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The consolidated entity has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

1p Fair value estimation

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the Company is the current bid price: the appropriate quoted market price for financial liabilities is the current ask price.

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values.

1q Goods and services tax

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

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

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

1r 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 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 acquisition as part of the purchase consideration.

If the entity reacquires 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) is recognised directly in equity.

1s Provisions

Provisions for legal claims recognised when the Group has a present legal obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting date. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability.

1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

1t Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker has been identified as the steering committee that makes strategic decisions.

1u Borrowing costs

Borrowing costs incurred for the construction of any qualifying asset are capitalised during the period of time that is required to complete and prepare the assets for its intended use or sale. Other borrowing costs are expensed.

1v Lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the consolidated entity's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use
asset is fully written down.

1w Earnings per share

(i) Basic earnings per share
Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

(ii) Diluted earnings per share
Diluted earnings per share adjusted 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.

1x Rehabilitation costs

The Group’s mining, extraction and processing activities give rise to obligations for site rehabilitation. Rehabilitation obligations can include facility decommissioning and dismantling; removal or treatment of waste materials; land rehabilitation; and site restoration. The extent of work required and the associated costs are estimated based on feasibility estimates using current restoration standards and techniques. Provisions for the cost of each rehabilitation program are recognised at the time that environmental disturbance occurs.

Rehabilitation provisions are initially measured at the expected value of future cash flows required to rehabilitate the relevant site.

At each reporting date the rehabilitation liability is re-measured to account for any new disturbance, updated cost estimates, changes to the estimated lives of operations and new regulatory requirements.

2 CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

2a Coronavirus (COVID-19) pandemic

Judgement has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on the consolidated entity based on known information. This consideration extends to the nature of the products and services offered, customers, supply chain, staffing and geographic regions in which the consolidated entity operates. Other than as addressed in specific notes, there does not currently appear to be either any significant impact upon the financial statements or any significant uncertainties with respect to events or conditions which may impact the consolidated entity unfavourably as at the reporting date or subsequently as a result of the Coronavirus (COVID-19) pandemic.

2b Share-based payment transactions

The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. 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 profit or loss and equity.

Refer to note 24 for further information.

2c Impairment of non-financial assets other than goodwill and other indefinite life intangible assets

The consolidated entity assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the consolidated entity and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

2 CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (CONTINUED)

2c Impairment of non-financial assets other than goodwill and other indefinite life intangible assets (continued)

It is reasonably possible that the underlying metal price assumption may change which may then impact the estimated life of mine determinant and may then require a material adjustment to the carrying value of mining plant and equipment, mining infrastructure and mining development assets. Furthermore, the expected future cash flows used to determine the value-in-use of these assets are inherently uncertain and could materially change over time. They are significantly affected by a number of factors including reserves and production estimates, together with economic factors such as metal spot prices, discount rates, estimates of costs to produce reserves and future capital expenditure.

2d Income tax

The consolidated entity is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The consolidated entity recognises liabilities for anticipated tax audit issues based on the consolidated entity's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

2e Rehabilitation provision

A provision has been made for the present value of anticipated costs for future rehabilitation of land explored or mined. The consolidated entity's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. The consolidated entity recognises management's best estimate for assets retirement obligations and site rehabilitations in the period in which they are incurred. Actual costs incurred in the future periods could differ materially from the estimates. Additionally, future changes to environmental laws and regulations, life of mine estimates and discount rates could affect the carrying amount of this provision.

2f Exploration and evaluation costs

Exploration and evaluation costs have been capitalised on the basis that the consolidated entity will commence commercial production in the future, from which time the costs will be amortised in proportion to the depletion of the mineral resources. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised.

In addition, costs are only capitalised that are expected to be recovered either through successful development or sale of the relevant mining interest. Factors that could impact the future commercial production at the mine include the level of reserves and resources, future technology changes, which could impact the cost of mining, future legal changes and changes in commodity prices. To the extent that capitalised costs are determined not to be recoverable in the future, they will be written off in the period in which this determination is made.

3 INTEREST INCOME

	2021 $	2020 $
Interest income	**50,964**	**58,382**

4 OTHER INCOME

ATO Cash Flow Boost	-	186,776
Proceeds from royalty divestments	4,000,000	-
Profit on sale of tenement interest	916,259	2,684,450
Recovery of administration costs	145,240	122,658
Other income	1,256,316	62,559
	6,317,815	**3,056,443**

5 EXPENSES

Profit/(loss) before income tax includes the following specific expenses:		
Cost of sales		
Mining and processing costs	12,901,401	-
Cost of sales	12,901,401	-
Building and occupancy costs		
Rental expense - right of use asset	159	26,645
Rental abatement – COVID-19 relief – right of use asset	-	(12,382)
Interest expense – right of use asset (refer Note 14)	9,223	12,413
Amortisation – right of use asset (refer Note 14)	50,498	44,330
Other	53,047	42,443
Building and occupancy costs	112,927	113,449

6 SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the Board that are used to make strategic decisions.

The Board considers that the reportable segments are defined by the nature of the exploration activities. As such there are two reportable segments being Vanadium/Molybdenum tenements and Gold tenements.

2021	Vanadium/ Molybdenum $	Gold $	Total $
Revenue	-	21,852,326	21,852,326
Profit/(loss) before income tax	-	4,700,561	4,700,561
Total segment assets	**756,401**	**50,143,218**	**50,899,619**

2020	Vanadium/ Molybdenum $	Gold $	Total $
Revenue	-	2,684,450	2,684,450
Profit/(loss) before income tax	-	324,241	324,241
Total segment assets	**756,367**	**44,231,032**	**44,987,399**

		2021 $	2020 $
6a	**Segment revenue**		
	Segment revenue reconciles to revenue from continuing operations as follows:		
	Segment revenue	21,852,326	2,684,450
	Interest revenue	50,964	58,382
	Other revenue	1,401,556	371,993
Revenue from continuing operations		**23,304,846**	**3,114,825**

6b	**Segment profit/(loss)**		
	Segment profit/(loss) reconciles to total comprehensive income as follows:		
	Segment profit/(loss) before income tax	4,700,561	324,241
	Interest revenue	50,964	58,382
	Net change in value of financial assets at fair value through profit & loss	(2,255,142)	660,881
	Items that may be reclassified subsequently to profit or loss	198,976	-
Profit/(Loss) before income tax		**2,695,359**	**1,043,504**

		2021 $	2020 $
6	**SEGMENT INFORMATION (CONTINUED)**		
6c	**Segment assets**		
	Segment assets reconcile to total assets as follows:		
	Segment assets	50,899,619	44,987,399
	Unallocated assets	15,552,165	10,161,877
Total assets		**66,451,784**	**55,149,276**
6d	**Segment liabilities**		
	The Group's liabilities are not reported to management on an individual segment basis, but rather reported on a consolidated basis.		
7	**INCOME TAX**		
7a	The prima facie income tax expense on pre-tax accounting loss reconciles to the income tax expense in the financial statements as follows:		
Profit/(Loss) from continuing operations after income tax expense		2,447,429	1,043,504
	Income tax expense/(benefit) calculated at 27.5% (2020: 27.5%)	734,228	313,051
	Capital raising cost allowable	(122,372)	(115,040)
		611,856	198,011
	Movements in unrecognised timing differences	(1,675,106)	224,281
	Expenses that are not deductible in determining taxable profit	77,061	293,165
	Movement in share revaluations	676,543	(198,264)
	Under provision for income tax of prior years	48,956	-
	Tax losses not recognised	309,645	-
	Tax losses recouped	-	(517,193)
	Unused tax losses not recognised as a deferred tax asset	-	-
Income tax expense reported in the Statement of Profit or Loss and Other Comprehensive Income		**48,956**	**-**
7b	Unrecognised deferred tax balances:		
	The following deferred tax assets (2021: 30%, 2020: 30%) have not been brought to Account:		
	Unrecognised deferred tax asset – tax losses	23,406,268	23,096,623
	Unrecognised deferred tax asset – capital losses	16,978	16,978
	Unrecognised deferred tax liability – capitalised exploration expenses	(11,706,998)	(9,193,155)
	Unrecognised deferred tax asset/(liability) – share investments	734,312	57,770
	Unrecognised deferred tax asset – other temporary differences	561,592	364,277
Net deferred tax assets/(liability) not brought to account		**13,012,152**	**14,342,495**

