AMANI GOLD
LIMITED

(ABN 14 113 517 203)

ANNUAL REPORT
2022

Directors	Klaus Eckhof Burt Li John Smyth Peter Huljich
CEO	Conrad Karageorge
Company Secretary	James Bahen
Registered Office	Suite 1, 295 Rokeby Road Subiaco, WA, Australia 6108
Telephone:	+61 1300 258 985
Auditors	BDO Audit (SA) Pty Ltd BDO Centre Level 7, 420 King William Street Adelaide SA 5000
Share Registry	Advanced Share Registry Limited 110 Stirling Highway Nedlands Western Australia 6009 Telephone: +61 8 9389 8033 Facsimile: +61 8 9262 3723
Website:	www.amanigold.com

Securities trade on the Australian Securities Exchange – ANL

Dear Shareholders,

I am pleased to present the 2022 Annual Report for Amani Gold Limited (ASX: ANL).

This year has seen your Company focus on growing the resources at our flagship Giro Gold Project in the Democratic Republic of Congo.

Amani have completed a 3,500m diamond drill program at Kebigada which has successfully confirmed the broad and consistent minralized zones within the Kebigada ore body. Some standout drill results include 305.08m@1.18g/t Au from surface, 59.99m@2.35g/t Au from, and 468m@0.43g/t Au from surface. The Company is also in the process of conducting an RC drilling campaign to further extend the global resource of the Giro Gold Project.

The Giro Gold Project global resource for Kebigada and Douze Match deposits stands at 4.4Moz contained gold; with a total Indicated and Inferred Mineral Resource Estimate of 132Mt @ 1.04g/t Au, for 4.4Moz gold (0.5g/t Au cut-off grade).

We believe we have a major gold deposit here at Giro and I look forward to more exploration successes at Giro Project this year.

I take this opportunity to thank all our staff and contractors for their dedicated work in substantially advancing our gold projects this year.

The Company takes this opportunity to acknowledged the ongoing support of our long term shareholders and welcomes new shareholders that have invested in Amani over the past year.

Klaus Eckhof
Chairman

REVIEW OF OPERATIONS

Giro Gold Project

About Giro Gold Project

The Giro Gold Project comprises of two exploration permits covering a surface area of 497km² and lies within the Kilo-Moto Belt of the DRC, a significantly under-explored greenstone belt which hosts the Barrick Gold 17 million-ounce Kibali group of deposits located within 35km of Giro. The nearby Kibali Gold Project produces more than 600,000oz gold per annum.

The Giro Gold Project area is underlain by highly prospective volcano-sedimentary lithologies in a similar structural and lithological setting as the Kibali gold deposits. Both primary and alluvial gold was mined from two main areas, the Giro and Tora areas, during Belgian rule and today. The Giro Gold Project global resource for Kebigada and Douze Match deposits exceeds 4.4Moz contained gold; with a total Indicated and Inferred Mineral Resource Estimate of 132Mt @ 1.04g/t Au, for 4.4Moz gold (0.5g/t Au cut-off grade).

The Kebigada resource followed diamond core drilling results which successfully targeted deeper high-grade sulphide associated gold mineralisation within the central core of the Kebigada deposit. Drillholes GRDD034 and GRDD035 are 240m apart and both outlined high-grade gold mineralisation deeper than previously intersected at the Kebigada deposit. These gold assay results and the current Kebigada MRE indicate the potential for the Kebigada deposit to substantially grow via targeted deeper drilling along the entire strike of the orebody.

Amani Gold undertook a 3,500m diamond drill campaign at the Kebigada deposit. The company completed diamond drilling at the deposit on 30 August 2022. Drilling was intended to target high grade gold mineralization within the existing resource area and depth extensions of the Kebigada central and eastern ore bodies.

Results from the drill program were very encouraging with broad zones of mineralisation confirmed within the resources as well as shallow high grade mineralization.

Preparation were also made for RC drilling at high grade regional prospects within the Giro Project area. RC drilling commenced on 4 September 2022 following delays due to supply chain issues.

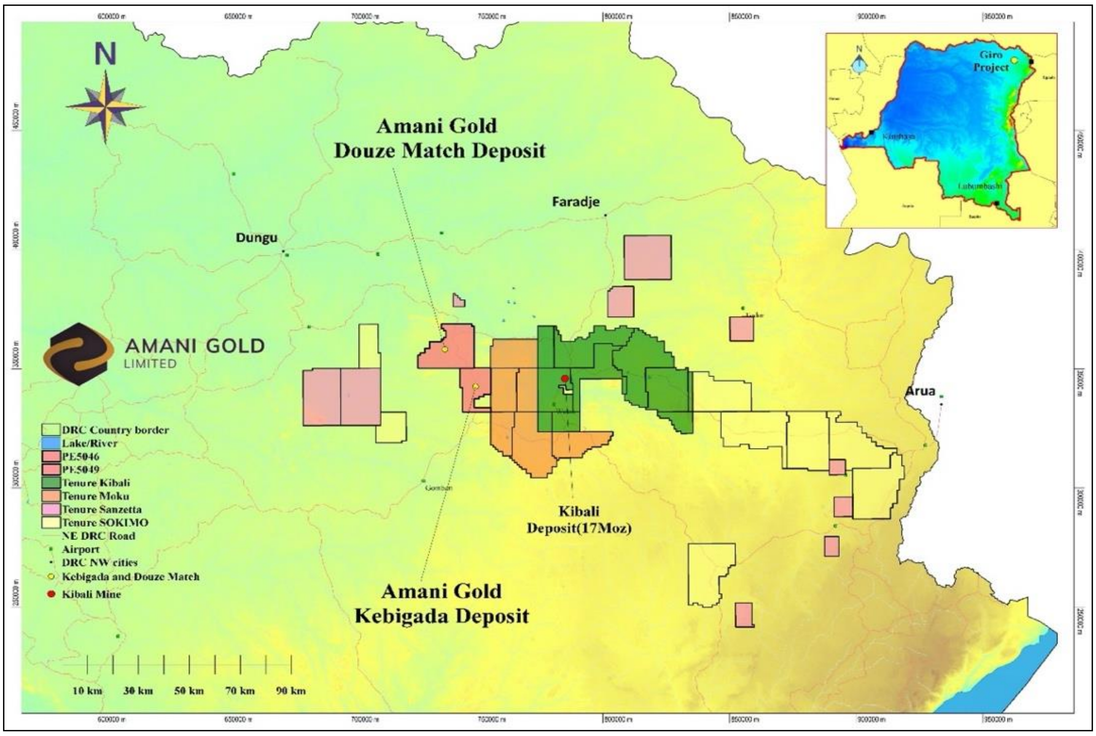

Figure 1 - *Map of Haute Uele Province of the Democratic Republic of Congo, showing the location of the Kebigada and Douze Match gold deposits and tenement, Giro Gold Project.*

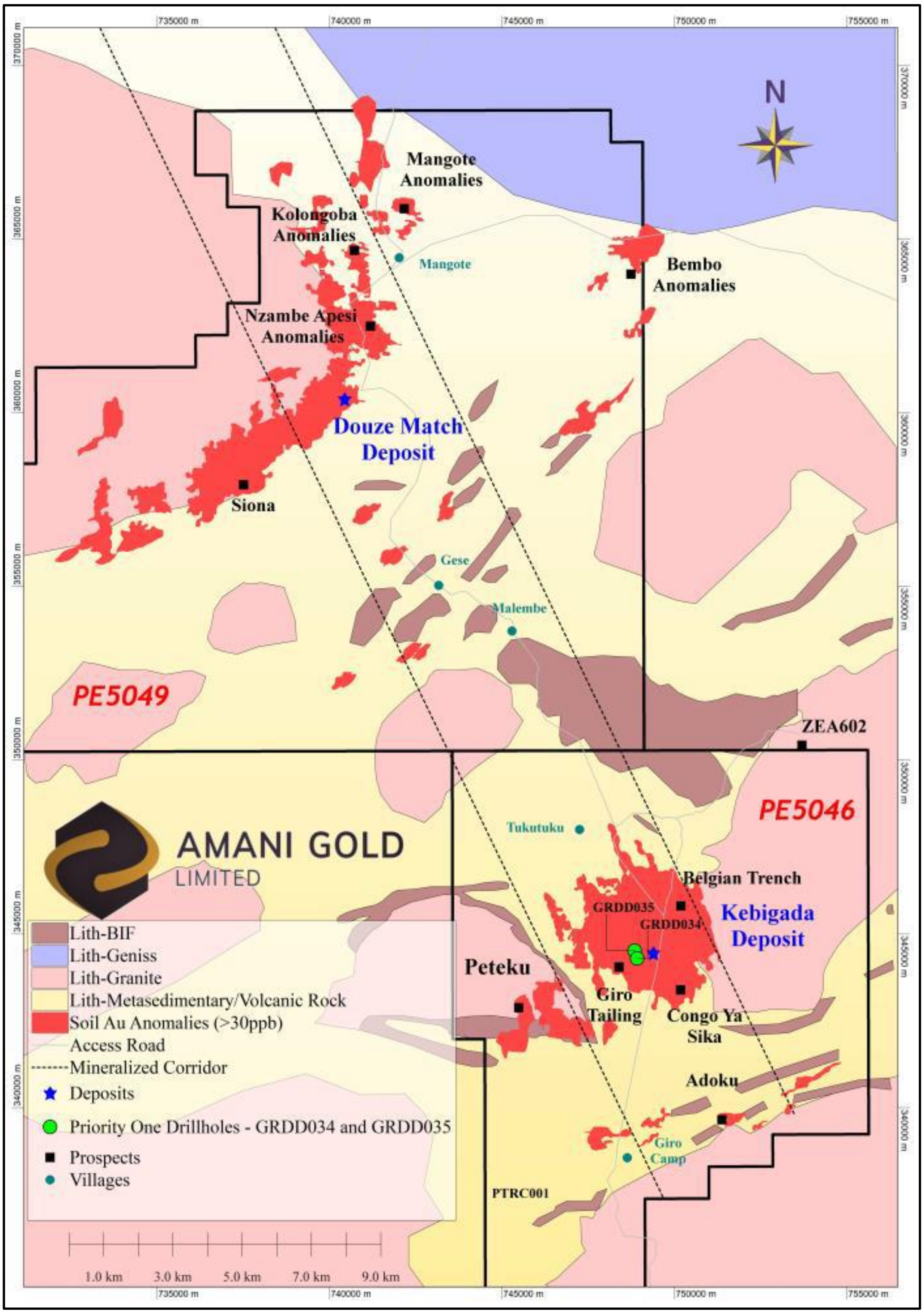

Figure 2 - *Map of Giro Gold Project, showing Kebigada and Douze Match deposits, tenement, surface geology, prospect locations and diamond core drillholes GRDD034 and GRDD035 (Green).*

TABLE 1 - GIRO GOLD PROJECT GLOBAL MRE AT 0.5 G/T AU CUT-OFF GRADE (H&SC)									
Classification	Kebigada Deposit			Douze Match Deposit			Combined		
	Tonnes (Mt)	Au (g/t)	Au (Moz)	Tonnes (Mt)	Au (g/t)	Au (Moz)	Tonnes (Mt)	Au (g/t)	Au (Moz)
Indicated	**69**	**1.09**	**2.4**	**2.2**	**1.2**	**0.09**	**71**	**1.10**	**2.5**
Inferred	**54**	**0.95**	**1.7**	**5.8**	**1.2**	**0.23**	**60**	**0.98**	**1.9**
Total	**124**	**1.03**	**4.1**	**8.1**	**1.2**	**0.32**	**132**	**1.04**	**4.4**

(significant figures do not imply precision and rounding may occur in totals)

TABLE 2 - GRADE TONNAGE DATA FOR KEBIGADA MRE (H&SC)			
Cut-off (Au g/t)	Tonnes (Mt)	Au (g/t)	Au (Moz)
0.0	429.6	0.45	**6.19**
0.3	205.8	0.78	**5.13**
0.4	158.8	0.90	**4.61**
0.5	**123.7**	**1.03**	**4.10**
0.6	**98.2**	**1.16**	**3.65**
0.7	78.4	1.29	**3.24**
0.8	62.8	1.42	**2.86**
0.9	50.5	1.56	**2.53**
1.0	41.0	1.70	**2.24**
1.2	27.9	1.98	**1.78**
1.3	23.4	2.12	**1.60**
1.5	17.0	2.40	**1.31**
2.0	**8.7**	**3.04**	**0.85**

(significant figures do not imply precision)

Diamond Drill Program

The Company commenced it's diamond drill program on 16 December 2021. The program is testing the continuity of identified mineralization along strike of the COB confirmed in previously drilled diamond holes. Drilling is also testing depth extensions of broad mineralized zones within the EOB that were outlined in previous RC drilling completed in 2017.

Drilling was completed subsequent to the end of the reporting period on 30 August 2022. Assay results are still pending for the final two diamond holes.

TABLE 1 - DRILLHOLE SUMMARY							
Hole ID	Easting	Northing	Elevation (m)	End-of-Hole (m)	Azimuth	Dip	Line
GRDD036	748971	344313	852.04	551.16	043°	-55°	725N
GRDD037	749061	344258	859	513.50	043°	-55°	650N
GRDD038	749026	344396	860	313.50	043°	-55°	750N
GRDD039	749093	344042	856	454.50	043°	-55°	450N
GRDD040	748919	344714	862	400.80	043°	-55°	1050N
GRDD041	748899	344628	863	468.00	043°	-55°	1000N

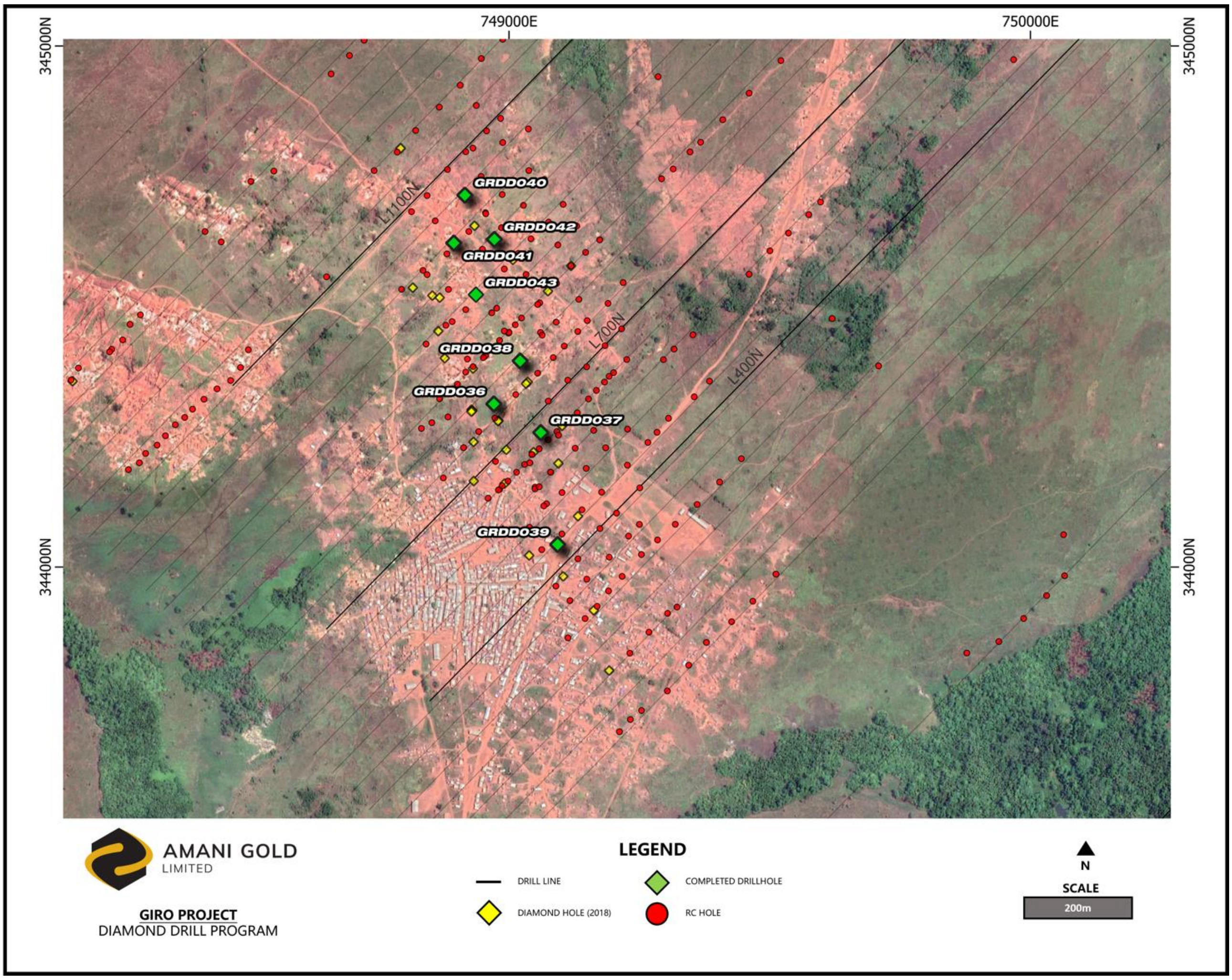

TABLE 2 - SIGNIFICANT INTERCEPTS[1]