		2021 $	2020 $
7	**INCOME TAX (CONTINUED)**		
7c	The taxation benefits of tax losses and timing not brought to account will only be obtained if: • assessable income is derived of a nature and of amount sufficient to enable the benefit from the deductions to be realised; • conditions for deductibility imposed by the law are complied with; and • no changes in tax legislation adversely affect the realisation of the benefit from the deductions.		
7d	**Tax Consolidation** Horizon Minerals and its wholly owned Australian subsidiaries are part of an income tax consolidated group and have entered into tax sharing and tax funding agreements. Under the terms of these agreements, the subsidiaries will reimburse Horizon Minerals for any current income tax payable by Horizon Minerals arising in respect of their activities. The reimbursements are payable at the same time as the associated income tax liability falls due and will therefore be recognised as a current tax-related receivable by Horizon Minerals when they arise. In the opinion of the Directors, the tax sharing agreement is also a valid agreement under the tax consolidation legislation and limits the joint and several liability of the subsidiaries in the event of a default by Horizon Minerals.		
8	**CASH AND CASH EQUIVALENTS**		
	Cash at bank and on hand	11,315,965	5,895,535
	Reconciliation to cash at the end of the year The above figures are reconciled to cash at the end of the financial year as shown in the cash flow statement as follows:		
	Balances as above	11,315,965	5,895,535
	Balances per statement of cash flows	**11,315,965**	**5,895,535**
9	**TRADE AND OTHER RECEIVABLES**		
	Trade receivables (i)	64,858	48,183
	Other receivables – ATO receivables	991	376,110
	Other receivables – sale of tenement – deferred payment (ii)	850,000	3,250,000
	Prepayment and other receivables	172,577	37,602
	Accrued interest	3	25
	Term deposit – bonds & credit card security deposit	17,100	17,100
		1,105,529	**3,729,020**

(i) During the year ended 30 June 2021, $882 of receivables was determined unrecoverable and impaired.

(ii) During the period to 30 June 2021, the Company divested 100% of its interest in the Nanadie Well Copper project to Cyprium Metals Limited (ASX: CYM). As per the ASX announcement on 15 September 2020, total consideration for the project was $1.5M. The Company received a cash payment of $250,000 and an issue of ordinary shares in Cyprium valued at $400,000. A deferred payment of $850,000 is to be received in three tranches of Cyprium shares: $350,000 in 12 months, $300,000 in 24 months and $200,000 on a decision to mine form the tenure. The shares are based on a 20 day VWAP.

In March 2021, the Company received a deferred payment of $3.25M comprising cash of $1.625M and shares to the value of $1.625M as final consideration for the 100% divestment of its interest in the Menzies and Goongarrie gold projects to Kingwest Resources Limited (ASX: KWR) for a total consideration of $8M.

		2021 $	2020 $
9	**TRADE AND OTHER RECEIVABLES (CONTINUED)**		

Term deposits

The deposits have maturity periods of between 3 and 12 months but can be readily convertible to cash at short notice, at interest rates of 1% (2019: 2.4% and 2.5%). Refer to Note 29 regarding risk exposures. Term deposits with a maturity over three months are included in current receivables.

Effective interest rates and credit risk

Information concerning the effective interest rate and credit risk of both current and non-current receivables is set out below.

Interest rate risk

All receivable balances are non-interest bearing.

Credit rate risk

There is no concentration of credit risk with respect to current and non-current receivables. Refer to Note 29 for further information on the Group's risk management policies. Due to short term nature, fair value approximates carrying value.

10	**FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS**		
	Shares in listed companies at market value	4,236,200	4,266,342
		4,236,200	**4,266,342**

Included is $929,644 (2020: $1,266,342) of shares held in Reward Minerals Ltd, $2,435,833 of shares held in Kingwest Resources Limited, $627,438 of shares held in Cyprium Metals Limited and $243,285 shares held in TNT Mines Limited.

The net change in fair value on financial assets at fair value through profit or loss for the year was a loss of $2,255,142 (2020 Profit: $660,881).

All financial assets at fair value through profit or loss are denominated in Australian currency. Refer to Note 29 for further information concerning the price and foreign currency risk.

11	**OTHER ASSETS**		
	Security deposits	257,927	257,927
		257,927	**257,927**

The security deposits arise from monies held in trust accounts or lodged with appropriate authorities in relation to mining tenements held. The Group has restricted access to these funds, but they are expected to be reimbursed in the future.

		2021 $	2020 $
12	**PROPERTY, PLANT & EQUIPMENT**		
	Plant and equipment at cost	4,405,401	4,543,998
	Accumulated depreciation and impairment	(4,220,171)	(2,290,967)
	Total plant and equipment	185,230	2,253,031
	Property at cost	519,323	518,054
	Accumulated depreciation and impairment	(248,500)	(227,800)
	Total property	270,823	290,254
	Motor vehicles – at cost	272,011	324,544
	Accumulated depreciation	(249,681)	(290,431)
	Total motor vehicles	22,330	34,113
		478,383	**2,577,398**
	RECONCILIATIONS		
12a	**Plant and equipment**		
	Carrying amount at beginning of the year	2,253,031	2,341,891
	Additions	80,485	11,851
	Disposals	(108,159)	-
	Depreciation	(141,844)	(100,711)
	Loss on impairment	(1,898,283)	-
Carrying amount at end of year		**185,230**	**2,253,031**
12b	**Property**		
	Carrying amount at beginning of the year	290,254	307,065
	Depreciation	(19,431)	(16,811)
Carrying amount at end of year		**270,823**	**290,254**
12c	**Motor Vehicle**		
	Carrying amount at beginning of year	34,113	45,394
	Additions	475	-
	Disposals	(4,276)	-
	Depreciation	(7,982)	(11,281)
Carrying amount at end of year		**22,330**	**34,113**

	2021 $	2020 $
13 EXPLORATION, EVALUATION, DEVELOPMENT AND PRODUCTION EXPENDITURE		
During the year ended 30 June 2021, the Group incurred and capitalised the following exploration, evaluation, development and production expenditure:		
13a Exploration and evaluation phase		
Carrying amount at beginning of the year	35,755,748	35,375,688
Capitalised during the year	9,404,971	3,900,262
Reclassification of mine properties	-	1,835,202
Purchases of tenements	4,574,365	10,000
Sale of tenements	(803,742)	(5,365,404)
Carrying amount at end of year	**48,931,342**	**35,755,748**
13b Mine properties		
Carrying amount at beginning of the year	-	1,835,202
Reclassification of mine properties**	-	(1,835,202)
Capitalised during the year	-	-
Amortised during the year	-	-
Carrying amount at end of year	**-**	**-**
Total exploration and mine properties	**48,931,342**	**35,755,748**
13c Mining production expenditure		
Carrying amount at beginning of the year	2,504,762	-
Capitalised during the year		2,504,762
Mine production costs expensed***	(2,504,762)	-
Carrying amount at end of year	**-**	**2,504,762**
Total mining production	**-**	**2,504,762**

*** Impairment of mining tenements**
During the year ended 30 June 2021, there were no impairment losses recorded.

The ultimate recoupment of expenditure above relating to the exploration and evaluation phase is dependent upon the successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

**** Reclassification of mine properties**
The Group has reclassified prior allocated mine development expenditure as exploration expenditure.

***** Mine production expenditure**
Costs relate to Boorara Gold Project, of which mining commenced in May 2020. These costs will be expensed in line with revenue recognised from this project.