Hole ID	From (m)	To (m)	Interval (m)	Gold Grade (g/t)
GRDD036	0	302.05	302.05	1.18
GRDD036	13.6	22	8.4	14.35
Including	14.5	16	1.5	75.85
GRDD036	75.08	82	6.92	2.8
Including	80.93	82	1.07	14.60
GRDD036	139.73	149	9.27	5.71
Including	139.73	144	4.27	11.8
	142.10	143.13	1.03	22.80
GRDD037	0.00	201.00	201.00	0.97
Including	82.20	103.05	20.85	2.05
	125.00	166.00	41.00	1.30
GRDD037	309.00	334.06	25.06	0.64
GRDD037	510.80	513.50	2.70	2.16
GRDD038	0.00	60.00	60.00	1.28
Including	30.00	36.00	6.00	1.74
	40.50	47.00	6.50	2.76
GRDD038	78.00	87.00	9.00	0.99
GRDD038	103.05	134.60	31.55	0.94
GRDD038	154.00	184.03	30.03	1.21
GRDD038	253.00	264.00	11.00	0.97
GRDD038	283.90	293.00	9.10	1.14
GRDD039	69.50	80.00	10.50	1.17
GRDD039	98.86	158.85	59.99	2.35
including	103.88	107.28	3.40	8.85
	142.23	155.85	13.62	3.20
GRDD039	222.00	239.53	17.53	1.22
GRDD039	378.68	379.86	1.18	1.22
GRDD040	0	400.80	400.80	0.57
Including	0	15	15	0.72
	220.01	315.90	95.88	1.24
	330.30	363.12	32.82	0.69
GRDD041	0	468	468	0.43
Including	0	24	24	0.77
	148.97	179.08	30.11	0.53
	279.92	352.04	72.12	0.74

RC Drill Program

In 20 December 2021 the Company announced plans for a 5,860m RC drilling campaign at Giro Project Satellite deposits Congo Ya Sika and Kebigada South-East (See ASX Announcement "*Project and Operations Update*" dated 20 December 2021)

The goal of the program will be to define high grade satellite prospects within the Giro Project region with the possibility to increase the grade and size of the current Giro Project gold resource.

Congo Ya Sika Drill Program

The prospect is located approximately 1km south east of the current resource area and comprises of high grade parallel subvertical narrow quartz vein sets in yellowish brown to purple saprolite. High grade gold mineralisation was found at the prospect during shallow rapid RC drilling completed in 2018:

- **GRRC250:** 6m @ 5.80g/t Au from 6m including 3m @ 10.9g/t Au from 9m
- **GRRC254:** 14m @ 5.12g/t Au from 37m including 4m @ 16.15g/t Au from 37m
- **GRRC297:** 3m @ 42.11g/t Au from 10m including 2m @ 62.65g/t Au from 10m

See ASX Announcements "*Significant RC Drill Results at Douze Match and RC scout drilling at Satellite targets around Kebigada, Giro Gold Project*" dated 2 January 2018 and "*Giro Gold Project – High Grade Gold Assay Results from Kebigada Satellite Targets and Douze Match Prospects*" dated 19 February 2018.

Kebigada South-East Drill Program

The RC drill program at the Kebigada South-East Prospect will be targeting geophysical and geochemical anomalies in the area. Previous IP surveys have outlined an anomaly area with a high chargeability and low resistivity. Soil sampling has also revealed an in situ gold anomaly of >200ppb. The drill program will be targeting high grade mineralisation on this untested anomaly. Drilling will involve 23 RC holes spaced at 50m intervals along 3 drill fence lines 050S, 150S and 300S (see figure 4).

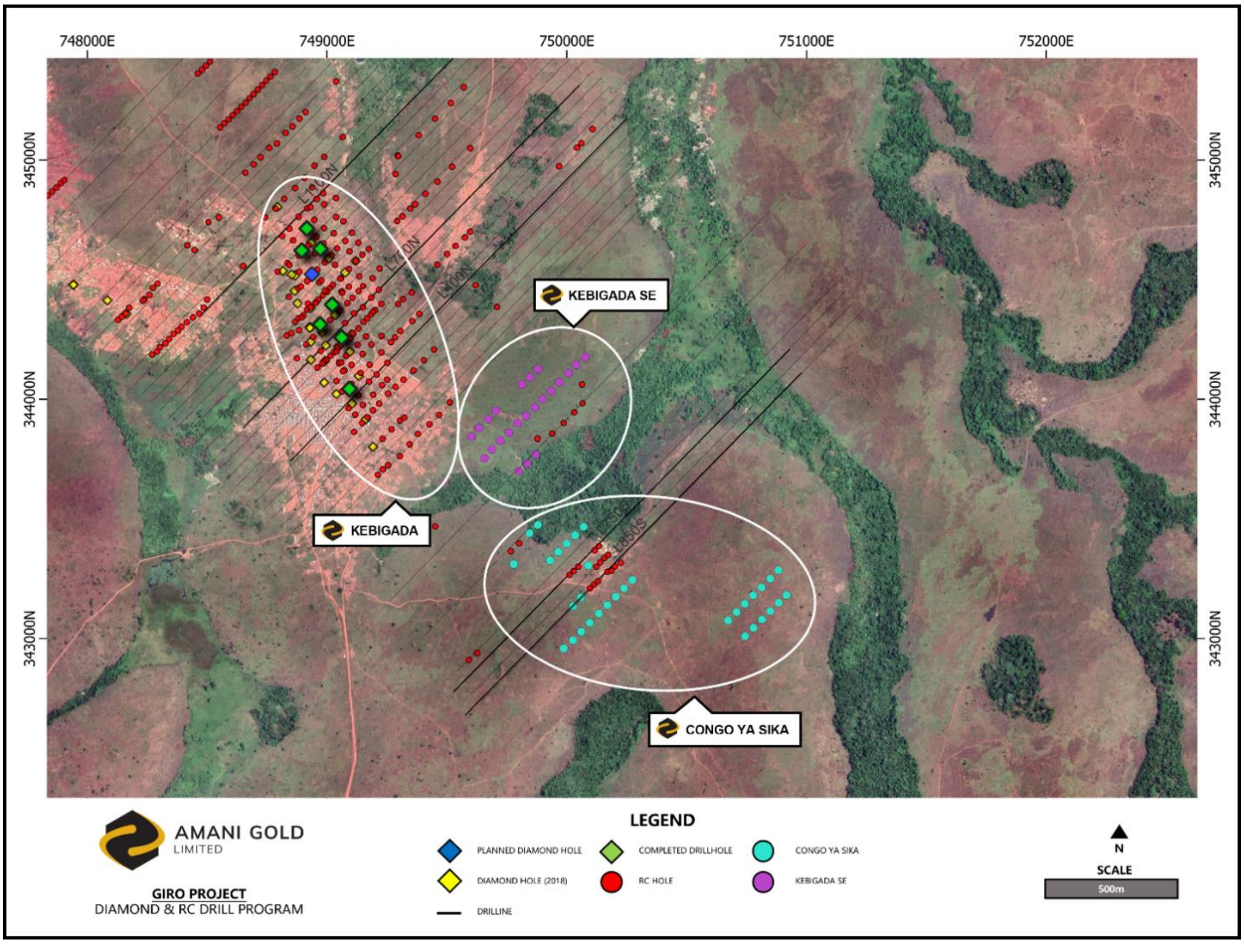

Figure 4 - *Map of proposed RC Drillholes at Congo Ya Sika and Kebigada South-East Satellite Deposits.*

Figure 5 – *Photo of RC Drilling at Kebigada South-East.*

Corporate

Capital Raise

In September 2021 the Company undertook a private placement to raise $5,250,000 before costs from sophisticated and professional investors through the issue of 5,250,000,000 shares at an issue price of $0.001 per share. Each participant in the Placement was offered a 1:1 free attaching listed option (ANLOA) (Option), each exercisable at $0.0015 and expiring on 15 January 2024.

The Placement was completed in two tranches. Tranche 1 comprised of 1,800,000,000 shares and were issued using the Company's existing placement capacity under ASX Listing Rule 7.1. Tranche 2 of the Placement comprised of 3,450,000,000 shares and was subject to shareholder approval. The grant of Options pursuant to the Placement was also subject to shareholder approval. Shareholder approval was received at the Company's Annual General Meeting (see ASX Announcement "Results of AGM 2021" dated 16 November 2021).

Funds raised from the Placement will be allocated to development and commercialisation of the Company's Giro Gold Project, providing working capital and to pay for the costs of the Placement (a 6% capital raising fee on gross proceeds raised will be paid to multiple brokers of the Placement). Funds were also be allocated for repayment of a $2.1M convertible note held by Neo Gold Limited (Neo). This convertible Note was repaid on 8 March 2022.

The Company received $6,330,551.04 in funds from the exercise of 4,220,367,360 ANLOA options.

Joint Venture Update

The Company has made the final Goodwill payment of US$897,605 under the Association Agreement between Amani subsidiary Amani Consulting SARL and La Société Minière De Kilo-Moto SA (SOKIMO) dated 3 January 2012 (the Association Agreement).

In addition, Amani has agreed to defer the submission of a feasibility study to SOKIMO under the Association Agreement. The deadline for the submission of the feasibility study has been deferred to 30 June 2023. In consideration for the deferment, SOKIMO will be paid a monthly fee of US$60,000 until the end of the deferment period.

The decision to defer the feasibility study provides the Company with the opportunity to undertake an extensive exploration program to further define and potentially expand the existing resource.

Appointment of CEO

The Company has promoted Amani Chief Operating Officer Conrad Karageorge to the title of Chief Executive Officer. Conrad Karageorge is a corporate adviser and resources executive with experience in precious and base metals projects in Australia and Africa. He has degrees in law and commerce and is a non-executive director of gold explorer Orange Minerals NL (ASX:OMX).

Board Reorganisation

During the reporting year the following changes were made to the Amani board:

On 18 November 2021, Mr Tsang King Sun resigned as a director of Amani Gold Limited.

On 11 March 2022, Mr Simon Cong resigned as a director of Amani Gold.

On 5 April 2022 Mr Burt Li was appointed as a non-executive director of Amani Gold.

Competent Person's Statement

The information in this report that relates to exploration results, mineral resources and ore reserves is based on, and fairly represents information and supporting documentation prepared by Mr Klaus Eckhof, a Competent Person who is a member of the Australasian Institute of Mining and Metallurgy and a member of the Australian Institute of Geoscientists. Mr Eckhof is Executive Chairman of Amani Gold Limited. He has sufficient experience that is relevant to the style of mineralisation and type of deposits under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resource and Ore Reserves". Mr Eckhof consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.

The information in this report that relates to the Giro Gold Project has been previously reported by the Company in compliance with JORC 2012 in various market releases. The Company confirms that it is not aware of any new information or data that materially affects the information included in those earlier market announcements.

Your Directors present their report together with the financial statements of Amani Gold Limited and the entities it controlled at the end of, or during, the year ended 30 June 2022 ("the consolidated entity" or "Group") and the auditor's report thereon.

DIRECTORS

The names and details of the Directors in office during or since the end of the financial year are as follows. Directors were in office for the entire year unless otherwise stated.

Klaus Eckhof [1]
Company's Chairman and Acting Managing Director
Dip. Geol. TU, AusIMM
(appointed Director on 30 January 2019)

[1] With effect from 9 April 2019, Mr Eckhof was appointed as the Company's Chairman.

[2] With effect from 28 August 2020, Mr Eckhof was appointed as Executive Chairman.

[3]With effect from 25 February 2021, Mr Eckhof was appointed as Acting Managing Director

Mr Eckhof is a geologist with more than 25 years experience identifying, exploring and developing mineral deposits around the world.

Mr Eckhof worked for Mount Edon Gold Mines Ltd as Business Development Manager before it was acquired by Canadian mining company, Teck. In 1994, he founded Spinifex Gold Ltd and Lafayette Mining Ltd, both of which successfully delineated gold and base metal deposits. Mr. Eckhof has spent numerous years developing contacts within the DRC with several mining deals being very successfully executed.

In late 2003, Mr Eckhof founded Moto Goldmines, which acquired the Moto Gold Project in the DRC. There Mr Eckhof and his team raised over $100 million and delineated more than 12Moz of gold and delivered a feasibility study within four years from the commencement of exploration. Moto Goldmines was subsequently acquired by Randgold Resources for $488m, who poured first gold in September 2013. The resource now stands at some 22Moz of gold.

Mr Eckhof previously served as Amani's Managing Director and Chief Executive Officer up to 12 August 2014, and as part-time Executive Chairman up to 27 March 2018.

In the last three years, Mr Eckhof has been a director of Okapi Resources Limited (retired 29 November 2019) and of and Lachlan Star Limited (resigned 27 January 2021) and is current a director of Kairos Minerals Limited.

Burt Li
Non-Executive Director
(appointed Director on 5 April 2022)

Mr Li is a senior partner at Dentons and head of the Mining and Resources practice. He advises nearly 100 PRC and foreign mining and resources enterprises on a wide variety of transaction and PRC- Related legal issues including exploration and exploitation of the mineral resources, cross-border investments, merger and acquisition, and onshore or offshore listing.

In the last three years Burt Li has not been, and is currently not, a director of any other ASX listed companies.

Maohuai Cong
Non-Executive Director
(appointed Director on 27 August 2020 and resigned on 11 March 2022)

Mr Cong is currently General Director of Amani Consulting and Director of Shining Mining Limited, which is the Company's largest shareholder. Mr. Cong brings to the Board over 20 years of mining and construction experience in the DRC.

In the last three years Maohuai Cong has not been, and is currently not, a director of any other ASX listed companies.

King Sun Tsang
Non-Executive Director
(appointed Director on 29 January 2020 and resigned on 18 November 2021)

Mr Tsang is a certified public accountant and experienced Company Director. Currently, he is the CFO and Co, Sec of Amber Hill Financial Holdings Limited which is a listed company in HKEX.

Mr Tsang has 10 years of professional experience providing advice to businesses across various industries, with a particular focus on corporate finance and business advisory services. His career has spanned both the professional practice and commercial arenas and he has held executive roles with HKEX listed companies as Executive Director, Chief Financial Officer, and Company Secretary. Those roles aided in the development of a comprehensive understanding of businesses and provided exposure to management and oversight of significant corporate transactions (M&A), acquisitions and divestments, and financing initiatives.

Mr Tsang holds a Juris Doctor Degree and Bachelor degree in Business and Finance from The Chinese University of Hong Kong and Hong Kong Polytechnic University respectively.

In the last three years King Sun Tsang has not been, and is currently not, a director of any other ASX listed companies.

John Campbell Smyth
Non-Executive Director
(appointed Director on 27 May 2021)

Mr Smyth has extensive experience in the investment banking industry in both fund management and capital raising. Former fund manager with Lion Resource Management where he co-managed mining funds – both mutual and specialist portfolios focused on TSX Venture and ASX listed junior resource companies that grew to be among the top performing sector funds at the time and also with Phoenix Gold Fund, a specialty precious metals fund and key investor in many growth companies in the precious metals sector including, most notably Bolnisi Gold, Avoca Resources and Wesdome Gold Mines. He also established Cornerstone Advisors, a corporate finance, market development and asset acquisition consultancy with clients including TNG Ltd., Aquiline Resources, Exeter Resources and Paramount Gold. Mr. Smyth currently manages personal assets, investing in the resources, energy, technology and medical sectors and assists management in asset acquisition and corporate development. Mr. Smyth holds a Finance Degree from the University of Western Australia.

Mr Smyth is also an independent Non-Executive Director of GoldOz Limited (ASX:G79) and Non-Executive Chairman of Orange Minerals NL (ASX:OMX).

Peter Huljich
Non-Executive Director
(appointed Director on 27 May 2021)

Mr Huljich has over 25 years' experience in the legal, natural resources and banking sectors with a particular expertise in capital markets, mining, commodities and African related matters.

He has worked in London for several prestigious investment banks, including Goldman Sachs, Barclays Capital, Lehman Brothers and Macquarie Bank, with a focus on Commodities and Equity and Debt Capital markets. He has extensive on-the-ground African mining, oil & gas and infrastructure experience as the Senior Negotiator and Advisor for Power, Mining and Infrastructure at Industrial Promotion Services, the global infrastructure development arm of the Aga Khan Fund for Economic Development (AKFED) whilst resident in Nairobi, Kenya.