	2021 $	2020 $
14 RIGHT-OF-USE ASSET AND LEASE LIABILITY		
Amounts recognised in the consolidated statement of financial position		
Right-of-use asset		
Property – head office lease		
Opening balance	162,544	206,874
Initial recognition adjustment	14,392	-
Amortisation	(50,498)	(44,330)
Closing balance	126,438	162,544
Lease liability		
Opening balance	169,761	206,874
Initial recognition adjustment	14,392	-
Lease payments	(59,433)	(49,526)
Interest expense	9,223	12,413
Closing balance	133,943	169,761
Current lease liability	47,741	49,526
Non-current lease liability	86,202	120,235
Total lease liability	133,943	169,761
Amounts recognised in the consolidated statement of profit or loss		
Amortisation of right-of-use asset		
Property – office lease amortisation	50,498	44,330
	50,498	**44,330**

The total cash outflow for the lease in the twelve months to 30 June 2021 was $59,433.

On 1 July 2019, the Company held one lease for the head office based in Nedlands. The lease was renewed on 22 February 2020 for a further two year period with an option to extend for another two years thereafter.

	2021 $	2020 $
15 TRADE AND OTHER PAYABLES		
Trade payables	375,525	3,102,808
Accrued expenses	107,105	41,850
Accrued employee entitlements	375,203	242,373
	857,833	**3,387,031**

		2021 $	2020 $
16	**BORROWINGS**		
	Opening balance	4,245,479	-
	Loan funds borrowed	-	4,000,000
	Repayment of loan	(4,609,315)	-
	Accrued interest	-	245,479
	Interest payments made	363,836	
		-	**4,245,479**

During the year ended 30 June 2021, the Group repaid external financing earlier than anticipated. As at the date of repayment, $363,836 of interest was incurred.

The loan was secured over mining tenements M26/29 and M26/318, being the Boorara Gold Project for a period of 12 months, carrying an interest rate of 20% p.a.

		2021 $	2020 $
17	**PROVISIONS**		
	Rehabilitation of mine site	1,389,664	930,035
		1,389,664	**930,035**

		2021 No.	2020 No.	2021 $	2020 $
18	**CONTRIBUTED EQUITY**				
18a	**Share capital**				
	At the beginning of the year	452,975,200	427,975,200	51,439,580	49,746,534
	Placement	-	25,000,000		2,000,000
	Placement Tranche 1	57,500,000	-	8,050,000	-
	Placement Tranche 2	57,500,000	-	8,050,000	-
	Exercise of options	-	-	-	-
	Capital raising costs	-	-	(1,113,181)	(306,954)
Total Contributed Equity		**567,975,200**	**452,975,200**	**66,426,399**	**51,439,580**

18b Terms and conditions of contributed equity

Ordinary shares

Ordinary shares have no par value. Ordinary shares have the right to receive dividends as declared and, in the event of winding up the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held. Ordinary shares entitle their holder to one vote, either in person or by proxy, at a meeting of the Company.

18 CONTRIBUTED EQUITY (CONTINUED)

18c Options

	Unlisted Options No.	Unlisted Options No.	Total No.
Exercise Price	$0.12	$0.16	
Expiry date	30 Sept 2022	30 Sept 2022	
Balance at 1 July 2020	12,000,000	12,000,000	**24,000,000**
Issued during the year	-	-	**-**
Expired during the year	-	-	**-**
Exercised during the year	**-**	**-**	**-**
Balance at 30 June 2021	**12,000,000**	**12,000,000**	**24,000,000**

	Unlisted Options No.	Unlisted Options No.	Unlisted Options No.	Unlisted Options No.	Unlisted Options No.	Total No.
Exercise Price	$0.25	$0.2912	$0.6988	$0.12	$0.16	
Expiry date	31 Aug 2019	9 Dec 2019	28 Feb 2020	30 Sept 2022	30 Sept 2022	
Balance at 1 July 2019	500,000	2,743,184	219,456	**-**	**-**	**3,462,640**
Issued during the year	-	-	-	12,000,000	12,000,000	**24,000,000**
Expired during the year	(500,000)	(2,743,184)	(219,456)	-	-	**(3,462,640)**
Exercised during the year	-	-	-	**-**	**-**	**-**
Balance at 30 June 2020	**-**	**-**	**-**	**12,000,000**	**12,000,000**	**24,000,000**

18d Performance Rights

As at 30 June 2021, there were 10,150,000 performance rights on issue that, if the vesting conditions are met, could result in the issue of 10,150,000 ordinary shares in the Company. Further details are contained in Note 24.

			2021 $	2020 $
19	**RESERVES AND ACCUMULATED LOSSES**			
19a	**(i)**	**Asset revaluation reserve**		
		Opening balance	144,976	144,976
		Reclassified subsequently to profit or loss	(144,976)	-
Closing Balance			**-**	**144,976**
	(ii)	**Share based payments reserve**		
		Opening balance	1,672,354	1,021,430
		Performance rights issued during the year	219,126	69,047
		Options issued under borrowings agreement	-	581,877
		Share based payments reclassified to profit or loss	(1,090,477)	-
		Reclassified subsequently to profit or loss	(54,000)	-
Closing Balance			**747,003**	**1,672,354**
Total Reserves			**747,003**	**1,817,330**
19b	**Accumulated losses**			
	Opening balance		(6,839,940)	(7,883,444)
	Revaluation reserves reclassified to profit or loss		1,090,477	-
	Revaluation reserves reclassified subsequently to profit or loss		198,976	-
	Profit/(loss) for the year		2,447,429	1,043,504
Closing balance			**(3,103,058)**	**(6,839,940)**

Asset Revaluation Reserve
The Asset Revaluation Reserve is used to record increments and decrements on the revaluation of non-current assets.

Share Based Payments Reserve
The Share Based Payments Reserve is used to recognise the fair value of shares, options and performance rights granted as remuneration.

20	**EARNINGS PER SHARE**		
	Operating profit/(loss) after tax attributable to members of Horizon Minerals Limited	2,447,428	1,043,504
	Basic earnings (loss) per share	0.45 cents	0.24 cents
	Diluted earnings (loss) per share	0.45 cents	0.24 cents
		Number	**Number**
	Weighted average number of ordinary shares outstanding during the year used in the calculation of basic earnings per share.	544,502,597	435,029,995

		2021 $	2020 $
21	**REMUNERATION OF AUDITORS**		
	Remuneration for audit services and review of the financial reports of the parent entity or any entity in the Group to PKF Perth and Rothsay Auditing. No other fees were paid or payable for services provided by the auditor of the parent, related practices or non-related audit firms.		
	PKF Perth	55,000	-
	Rothsay Auditing	-	55,000
		55,000	**55,000**

		2021 $	2020 $
22	**KEY MANAGEMENT PERSONNEL DISCLOSURES**		
22a	**Details of remuneration**		
	Short-term benefits	1,082,629	718,550
	Post-employment benefits	70,901	57,076
	Share based payments	201,883	54,663
		1,355,413	**830,289**

23	**STATEMENT OF CASH FLOWS**		
23a	**Reconciliation of net cash from operating activities to Profit/(Loss) after income tax**		
	Operating Profit/(Loss) after income tax	2,447,428	1,043,504
	Depreciation	169,257	128,803
	Impairment loss on non-current assets	1,898,283	-
	Net change in fair values of financial assets at fair value through profit or loss	2,255,142	(660,881)
	Profit on sale of tenement	(916,259)	(2,634,596)
	Impairment loss on tenements	-	(127,389)
	Share based payment	219,126	650,924
	Production and exploration expenditure	-	(95,081)
	Movement in assets and liabilities:		
	Provisions	-	(1,142,624)
	Receivables	276,682	321,993
	Prepayments	(10,325)	765
	Lease liabilities	(577)	(14,434)
	Trade creditors and accruals	(285,659)	444,953
Net cash inflow/(outflow) from operating activities		**(6,053,098)**	**(2,084,063)**

24 SHARE BASED PAYMENTS

24a Year ended 30 June 2021

As at 1 July 2020, 2,400,00 Class E performance rights were cancelled.

In November 2020, directors and employees were granted 10,150,000 performance rights.

The performance rights were granted at nil consideration, do not have an exercise price and will lapse if the vesting conditions are not met.