Peter holds a Bachelor of Commerce and a Bachelor of Laws from the University of Western Australia and is a Graduate of the Securities Institute of Australia, with national prizes in Applied Valuation and Financial Analysis. He is also a graduate of the Australian Institute of Company Directors' course.

Peter is also an independent Non-Executive Director of ASX listed, and, Kogi Iron Limited (ASX:KFE). Formerly a director of AVZ Minerals Limited (ASX: AVZ) (Resigned: 3 August 2022)

COMPANY SECRETARY

James Bahen (appointed 27 May 2021)

Mr Bahen was appointed as Company Secretary of Amani Gold Limited on 27 May 2021. Mr Bahen is a member of the Governance Institute of Australia and holds a Graduate Diploma of Applied Finance and a Bachelor of Commerce degree majoring in accounting and finance.

CORPORATE STRUCTURE

Amani Gold Limited is a limited liability company that is incorporated and domiciled in Australia. During the financial year, it had the following subsidiaries:

- Amani Consulting sarl
- Giro Goldfields sarl
- Amani Minerals (HK) Limited
- Congold sasu
- Amago Trading Tanzania Limited
- Burey Resources Pty Limited

PRINCIPAL ACTIVITIES

The principal activity of the consolidated entity during the course of the year was acquiring and exploring mineral interests, prospective for precious metals and energy in DRC.

RESULTS AND DIVIDENDS

The consolidated loss after tax for the year ended 30 June 2022 was $4,746,157 (30 June 2021: $4,188,210). No dividends were paid during the year and the Directors do not recommend payment of a dividend.

EARNINGS PER SHARE

Basic loss per share for the year was 0.024 cents (30 June 2021: 0.044 cents)

REVIEW OF OPERATIONS / OPERATING AND FINANCIAL REVIEW

The Group is engaged in mineral exploration in the Democratic Republic of Congo ("DRC") and gold trading in Tanzania.

A review of the Group's operations, including information on exploration activity and gold trading and results thereof, financial position, strategies and projects of the consolidated entity during the year ended 30 June 2022 is provided in this Financial Report and, in particular, in the "Review of Operations" section immediately preceding this Directors' Report. The Group's financial position, financial performance and use of funds information for the financial year is provided in the financial statements that follow this Directors' Report.

The Group is primarily an exploration entity, although gold trading in Tanzania contributed in a minor way to operating revenue during the year. Gold trading was curtailed in early 2020 due travel restrictions caused by Covid-19. The Directors' consider the Group's performance to be primarily based on the success of exploration activity, acquisition of additional prospective mineral interests and, in general, the value added to the Group's mineral portfolio during the course of the financial year. The gold trading business ceased operations and is currently in the process of being disposed.

Whilst performance can be gauged by reference to market capitalisation, that measure is also subject to numerous external factors. These external factors can be specific to the Group, generic to the mining industry and generic to the stock market as a whole and the Board and management would only be able to control a small number of these factors.

The Group's business strategy for the financial year ahead and, in the foreseeable future, is to continue exploration activity on the Group's existing mineral project, identify and assess new mineral project opportunities in the DRC and review development strategies where individual projects have reached a stage that allows for such an assessment.

Due to the inherent risky nature of the Group's activities, the Directors are unable to comment on the likely results or success of these strategies. The Group's activities are also subject to numerous risks, mostly outside the Board's and management's control. These risks can be specific to the Group, generic to the mining industry and generic to the stock market as a whole. The key risks, expressed in summary form, affecting the Group and its future performance include but are not limited to:

- Geological and technical risk posed to exploration and commercial exploitation success;
- Sovereign risk, change in government policy, change in mining and fiscal legislation;
- Prevention of access by reason of political or civil unrest, disease, outbreak of hostilities, inability to obtain regulatory or landowner consents or approvals, or native title issues;
- force majeure events;
- change in metal market conditions;
- mineral title tenure and renewal risks; and
- capital requirement and lack of future funding.

Amago Trading Limited sources gold from local artisanal miners from the Geita region of Tanzania. The gold trading activities were ceased in March 2020 when Covid-19 made it difficult for staff to travel and source gold in the Geita region. The gold trading business ceased operations and is currently in the process of being disposed.

This is not an exhaustive list of risks faced by the Group or an investment in it. There are other risks generic to the stock market and the world economy as a whole and other risks generic to the mining industry, all of which can impact on the Group.

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

In the opinion of the Directors, significant changes in the state of affairs of the Group that occurred during the year ended 30 June 2022 were as follows:

- On 10 September 2021 the Company undertook a private placement to raise $5,250,000 before costs from sophisticated and professional investors through the issue of 5,250,000,000 shares at an issue price of $0.001 per share. Each participant in the Placement was offered a 1:1 free attaching listed option (ANLOA) (Option), each exercisable at $0.0015 and expiring on 15 January 2024.
- On 16 December 2021 the Company commenced a 3,500m diamond drill program at the 4.1Moz Kebigada deposit.
- On 11 March 2022 Mr Maohuai Cong resigned as a Director of Amani Gold Limited.
- On 11 March 2022 Amani Gold repaid the A$2.19M convertible loan held by Neo Gold Limited.
- On 5 April 2022 Mr Burt Li was appointed as a non-executive director of Amani Gold.

EVENTS SUBSEQUENT TO REPORTING DATE

Since the end of the financial year and to the date of this report no matter or circumstance has arisen which has significantly affected, or may significantly affect, the operations of the consolidated entity, the results of those operations or the state of affairs of the consolidated entity in subsequent financial years other than the matters referred to below.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

The Company's objective is to maximise shareholder value through the discovery and delineation of significant mineral deposits. The Directors will also continue to assess additional opportunities within the mineral and energy sectors in Central Africa.

The Directors are unable to comment on the likely results from the Company's planned exploration and pre-development activities due to the speculative nature of such activities.

DIRECTORS' MEETINGS

The number of meetings of the Company's Directors and the number of meetings attended by each Director during the year ended 30 June 2022 are:

	Directors' meetings held during period of office	Directors' meetings attended
Klaus Eckhof	10	10
Tsang King Sun (resigned on 18 November 2021)	4	2
Burt Li (appointed 5 April 2022)	2	2
Maohuai Cong (resigned on 11 March 2022)	8	-
John Smyth	10	10
Peter Huljich	10	10

There were 10 directors' meetings held during the year. However, matters of Board business have also been resolved by circular resolutions of Directors, which are a record of decisions made at a number of informal meetings of the Directors held to control, implement and monitor the Group's activities throughout the period.

At present, the Company does not have any formally constituted committees of the Board. The Directors consider that the Group is not of a size nor are its affairs of such complexity as to justify the formation of special committees.

DIRECTORS' INTERESTS

The interests of each Director in the securities of Amani Gold Limited at the date of this report are as follows:

	Fully Paid Ordinary Shares	**Listed Options**	**Performance Rights (Expiring 11/11/22)**	**Performance Rights (Expiring 25/05/26)**
Klaus Eckhof	1,000,000,000[(2)]	-	137,500,000[(1)]	-
John Smyth	191,847,737	142,500,000	-	200,000,000[(3)]
Peter Huljich	110,800,000	35,000,000	-	200,000,000[(3)]
Burt Li	-	-	-	-

[(1)] Performance rights vest over three equal tranches and convert into shares on a one-for-one basis in the event that the company's shares trade at minimum volume weighted average prices (tranche 1: $0.0075; tranche 2: $0.01; and tranche 3: $0.0125) for 10 consecutive trading days.

[(2)] Performance rights vest over three equal tranches and convert into shares on a one-for-one basis in the event that the company's shares trade at minimum volume weighted average prices (tranche 1: $0.0015; tranche 2: $0.002; and tranche 3: $0.003) for 20 consecutive trading days. These were converted during the year.

[(3)] Performance rights vest over three equal tranches and convert into shares on a one-for-one basis in the event that the company's shares trade at minimum volume weighted average prices (tranche 1: $0.0015; tranche 2: $0.002; and tranche 3: $0.003) for 20 consecutive trading days.

SHARE OPTIONS AND PERFORMANCE RIGHTS

As at the date of this report, the following listed options were on issue.

	Number	Exercise Price	Expiry Date
Listed Options	8,980,182,637	$0.0015	15 Jan 2024

As at the date of this report, the following unlisted options were on issue.

	Number	Exercise Price	Expiry Date
Unlisted Options	12,000,000	$0.0075	15 Jan 2023
	12,000,000	$0.01	15 Jan 2023
	12,000,000	$0.0125	15 Jan 2023

As at the date of this report, the following performance rights were on issue.

	Number	Vesting Price	Expiry Date
Performance Rights	116,666,666	$0.0075	11 November 2022
	116,666,667	$0.01	11 November 2022
	116,666,667	$0.0125	11 November 2022
	400,000,000	$0.002	15 December 2026
	400,000,000	$0.003	15 December 2026

1,200,0000,000 million performance rights were granted during the current year, in which they were issued to Directors and consultants. None vested during the year.

This report outlays the remuneration arrangements in place for the Directors of Amani Gold Limited. The information provided in this remuneration report has been audited as required by section 308(3C) of the *Corporations Act 2001.*

Remuneration Report – Audited

The Directors in office during the period are contained on Page 13 to 15 of this report. Other than the Directors the CEO of Amani Gold Limited was classified as a Key Management Personnel.

Remuneration philosophy

The Board reviews the remuneration packages applicable to the executive Directors, Managing Director and Chief Executive Officer, and non-executive Directors on an annual basis. The broad remuneration policy is to ensure the remuneration package properly reflects the person's duties and responsibilities and level of performance and that remuneration is competitive in attracting, retaining and motivating people of the highest quality. Independent advice on the appropriateness of remuneration packages is obtained, where necessary, although no such independent advice was sought during the financial year.

Remuneration is not linked to past company performance but rather towards generating future shareholder wealth through share price performance. As a minerals explorer, the Company does not generate operating revenues or earnings and company performance, at this stage, can only be judged by exploration success and ultimately shareholder value. Market capitalisation is one measure of shareholder value but this is subject to many external factors over which the Company has no control. Consequently linking remuneration to past performance is difficult to implement and not in the best interests of the Company. Presently, total fixed remuneration for senior executives is determined by reference to market conditions and incentives for our performance are provided by way of options or performance rights over unissued shares. The Directors believe that this best aligns the interests of the shareholders with those of the senior executives.

Remuneration committee

The Company does not have a formally constituted remuneration committee of the Board. The Directors consider that the Group is not of a size nor are its affairs of such complexity as to justify the formation of a Remuneration committee.

The Board assesses the appropriateness of the nature and amount of remuneration of Directors and senior managers on a periodical basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality board and management team.

Remuneration structure

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

Non-executive Directors remuneration

Objective

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

Structure

The Constitution and the ASX Listing Rules specify that the aggregate remuneration of non-executive Directors shall be determined from time to time by a general meeting. An amount not exceeding the amount determined is then divided between the directors as agreed. The present limit of approved aggregate remuneration is $200,000 per year.

The Board aims to reviews the remuneration packages applicable to the non-executive Directors on a regular basis. The Board considers fees paid to non-executive directors of comparable companies when undertaking its review process. The Board determines the level of remuneration to be paid to non-executive Directors as considered appropriate in the circumstances. Non-executive Directors fees are currently $60,000 per annum.

The remuneration of the non-executive Directors for the year ending 30 June 2022 is detailed in Table 2 of this report.

Executive Directors remuneration

Objective

The Company aims to reward Executive Directors with a level of remuneration commensurate with their position and responsibilities within the Company and so as to:

- align the interests of the Executive Directors with those of shareholders;
- link reward with the strategic goals and performance of the Company; and
- ensure total remuneration is competitive by market standards.

Structure

Remuneration consists of the following key elements:

- Fixed remuneration
- Variable remuneration

Fixed remuneration

The level of fixed remuneration is set so as to provide a base level of remuneration which is both appropriate to the position and is competitive in the market. The Board aims to review fixed remuneration annually and the process consists of a review of companywide, business unit and individual performance, relevant comparative remuneration in the market and internal and, where appropriate, external advice on policies and practice.

The fixed component of the Executive Director remuneration for the year ending 30 June 2022 is detailed in Table 2 of this report.

Variable remuneration – Long Term Incentive ('LTI')

Objective

The objective of the LTI plan is to reward executives and senior managers in a manner which aligns this element of remuneration with the creation of shareholder wealth.

As such LTI grants are only made to executives who are able to influence the generation of shareholder wealth and thus have a direct impact on the Group's performance.

The Board is responsible for determining and reviewing compensation arrangements for the Directors and Executive Officers. The Board assesses the appropriateness of the nature and amount of emoluments of such officers on a frequent basis. The Board will engage an independent party to assess whether the performance condition has been met. The outcome will be assessed by the board and approved. Details of the performance rights issued and vested during the year can be located at *Performance Rights Granted as Compensation.*

Structure

LTI grants to executives are delivered in the form of options and performance rights. The issue of options / performance rights as part of the remuneration packages of executive and non-executive directors is an established practice of junior public listed companies and, in the case of the Company, has the benefit of conserving cash whilst properly rewarding each of the directors. Refer to table 2

Remuneration is not linked to past group performance but rather towards generating future shareholder wealth through share price performance. Amani Gold Ltd listed on 14 December 2006 at 20c per share and the share price at 30 June 2022 was 0.1 cents (2021: 0.1 cents). With the exception of the 2017 year, the Company has recorded a loss each financial year to date as it carries out exploration activities on its tenements. No dividends have been paid.

	2022	2021	2020	2019	2018
Net Profit/(loss) attributable to equity holders of the Company	(4,746,154)	($4,188,210)	($3,983,939)	($32,856,510)	($1,562,315)
Dividends paid	-	-	-	-	-
Change in share price	Nil cents	Nil cents	(0.001)cents	(0.005) cents	(0.028) cents

Service agreements

Mr Eckhof is not employed under a formal employment or services agreement with Amani Gold Limited. The arrangement with Mr Eckhof is verbal and provides for a base payment of $240,000 per annum. Both parties may terminate the arrangement at any time by giving 1 months notice.

Mr Karageorge employed under a formal services agreement to act as CEO for Amani Gold Limited. The arrangement with Mr Kargeorge provides for a base payment of $180,000 per annum. Both parties may terminate the arrangement at any time by giving 3 months notice.

Table 2: Director and other Executives Remuneration for the year ended 30 June 2022

Director		**Cash Salary/Fees $**	**Non-Cash Benefits $**	**Termination Benefits $**	**Post Employment Superannuation $**	**EquityValue of Incentive securities $**	**Total $**	**Incentive securities as a Percentage of Remuneration %**
K P Eckhof (i)	**2022**	**240,000**	**-**	**-**	**-**	**875,481**	**1,115,481**	**78%**
Chairman	2021	170,000	-	-	-	268,963	438,963	61%
Chan Sik Lap (ii)	**2022**	-	-	-	-	-	-	-
Managing Director	2021	311,962	52,226	-	28,202	117,167	509,557	23%
G Thomas (iii)	**2022**	-	-	-	-	-	-	-
Executive Director	2021	264,000	-	75,400	31,920	72,000	443,320	16%
Yu Qiuming (iv)	**2022**	-	-	-	-	-	-	-
Executive Director	2021	35,000	-	-	-	208,167	243,167	86%
T Truelove (v)	**2022**	-	-	-	-	-	-	-
Non-executive	2021	33,000	-	-	-	8,667	41,667	21%
K S Tsang (vi)	**2022**	-	-	-	-	-	-	-
Non-executive	2021	36,000	-	-	-	-	36,000	-
Maohuai Cong (vii)	**2022**	-	-	-	-	-	-	-
Non-executive	2021	-	-	-	-	-	-	-
John Smyth (viii)	**2022**	**59,500**	**-**	**-**	**-**	**264,250**	**323,750**	**82%**
Non-executive	2021	3,500	-	-	-	-	3,500	-
Peter Huljich (ix)	**2022**	**59,500**	**-**	**-**	**-**	**264,250**	**323,750**	**82%**
Non-executive	2021	3,500	-	-	-	-	3,500	-
Burt Li (x)	**2022**	-	-	-	-	-	-	-
Non-executive	2021	-	-	-	-	-	-	-
Conrad Karageorge (xi)	**2022**	**155,000**	**-**	**-**	**-**	**264,250**	**422,250**	**63%**
CEO	2021	-	-	-	-	-	-	-
Total	**2022**	**514,000**	**-**	**-**	**-**	**1,668,231**	**2,182,231**	
	2021	856,962	52,226	75,400	60,122	674,964	1,719,674	

(i) Mr Eckhof was appointed as a director on 30 January 2019. During the previous year Mr. Eckhof was issued 1 billion performance rights valued at $695,333. The value of the performance rights (including the performance rights issued in previous year) is recognised over the vesting period and the total charge to the profit or loss account for the reporting period was $875,481 for all performance rights (2021: $268,963).