The Performance Rights are issued under the Company's Employee Incentive Scheme (EIS) approved by shareholders at the General Meeting held on 29 November 2019. The issue to Directors was approved at the Annual General Meeting on 26 November 2020.

Each Performance Right will, at the election of the holder, vest and convert to one fully paid ordinary share, subject to the satisfaction of certain Performance Conditions.

The Performance Conditions relating to Performance Rights will be as follows:

Class of Performance Rights	Service Condition	Performance condition
Class H Performance Rights	The holder or the holder's representative remains engaged as an employee or Director until the performance condition is satisfied.	(a) Prior to 31 December 2021 the volume weighted average price of the Company's Shares over 20 consecutive Trading Days on which the Shares trade is 20 cents or more; or (b) Prior to 31 December 2021 a Takeover Event occurs.
Class I Performance Rights	The holder or the holder's representative remains engaged as an employee or Director until the performance condition is satisfied.	(a) Prior to 31 December 2022 the volume weighted average price of the Company's Shares over 20 consecutive Trading Days on which the Shares trade is 25 cents or more; or (b) Prior to 31 December 2022 a Takeover Event occurs.
Class J Performance Rights	The holder or the holder's representative remains engaged as an employee or Director until the performance condition is satisfied.	(a) Prior to 31 December 2023 volume weighted average price of the Company's Shares over 20 consecutive Trading Days on which the Shares trade is 30 cents or more; or (b) Prior to 31 December 2023 a Takeover Event occurs.

During the year ended 30 June 2021, $219,126 was recognised as a share based payment made to directors and employees, with the fair value being recognised over the vesting period. As at 30 June 2021, a total of 10,150,000 performance rights remain unvested.

24 SHARE BASED PAYMENTS (CONTINUED)

24a Year ended 30 June 2021 (continued)

Set out below is a summary of the performance rights granted:

	Class H.1	Class I.1	Class J.1	Total
Number granted	1,550,000	1,550,000	1,550,000	**4,650,000**
Grant date	26-Nov-20	26-Nov-20	26-Nov-20	
Expiry date of milestone achievements	31-Dec-21	31-Dec-22	31-Dec-23	
Share price hurdle	20 cents	25 cents	30 cents	
Fair value per right*	0.0679	0.0741	0.0782	
Total fair value that would be recognised over the vesting period if rights are vested	105,245	114,855	121,210	**341,310**
	Class H.2	**Class I.2**	**Class J.2**	**Total**
Number granted	1,500,000	1,500,000	1,500,000	**4,500,000**
Grant date	26-Nov-20	26-Nov-20	26-Nov-20	
Expiry date of milestone achievements	31-Dec-21	31-Dec-22	31-Dec-23	
Share price hurdle	20 cents	25 cents	30 cents	
Fair value per right*	0.0549	0.0627	0.0675	
Total fair value that would be recognised over the vesting period if rights are vested	82,350	94,050	101,250	**277,650**
	Class H.3	**Class I.3**	**Class J.3**	**Total**
Number granted	333.333	333,333	333,334	**1,000,000**
Grant date	26-Nov-20	26-Nov-20	26-Nov-20	
Expiry date of milestone achievements	31-Dec-21	31-Dec-22	31-Dec-23	
Share price hurdle	20 cents	25 cents	30 cents	
Fair value per right*	0.0574	0.0663	0.0714	
Total fair value that would be recognised over the vesting period if rights are vested	19,133	22,100	23,800	**65,033**
Number remaining at 30 June 2021	3,383,333	3,383,333	3,383,334	**10,150,000**
Amount expensed in 2021	109,799	63,582	45,744	**219,126**

24 SHARE BASED PAYMENTS (CONTINUED)

24a Year ended 30 June 2021 (continued)

The fair value of the rights was determined using Hoadley's Barrier 1 model that takes into account the vesting condition of the rights, and was based on the following inputs:

Assumptions	Rights		
	Class H.1	Class H.2	Class H.3
Spot price	$0.110	$0.100	$0.105
Vesting hurdle	$0.20	$0.20	$0.20
Exercise price	Nil	Nil	Nil
Expiry period (years)	31-Dec-21	31-Dec-21	31-Dec-21
Expected future volatility	80%	80%	80%
Risk free rate	0.09%	0.10%	0.08%
Dividend yield	Nil	Nil	Nil
Assumptions	**Rights**		
	Class I.1	**Class I.2**	**Class I.3**
Spot price	$0.110	$0.100	$0.105
Vesting hurdle	$0.25	$0.25	$0.25
Exercise price	Nil	Nil	Nil
Expiry period (years)	31-Dec-22	31-Dec-22	31-Dec-22
Expected future volatility	80%	80%	80%
Risk free rate	0.09%	0.10%	0.08%
Dividend yield	Nil	Nil	Nil
Assumptions	**Rights**		
	Class J.1	**Class J.2**	**Class J.3**
Spot price	$0.110	$0.100	$0.105
Vesting hurdle	$0.30	$0.30	$0.30
Exercise price	Nil	Nil	Nil
Expiry period (years)	31-Dec-23	31-Dec-23	31-Dec-23
Expected future volatility	80%	80%	80%
Risk free rate	0.11%	0.12%	0.10%
Dividend yield	Nil	Nil	Nil

24b Option issue

During April 2020, 24,000,000 unlisted options were issued pursuant to the Group's loan agreement with a third party.

During the year ended 30 June 2020, $581,877 was expensed to share based payments.

The fair value of these options granted was calculated using the Black-Scholes option valuation methodology and applying the following inputs:

24b Option issue (continued)

	12,000,000	12,000,000
Weighted average exercise price (cents)	0.12	0.16
Weighted average life of the options (years)	2.208	2.208
Weighted average underlying share price (cents)	0.065	0.065
Expected share price volatility	100%	100%
Risk-free interest rate	0.92%	0.92%
Grant date	15 April 2020	15 April 2020
Expiry date	30 June 2022	30 June 2022
Value per option	$0.026	$0.022
Total value granted	$316,155	$265,722

	2021 $	2020 $
25 CAPITAL AND OTHER COMMITMENTS		
25a Exploration expenditure commitments		
Commitments for minimum expenditure requirements on the mineral exploration assets it has an interest in are payable as follows:		
Within one year	2,730,000	2,945,000
Later than one year but not later than five years	8,612,420	3,000,000
Later than five years	803,200	3,000,000
	12,145,620	**8,945,000**

26 RELATED PARTY TRANSACTIONS

26a Directors / Key Management Personnel

Other transactions with Director related entities

Transactions with related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated. Disclosures relating to Key Management Personnel are set out in Note 22 and the Remuneration Report.

26b Subsidiaries

See Note 27 for further details regarding subsidiaries.

27 INVESTMENT IN CONTROLLED ENTITIES

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

			Equity Holding	
Name of Entity	**Country of Incorporation**	**Class of Shares**	**2021 %**	**2020 %**
Direct Subsidiaries				
Black Mountain Gold Ltd	Australia	Ordinary	100	100
MacPhersons Resources Limited	Australia	Ordinary	100	100
CGP Minerals Pty Ltd	Australia	Ordinary	100	100
CGP Assets Pty Ltd	Australia	Ordinary	100	100
Indirect Subsidiaries				
Kalgoorlie Ore Treatment Company Pty Ltd	Australia	Ordinary	100	100
Polymetals (WA) Pty Ltd	Australia	Ordinary	100	100

The indirect subsidiaries are direct subsidiaries of MacPhersons Resources Limited.

Horizon Minerals Limited, incorporated in Australia, is the ultimate parent entity of the Group.

28 CONTINGENT ASSETS AND LIABILITIES

28a Security bonds are held with respect to tenements held in Northern Territory. Bonds are set by the Department of Primary Industry and Resources, however there is no certainty that such bonds will be adequate to cover any environmental damage. Horizon Minerals Limited and its controlled entities are not able to determine the nature or extent of any further liability in view of changing environmental requirements.