(ii) Mr Chan resigned on 27 August 2020.

(iii) Mr Thomas resigned on 27 August 2020.

(iv) Mr. Yu was appointed as a director on 11 July 2017. Mr Yu was removed as a Director on 15 October 2020.

(v) Mr Truelove resigned on 27 May 2021.

(vi) On 24 June 2020 Mr Tsang moved to the role of non-executive director. Mr Tsang resigned on 18 November 2021.

(vii) Mr Cong was appointed as a non-executive director on the 27 August 2020. Mr Cong resigned on 11 March 2022.

(viii) Mr Smyth was appointed as a non-executive director on the 27 May 2021. During the year Mr. Smyth was issued 300,000,000 performance rights valued at $505,000. The value of the performance rights (including the performance rights issued in previous year) is recognised over the vesting period and the total charge to the profit or loss account for the reporting period was $264,250 for all performance rights.

(ix) Mr Huljich was appointed as a non-executive director on the 27 May 2021. During the year Mr. Huljich was issued 300,000,000 performance rights valued at $505,000. The value of the performance rights (including the performance rights issued in previous year) is recognised over the vesting period and the total charge to the profit or loss account for the reporting period was $264,250 for all performance rights.

(x) Mr Li. Was appointed as a non-executive director on 5 April 2022.

(xi) Mr Karageorge was appointed as CEO on the 7 December 2021. During the year Mr. Karageorge was issued 300,000,000 performance rights valued at $505,000. The value of the performance rights (including the performance rights issued in previous year) is recognised over the vesting period and the total charge to the profit or loss account for the reporting period was $264,250 for all performance rights.

Performance Rights Granted as Compensation

Details on performance rights that were granted as compensation to each key management person during the year ended 30 June 2022 and details on performance rights that vested during the year ended 30 June 2022 are as follows:

Performance Rights	Number granted	Grant Date	Fair value per right at grant date	Exercise price per right	Vesting price	Expiry date	Maximum total value of grant yet to vest
Vested During the year:							
Klaus Eckhof:							
25/05/24 Rights							
- tranche 1	333,333,333	30/04/2021	$0.00073	-	$0.0015	25/05/24	$243,333
- tranche 2	333,333,333	30/04/2021	$0.00072	-	$0.002	25/05/24	$239,667
- tranche 3	333,333,334	30/04/2021	$0.00064	-	$0.003	25/05/24	$212,333
Issued during the year:							
John Smyth:							
15/12/2026 Rights							
- tranche 1	100,000,000	16/11/2021	$0.00184	-	$0.0015	15/12/26	$184,000
- tranche 2	100,000,000	16/11/2021	$0.00167	-	$0.002	15/12/26	$167,000
- tranche 3	100,000,000	16/11/2021	$0.00154	-	$0.003	15/12/26	$154,000
Peter Huljich:							
15/12/2026 Rights							
- tranche 1	100,000,000	16/11/2021	$0.00184	-	$0.0015	15/12/26	$184,000
- tranche 2	100,000,000	16/11/2021	$0.00167	-	$0.002	15/12/26	$167,000
- tranche 3	100,000,000	16/11/2021	$0.00154	-	$0.003	15/12/26	$154,000
Conrad Karageorge							
15/12/26 Rights							
- tranche 1	100,000,000	16/11/2021	$0.00184	-	$0.0015	15/12/26	$184,000
- tranche 2	100,000,000	16/11/2021	$0.00167	-	$0.002	15/12/26	$167,000
- tranche 3	100,000,000	16/11/2021	$0.00154	-	$0.003	15/12/26	$154,000

Performance rights will vest subject to meeting specific performance conditions. Tranche 1, 2 and 3 performance rights have market vesting conditions being a daily volume weighted average share price at the vesting price outlined in the table above over a minimum of 20 trading days (in the case of the grant date of 16/11/2021 performance rights). Market vesting conditions have not been met and the rights have not been converted into shares.

Each right is converted to one ordinary share upon vesting. The performance rights vest when the vesting conditions are met. No performance rights will vest if the conditions are not satisfied, hence the minimum value of the performance rights yet to vest is nil. The maximum value of the performance rights yet to best has been determined as the amount of the grant date fair value of the performance rights that is yet to be expensed.

The fair values at grant date of performance rights issued during the year were determined using a Barrier model simulation that takes into account the exercise price, the term of the rights, the share price at grant date and expected price volatility of the underlying share, and the risk free interest rate for the term of the rights. The model inputs for performance rights granted in year included:

	Performance rights granted November 21
Grant date	16/12/2021
Expiry date	15/12/2026
Share price at grant	$0.002
Risk free rate	1.43%
Volatility rate	120%

Shareholdings of Key Management Personnel

The numbers of shares in the Company held during the financial period by Directors and other Key Management Personnel, including shares held by entities they control, are set out below:

	Balance at 1 July 2021	Acquired	Other Movements	Balance at 30 June 2022
Directors				
Klaus Eckhof	-	-	1,000,0000,000[3]	1,000,000,000
K S Tsang	-	-	-	-[2]
Maohuai Cong	833,880,368	-	-	833,880,368[2]
John Smyth	91,847,797	-	-	91,847,797
Peter Huljich	10,800,000	-	-	10,800,000
Burt Li	-[1]	-	-	-
Conrad Karageorge	-[1]	-	-	-

[1]Balance represents the shares held at the date of appointment as a director or management.
[2]Balance represents the shares held at the date of resignation as a director or management.
[3]During the year the Company issued Klaus Eckof 1,000,000,000 performance right as part of the performance condition being met.

Options of Key Management Personnel

The numbers of Unlisted and Listed options in the Company held during the financial period by Directors and other Key Management Personnel, including shares held by entities they control, are set out below:

	Balance at 1 July 2021	Acquired	Other Movements	Balance at 30 June 2022
Directors				
Klaus Eckhof	-	-	-	-
K S Tsang	-	-	-	-[2]
Maohuai Cong	-	-	-	-[2]
John Smyth	142,500,000	-	-	142,500,000
Peter Huljich	35,000,000	-	-	35,000,000
Burt Li[1]	-	-	-	-
Conrad Karageorge[1]	-	-	-	-

[1]Balance represents the options held at the date of appointment as a director or management.
[2]Balance represents the options held at the date of resignation as a director or management.

Performance Rights of Key Management Personnel

The numbers of performance rights in the Company held during the financial period by Directors and other Key Management Personnel, including those held by entities they control, are set out below:

	Balance at 1 July 2021	Received as Remuneration	Exercised / Vested	Expired	Balance at 30 June 2022
Directors					
Klaus Eckhof	1,377,500,000	-	(1,000,000,000)[3]	(240,000,000)	137,500,000
K S Tsang	-	-	-	-	-[2]
Maohuai Cong	-	-	-	-	-[2]
John Smyth	-	300,000,000	-	-	300,000,000
Peter Huljich	-	300,000,000	-	-	300,000,000
Burt Li	-[1]	-	-	-	-
Conrad Karageorge	-[1]	300,000,000	-	-	300,000,000

[1]Balance represents the performance rights held at the date of appointment as a director or key management personnel.
[2]Balance represents the performance rights held at the date of resignation as a director or key management personnel.
[3]During the year the performance rights had been converted to ordinary shares as part of the performance condition being met.

Loans to key management personnel and their related parties

There were no loans outstanding at the reporting date to key management personnel and their related parties.

Use of Remuneration Consultants

The Company did not use any remuneration consultants during the period.

Voting at the group's 2021 Annual General Meeting

The 2021 Remuneration Report tabled at the 2021 Annual General Meeting received a "yes" vote of 99.96%.

End of Audited Remuneration Report

INDEMNIFICATION AND INSURANCE OF OFFICERS AND AUDITORS

The Company's Constitution requires it to indemnify directors and officers of any entity within the consolidated entity against liabilities incurred to third parties and against costs and expenses incurred in defending civil or criminal proceedings, except in certain circumstances. An indemnity is also provided to the Company's auditors under the terms of their engagement. Directors and officers of the consolidated entity have been insured against all liabilities and expenses arising as a result of work performed in their respective capacities, to the extent permitted by law. The insurance premium, amounting to $22,850 (2021 - $18,071) relates to:

- costs and expenses incurred by the relevant officers in defending proceedings, whether civil or criminal and whatever the outcome;
- other liabilities that may arise from their position, with the exception of conduct involving a wilful breach of duty or improper use of information or position to gain a personal advantage.'

ENVIRONMENTAL REGULATIONS

The consolidated entity's exploration activities in the Democratic Republic of Congo during the year were subject to environmental laws, regulations and permit conditions in that jurisdiction. There have been no known breaches of environmental laws or permit conditions while conducting operations in the Democratic Republic of Congo during the year.

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 2021 to 30 June 2022 the Directors have assessed that there are no current reporting requirements, but may be required to do so in the future.

NON-AUDIT SERVICES

The Company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Company and/or consolidated entity is important. During the year ended 30 June 2022 BDO (WA) Pty ltd provided $2,200 (2021: Nil) in non-audit related services. Refer to Note 4 in the financial statements for further details. The directors are satisfied that the provision of non-audit services by the auditor did not compromise the auditor independence requirements of the *Corporations Act.*

AUDITOR'S INDEPENDENCE DECLARATION

The auditor, BDO Audit (SA) Pty Ltd, has provided the Board of Directors with an independence declaration in accordance with section 307C of the *Corporations Act 2001*.

The independence declaration is located on the next page.

Signed in accordance with a resolution of Directors.

Klaus Eckhof
Executive Chairman
30th September 2022

Tel: +61 8 7324 6000
Fax: +61 8 7324 6111
www.bdo.com.au

BDO Centre
Level 7, 420 King William Street
Adelaide SA 5000
GPO Box 2018 Adelaide SA 5001
Australia

DECLARATION OF INDEPENDENCE
BY ANDREW TICKLE
TO THE DIRECTORS OF AMANI GOLD LIMITED

As lead auditor of Amani Gold Limited for the year ended 30 June 2022, I declare that, to the best of my knowledge and belief, there have been:

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

This declaration is in respect of Amani Gold Limited and the entities it controlled during the period.

Andrew Tickle
Director

BDO Audit (SA) Pty Ltd

Adelaide, 30 September 2022

Amani Gold Limited
Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the year ended 30 June 2022

	Notes	2022 $	2021 $
Revenue from continuing operations	2	**901**	48,536
Cost of sales		**-**	-
Gross profit		**901**	48,536
Consultants and corporate costs		**(1,350,247)**	(706,387)
Employee benefits expense		**(382,746)**	(822,345)
Share based payments expense	3, 15	**(2,323,666)**	(719,445)
Depreciation expense		**(29,868)**	(32,039)
Occupancy expenses		**(155,622)**	(112,362)
Travel expenses		**(27,405)**	(2,305)
Foreign exchange gain/(loss)		**(80,396)**	(137,926)
Impairment of exploration and evaluation assets	11	**(3,655)**	(1,014,806)
Other		**-**	-
Loss before related income tax		**(4,352,704)**	(3,499,079)
Income tax (expense)/benefit	5	**-**	-
Loss for the year from continuing operations		**(4,352,704)**	(3,499,079)
Loss for the year from discontinued operations	9(a)	**(393,453)**	(689,131)
Loss for the year		**(4,746,157)**	(4,188,210)
Net Loss attributable to:			
Owners of Amani Gold Limited		**(4,383,167)**	(4,110,159)
Non-controlling interest		**(362,990)**	(78,051)
		(4,746,157)	(4,188,210)
Other comprehensive income			
Exchange differences on translation of foreign operations		**1,722,536**	(1,533,332)
Total comprehensive income for the year		**(3,023,621)**	(5,721,542)
Total comprehensive income attributable to:			
Owners of Amani Gold Limited		**(3,376,763)**	(6,405,579)
Non-controlling interest		**353,143**	684,037
		(3,023,621)	(5,721,542)
Earnings/(Loss) per share from continuing operations attributable to the members of Amani Gold Limited			
Basic and diluted loss per share	6	(0.022) cents	(0.037) cents
Earnings/(Loss) per share from discontinued operations attributable to the members of Amani Gold Limited			
Basic and diluted loss per share	6	(0.002) cents	(0.007) cents
Earnings/(Loss) per share from discontinued operations attributable to the members of Amani Gold Limited			
Basic and diluted loss per share	6	(0.024) cents	(0.044) cents

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

Amani Gold Limited
Consolidated Statement of Financial Position
As at 30 June 2022

	Notes	2022 $	2021 $
Current Assets			
Cash and cash equivalents	8	**3,804,534**	874,608
Other receivables	9	**157,353**	62,404
Total Current Assets		**3,961,887**	937,012
Non-Current Assets			
Property, plant & equipment	10	**22,674**	30,231
Exploration and evaluation expenditure	11	**28,785,048**	22,611,498
Right of Use Asset	12	**100,638**	-
Total Non-Current Assets		**28,908,360**	22,641,729
Total Assets		**32,870,247**	23,578,741
Current Liabilities			
Trade and other payables	13	**943,566**	903,105
Right of Use Liability	12	**27,702**	-
Interest-bearing convertible notes	18	**-**	2,100,000
Total Current Liabilities		**971,268**	3,003,105
Non-Current Liabilities			
Right of Use Liability	12	**76,330**	-
Total Non-Current Liabilities		**76,330**	-
Total Liabilities		**1,047,598**	3,003,105
Net Assets		**31,822,649**	20,575,636
Equity			
Contributed equity	14	**92,994,343**	80,352,042
Reserves	16	**13,582,891**	12,258,954
Accumulated losses		**(61,842,373)**	(58,770,006)
Capital and reserves attributed to the owners of Amani Gold Limited		**44,734,861**	33,840,990
Non-controlling interest		**(12,912,212)**	(13,265,354)
Total Equity		**31,822,649**	20,575,636

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

Amani Gold Limited
Consolidated Statement of Changes in Equity
For the year ended 30 June 2022

	Contributed Equity	**Accumulated Losses**	**Option Premium Reserve**	**Share based Reserves**	**Foreign Currency Translation Reserve**	**Non-controlling interest**	**Total Equity**
	$	$	$	$	$	$	$
Balance at 1 July 2020	**76,642,246**	**(54,659,847)**	**1,585,693**	**6,569,972**	**4,180,830**	**(13,949,392)**	**20,369,502**
Loss for the year	-	(4,110,159)	-	-	-	(78,051)	(4,188,210)
Exchange differences on translation of foreign operations	-	-	-	-	(2,295,421)	762,089	(1,533,332)
Total comprehensive income for the year	-	(4,110,159)	-	-	(2,295,421)	684,038	(5,721,542)
Transactions with equity holders in their capacity as equity holders							
Share issue	5,552,500	-		-	-	-	5,552,500
Share issue costs	(1,842,704)	-	1,498,435	-	-	-	(344,269)
Convertible note issues (net of costs)	-	-	-	-	-	-	-
Share based payments expense – options	-	-	-	-	-	-	-
Share based payments expense – rights	-	-	-	719,445	-	-	719,445
Transactions with non-controlling interests	-	-	-	-	-	-	-
Balance at 30 June 2021	**80,352,042**	**(58,770,006)**	**3,084,128**	**7,289,417**	**1,885,409**	**(13,265,354)**	**20,575,636**

Amani Gold Limited
Consolidated Statement of Changes in Equity
For the year ended 30 June 2022

	Contributed Equity	Accumulated Losses	Option Premium Reserve	Share based Reserves	Foreign Currency Translation Reserve	Non-controlling interest	Total Equity
	$	$	$	$	$	$	$
Balance at 1 July 2021	**80,352,042**	**(58,770,006)**	**3,084,128**	**7,289,417**	**1,885,409**	**(13,265,354)**	**20,575,636**
Loss for the year	-	(4,383,167)	-	-	-	(362,990)	(4,746,157)
Exchange differences on translation of foreign operations	-	-	-	-	1,006,404	716,132	1,722,536
Total comprehensive income for the year	-	(4,383,167)	-	-	1,006,404	353,142	(3,023,621)
Transactions with equity holders in their capacity as equity holders							
Share issue	12,958,938	-	-	(695,333)	-	-	12,263,605
Share issue costs	(316,637)	-	-	-	-	-	(316,637)
Convertible note issues (net of costs)	-	-	-	-	-	-	-
Share based payments expense – options	-	-	-	-	-	-	-
Share based payments expense – rights	-	-	-	2,323,666	-	-	2,323,666
Expiry of Share based payment expense	-	1,310,800	-	(1,310,800)	-	-	-
Transactions with non-controlling interests	-	-	-	-	-	-	-
Balance at 30 June 2022	**92,994,343**	**(61,842,373)**	**3,084,128**	**7,606,950**	**2,891,813**	**(12,912,212)**	**31,822,649**

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

	Notes	2022 $	2021 $
Cash Flows from Operating Activities			
Receipts from customers		**-**	67,264
Payments to suppliers and employees		**(2,426,570)**	(2,776,046)
Interest received		**901**	137
Net Cash outflows from Operating Activities	21	**(2,425,669)**	(2,708,645)
Cash Flows from Investing Activities			
Payments for plant and equipment		**-**	(27,610)
Payments for exploration and development expenditure		**(4,213,056)**	(1,829,613)
Net Cash outflows from Investing Activities		**(4,213,056)**	(1,857,223)
Cash Flows from Financing Activities			
Proceeds from securities issues		**12,147,851**	4,566,616
Securities issue expenses		**(402,636)**	(248,270)
(Payments) of convertible notes	18	**(2,192,000)**	-
Net Cash inflows from Financing Activities		**9,553,215**	4,318,346
Net increase / (decrease) in Cash and Cash Equivalents		**2,914,490**	(247,522)
Cash and cash equivalents at the beginning of the year		**874,608**	1,129,978
Effects of exchange rate fluctuations on the balances of cash held in foreign currencies		**15,436**	(7,848)
Cash and Cash Equivalents at End of Year	8	**3,804,534**	874,608

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

The financial statements are for the consolidated entity consisting of Amani Gold Limited and its subsidiaries (the “group” or the “consolidated entity”). Amani Gold Limited is a listed for-profit public company, incorporated and domiciled in Australia. During the year ended 30 June 2022, the consolidated entity conducted operations in Australia, and the Democratic Republic of Congo. The financial statements have also been prepared on a historical cost basis. Cost is based on the fair values of the consideration given in exchange for assets.