28b Horizon Minerals Limited has been advised of a potential liability arising as a result of the storage of laboratory waste material at the White Range project site and is currently awaiting approval from the NT Environmental Protection Authority to bury the material at White Range. As at the date of this report, the potential liability for the rectification remains unquantifiable.

28c On 29 March 2021, the Group announced the divestment of two royalties covering the Janet Ivy and Otto Bore gold projects in the Western Australian goldfield for a consideration of $7 million consisting of $4 million in cash on settlement and $3 million in cash or shares in Vox Royalty Corp. (Vox, TSX: VOX) at Vox's election and on the achievement of cumulative royalty payments to Vox of $750,000.

29 FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks; market risk (including fair value interest rate risk foreign currency risk and price risk), credit risk, liquidity risk and cash flow interest rate risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.

Risk management is carried out by the Board of Directors, who identify, evaluate and manage financial risks as they consider appropriate.

29a Market risk

Price risk

The Group is exposed to equity securities price risk. This arises from investments held by the Group and classified on the statement of financial position as financial assets at fair value through profit and loss of $4,236,200 (2020: $4,266,342).

The investments assets are classified as financial asset at fair value through profit and loss and any changes to their value is recognised in profit and loss when incurred. The group have used an equity price change of 70% upper and lower representing a reasonable possible change based upon the weighted average historic share price volatility over the last 12 months on the investment portfolio held. If the value of the investments held had moved in accordance with the volatility, and all other factors kept constant, the impact on the profit and loss for the year ended 30 June 2021 would have been ± $2,965,340 (2020: ± $2,986,439).

Fair value interest rate risk

Refer to (e) below.

29b Credit risk

Credit risk is the risk of financial loss to the Group is a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from customers.

Presently, the Group undertakes mining, exploration and evaluation activities exclusively in Australia. At the balance sheet date there were no significant concentrations of credit risk.

(i) Cash and cash equivalents
The Group limits its exposure to credit risk by only investing in liquid securities and only with major Australian financial institutions.

(ii) Trade and other receivables
The Group's trade and other receivables relate to gold sales, GST refunds and other income.

The Group has determined that its credit risk exposure on all other trade receivables is low, as customers are considered to be reliable and have short contractual payment terms. Management does not expect any of these counterparties to fail to meet their obligations.

29 FINANCIAL RISK MANAGEMENT (CONTINUED)

The carrying amount of the Group's financial assets represents the maximum credit exposure. The Group's maximum exposure to credit risk at the reporting date was:

	Carrying Amount	
	2021 $	2020 $
Cash and cash equivalents	11,315,965	5,895,535
Trade and other receivables	1,105,529	3,729,020
Total	**12,421,494**	**9,624,555**

29c Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through the ability to raise further funds on the market and the ability to close-out market positions. Due to the dynamic nature of the underlying businesses, the Board aims at maintaining flexibility in funding through management of its cash resources.

Maturities of financial liabilities.

30 June 2021 Group	Less than 6 months	6 – 12 months	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total contractual cash flows	Carrying Amount (assets)/ liabilities	Interest Rate (% p.a.)
Non-derivatives	$	$	$	$	$	$	$	
Non-interest bearing payables	857,833	-	-	-	-	-	857,833	-
Fixed rate borrowings	-	-	-	-	-	-	-	-
Total non-derivatives	**857,833**	**-**	**-**	**-**	**-**	**-**	**857,833**	

30 June 2020 Group	Less than 6 months	6 – 12 months	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total contractual cash flows	Carrying Amount (assets)/ liabilities	Interest Rate (% p.a.)
Non-derivatives	$	$	$	$	$	$	$	
Non-interest bearing payables	3,387,031	-	-	-	-	-	3,387,031	-
Fixed rate borrowings	-	4,000,000	-	-	-	-	4,000,000	20%
Total non-derivatives	**3,387,031**	**4,000,000**	**-**	**-**	**-**	**-**	**7,387,031**	

29d Cash flow and fair value interest rate risk

As the Group has no significant variable interest-bearing assets, the Group's income and operating cash flows are not exposed to changes in market interest rates.

29 FINANCIAL RISK MANAGEMENT (CONTINUED)

29e Fair value measurements

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

AASB 7 *Financial Instruments: Disclosures* requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

(a) quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1),

(b) inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (level 2), and

(c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (level 3).

The following table presents the group's assets and liabilities measured and recognised at fair value at 30 June 2021 and 30 June 2020:

At 30 June 2021	Level 1	Level 2	Level 3	Total
Assets				
Financial assets at fair value through profit or loss				
- Trading Securities	4,236,200	-	-	**4,236,200**
Other financial assets				
- Security deposits	257,927	-	-	**257,927**
Total assets	**4,494,127**	**-**	**-**	**4,494,127**

At 30 June 2020	Level 1	Level 2	Level 3	Total
Assets				
Financial assets at fair value through profit or loss				
- Trading Securities	4,266,342	-	-	**4,266,342**
Other financial assets				
- Security deposits	257,927	-	-	**257,927**
Total assets	**4,524,269**	**-**	**-**	**4,524,269**

The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the group is the current bid price. These instruments are included in level 1.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

Specific valuation techniques used to value financial instruments include:

- The use of quoted market prices or dealer quotes for similar instruments.

29f Capital risk management

In employing its capital (or equity as it is referred to on the statement of financial position) the Group seeks to ensure that it will be able to continue as a going concern and provide value to shareholders by way of increased market capitalisation. The Group has invested its available capital in intangible assets such as acquiring and exploring mining tenements and in investments. As is appropriate at this stage, the Group is funded predominantly by equity.

		2021 $	2020 $
30	**PARENT ENTITY FINANCIAL INFORMATION**		
	Current assets	14,852,905	8,426,112
	Non-current assets	56,459,695	42,545,639
Total assets		**71,312,600**	**50,971,751**
	Current liabilities	844,178	5,201,313
	Non-current liabilities	186,202	220,235
Total liabilities		**1,030,380**	**5,421,548**
Net assets		**70,282,220**	**45,550,203**
	Equity		
	Contributed equity	66,426,399	51,439,580
	Reserves	747,003	1,817,330
	Accumulated profits/(losses)	3,108,818	(7,706,707)
Total equity		**70,282,220**	**45,550,203**
Profit/(Loss) for the year		**10,815,525**	**(1,429,758)**

31 JOINT VENTURES

Horizon Minerals Limited and its controlled entity Black Mountain Gold Ltd (BMG) have interests in unincorporated joint ventures as follows:

Name of Joint Venture	Notes	Exploration For	2021	2020
Richmond Vanadium	-	Vanadium	75%	100%

A joint venture is not a separate legal entity. It is a contractual arrangement between the participants for the sharing of costs and output and does not in itself generate revenue and profit.

In March 2017, the Company finalised a strategic development JV with Richmond Vanadium Technology Pty Ltd ("RVT") (formerly AXF Vanadium Pty Ltd), a wholly owned subsidiary of the AXF Group. The JV covers Horizon's 100% interest in the Richmond vanadium project in North West Queensland which include metal rights at the nearby Julia Creek project which is owned by Global Oil Shale Plc. The project tenements cover 1,520km^2 of Cretaceous Toolebuc Formation. In February 2018, RVT had committed to the second stage expenditure commitment of A$5 million over 3 years inclusive of a Feasibility Study.

32 EVENTS OCCURRING AFTER REPORTING DATE

The impact of the Coronavirus (COVID-19) pandemic is ongoing and while it has been financially positive for the Group up to 30 June 2021, it is not practicable to estimate the potential impact, positive or negative, after the reporting date. The situation is rapidly developing and is dependent on measures imposed by the Australian Government and other countries, such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided.

The health and wellbeing of all Horizon employees remain a key focus in response to the ongoing COVID-19 pandemic. The work practices and measures implemented to mitigate COVID-19 related risks have so far proven successful with no known COVID-19 cases across our workforce and minimal disruption to our operations to date.

On 17 August 2021, the Company announced an update to the PFS on the Richmond Vanadium Project JV adjusting for increased commodity prices and increasing the NPV to A$613M.

There are no other matters or circumstances that have arisen since 30 June 2021 that have or may significantly affect the operations, results, or state of affairs of the Group in future financial periods.

Advisory • Audit
Business Solutions

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

HORIZON MINERALS LIMITED

Report on the Financial Report

Opinion

We have audited the accompanying financial report of Horizon Minerals Limited (the "Company") and controlled entities (consolidated entity), which comprises the consolidated statement of financial position as at 30 June 2021, 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, notes comprising a summary of significant accounting policies and other explanatory information, and the Directors' Declaration of the Company and the consolidated entity comprising the Company and the entities it controlled at the year's end or from time to time during the financial year.

In our opinion the accompanying financial report of Horizon Minerals Limited is in accordance with the Corporations Act 2001, including:

i) Giving a true and fair view of the consolidated entity's financial position as at 30 June 2021 and of its 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the consolidated entity in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards) 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.

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Key Audit Matter

The key audit matter is a matter that, in our professional judgement, was of most significance in our audit of the financial report for the current year. This matter was addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter. For the matter below, our description of how our audit addressed the matter is provided in that context.

Carrying value of capitalised exploration expenditure

Why significant	How our audit addressed the key audit matter
As at 30 June 2021 the carrying value of exploration and evaluation assets was $48,931,342 (2020: $35,755,748), as disclosed in Note 13. The consolidated entity's accounting policy in respect of exploration and evaluation expenditure is outlined in Note 1 (e). Estimates and judgments in relation to capitalised exploration and evaluation expenditure is detailed at Note 2(f). Significant judgement is required: • In determining whether facts and circumstances indicate that the exploration and evaluation expenditure should be tested for impairment in accordance with Australian Accounting Standard AASB 6 Exploration for and Evaluation of Mineral Resources (AASB 6) and; • In determining the treatment of exploration and evaluation expenditure in accordance with AASB 6, and the consolidated entity's accounting policy. In particular: o whether the areas of interest meet the recognition conditions for an asset; and o which elements of exploration and evaluation expenditures qualify for capitalisation for each area of interest.	Our work included, but was not limited to, the following procedures: • conducting a detailed review of management's assessment of impairment trigger events prepared in accordance with AASB 6 including: o assessing whether the rights to tenure of the areas of interest remained current at reporting date as well as confirming that rights to tenure are expected to be renewed for tenements that will expire in the near future; o holding discussions with the Directors and management as to the status of ongoing exploration programmes for the areas of interest, as well as assessing if there was evidence that a decision had been made to discontinue activities in any specific areas of interest; and o obtaining evidence of the consolidated entity's future intention, reviewing planned expenditure and related work programmes. • considering whether exploration activities for the areas of interest had reached a stage where a reasonable assessment of economically recoverable reserves existed; • testing, on a sample basis, exploration and evaluation expenditure incurred during the year for compliance with AASB 6 and the consolidated entity's accounting policy; and • assessing the appropriateness of the related disclosures in Note 1 (e), Note 2(f) and Note 13.

Other Information

Those charged with governance are responsible for the other information. The other information comprises the information included in the consolidated entity's annual report for the year ended 30 June 2021, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon, with the exception of the Remuneration Report.

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

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

Responsibilities of 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 consolidated entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the consolidated entity or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

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

As part of an audit in accordance with Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the consolidated entity's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

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

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the consolidated entity to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

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

Report on the Remuneration Report

Opinion

We have audited the Remuneration Report included in the Directors' Report for the year ended 30 June 2021.

In our opinion, the Remuneration Report of Horizon Minerals Limited for the year ended 30 June 2021, 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.

PKF Perth

PKF PERTH

Fermanis

SIMON FERMANIS
PARTNER

10 September 2021
WEST PERTH,
WESTERN AUSTRALIA

SHAREHOLDER INFORMATION

Additional information required by the Australian Stock Exchange Limited Listing Rules, and not disclosed elsewhere in this report.

SHAREHOLDINGS

The numbers of ordinary shares held by the substantial shareholders as at 1 September 2021 were:

HSBC Custody Nominees (Australia) Limited	28,378,278	5.00%
Sparta AG and Delphi Unternehmensberatung Aktiengesellschaft	57,325,157	10.09%

UNQUOTED SECURITIES OPTIONHOLDINGS

Nature	Expiry Date	Exercise Price of Options	Number under Option	Number of Holders
Unlisted options	30 June 2022	12 cents	12,000,000	1
Unlisted options	30 June 2022	16 cents	12,000,000	1

The holder of the above unlisted options is Sparta AG, an unrelated party.

CLASS OF SHARES AND VOTING RIGHTS

As at 1 September 2021 there were 3,156 holders of the ordinary shares and 1 holder of unlisted options of the Company. The voting rights attached to the shares are:

- at a meeting of members or classes of members each member entitled to vote may vote in person or by proxy or by attorney; and
- on a show of hands every person present who is a member has one vote, and on a poll every person present in person or by proxy or attorney has one vote for each ordinary share held.

DISTRIBUTION OF SHAREHOLDERS (as at 1 September 2021)

Category			Number of Shareholders
1	–	1,000	163
1,001	–	5,000	455
5,001	–	10,000	562
10,001	–	100,000	1,452
100,001	–	over	524
TOTAL HOLDERS			**3,156**

The number of shareholders holding less than a marketable parcel as at 1 September 2021 was 514.

SHAREHOLDER INFORMATION

TWENTY LARGEST SHAREHOLDERS (as at 1 September 2021)

Rank	Name	No of Shares	% of holding
1	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	28,378,278	5.00
2	SPARTA AG	27,750,000	4.89
3	BNP PARIBAS NOMINEES PTY LTD HUB24 CUSTODIAL SERV LTD <DRP A/C>	27,529,952	4.85
4	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	22,621,131	3.98
5	BILL BROOKS PTY LTD <BILL BROOKS SUPER FUND A/C>	20,971,902	3.69
6	SPARTA AG	15,090,397	2.66
7	DELPHI UNTERNEHMENSBERATUNG AKTIENGESELLSCHAFT	14,484,760	2.55
8	CS THIRD NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 13 A/C>	13,285,720	2.34
9	GOLDFIELDS HOTELS PTY LTD <PALACE INVESTMENT A/C>	13,259,653	2.33
10	SHIPBARK PTY LIMITED <MATTERSON FAMILY A/C>	13,000,000	2.29
11	MR WILLEM RAVESTEYN + MRS ROSEMARY ANNE RAVESTEYN <THE W RAVESTEYN S/FUND A/C>	9,240,000	1.63
12	BOND STREET CUSTODIANS LIMITED <DAVKRE - D08642 A/C>	7,702,285	1.36
13	MR ASHOK PAREKH	6,720,799	1.18
14	J&D BANKS PTY LTD <J & D BANKS SUPER FUND A/C>	6,335,762	1.12
15	TYSON RESOURCES PTY LTD	6,098,502	1.07
16	CS FOURTH NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 11 A/C>	5,927,815	1.04
17	CITICORP NOMINEES PTY LIMITED	5,868,367	1.03
18	BANKS PTY LTD	5,586,850	0.98
19	WGS PTY LTD	5,408,888	0.95
20	MR WILLEM RAVESTEYN + MRS ROSEMARY ANNE RAVESTEYN	5,050,000	0.89
	Top 20 holders of FULLY PAID ORDINARY SHARES (Total)	**260,311,061**	**45.83**
	Total Remaining Holders Balance	**307,664,139**	**54.17**