The financial report is presented in Australian dollars.

Going Concern Basis
The financial report has been prepared on the basis of accounting principles applicable to a “going concern” which assumes the Group will continue in operation for the foreseeable future and will be able to realise its assets and discharge its liabilities in the normal course of operations.

The Group has incurred net cash outflows from operating and investing activities for the year ended 30 June 2022 of $6,638,725 (2021: $4,565,868).

At 30 June 2022, the Group had cash balances of $3,804,534 (2021: $874,608).

The directors have prepared cash flow projections that support the ability of the Group to continue as a going concern. These cash flow projections assume the Group obtains sufficient additional funding from shareholders or other parties. If such funding is not achieved, the Group plans to reduce expenditure significantly, which may result in an impairment loss on the book value of exploration and evaluation expenditure recorded at reporting date.

These conditions give rise to a material uncertainty that may cast doubt upon the Group’s ability to continue as a going concern. The ongoing operation of the Group is dependent upon:

- The Group raising additional funding from shareholders or other parties; and/or
- The Group reducing expenditure in line with available funding.

The Group has the ability to seek to raise funds from shareholders or other investors and intends to raise such funds as and when required to complete its projects.

In the longer term, the development of economically recoverable mineral deposits found on the Group’s existing or future exploration properties depends on the ability of the Group to obtain financing through equity financing, debt financing or other means. If the Group’s exploration programs are ultimately successful, additional funds will be required to develop the Group’s properties and to place them into commercial production. The ability of the Group to arrange such funding in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Group. There can be no assurance that the Group will be successful in its efforts to arrange additional financing, if needed, on terms satisfactory to the Group. If adequate financing is not available, the Group may be required to delay, reduce the scope of, or eliminate its current or future exploration activities or relinquish rights to certain of its interests. Failure to obtain additional financing on a timely basis could cause the Group to forfeit its interests in some or all of its properties and reduce or terminate its operations.

Should the Group not be able to continue as a going concern, it may be required to realise its assets and discharge its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial statements and that the financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or liabilities that might be necessary should the group not continue as a going concern.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

Adoption of New and Revised Standards and change in Accounting Standards

Early adoption of accounting standards
The Group has not elected to apply any pronouncements before their operative date in the annual reporting year beginning 1 July 2021.

New and amended standards adopted by the Group

A number of new or amended standards became applicable for the current reporting period and the consolidated entity has changed its accounting policies as a result of the adoption of the following standards. All new standards were adopted and did not have any significant impact to the financial performance or position of the consolidated entity.

New and amended standards not yet adopted by the Group

At the date of authorisation of the financial report, a number of Standards and Interpretations including those Standards and Interpretations issued by the IASB/IFRIC, where an Australian equivalent has not been made by the AASB, were in issue but not yet effective for which the Entity has considered it unlikely for there to be a material impact on the financial statements.

Statement of Compliance
These financial statements were authorised for issue on 30 September 2022. The directors have the power to amend and reissue the financial statements.

The consolidated financial statements comprising the financial statements and notes thereto, comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

Basis of Consolidation

The consolidated financial statements comprise the financial statements of Amani Gold Limited (the "Company") and subsidiaries. Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity.

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

In preparing the consolidated financial statements, all intercompany balances and transactions, income and expenses and profit or losses resulting from intra-group transactions have been eliminated in full. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity and cease to be consolidated from the date on which control is transferred out of the consolidated entity.

Parent Entity Financial Information

The financial information for the parent entity, Amani Gold Limited, disclosed in Note 23 has been prepared on the same basis as the consolidated financial statements.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments readily convertible to cash.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

Foreign currency transactions and balances

The functional and presentation currency of Amani Gold Limited is Australian dollars.

Transactions in foreign currencies are initially recorded in the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the end of the reporting period.

Foreign currency transactions are translated into the functional currency using the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the end of the reporting period. Foreign exchange gains and losses resulting from settling foreign currency transactions, as well as from restating foreign currency denominated monetary assets and liabilities, are recognised in profit or loss, except when they are deferred in other comprehensive income as qualifying cash flow hedges or where they relate to differences on foreign currency borrowings that provide a hedge against a net investment in a foreign entity.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date the fair value was determined.

The functional currencies of the overseas subsidiaries are as follows:

Democratic Republic of Congo, Hong Kong, Tanzania and Kenya subsidiaries United States Dollars (USD).

At the end of the reporting period, the assets and liabilities of these overseas subsidiaries are translated into the presentation currency of Amani Gold Limited at the closing rate at the end of the reporting period and income and expenses are translated at the weighted average exchange rates for the year. All resulting exchange differences are recognised in other comprehensive income as a separate component of equity (foreign currency translation reserve). On disposal of a foreign entity, the cumulative exchange differences recognised in foreign currency translation reserves relating to that particular foreign operation is recognised in profit or loss.

Taxes

Income tax

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

No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the statement of profit or loss and other comprehensive income except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

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 Group 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 carrying amount of deferred tax assets is reviewed at each reporting date and only recognised to the extent that sufficient future assessable income is expected to be obtained.

At the reporting date, the Directors have not made a decision to elect to be taxed as a single entity. In accordance with Australian Accounting Interpretations, "Substantive Enactment of Major Tax Bills in Australia", the financial effect of the legislation has therefore not been brought to account in the financial statements for the year ended 30 June 2022, except to the extent that the adoption of the tax consolidation would impair the carrying value of any deferred tax assets.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense.

Receivables and payables on the statement of financial position are shown inclusive of GST.

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

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

Property, plant and equipment

Items of plant and equipment are carried at cost less accumulated depreciation and impairment losses (see accounting policy "impairment testing").

Plant and equipment

Plant and equipment acquired is initially recorded at their cost of acquisition at the date of acquisition, being the fair value of the consideration provided plus incidental costs directly attributable to the acquisition.

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 consolidated entity and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of profit or loss and other comprehensive income during the financial period in which they are incurred.

Depreciation

All assets have limited useful lives and are depreciated using the straight line method over their estimated useful lives commencing from the time the asset is held ready for use.

Depreciation and amortisation rates and methods are reviewed annually for appropriateness. When changes are made, adjustments are reflected prospectively in current and future periods only. The estimated useful lives used in the calculation of depreciation for plant and equipment for the current and corresponding period are between three and ten years.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

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

Mineral interest acquisition, exploration and development expenditure

Mineral interest acquisition, exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that the Group's rights of tenure to that area of interest are current and either the costs are expected to be recouped through the successful development and commercial exploitation of the area of interest or where exploration activities in the area of interest have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves and active and significant operations, in, or in relation to, the area of interest are continuing.

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

Impairment testing

The carrying amount of the consolidated entity's assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. Where such an indication exists, a formal assessment of recoverable amount is then made and where this is in excess of carrying amount, the asset is written down to its recoverable amount.

Recoverable amount is the greater of fair value less costs to sell and value in use. Value in use is the present value of the future cash flows expected to be derived from the asset or cash generating unit. In estimating value in use, a pre-tax discount rate is used which reflects current market assessments of the time value of money and the risks specific to the asset. Any resulting impairment loss is recognised immediately in the statement of profit or loss and other comprehensive income.

Impairment losses are reversed when there is an indication that the impairment loss may no longer exist and there has been a change in the estimate used to determine the recoverable amount. An impairment loss is reversed only to the extent that the assets' carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Trade and other payables

Trade payables and other payables are carried at amortised costs and represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year that are unpaid and arise when the consolidated entity becomes obliged to make future payments in respect of the purchase of these goods and services.

Employee benefits

Wages, salaries and annual 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. They are measured at the amounts expected to be paid when the liabilities are settled.

Contributions are made by the consolidated entity to superannuation funds as stipulated by statutory requirements and are charged as expenses when incurred.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

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, experience 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.

Contributed equity

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

Convertible Notes

Compound financial instruments issued by the Group comprise convertible notes that can be converted to ordinary shares at the option of the holder, when the number of shares to be issued is fixed. The liability component of a compound financial instrument is recognised initially at the fair value of a similar liability that does not have an equity conversion option. The equity component is recognised initially at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not remeasured subsequent to initial recognition. Interest related to the financial liability is recognised in the statement of profit or loss and other comprehensive income. On conversion the financial liability is reclassified to equity and no gain or loss is recognised.

Earnings per share

Basic earnings per share is determined by dividing the net result attributable to members, adjusted to exclude costs of servicing equity (other than dividends), by the weighted average number of ordinary shares, adjusted for any bonus element.

Diluted earnings per share is determined by dividing the net result attributable to members, adjusted to exclude costs of servicing equity (other than dividends) and any expenses associated with dividends and interest of dilutive potential ordinary shares, by the weighted average number of ordinary shares (both issued and potentially dilutive) adjusted for any bonus element.

Share based payments

The Group provides compensation benefits to employees (including directors) of the Group in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares ('equity-settled transactions').

The cost of these equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by a Black Scholes model or similar such market based valuation models.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

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

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the number of awards that, in the opinion of the directors of the Group, will ultimately vest. This opinion is formed based on the best available information at reporting date. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date.

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

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any increase in the value of the transaction as a result of the modification, as measured at the date of modification.

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

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings per share.

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

Critical accounting estimates
The preparation of financial statements in conformity with AIFRS 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 that may have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

(a) *Exploration and evaluation expenditure*

In accordance with accounting policy note described above under "Mineral interest acquisition, exploration and development expenditure" the Board determines when an area of interest should be abandoned. When a decision is made that an area of interest is not commercially viable, all costs that have been capitalised in respect of that area of interest are written off. In determining this, assumptions, including the maintenance of title, ongoing expenditure and prospectivity are made.

As described in Note 19, under existing contractual terms of a shareholder agreement a feasibility study was required to be completed by 31st December 2018 at the Giro Gold Project. Based on the amendment to the shareholder agreement, concluded in December 2017, with Societe Miniere De Kilo Moto SA ("Sokimo"), a company wholly owned by the DRC Government (the original holder of the Giro exploitation permits), an agreement was reached between the parties that the deadline for completion of the feasibility study would be extended up to 31st December 2018. A draft feasibility study is with JV partner SOKIMO and Ministry of Mines for review and a further extension to complete the feasibility study by end 2020 has been agreed with SOKIMO.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

In December 2021, Amani Consulting and SOKIMO agreed to defer the submission of the feasibility study under the Association Agreement until 30 June 2023 in exchange for monthly payments to SOKIMO of US$60,000 and payment of the goodwill amount to SOKIMO of US$897,605.75 which would have otherwise been payable on the conclusion of the feasibility studies and decision to mine at the Giro Project under the Association Agreement.

Amani has requested a quote from Beijing General Institute of Mining and Metallurgy (BGRIMM) to update the Giro Feasibility Study given that the Giro global resource estimates have substantially increased since the initial Feasibility Study which was based on Kebigada resource estimate of 75Mt @ 1.18g/t Au, for 2.9Moz gold (0.6g/t Au cut-off grade, see ASX Announcement 27 August 2017). New combined Indicated and Inferred Mineral Resource Estimate for Kebigada and Douze Match deposits is 132Mt @ 1.04g/t Au, for 4.4Moz contained gold (0.5g/t Au cut-off grade, see ASX Announcement 19 March 2020).

At the date of this report, feasibility study discussion have not formally concluded with Sokimo and no decision to mine has been made.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. The recoverable amount of the exploration and evaluation asset is estimated to determine the extent of the impairment loss (if any). Significant judgment is involved in determining the recoverable amount for an exploration and evaluation, refer to note 11 for details.

(b) Share Based Payments to employees

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 of options with non-market conditions is determined by an internal valuation using a Black-Scholes option pricing model taking into account the terms and conditions upon which the instruments were granted. The fair value of performance rights with market conditions is determined by an internal valuation using a Trinomial Barrier option pricing model.

(c) Control Over Subsidiaries

In determining whether the consolidated group has control over subsidiaries that are not wholly owned, judgement is applied to assess the ability of the consolidated group to control the day to day activities of the partly owned subsidiary and its economic outcomes. In exercising this judgement, the commercial and legal relationships that the consolidated group has with other owners of partly owned subsidiaries are taken into consideration. Whilst the consolidated group is not able to control all activities of a partly owned subsidiary, the partly owned subsidiary is consolidated within the consolidated group where it is determined that the consolidated group controls the day to day activities and economic outcomes of a partly owned subsidiary. Changes in agreements with other owners of partly owned subsidiaries could result in a loss of control and subsequently de-consolidation.

During the year ended 30 June 2015, Amani Gold Limited acquired 85% of the issued shares of Amani Consulting sarl (Amani Consulting) by the issue of shares, options and cash. Amani Consulting holds a 65% shareholding in Giro Goldfields sarl (Giro). Giro explores the Giro gold project in the Haut-Uele Province, northeast DRC. Under the terms of shareholders agreements the Company is at this stage solely responsible for funding exploration activities and therefore has control over the day to day activities and economic outcomes of Amani Consulting and Giro. Future changes to the shareholders agreements may impact on the ability of the Company to control Amani Consulting and Giro.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

(d) Contingent liabilities

Under the terms of the agreement to acquire an interest in Amani Consulting sarl (Amani Consulting) the Company may be liable in the future to make additional payments subject to certain events occurring as described in Note 19.

After an assessment of the conditions that would require these payments to be made in the future, the Company has judged that these possible future payments are a contingent liability.

Change in circumstances or the future occurrence of specified events may cause liabilities that are currently assessed as being contingent to be reclassified as financial liabilities.

(e) Tax in foreign jurisdictions

The consolidated entity operates in overseas jurisdictions and accordingly is required to comply with the taxation requirements of those relevant countries. This results in the consolidated entity making estimates in relation to taxes including but not limited to income tax, goods and services tax, withholding tax and employee income tax. The consolidated entity estimates its tax liabilities based on the consolidated entity's understanding of the tax law. Where the final outcome of these matters is different from the amounts that were initially recorded, such differences will impact profit or loss in the period in which they are settled.

	Consolidated	
	2022	2021
	$	$
2. REVENUE		
Other revenue includes the following:		
Interest - other parties	**901**	**137**
Other	**-**	**48,399**
	901	**48,536**

3. EXPENSES

During the year share based payments expense of $2,323,666 (2021: $719,445) were recorded as an expense with a further $Nil (2021: $1,498,435) recorded in equity as share issue costs related to a capital raising.

4. AUDITOR'S REMUNERATION

Audit or review services:

Amounts paid or payable to auditors of the Group – BDO Audit (SA) Pty Ltd	**49,500**	**51,656**

In addition, during the year BDO (WA) Pty Ltd provided $2,200 (2021: $Nil) in non-audit related services for assessment of performance rights conditions being met.