TENEMENT SCHEDULE

AS AT 1 SEPTEMBER 2021

Project	Tenement	Registered Holders	Equity	Notes
BINDULI	L26/261	HRZ	100%	
	M26/346	BMG	100%	
	M26/499	HRZ	100%	
	M26/549	BMG	100%	
	M26/621	BMG	100%	
	P26/3888	BMG	100%	
	P26/4056	BMG	100%	
	P26/4256	BMG	100%	
	MLA26/855	BMG	100%	
	PLA26/4318	BMG	100%	
	PLA26/4331	BMG	100%	
	P26/4579	BMG	100%	
	P26/4580	BMG	100%	
BLACK FLAG	P24/5143	BMG	100%	
	P24/5144	BMG	100%	
	P24/5145	BMG	100%	
	P24/5146	BMG	100%	
	P24/5147	BMG	100%	
	P24/5148	BMG	100%	
	P24/5149	BMG	100%	
	P24/5150	BMG	100%	
	P24/5151	BMG	100%	
	P24/5152	BMG	100%	
	P24/5153	BMG	100%	
	P24/5154	BMG	100%	
	P24/5155	BMG	100%	
	P24/5156	BMG	100%	
	P24/5157	BMG	100%	
	P24/5158	BMG	100%	
	P24/5159	BMG	100%	
	P24/5143	BMG	100%	
	P24/5144	BMG	100%	
	P24/5145	BMG	100%	
	P24/5146	BMG	100%	
	P24/5147	BMG	100%	
	P24/5160	BMG	100%	
	P24/5415	BMG	100%	
	ELA26/220	BMG	100%	
BROAD ARROW	P24/5348	BMG	100%	
BROAD DAM	P16/2820	BMG	100%	
	P16/2821	BMG	100%	
BURBANKS	M15/731	BMG	100%	

TENEMENT SCHEDULE

AS AT 1 SEPTEMBER 2021 (CONTINUED)

Project	Tenement	Registered Holders	Equity	Notes
CANNON	E25/349	BMG	100%	1
GOLD MINE	E25/474	BMG	100%	1
	E25/497	BMG	100%	1
	E25/551	BMG	100%	1
	E25/564	BMG	100%	1
	E25/566	BMG	100%	1
	E25/590	BMG	100%	1
	L25/43	BMG	100%	1
	L25/48	BMG	100%	1
	L25/50	BMG	100%	1
	L25/51	BMG	100%	1
	M25/182	BMG	100%	1
	M25/327	BMG	100%	1
	M25/329	BMG	100%	1
	M25/330	BMG	100%	1
	M25/333	BMG	100%	1
	M25/357	BMG	100%	1
	P25/2365	BMG	100%	1
	P25/2390	BMG	100%	1
	P25/2449	BMG	100%	1
	P25/2633	BMG	100%	1
	P25/2670	BMG	100%	1
	PLA25/2668	BMG	100%	1
	PLA25/2669	BMG	100%	1
CHADWIN	P16/3121	BMG	100%	
	P16/3156	BMG	100%	
	P16/3157	BMG	100%	
COOLGARDIE	L15/356	BMG	100%	
	M15/119	BMG	100%	
	M15/26	BMG	100%	
	M15/518	BMG	100%	
	M15/637	BMG	100%	
	M15/1272	BMG	100%	
	M15/1361	BMG	100%	
	M15/1833	BMG	100%	
	M15/1834	BMG	100%	
	P15/5910	BMG	100%	
	P15/6381	BMG	100%	
	P15/6382	BMG	100%	
GOLDEN	E25/543	BMG	100%	
RIDGE	M26/41	BMG	100%	
(NIMBUS)	M26/433	BMG	100%	
	M26/534	BMG	100%	
KALPINI	L27/88	BMG	100%	
	M27/485	BMG	100%	
KANOWNA	P26/4064	BMG	100%	
BELLE	P26/4065	BMG	100%	
(NIMBUS)	P26/4156	BMG	100%	

TENEMENT SCHEDULE

AS AT 1 SEPTEMBER 2021 (CONTINUED)

Project	Tenement	Registered Holders	Equity	Notes
KANOWNA	P27/2379	BMG	100%	
BELLE	P27/2380	BMG	100%	
(NIMBUS)	P27/2381	BMG	100%	
	P27/2382	BMG	100%	
	P26/4535	BMG	100%	
LAKEWOOD	E26/209	BMG	100%	
	P26/4316	BMG	100%	
	P26/4317	BMG	100%	
	P26/4319	BMG	100%	
	P26/4320	BMG	100%	
	P26/4321	BMG	100%	
	P26/4322	BMG	100%	
	P26/4323	BMG	100%	
	P26/4324	BMG	100%	
	P26/4325	BMG	100%	
	P26/4326	BMG	100%	
	P26/4327	BMG	100%	
	P26/4328	BMG	100%	
	P26/4329	BMG	100%	
	P26/4330	BMG	100%	
	P26/4332	BMG	100%	
	P26/4333	BMG	100%	
	P26/4334	BMG	100%	
	P26/4335	BMG	100%	
	P26/4336	BMG	100%	
	P26/4337	BMG	100%	
	P26/4338	BMG	100%	
	P26/4339	BMG	100%	
	P26/4340	BMG	100%	
	P26/4341	BMG	100%	
	P26/4342	BMG	100%	
	P26/4343	BMG	100%	
	P26/4344	BMG	100%	
	P26/4345	BMG	100%	
	P26/4350	BMG	100%	
	PLA26/4360	BMG	100%	
	PLA26/4361	BMG	100%	
	PLA26/4362	BMG	100%	
	PLA26/4363	BMG	100%	
	PLA26/4364	BMG	100%	
	PLA26/4365	BMG	100%	
	PLA26/4366	BMG	100%	
	PLA26/4367	BMG	100%	
	PLA26/4368	BMG	100%	
	PLA26/4369	BMG	100%	
	PLA26/4370	BMG	100%	

TENEMENT SCHEDULE

AS AT 1 SEPTEMBER 2021 (CONTINUED)

Project	Tenement	Registered Holders	Equity	Notes
PENFOLDS	P26/4127	BMG	100%	
	P26/4129	BMG	100%	
	P26/4132	BMG	100%	
PENNY'S FIND	PLA27/2480	BMG	100%	
ROSEHILL	M15/652	BMG	100%	
	M15/1204	BMG	100%	
	P15/6380	BMG	100%	
WHITE FLAG	E26/168	BMG	100%	
	M26/616	HRZ	100%	2
	P26/3988	HRZ	100%	
	P26/3989	HRZ	100%	
	P26/3990	HRZ	100%	
	P26/4078	BMG	100%	
	P26/4079	BMG	100%	
	P26/4080	BMG	100%	
WINDANYA	M24/919	BMG	100%	
	M24/959	BMG	100%	
	P24/4702	BMG	100%	
	P24/4703	BMG	100%	
	P24/4817	BMG	100%	
	P24/4897	BMG	100%	
	P24/5046	BMG	100%	
	P24/5047	BMG	100%	
	P24/5048	BMG	100%	
	P24/5049	BMG	100%	
	P24/5050	BMG	100%	
	P24/5051	BMG	100%	
	P24/5052	BMG	100%	
	P24/5055	BMG	100%	
	P24/5056	BMG	100%	
	P24/5057	BMG	100%	
	P24/5058	BMG	100%	
	P24/5059	BMG	100%	
	P24/5106	BMG	100%	
	P24/5108	BMG	100%	
	P24/5165	BMG	100%	
	P24/5166	BMG	100%	
	P24/5167	BMG	100%	
	P24/5464	BMG	100%	
YARMANY	E15/1655	BMG	100%	
	E15/1723	BMG	100%	
	E16/470	BMG	100%	
	E16/471	BMG	100%	
	E16/493	BMG	100%	
	E16/494	BMG	100%	
	E16/497	BMG	100%	
	E16/503	BMG	100%	
	E16/506	BMG	100%	
	E16/507	BMG	100%	

TENEMENT SCHEDULE

AS AT 1 SEPTEMBER 2021 (CONTINUED)

Project	Tenement	Registered Holders	Equity	Notes
YARMANY	E16/510	BMG	100%	
	E16/519	BMG	100%	
	E16/521	BMG	100%	
	E16/525	BMG	100%	
	E16/526	BMG	100%	
	P16/3212	BMG	100%	
	P16/3213	BMG	100%	