	Consolidated	
	2022	2021
	$	$

5. INCOME TAX EXPENSE

(a) The prima facie tax benefit at 30% (2021: 26%) on loss for the year is reconciled to the income tax provided in the financial statements as follows:

	2022 $	2021 $
Profit / (loss) before income tax	**(4,746,157)**	**(4,188,210)**
Prima facie income tax expense / (benefit) @ 30%	**(1,423,846)**	**(1,088,935)**
Tax effect of permanent differences:		
Capital raising costs	**(94,017)**	**(89,510)**
Accruals	**(20,952)**	**-**
Changes in tax rates		**828,912**
Prior period adjustment	**-**	**(20,589)**
Exploration expenses	**(1,403,104)**	**(511,182)**
Other Temporary Expenses	**911**	**-**
Impairment	**-**	**262,248**
Employee option expense / share based payments	**697,099**	**187,056**
	(2,243,909)	**(432,000)**
Income tax benefit not brought to account	**2,243,909**	**432,000**
Income tax expense	**-**	**-**

(b) **The following deferred tax balances have not been recognised:**

Deferred Tax Assets at 30% (2021: 26%):

	2022 $	2021 $
- Carry forward revenue losses	**20,056,485**	**15,437,567**
- Capital raising costs	**161,160**	**139,104**
- Provisions and accruals	**15,440**	**31,463**
	20,233,085	**15,608,134**

As the Group's income is passive, it is not considered a base rate entity. Accordingly a 30% tax rate applies to the current financial year.

The tax benefits of the above deferred tax assets will only be obtained if:
- the Group derives future assessable income of a nature and of an amount sufficient to enable the benefits to be utilised;
- the Group continues to comply with the conditions for deductibility imposed by law; and
- no changes in income tax legislation adversely affect the Group in utilising benefits.

Deferred tax liabilities in relation to capitalised exploration costs have been recognised and offset against deferred tax assets above.

6. EARNINGS PER SHARE

	Consolidated	
	2022 Cents	2021 Cents
Basic and diluted loss per share- Continuing Operations	**(0.022)**	**(0.037)**
Basic and diluted loss per share – Discontinued Operations	**(0.002)**	**(0.007)**
	2022 Number	2021 Number

Weighted average number of ordinary shares used in the calculation of basic and diluted loss per share	**19,539,189,754**	**9,563,414,829**

The Company's potential ordinary shares, being its options and performance rights granted, are not considered dilutive as the conversion of these options would result in a decrease in the net profit per share.

7. SEGMENT INFORMATION

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The Directors have determined that the Group has two reportable segments, being mineral exploration and gold trading in Africa. As the Group is focused on mineral exploration and gold trading. The Board monitors the Group based on actual versus budgeted exploration expenditure incurred by area of interest for exploration activities. The Board monitors the Group based on actual versus budgeted gold sales incurred by area of interest (Tanzania).

This internal reporting framework is the most relevant to assist the Board with making decisions regarding the Group and its ongoing exploration activities, while also taking into consideration the results of exploration work that has been performed to date.

	Revenue from external sources $	**Reportable segment loss $**	**Reportable segment assets $**	**Reportable segment liabilities $**
		For the year end 30 June 2022		
Gold Trading				
Investment in Gold Trading	-	(18,042)	-	-
Mineral Exploration				
Exploration Activity	-	(4,728,114)	32,862,250	(1,049,959)
Total	-	(4,746,156)	32,862,250	(1,049,959)
		For the year end 30 June 2021		
Gold Trading				
Investment in Gold Trading	-	(99,854)	-	-
Mineral Exploration				
Exploration Activity	-	(4,088,356)	23,629,174	(3,003,105)
Total	-	(4,188,210)	23,629,174	(3,003,105)

8. CASH AND CASH EQUIVALENTS

	Consolidated	
	2022 $	2021 $
Cash at bank and in hand	**3,804,534**	874,608

- Cash at bank earns interest at floating rates based on daily bank deposit rates. Refer Note 17.

9. OTHER RECEIVABLES

	Consolidated	
	2022 $	2021 $
Current		
Other receivables	**157,353**	33,028
Asset held for Sale – Refer (a)	**-**	29,376
	157,353	62,404

None of the reported receivables are past due or require impairment.

Refer to Notes 17(a) and 17(b) for information about the Group's exposure to credit and liquidity risk.

9(a) – Discontinued Operations

During the previous year, the Group entered into an exclusive, binding conditional term sheet for the sale of shares in of Amani Minerals HK for consideration of $60,000 USD. During the year the deal did not proceed and the Company still continues to wind down operations.

As a result, the Group has classified the Amani Minerals HK and its' subsidiaries as a discontinued operation in the 30 June 2021 and 30 June 2022 annual report. Losses for discontinued operations amount to $393,453 (2021: $689,131).

10. PROPERTY, PLANT AND EQUIPMENT

	Consolidated	
	2022	2021
	$	$
Plant and equipment		
At cost	**585,414**	536,635
Less accumulated depreciation	**(562,740)**	(506,404)
	22,674	30,231

11. EXPLORATION AND EVALUATION EXPENDITURE

		Consolidated	
		2022	2021
		$	$
Exploration and evaluation phase – at cost			
Balance at the beginning of the year		**22,611,498**	23,451,883
Expenditure incurred during the year	**(a)**	**4,680,670**	1,966,085
Impairment		**(3,655)**	(1,014,806)
Foreign currency translation difference movement		**1,496,535**	(1,791,664)
Carrying amount at the end of the year		**28,785,048**	22,611,498

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

(a) The recoupment of costs carried forward in relation to areas of interest in the exploration and evaluation phases are dependent on the successful development and commercial exploitation or sale of the respective areas.

Impairment

The consolidated entity has impaired exploration and evaluation assets of $3,655 for the year ended 30 June 2022. In the previous year, the consolidated entity wrote-off exploration and evaluation assets of $1,014,806 relating the capitalised expenditure of Gada project. On 23 December 2020, Amani announced that further detailed due diligence including technical and legal aspects, along with recent field inspects of tenement areas by field geologist, the Company has decided not to pursue the Gada Project.

12. RIGHT OF USE ASSET AND LEASE LIABILITY

Right Of Use Asset

	Consolidated 2022 $	Consolidated 2021 $
Balance at 1 July	**-**	-
Disposal	**-**	-
Additions	**103,513**	-
Depreciation	**(2,875)**	-
	100,638	-

Lease Liability

	Consolidated 2022 $	Consolidated 2021 $
Lease Liabilities- Current	**27,702**	-
Lease Liabilities- Non- Current	**76,330**	-
	104,032	-

Amani entered into an office lease, which commenced on 1/6/2022 with a 3 year term. The right of use asset has used a discount rate of 6%.

13. TRADE AND OTHER PAYABLES

Current

	Consolidated 2022 $	Consolidated 2021 $
Trade and other payables	**943,566**	903,105
	943,566	903,105

Terms and conditions relating to the above financial instruments:

- Trade and other creditors are non-interest bearing and are normally settled on 30 day terms.

Risk exposure:

- Information about the group’s risk exposure to foreign exchange risk is provided in Note 17.

14. CONTRIBUTED EQUITY

	CONSOLIDATED	
	2022 $	2021 $
(a) Issued and paid-up share capital		
Ordinary shares, fully paid 23,293,441,125 (2021: 12,386,996,747)	**92,994,343**	80,352,042

Movements in Ordinary Shares:

Details	Number of Shares	$
Balance at 1 July 2020	5,213,227,494	72,101,504
July 2020 placement at $0.001 per share	1,003,700,000	1,003,700
Nov 2020 placement at $0.001 per share	1,548,800,000	1,548,800
Feb 2021 placement at $0.001 per share	1,400,000,000	1,400,000
Feb 2021 placement at $0.001 per share	1,600,000,000	1,600,000
Less: Share issue costs	-	(1,842,704)
Balance at 30 June 2021	12,386,996,747	80,352,042
Balance at 1 July 2021	12,386,996,747	80,352,042
Placement issue of shares at $0.001 each in September 2021	1,800,000,000	1,800,000
Listed Option Conversion - during the period	4,598,567,360	6,897,851
Placement issue of shares at $0.001 each in November 2021	3,450,000,000	3,450,000
Conversion of Performance Rights	1,000,000,000	695,333
Issue of shares for settlement of payables	57,877,018	115,754
Less: Share issue costs	-	(316,637)
Balance at 30 June 2022	23,293,441,125	92,994,343

(b) Listed Share Options

Exercise Period	**Note**	**Exercise Price**	**Opening Balance 1 July 2021**	**Issued 2021/22**	**Exercised/ Cancelled/ Expired 2021/22**	**Closing Balance 30 June 2022**
			Number	***Number***	***Number***	***Number***
15 Jan 2021 – 15 Jan 2024		$0.0015	1,500,000,000	-	(1,500,000,000)	-
15 Jan 2021 – 15 Jan 2024		$0.0015	6,828,747,997	-	(3,098,567,360)	3,730,180,637
25 Nov 2021 – 15 Jan 2024	(i)	$0.0015	-	5,250,000,000	-	5,250,000,000
			8,328,747,997	5,250,000,000	(4,598,567,360)	8,980,180,637

(i) On the 25th of November 2021 the company issued free attaching options to shareholders under the tranche 1 and tranche 2 of the share placement.

14. CONTRIBUTED EQUITY - continued

(c) Unlisted Options

2022 - Options to take up ordinary shares in the capital of the Company have been granted as follows:

Exercise Period	Note	Exercise Price	Opening Balance 1 July 2021	Options Issued 2021/22	Exercised/ Cancelled/ Expired 2021/22	Closing Balance 30 June 2022
			Number	*Number*	*Number*	*Number*
27 May 2019 – 27 May 2022	(ii)	0.0075	40,000,000	-	(40,000,000)	-
27 May 2019 – 27 May 2022	(ii)	0.01	40,000,000	-	(40,000,000)	-
27 May 2019 – 27 May 2022	(ii)	0.0125	40,000,000	-	(40,000,000)	-
15 Jan 2020 – 15 Jan 2023	(iii)	0.0075	12,000,000	-	-	12,000,000
15 Jan 2020 – 15 Jan 2023	(iii)	0.01	12,000,000	-	-	12,000,000
15 Jan 2020 – 15 Jan 2023	(iii)	0.0125	12,000,000	-	-	12,000,000
			156,000,000	-	(120,000,000)	36,000,000
Weighted average exercise price ($)			0.0100	-	0.0100	0.0100

2021 - Options to take up ordinary shares in the capital of the Company have been granted as follows:

Exercise Period	Note	Exercise Price	Opening Balance 1 July 2020	Options Issued 2020/21	Exercised/ Cancelled/ Expired 2020/21	Closing Balance 30 June 2021
			Number	*Number*	*Number*	*Number*
15 Apr 2016 – 31 Dec 2020	(i)	0.03	7,500,000	-	(7,500,000)	-
15 Apr 2016 – 31 Dec 2020	(i)	0.04	7,500,000	-	(7,500,000)	-
15 Apr 2016 – 31 Dec 2020	(i)	0.05	7,500,000	-	(7,500,000)	-
27 May 2019 – 27 May 2022	(ii)	0.0075	40,000,000	-	-	40,000,000
27 May 2019 – 27 May 2022	(ii)	0.01	40,000,000	-	-	40,000,000
27 May 2019 – 27 May 2022	(ii)	0.0125	40,000,000	-	-	40,000,000
15 Jan 2020 – 15 Jan 2023	(iii)	0.0075	12,000,000	-	-	12,000,000
15 Jan 2020 – 15 Jan 2023	(iii)	0.01	12,000,000	-	-	12,000,000
15 Jan 2020 – 15 Jan 2023	(iii)	0.0125	12,000,000	-	-	12,000,000
			178,500,000	-	(22,500,000)	156,000,000
Weighted average exercise price ($)			0.0138	-	0.04	0.0100

(i) In the 2016 year, 22.5 million options were issued to a corporate advisor for equity market and strategic advice in market positioning and corporate strategy. These expired during the 2021 year.

(ii) In the 2019 year, 120 million options were issued to a corporate advisor for equity market and strategic advice in market positioning and corporate strategy. These expired during the year.

(iii) In the 2020 year, 36 million options were issued to a corporate advisor for financial advisory services.

The weighted average contractual life of the unlisted options are 1.08 (2021: 1.07) years.

None of the options have any voting rights, any entitlement to dividends or any entitlement to the proceeds of liquidation in the event of a winding up.

14. CONTRIBUTED EQUITY - continued

(d) Performance Rights

2022 - Performance Rights over ordinary shares in the capital of the Company have been granted as follows:

Expiry date	Note	Opening Balance 1 July 2021	Issued 2021/22	Exercised/ Cancelled 2021/22	Closing Balance 30 June 2022
		Number	*Number*	*Number*	*Number*
31 December 2021	(ii)	30,000,000	-	(30,000,000)	-
27 May 2022	(iii)		-	(687,000,000)	-
31 December 2022	(iv)	349,999,998	-	-	349,999,998
25 February 2024	(v)	1,000,000,000		(1,000,000,000)	-
31 December 2026	(vi)	-	1,200,000,000	-	1,200,000,000
		2,066,999,998	1,200,000,000	(1,717,000,000)	1,549,999,998

2021 - Performance Rights over ordinary shares in the capital of the Company have been granted as follows:

Expiry date	Note	Opening Balance 1 July 2020	Issued 2020/21	Exercised/ Cancelled 2020/21	Closing Balance 30 June 2021
		Number	*Number*	*Number*	*Number*
31 December 2020	(i)	60,000,000	-	(60,000,000)	-
27 May 2022	(iii)	687,000,000	-	-	687,000,000
31 December 2021	(ii)	30,000,000	-	-	30,000,000
31 December 2022	(iv)	349,999,998	-	-	349,999,998
25 February 2024	(v)	-	1,000,000,000	-	1,000,000,000
		1,126,999,998	1,000,000,000	(60,000,000)	2,066,999,998

(i) Performance rights vest subject to meeting specific performance conditions. 60 million performance rights were issued comprising three tranches of 20 million each. All tranches of performance rights have market vesting conditions being share prices of $0.02 (tranche 1); $0.04 (tranche 2); and $0.06 (tranche 3) or more over a consecutive 20 day business period. Each right is converted to one ordinary share upon vesting. Performance rights expired during the 2021 year.

(ii) Performance rights vest subject to meeting specific performance conditions. 30 million performance rights were issued comprising three tranches of 10 million each. All tranches of performance rights have market vesting condition being share prices of $0.0075 (tranche 1); $0.01 (tranche 2); and $0.0125 (tranche 3) or more over a consecutive 10 day business period. Each right is converted to one ordinary share upon vesting. Performance rights expired during the year.

(iii) Performance rights vest subject to meeting specific performance conditions. 687 million performance rights were issued comprising three tranches of 229 million each. All tranches of performance rights have market vesting condition being share prices of $0.0075 (tranche 1); $0.01 (tranche 2); and $0.0125 (tranche 3) or more over a consecutive 10 day business period. Each right is converted to one ordinary share upon vesting. Performance rights expired during the year.

(iv) Performance rights vest subject to meeting specific performance conditions. 350 million performance rights were issued comprising three tranches of 117 million each. All tranches of performance rights have market vesting condition being share prices of $0.0075 (tranche 1); $0.01 (tranche 2); and $0.0125 (tranche 3) or more over a consecutive 10 day business period. Each right is converted to one ordinary share upon vesting. No performance rights vested during the year.

(v) Performance rights vest subject to meeting specific performance conditions. 1 billion performance rights were issued comprising three tranches of 333.333 million each. All tranches of performance rights have market vesting condition being share prices of $0.0015 (tranche 1); $0.002 (tranche 2); and $0.003 (tranche 3) or more over a consecutive 20 day business period. Each right is converted to one ordinary share upon vesting. During the period the performance rights vested and have been converted to shares.

14. CONTRIBUTED EQUITY - continued

(vi) Performance rights vest subject to meeting specific performance conditions. 1.2 billion performance rights were issued comprising three tranches of 400 million each. All tranches of performance rights have market vesting condition being share prices of $0.0015 (tranche 1); $0.002 (tranche 2); and $0.003 (tranche 3) or more over a consecutive 20 day business period. Each right is converted to one ordinary share upon vesting. No performance rights vested during the year.

(e) Terms and conditions of contributed equity

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

15. SHARE BASED PAYMENTS EXPENSE

Employee Option Plan
In August 2007, the Company adopted the Amani Gold Limited Employee Option Plan ("Plan"). The Plan allows Directors from time to time to invite eligible employees to participate in the Plan and offer options to those eligible persons. The Plan is designed to provide incentives, assist in the recruitment, reward, retention of employees and provide opportunities for employees (both present and future) to participate directly in the equity of the Company. The contractual life of each option granted is three years or as otherwise determined by the Directors. There are no cash settlement alternatives. During the current and prior year no options were issued to employees of the Company (refer to Note 14(c)).

Non Plan based payments
The Company also makes share based payments to consultants and / or service providers from time to time, not under any specific plan. The Amani Gold Limited Employee Option Plan does not allow for issue of options to the directors of the parent entity. Hence, specific shareholder approval is obtained for any share based payments to directors of the parent entity. Nil options (2021: nil) were issued during the year under an engagement letter with a corporate advisor for services related to raising of new capital.

The expense recognised in the statement of profit or loss and other comprehensive income in relation to share-based payments is disclosed in Note 3.

Expenses arising from share-based payment transactions
Other share based payments, not under any plans, are as follows (with additional information provided in Note 14 above):

	2022	**2022**	2021	2021
	Number	**$**	Number	$
2019 Performance rights to director, Mr Yu (i)	**-**	**-**	30,000,000	12,500
2019 Performance rights to director, Mr Chan (i)	**-**	**-**	30,000,000	12,500
2019 Performance rights to director, Mr Yu (ii)	**180,000,000**	**95,332**	180,000,000	104,000
2019 Performance rights to director, Mr Chan (ii)	**135,000,000**	**71,500**	135,000,000	78,000
2019 Performance rights to director, Mr Eckhof (ii)	**240,000,000**	**127,111**	240,000,000	138,667
2019 Performance rights to director, Mr Thomas (ii)	**90,000,000**	**47,667**	90,000,000	52,000
2019 Performance rights to director, Mr Truelove (ii)	**15,000,000**	**7,944**	15,000,000	8,667
2019 Performance rights to other parties (ii)	**27,000,000**	**14,300**	27,000,000	15,600
2019 Performance rights to other parties (iii)	**30,000,000**	**12,774**	30,000,000	25,548
2020 Performance rights to director, Mr Yu (iv)	**137,500,000**	**91,667**	137,500,000	91,667
2020 Performance rights to director, Mr Chan (iv)	**40,000,000**	**26,667**	40,000,000	26,667
2020 Performance rights to director, Mr Eckhof (iv)	**137,500,000**	**91,667**	137,500,000	91,667
2020 Performance rights to director, Mr Thomas (iv)	**30,000,000**	**20,000**	30,000,000	20,000
2020 Performance rights to other parties (iv)	**4,999,998**	**3,333**	4,999,998	3,333
2021 Performance rights to Mr Eckof (v)	**1,000,000,000**	**656,704**	1,000,000,000	38,630
2022 Performance rights to Directors and Consultants (vi)	**1,200,000,000**	**1,057,000**	-	-
Total	**3,266,999,998**	**2,323,666**	2,126,999,998	719,445

15. SHARE BASED PAYMENTS EXPENSE – continued

(i) 60 million performance rights were granted during the year ended 30 June 2019 (refer to Note 14(d) for more information). The fair value of the performance rights estimated at that time was $120,000. None of the performance rights vested with the rights expiring during the previous year.

(ii) 687 million performance rights were granted during the year ended 30 June 2019 (refer to Note 14(d) for more information). The fair value of the performance rights estimated at that time was $1,190,800. None of the performance rights vested during the current year. A balance of $349,554 was recognised as a share based payment expense in the current year. These rights have now expired.

(iii) 30 million performance rights were granted during the year ended 30 June 2019 (refer to Note 14(d) for more information). The fair value of the performance rights estimated at that time was $66,000. None of the performance rights vested during the current year. A balance of $12,774 was recognised as a share based payment expense during the year. These rights have now expired.

(iv) 350 million performance rights were granted during the year ended 30 June 2020 (refer to Note 14(d) for more information). The fair value of the performance rights estimated at that time was $700,000. None of the performance rights vested during the current year. A balance of $233,334 was recognised as a share based payment expense during the year.

(v) 1 billion performance rights were granted during the previous year ended 30 June 2021 (refer to Note 14(d) for more information). The fair value of the performance rights estimated at that time was $695,333. The performance rights vested during the current year. A balance of $656,704 was recognised as a share based payment expense during the year.

(vi) Performance rights vest subject to meeting specific performance conditions. 1.2 billion performance rights were issued comprising three tranches of 400 million each. All tranches of performance rights have market vesting condition being share prices of $0.0015 (tranche 1); $0.002 (tranche 2); and $0.003 (tranche 3) or more over a consecutive 20 day business period. Each right is converted to one ordinary share upon vesting. A balance of $1,057,000 was recognised as a share-based payment expense during the period. This was valued using the Barrier pricing model.

The fair value per Performance Right and the following inputs were used in the valuation model:

Performance Rights	Tranche 1	Tranche 2	Tranche 3
Grant Date	16/11/2021	16/11/2021	16/11/2021
Expiry Date	15/12/2026	15/12/2026	15/12/2026
Exercise Price	Nil	Nil	Nil
Expected volatility	120%	120%	120%
Risk-free rate	1.43%	1.43%	1.43%
Vesting Period	7.5 months	2.5 years	2.5 years
Underlying security price at issue ($)	0.002	0.002	0.002
Fair Value per Performance Right ($)	0.00184	0.00167	0.00154

The fair value of the equity-settled share options and performance rights granted is estimated as at the date of grant using the Black Scholes model or the Barrier pricing model as appropriate, and taking into account the terms and conditions upon which the options and rights were granted, including by reference to the market value of the shares trading on the Australian Securities Exchange (ASX) on or around the date of grant. No new options were granted during the year as a share based payment.

The total share based payment expense of $2,323,666 (2021: $719,445) during the year ended 30 June 2022. On 31 January 2022 the Company issued 57,877,018 fully paid ordinary shares at a price of $0.002 per share in lieu of partial settlement of outstanding fees/wages (refer to note14), the total value was $115,754.

16. RESERVES

The following table shows a breakdown of the statement of financial position line item 'other reserves' and the movements in these reserves during the year. A description of the nature and purpose of each reserve is provided below the table.

		Consolidated	
		2022	2021
		$	$
Share based payments reserve (Note 16a)		**7,606,950**	**7,289,417**
Option premium reserve (Note 16b)		**3,084,128**	**3,084,128**
Foreign currency translation reserve (Note 16c)		**2,891,813**	**1,885,409**
		13,582,891	**12,258,954**
Non-controlling interest reserve (Note 16d)		**(12,912,212)**	**(13,265,354)**
(a)	**Movement During the Year – Share based payment**		
	Opening balance	**7,289,417**	**6,569,972**
	Issue of options and performance rights	**2,323,666**	**719,445**
	Fully Vested and exercised performance rights moved to issued capital	**(695,333)**	**-**
	Expiry of Performance rights	**(1,310,800)**	**-**
	Closing balance	**7,606,950**	**7,289,417**
(b)	**Movement During the Year – Option premium**		
	Opening balance	**3,084,128**	**1,585,693**
	Issue of options	**-**	**1,498,435**
	Closing balance	**3,084,128**	**3,084,128**
(c)	**Movement During the Year – Foreign Currency Translation**		
	Opening balance	**1,885,409**	**4,180,830**
	Foreign currency translation differences	**1,006,404**	**(2,295,421)**
	Closing balance	**2,891,813**	**1,885,409**
(d)	**Movement During the Year – Non-controlling interest**		
	Opening balance	**(13,265,354)**	**(13,949,392)**
	NCI share of loss for the year	**(362,990)**	**(78,051)**
	Foreign currency translation differences	**716,132**	**762,089**
	Closing balance	**(12,912,212)**	**(13,265,354)**

Nature and purpose of reserves

Share based payment Reserve

The share based payments reserve is used to record the fair value of options and performance rights issued but not exercised.

Option Premium Reserve

Option premium reserves is used to record the fair value for the issue of options to subscribe for ordinary shares in the Company.

Foreign Currency Translation Reserve

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations where their functional currency is different to the presentation currency of the reporting entity.

17. FINANCIAL RISK MANAGEMENT

Overview

The Group has exposure to the following risks from their use of financial instruments:
- credit risk
- liquidity risk
- market risk

This note presents information about the Group's exposure to each of the above risks, their objectives, policies and processes for measuring and managing risk, and the management of capital.

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. The Board monitors and manages the financial risks relating to the operations of the Group through regular reviews of the risks.

(a) Credit Risk

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

(i) Investments

The Group limits its exposure to credit risk by only investing in liquid securities and only with counterparties that have an acceptable credit rating.

(ii) Receivables

As the Group operates in the mineral exploration sector rather than trading, it does not have receivables.

Presently, the Group undertakes exploration and evaluation activities in the DRC. At the reporting date there were no significant concentrations of credit risk.

Exposure to credit risk

The carrying amount of the Group's financial assets represents the maximum credit exposure. The Group does not have any material risk exposure to any single debtor or group of debtors. A very large proportion of the bank deposits are held in Australia with leading banks and a minor percentage of the Group's bank deposits is held in well established DRC banks.

(b) Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group manages liquidity risk by maintaining adequate reserves by continuously monitoring forecast and actual cash flows.

Due to the nature of the Group's activities and the present lack of operating revenue, the Group has to raise additional capital from time to time in order to fund its exploration activities. The decision on how and when the Group will raise future capital will depend on market conditions existing at that time and the level of forecast activity and expenditure.

Typically the Group ensures that it has sufficient cash on demand to meet expected operational expenses for a period of at least three to six months, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

The following table details the Group's expected maturity for its non-derivative financial liabilities. These have been drawn up based on undiscounted contractual maturities of the financial liabilities based on the earliest date on which the Group can be required to pay.

17. FINANCIAL RISK MANAGEMENT – continued

	Less than 6 months $	6 – 12 months $	Over 1 year $	Total $
Group at 30 June 2022				
Financial Liabilities:				
Current:				
Trade and other payables	943,566	-	-	**943,566**
Short-term borrowings	-	-	-	**-**
Total Financial Liabilities	**943,566**	**-**	**-**	**943,566**

	Less than 6 months	6 – 12 months	Over 1 year	Total
Group at 30 June 2021				
Financial Liabilities:				
Current:				
Trade and other payables	903,105	-	-	903,105
Short-term borrowings	-	2,100,000	-	2,100,000
Total Financial Liabilities	**903,105**	**2,100,000**	**-**	**3,003,105**

(c) Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to mitigate market risk exposures such as predicting the amount of foreign currencies on a quarterly basis and monitoring closely exchange rates fluctuations.

(i) Foreign exchange risk

The Group is exposed to foreign exchange risk on investments, purchases and borrowings that are denominated in a currency other than the respective functional currency of Group entities, primarily the Australian dollar (AUD). The currencies in which these transactions are primarily denominated are AUD and USD.

The Group has not entered into any derivative financial instruments to hedge such transactions and anticipated future receipts or payments that are denominated in a foreign currency.

(ii) Exposure to foreign exchange risk

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date explained in Australian dollars are as follows:

	Notes	30 June 2022 Assets $	30 June 2022 Liabilities $	30 June 2021 Assets $	30 June 2021 Liabilities $
United States Dollar		780,346	564,570	448,247	612,936
Hong Kong Dollar		1,057	-	9,037	-
Tanzania Shilings		664		73,107	4,236
		782,067	**564,570**	**530,391**	**617,172**

17. FINANCIAL RISK MANAGEMENT – continued

The following significant exchange rates applied during the year:

	Notes	Average rate 2022 $	Average rate 2021 $	Reporting date spot rate 2022 $	Reporting date spot rate 2021 $
United States Dollar		0.73	0.74	0.69	0.75
Hong Kong Dollar		5.66	5.79	5.406	5.83
Tanzania Shilings		0.00058	0.00058	0.00061	0.00061

There has been no material exposure to non functional currency amounts during the financial year.

(iii) Sensitivity analysis

A 10 percent strengthening (based on forward exchange rates) of the Australian dollar against the above currencies at 30 June would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

	Notes	Consolidated 2022 $	Consolidated 2021 $
+10% Strengthening of the Australian Dollar			
(Profit) or loss	(i)	**(27,712)**	**(5,776)**
Equity	(ii)	**12,419**	**22,706**
-10% Weakening of the Australian Dollar			
(Profit) or loss	(i)	**33,865**	**7,103**
Equity	(ii)	**(16,799)**	**(26,033)**

(i) this is mainly attributable to the exposure on USD cash

(ii) this is mainly related to the translation of foreign operations at reporting date

(iv) Interest Risk

The Group's exposure to the risk of changes in market interest rate relates primarily to the Group's cash and cash equivalents. At 30 June 2022 the weighted average interest rate on cash and cash equivalents was $Nil (2021: $Nil).

Sensitivity analysis
An increase of 50 basis points in interest rates would not have had a material impact on the Group's profit or loss.

(d) Net fair values

For assets and other liabilities, the net fair value approximates their carrying value. No financial assets and financial liabilities are readily traded on organised markets in standardised form.

The aggregate net fair values and carrying amounts of financial assets and financial liabilities are disclosed in the statement of financial position and in the notes to and forming part of the financial statements.

(e) Capital risk management

Management controls the capital of the Group in order to ensure that the Group can fund its operations on an efficient and timely basis and continue as a going concern. Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt calculated as total borrowings less cash and cash equivalents. There are no externally imposed capital requirements.

Management effectively manages the Group's capital by assessing the Group's cash projections up to twelve months in the future and any associated financial risks. Management will adjust the Group's capital structure in response to changes in these risks and in the market.

There have been no changes in the strategy adopted by management to control the capital of the Group since the prior year.

18. CONVERTIBLE NOTES

During the 2020 year the Company issued unsecured convertible notes with a face value of $2,100,000 as part of a capital raising exercise.

Terms of the convertible note were as follows:

i. Maturity date – 24 months from the date of advance;
ii. Interest payable – 2.5% per annum, commencing 4 months from the date of issue;
iii. Repayment: The Company could elect to repay all or part of the outstanding convertible notes at any time prior to the maturity date. In addition, the Subscriber could elect to convert any of the convertible notes into new shares at $0.003 per share.

The issue of shares upon conversion of the notes was approved at a meeting of shareholders convened on 25 March 2020.

During the reporting period the subscriber has been repaid in full with interest. Interest charged during the year was $26,250.

The convertible notes was classified as a liability as NeoGold had the sole discretion to convert and if NeoGold did not elect to convert, the Company had the obligation to repay the principal.

19. CONTINGENCIES

If 3moz (measured and indicated category) gold resources at a cut-off grade of 2.5g/t Au are estimated at the Giro Project, Amani will be required to pay US$5,350,000 to the former shareholders of Amani Consulting sarl (“Amani Consulting”) from whom Amani acquired its 85% interest in the capital of Amani Consulting. At Amani’s election, 50% of this amount can be settled by an issue of Amani shares at the then market value of Amani shares. In any case, the liability for this amount of US$5.35M only falls due for payment upon drawdown of development funds. At the date of this report, the condition has not been met.

Under the terms the Association Agreement between Amani subsidiary Amani Consulting SARL and La Société Minière De Kilo-Moto SA (SOKIMO) a company wholly owned by the DRC Government (the original holder of the Giro exploitation permits) dated 3 January 2012 (the Association Agreement), a feasibility study was required to be completed by 31st December 2018 for the Giro Gold Project. In the absence of a completed study, SOKIMO had the right to terminate the shareholders’ agreement with Amani Consulting by issuing a termination notice with a six-month duration. In December 2021, Amani Consulting and SOKIMO agreed to defer the submission of the feasibility study under the Association Agreement until 30 June 2023 in exchange for monthly payments to SOKIMO of US$60,000 and payment of the goodwill amount to SOKIMO of US$897,605.75 which would have otherwise been payable on the conclusion of the feasibility studies and decision to mine at the Giro Project under the Association Agreement.

On 14 October 2019 Amani Gold provided an update in relation to the Gada Gold Project. The update provided background to the acquisition of the Gada Gold Project and that it had been made aware that BN Mining had commenced proceedings against SOKIMO for the wrongful termination of an Option Agreement over the Gada Gold Project. Amani Gold also advised that it understood that BN Mining had, or intended to, commence proceedings against the Company. Amani Gold has now confirmed that proceedings have also been commenced against the Company for purportedly causing SOKIMO to terminate the Option Agreement and has sought damages amounting to USD$100m as a result of the termination of the Option Agreement. The court case with Amani Gold and BN Mining is continuing. On 29 January 2020 the Kinshasa Court gave a decision stating that SOKIMO had not wrongfully terminated their Option Agreement with BN Mining. Furthermore, our lawyers reported that BN failed to appear at the last hearing session on the 25th February 2020. The Company has requested the simple cancellation of the matter. In April 2021, the commercial court of Kinshasa/Gombé had rendered its final judgment in favour of the Company by declaring the action of BN Mining not receivable for lack of quality.

In view of the nature of the trigger events relating to the Giro Gold Project and unlikeliness of a successful claim by BN Mining on Gada Gold Project legal proceedings, these liabilities are contingent in nature and no values were allocated as liabilities in this financial report (30 June 2021: Nil).

20. COMMITMENTS

(a) Capital commitments

There were no capital commitments, not provided for in the financial statements as at 30 June 2022.

20. COMMITMENTS – continued

On 20 December 2021 Amani Gold announced that it agreed with joint venture La Société Minière De Kilo-Moto SA (SOKIMO) to defer the deadline for submission of a feasibility study under the Joint Venture Association Agreement to 30 June 2023.
In consideration for the deferment, SOKIMO will be paid a monthly fee of US$60,000. During the deferment period the fee becomes payable each month until the feasibility study is submitted. As at 30 June 2022 the maximum amount payable under this agreement is US$720,000.