Project	Tenement	Registered Holders	Equity	Notes
NIMBUS/	E25/511	KOTC	100%	
BOORARA	L25/32	KOTC	100%	
	L25/35	KOTC	100%	
	L25/36	KOTC	100%	
	L26/240	POLY	100%	
	L26/252	KOTC	100%	
	L26/266	POLY	100%	
	L26/270	POLY	100%	
	L26/274	POLY	100%	
	L26/275	KOTC	100%	
	M25/355	KOTC	100%	
	M26/29	POLY	100%	
	M26/161	POLY	100%	
	M26/277	POLY	100%	
	M26/318	POLY	100%	
	M26/490	KOTC	100%	
	M26/598	KOTC	100%	
	P25/2261	KOTC	100%	
	P25/2292	KOTC	100%	
	P25/2322	KOTC	100%	
	P25/2393	KOTC	100%	
	P25/2394	KOTC	100%	
	P25/2403	KOTC	100%	
	P25/2404	KOTC	100%	
	P25/2405	KOTC	100%	
	P25/2450	KOTC	100%	
	P25/2467	KOTC	100%	
	P25/2468	KOTC	100%	
	P25/2469	KOTC	100%	
	P25/2470	KOTC	100%	
	P25/2471	KOTC	100%	
	P25/2472	KOTC	100%	
	P25/2473	KOTC	100%	
	P25/2474	KOTC	100%	
	P25/2475	KOTC	100%	
	P25/2526	KOTC	100%	
	P25/2545	KOTC	100%	
	P25/2546			
	P25/2547	KOTC	100%	
	P27/2548	KOTC	100%	

TENEMENT SCHEDULE

AS AT 1 SEPTEMBER 2021 (CONTINUED)

Project	Tenement	Registered Holders	Equity	Notes
NIMBUS/	P27/2549	KOTC	100%	
BOORARA	P27/2550	KOTC	100%	
	P25/2551	KOTC	100%	
	P25/2552	KOTC	100%	
	P25/2643	KOTC	100%	
	P25/2644	KOTC	100%	
	P25/2645	KOTC	100%	
	P25/2646	KOTC	100%	
	P25/2647	KOTC	100%	
	P26/4020	KOTC	100%	
	P26/4035	POLY	100%	
	P26/4036	POLY	100%	
	P26/4053	KOTC	100%	
	P26/4054	KOTC	100%	
	P26/4055	KOTC	100%	
	P26/4199	KOTC	100%	
	P26/4200	KOTC	100%	
	P26/4201	KOTC	100%	
	P26/4202	KOTC	100%	
	P26/4203	KOTC	100%	
	P26/4204	KOTC	100%	
	P26/4205	KOTC	100%	
	P26/4206	KOTC	100%	
	P26/4207	KOTC	100%	
	P26/4208	KOTC	100%	
	P26/4297	KOTC	100%	
	P26/4298	KOTC	100%	
	P26/4299	KOTC	100%	
	P26/4300	KOTC	100%	
	P26/4301	KOTC	100%	
	P26/4302	KOTC	100%	
	P26/4381	KOTC	100%	
	P26/4382	KOTC	100%	
	P26/4383	KOTC	100%	
	P26/4384	KOTC	100%	
	P26/4385	KOTC	100%	
	P26/4386	KOTC	100%	
	P26/4405	KOTC	100%	
	P26/4431	KOTC	100%	
	PLA26/4432	KOTC	100%	
	P26/4467	KOTC	100%	
	P26/4468	KOTC	100%	
	P26/4478	KOTC	100%	
	P26/4479	KOTC	100%	
	P26/4505	KOTC	100%	
	P26/4509	KOTC	100%	
	P26/4510	KOTC	100%	

TENEMENT SCHEDULE

AS AT 1 SEPTEMBER 2021 (CONTINUED)

Project	Tenement	Registered Holders	Equity	Notes
NIMBUS/BOORARA	P26/4511	KOTC	100%	
	P26/4512	KOTC	100%	
	P26/4513	KOTC	100%	
	P26/4514	KOTC	100%	
	P26/4515	KOTC	100%	
	P26/4516	KOTC	100%	
	P26/4517	KOTC	100%	
	P26/4518	KOTC	100%	
	P26/4582	KOTC	100%	
	P27/2265	KOTC	100%	
	P27/2266	KOTC	100%	
	P27/2267	KOTC	100%	
	P27/2268	KOTC	100%	
	P27/2269	KOTC	100%	
	P27/2270	KOTC	100%	
	P27/2271	KOTC	100%	
	P27/2772	KOTC	100%	
	P27/2273	KOTC	100%	
	P27/2274	KOTC	100%	
	P27/2275	KOTC	100%	
	P27/2276	KOTC	100%	
	P27/2387	KOTC	100%	
	P27/2388	KOTC	100%	
	P27/2389	KOTC	100%	
	P27/2408	KOTC	100%	
	P27/2429	KOTC	100%	
	P27/2431	KOTC	100%	
	P27/2432	KOTC	100%	
	P27/2433	KOTC	100%	
	P27/2434	KOTC	100%	
	P27/2435	KOTC	100%	
	P27/2436	KOTC	100%	
	P27/2437	KOTC	100%	
	P27/2438	KOTC	100%	
	P27/2446	KOTC	100%	
	P27/2447	KOTC	100%	
	P27/2448	KOTC	100%	
	P27/2449	KOTC	100%	
	P27/2466	KOTC	100%	
	P27/2467	KOTC	100%	

TENEMENT SCHEDULE

AS AT 1 SEPTEMBER 2021 (CONTINUED)

Project	Tenement	Registered Holders	Equity	Notes
Joint Ventures				
Yarmany JV	E16/492	BMG	100%	3
Gold Tiger	E16/499	BMG	100%	3
Penny's Find JV	M27/156	BMG/ORM	BMG 50% / ORM 50%	4
	L27/90	BMG/ORM	BMG 50% / ORM 50%	4
	L27/91	BMG/ORM	BMG 50% / ORM 50%	4
	L27/92	BMG/ORM	BMG 50% / ORM 50%	4
	L27/93	BMG/ORM	BMG 50% / ORM 50%	4
	G27/1	BMG/ORM	BMG 50% / ORM 50%	4
Richmond JV	EPM25163	HRZ/RVT	HRZ 75% / RVT 25%	5
	EPM25164	HRZ/RVT	HRZ 75% / RVT 25%	5
	EPM25258	HRZ/RVT	HRZ 75% / RVT 25%	5
	EPM26425	HRZ/RVT	HRZ 75% / RVT 25%	5
	EPM26426	HRZ/RVT	HRZ 75% / RVT 25%	5

Abbreviations

BMG	Black Mountain Gold Ltd	**ORM**	Orminex Ltd
HRZ	Horizon Minerals Limited	**POLY**	Polymetals (WA) Pty Ltd
KOTC	Kalgoorlie Ore Treatment Company Pty Ltd	**RVT**	Richmond Vanadium Technology Pty Ltd (formerly AXF Vanadium Pty Ltd)

Notes

(1) During May 2021, the Company executed a binding Tenement Sale Agreement with private gold mining company Aurenne Group Holdings Pty Ltd for the acquisition of 100% interest in the Bulong South, Glandore and Cowarna gold projects in the Western Australian goldfields. Registrations of the transfers of the tenements is to occur at the Department of Mines, Industry Regulation and Safety.

(2) Royalty of $1 per tonne of ore mined and treated from M26/616 is payable to Pamela Jean Buchhorn.

(3) An earn-in JV whereby Gold Tiger Resources (Australia) Limited can earn 90% over 4 stages (4 years) by spending A$300,000 and paying Horizon $120,000 non-refundable cash amounts.

(4) A development JV whereby Horizon Minerals purchased 50% interest from Orminex Ltd, Horizon to fund first $1M in pre-development expenditure with the joint venture partners funding the project on a 50:50 basis thereafter.

(5) An earn-in JV whereby Richmond Vanadium Technology (RVT) can earn 25% of the project area by spending A$1M within a 1 year period and maintaining the project in good standing which was completed in February 2018. Further expenditure of $5 million by RVT to solely contribute on the projects to earn a further 50% over a 3 year period ending approximately July 2021.

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