21.STATEMENTS OF CASH FLOWS

(a) Reconciliation of loss after income tax to net cash outflow from operating activities	**2022** **$**	2021 $
Profit / (loss) after income tax	**(4,746,157)**	(4,188,210)
Add back non-cash items:		
Depreciation	**29,868**	44,799
Share based payments expense	**2,323,666**	719,445
Impairment	**3,655**	1,014,806
. Net exchange differences	**-**	7,847
Change in assets and liabilities:		
(Increase) / Decrease in receivables	**94,949**	(65,216)
Increase / (Decrease) in operating payables	**(131,650)**	(242,116)
Net cash outflow from operating activities	**(2,425,669)**	(2,708,645)

(b) Non-Cash Financing and Investing Activities

Share based payment expenses of $Nil (2021 - $1,498,435) were classified as share issue costs and recorded directly in equity. During the year, the company has issued 57,877,018 ordinary shares at $0.002 totalling $115,754 to settle outstanding liabilities with Chan Sik Lap from previous year.

During the year the company has not repaid any loan outstanding from the prior year (2021: $Nil).

22. RELATED PARTY TRANSACTIONS

(a) Key Management Personnel

	2022 **$**	2021 $
Short term remuneration	**514,000**	909,188
Termination Benefit	**-**	75,400
Post Employment Superannuation	**-**	60,122
Share based payments	**1,668,231**	674,964
	2,182,231	1,719,674

A number of key management persons, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. Transactions between related parties are on normal commercial terms and conditions unless otherwise stated.

	Consolidated	
	2022 **$**	2021 $
Accounting, and corporate service fees paid or payable to Mrs Miao Wang, a spouse of Technical Director Mr Grant Thomas.	**-**	114,450

(b) Parent entity

Amani Gold Limited is the ultimate parent entity.

23. PARENT ENTITY DISCLOSURES

Financial position

	Parent	
	2022	2021
	$	$
Assets		
Current assets	**3,500,119**	812,082
Non-current assets (note i)	**27,937,787**	22,112,029
Total assets	**31,437,906**	22,924,111
Liabilities		
Current liabilities	**491,340**	656,494
Non-current liabilities	**-**	2,100,000
Total liabilities	**491,340**	2,756,494
Net Assets	**30,946,566**	20,167,617
Equity		
Issued capital	**92,994,343**	80,352,042
Accumulated losses[1]	**(73,837,909)**	(71,657,023)
Reserves		
Share based reserves	**7,606,950**	7,289,417
Option premium reserve	**3,084,128**	3,084,128
Foreign current translation reserve	**1,099,054**	1,099,054
Total equity	**30,946,566**	20,167,617

Financial performance

	Parent	
	2022	2021
	$	$
Loss for the year	**(3,491,686)**	(6,204,383)
Total comprehensive Income	**(3,491,686)**	(6,204,383)

[1] It was noted that accumulated loss movement includes $1,398,000 transferred from Share based reserves as part of the performance rights expiring

(i) The recoupment of the parent entity's investments and loans to its subsidiaries is dependent upon the successful development and commercial exploitation or sale of the underlying exploration assets.

Contingent liabilities of the parent entity
The parent entity's contingent liabilities are noted in Note 19.

For details on commitments, see Note 20.

Commitments for the acquisition of property, plant and equipment by the parent entity
The parent entity has not made any commitments for the acquisition of property, plant and equipment.

23. PARENT ENTITY DISCLOSURES – continued

Interest in Subsidiaries

	Place of Incorporation	Consolidated Entity Interest 2022	Consolidated Entity Interest 2021	Class of Shares
Parent Entity		**%**	**%**	
Amani Gold Limited	Australia			
Subsidiary				
Amani Consulting SARL[1]	DRC	**85%**	**85%**	Ord
- Giro Goldfields SARL	DRC	**55.25%**	**55.25%**	Ord
Burey Resources Pty Ltd	Australia	**100%**	**100%**	Ord
Amani Minerals (HK) Limited	Hong Kong	**100%**	**100%**	Ord
Congold SASU	DRC	**100%**	**100%**	Ord
Amago Trading Tanzania Limited	Tanzania	**60%**	**60%**	Ord

1. Amani Consulting SARL is the parent entity of Giro Goldfields SARL with a 65% interest.

24. EVENTS OCCURRING AFTER THE REPORTING DATE

Since the end of the financial year and to the date of this report no matter or circumstance has arisen which has significantly affected, or may significantly affect, the operations of the consolidated entity, the results of those operations or the state of affairs of the consolidated entity in subsequent financial years other than the matters referred to below.

In the opinion of the Directors:

a) The financial statements and the notes and the additional disclosures included in the directors' report designated as audited of the consolidated entity are 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 2022 and of its performance for the year ended on that date; and

   (ii) Complying with Accounting Standards (including Australian Accounting Standards) and *Corporations Regulations 2001* and other mandatory professional reporting requirements; and

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

c) The financial statements and notes thereto include an explicit and unreserved statement of compliance with International Financial Reporting Standards issued by the International Accounting Standards Board.

This declaration has been made after receiving the declarations required to be made to the Directors in accordance with section 295A of the Corporations Act 2001 for the financial year ended 30 June 2022.

Signed in accordance with a resolution of the Directors made pursuant to s 295(5) of the Corporations Act 2001.

On behalf of the Board

Klaus Eckhof
Executive Chairman

Dated 30th day of September 2022

Tel: +61 8 7324 6000
Fax: +61 8 7324 6111
www.bdo.com.au

BDO Centre
Level 7, 420 King William Street
Adelaide SA 5000
GPO Box 2018 Adelaide SA 5001
Australia

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF AMANI GOLD LIMITED

Report on the Audit of the Financial Report

Opinion

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

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

(i) Giving a true and fair view of the Group's financial position as at 30 June 2022 and of its financial performance for the year ended on that date; and

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

Basis for opinion

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

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Material uncertainty related to going concern

We draw attention to Note 1 in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the group's ability to continue as a going concern and therefore the group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in respect of this matter.

Key audit matters

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

Carrying Value of Exploration and Evaluation Assets

KEY AUDIT MATTER	HOW THE MATTER WAS ADDRESSED IN OUR AUDIT
Refer to note 11 in the financial report for the year ended 30 June 2022. The Group has exploration and evaluation assets capitalised per the application of the Group's accounting policy for exploration and evaluation expenditure, as set out in Note 1. The carrying value of the exploration and evaluation assets is a key audit matter due to: • The significance of the total balance; and • The risk that these assets, comprising areas of interest, may be impaired due to the existence of impairment indicators that have not been sufficiently considered and require significant judgements by management.	Our procedures included, but were not limited to: • Agreeing the status of tenements directly to government databases; • Considering management's impairment assessment over each area of interest, including the impairment expense recognised during the period; • Obtaining and reviewing budgets and assumptions made by management to ensure that expenditure on further exploration for and evaluation of the mineral resources in the areas of interest were planned; • Considering whether there is any indication of impairment from ASX announcements, Board minutes and other documents; and • Assessing the adequacy of the related disclosures in Note 11 to the Financial Statements.

Fair Value of Share Based Payments Granted

KEY AUDIT MATTER	HOW THE MATTER WAS ADDRESSED IN OUR AUDIT
Note 15 to the financial report discloses the details of the share based payments granted to employees during the year ended 30 June 2022. The treatment of the share based payments arrangements is a key audit matter due to: • The significance of the total share based payments expense; and • The risk that the fair value methodology or inputs may be inappropriate due to level of management judgement required and the complexity of the valuation itself.	Our audit procedures included, among others: • Evaluating the appropriateness of the valuation methodology adopted and the reasonableness of inputs used in the model, with the assistance of an auditors' internal expert. • Assessing the adequacy and accuracy of the disclosures included in the audited remuneration report and note 15 of the consolidated financial statements, which outlines the terms of the arrangement and inputs to the fair value calculation.

Other information

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

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

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

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

Responsibilities of the directors for the Financial Report

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

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

Auditor's responsibilities for the audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 19 to 25 of the directors' report for the year ended 30 June 2022.

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

Responsibilities

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

BDO

BDO Audit (SA) Pty Ltd

Andrew Tickle
Director

Adelaide, 30 September 2022

The shareholder information set out below was applicable as at 27 September 2022.

Corporate Governance Statement

In recognising the need for the highest standards of corporate behaviour and accountability, the Directors of Amani Gold Limited support and adhere to the principles of corporate governance. Please refer to the Company's website for details of the Corporate Governance Statement effective for the year ended 30 June 2022: https://www.amanigold.com/corporate/corporate-governance/

Substantial shareholders (Fully Paid Ordinary Shares)

An extract of the Company's register of substantial shareholders is set out below (27 September 2022).

Shareholders	Number of Shares
MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	5,031,005,642
BNP PARIBAS NOMS PTY LTD <DRP>	3,029,257,723
CITICORP NOMINEES PTY LIMITED	2,543,717,344
MCNEIL NOMINEES PTY LIMITED	1,485,307,783
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	1,269,826,826

Distribution of equity security holders (Fully Paid Ordinary Shares)

SPREAD OF HOLDINGS	NUMBER OF UNITS	NUMBER OF HOLDERS	% OF TOTAL ISSUE CAPITAL
1 - 1000	11,679	74	0.00%
1001 - 5000	271,029	86	0.00%
5001 - 10000	1,126,223	135	0.00%
10001 - 100000	30,773,213	683	0.13%
100001 - 999999999999	23,661,258,981	2757	99.86%
TOTAL	**23,693,441,125**	**3735**	**99.99%**

The number of shareholdings comprising less than a marketable parcel was 1,976

Twenty Largest Shareholder

Rank	Name	Units	% of Units
1	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	5,031,005,642	21.23
2	BNP PARIBAS NOMS PTY LTD <DRP>	3,029,257,723	12.79
3	CITICORP NOMINEES PTY LIMITED	2,543,717,344	10.74
4	MCNEIL NOMINEES PTY LIMITED	1,485,307,783	6.27
5	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	1,269,826,826	5.36
6	SHINING MINING COMPANY LIMITED	833,880,368	3.52
7	BNP PARIBAS NOMINEES PTY LTD ACF CLEARSTREAM	748,964,284	3.16
8	MR JEAN MARC ALLEGRET	659,300,000	2.78
9	LUCK WINNER INVESTMENT LIMITED	600,000,000	2.53
10	EQUITY PLAN SERVICES PTY LTD	400,000,000	1.69
11	ZENIX NOMINEES PTY LTD	374,717,093	1.58
12	MS CHUNYAN NIU	300,000,000	1.27
13	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED <EUROCLEAR BANK SA NV A/C>	294,691,068	1.24
14	HON HAK KA	250,000,000	1.06
15	MS CHUNYAN NIU	186,099,160	0.79
16	AMAX PACIFIC PTY LIMITED	155,500,000	0.66
17	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	115,600,917	0.49
18	MR MARK ANDREW CARROLL	100,000,000	0.42
19	MR KIN WING CHAN + MRS WAI SHAN YAP <RC SUPERANNUATION FUND A/C>	100,000,000	0.42
20	MR JOHN BARSOOM	100,000,000	0.42

Totals: Top 20 holders of ANL ORDINARY FULLY PAID		**18,577,868,208**	**78.41**
Total Remaining Holders Balance		**5,115,572,917**	**21.59**
Total Holders Balance		**23,693,441,125**	**100**

Voting Rights

The voting rights attaching to ordinary shares are governed by the Constitution. On a show of hands every person present who is a member or representative of a member shall have one vote and on a poll, every member present in person or by proxy or by attorney or duly authorised representative shall have one vote for each share held. None of the options has any voting rights.

Twenty Largest ANLOA ($0.0015 15 JAN 2023) Holders

Rank	Name	Units	% of Units
1	MCNEIL NOMINEES PTY LIMITED	1,050,000,000	11.69
2	ORCA CAPITAL GMBH	781,353,586	8.7
3	MS CHUNYAN NIU	546,171,001	6.08
4	NOTRE DAME INVESTMENT LIMITED	510,000,000	5.68
5	ZENIX NOMINEES PTY LTD	500,000,000	5.57
6	MAX ASSET HOLDINGS PTY LTD	348,157,895	3.88
7	WHEAD PTY LTD <CJ HOLDINGS A/C>	200,000,000	2.23
8	BUDWORTH CAPITAL PTY LTD <ROLLING HILLS CAPITAL A/C>	200,000,000	2.23
9	REDLAND PLAINS PTY LTD <BRIAN BERNARD RODAN S/F A/C>	163,000,000	1.82
10	AMAX PACIFIC PTY LIMITED	155,000,000	1.73
11	MAX ASSET HOLDINGS PTY LTD	150,000,000	1.67
12	FIRST INVESTMENT PARTNERS PTY LTD	115,384,614	1.28
13	SYNDICATE MINERALS PTY LTD	100,000,000	1.11
14	BEIRNE TRADING PTY LTD	100,000,000	1.11
15	AYERS CAPITAL PTY LTD	100,000,000	1.11
16	SHAH NOMINEES PTY LTD	100,000,000	1.11
17	WHEAD PTY LTD <CJ HOLDINGS A/C>	98,820,713	1.1
18	MR DAVID IAN RAYMOND HALL + MRS DENISE ALLISON HALL	95,000,000	1.06
19	DIXTRU PTY LIMITED	95,000,000	1.06
20	CLARIDEN CAPITAL PTY LTD	90,000,000	1
Totals: Top 20 holders of ANLOA OP15012024/$0.0015		**5,497,887,809**	**61.22**
Total Remaining Holders Balance		**3,482,294,828**	**38.78**
Total Holders Balance		**8,980,182,637**	**100**

Distribution of ANLOA ($0.0015 15 JAN 2023) Holders

SPREAD OF HOLDINGS	NUMBER OF UNITS	NUMBER OF HOLDERS	% OF TOTAL ISSUE CAPITAL
1 - 1000	345	1	0.00%
1001 - 5000	-	0	0.00%
5001 - 10000	-	0	0.00%
10001 - 100000	90,000	1	0.00%
100001 - 999999999999	8,980,092,292	225	100.00%
TOTAL	**8,980,182,637**	**227**	**100.00%**

Unquoted equity securities

Ex $0.0075 ex 27 May 2022	40,000,000
Ex $0.01 ex 27 May 2022	40,000,000
Ex $0.0125 ex 27 May 2022	40,000,000
Ex $0.0075 ex 15 DEC 2023	12,000,000
Ex $0.01 ex 15 DEC 2023	12,000,000
Ex $0.0125 ex 15 DEC 2023	12,000,000
Performance Rights	1,866,999,998

Company Secretary

The company Secretary is James Bahen

Registered Address

The registered address is Suite 1, 295 Rokeby Road, Subiaco WA 6008

On-market buy-back

There is no current on-market buy-back.

Mineral Interests

Location	***Concession name and type***	***Registered Holder***	***Amani's currentequity interest***	***Maximum equity interest capable of being earned***	***Notes***
DRC	Giro Exploitation Permits PEs 5046 & 5049	Giro Goldfields SARL	55.25%	55.25%	1

DRC - Democratic Republic of Congo

Notes:

1. In September 2014 Amani Gold completed the acquisition of 85% of the share capital in Amani Consulting sarl ("Amani Consulting"), which entity owns 65% of the capital in Giro Goldfields sarl ("Giro sarl"), a DRC registered company and the registered holder of the two exploitation permits comprising the Giro Project. Amani Gold is responsible for sole funding exploration on the Giro Project. Societe Miniere De Kilo Moto SA ("Sokimo"), a limited liability company wholly owned by the DRC Government holds the other 35% interest in Giro sarl.

   Under existing contractual terms with Sokimo a feasibility study was required to be completed by 31st December 2018 at the Giro Gold Project. Based on the amendment to the shareholder agreement, concluded in December 2017, with Sokimo, an agreement was reached between the parties that the deadline for completion of the feasibility study would be extended up to 31st December 2018, a further 12-month extension could be requested if Amani shows that the work to complete the feasibility study is progressing positively.

   Amani has requested a quote from Beijing General Institute of Mining and Metallurgy (BGRIMM) to update the Giro Feasibility Study by end 2020 given that the Giro global resource estimates have substantially increased since the initial Feasibility Study which was based on Kebigada resource estimate of 75Mt @ 1.18g/t Au, for 2.9Moz gold (0.6g/t Au cut-off grade, see ASX Announcement 27 August 2017). New combined Indicated and Inferred Mineral Resource Estimate for Kebigada and Douze Match deposits is 132Mt @ 1.04g/t Au, for 4.4Moz contained gold (0.5g/t Au cut-off grade, see ASX Announcement 19 March 2020).

   At the date of this report, feasibility study discussion have not formally concluded with Sokimo and no decision to mine has been made. The company is also under negotiation with Sokimo to extend the date for submission of the final feasibility study.