



## 2021 ANNUAL REPORT

Variscan Mines Limited ("**Variscan**" or the "**Company**" or the "**Group**") (ASX:VAR) is pleased to attach the Annual Report for the year ending 30 June 2021.

**ENDS**

**For further information:**

Variscan Mines Limited

Stewart Dickson

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*This announcement has been authorised for issue by Mr Mark Pitts Company Secretary, Variscan Mines Limited.*

### Notes

Variscan Mines Limited (ASX:VAR) is a growth oriented, natural resources company focused on the acquisition, exploration and development of high quality strategic mineral projects. The Company has compiled a portfolio of high-impact base-metal interests in Spain, Chile and Australia.

The Company's name is derived from the Variscan orogeny which was a geologic mountain building event caused by Late Paleozoic continental collision between Euramerica (Laurussia) and Gondwana to form the supercontinent of Pangea.



**variscan**  
**MINES**

Annual  
**Report**  
2021

## **ABN**

87 095 092 158

## **DIRECTORS**

### **Dr Foo Fatt Kah**

Non-Executive Chairman

### **Mr Stewart Dickson**

Managing Director & CEO

### **Mr Michael Moore**

Non-Executive Director

### **Mr Nicholas Farr-Jones AM**

Non-Executive Director

## **COMPANY SECRETARY**

Mark Pitts

## **REGISTERED OFFICE**

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Mount Pleasant WA 6153

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Email: [info@variscan.com.au](mailto:info@variscan.com.au)

Website: [www.variscan.com.au](http://www.variscan.com.au)

## **SHARE REGISTRY**

### **Boardroom Pty Ltd**

GPO Box 3993

Sydney NSW 2001

Australia

Telephone: +61 2 9290 9600

## **AUDITORS**

### **HLB Mann Judd (WA) Partnership**

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Perth WA 6000

Australia

Telephone: +61 8 9227 7500

## **STOCK EXCHANGE**

ASX Limited

Level 40, Central Park,

152-158 St Georges Terrace

Perth WA 6000

## **SECURITIES EXCHANGE LISTING**

Variscan Mines Limited's shares are listed on the

Australian Securities Exchange (ASX: VAR)

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# Chairman's Letter

I am pleased to present you with Variscan's annual report for the year ended June 30 2021 (FY21).

Dear fellow Variscan shareholders,

I am pleased to present you with Variscan's annual report for the year ended June 30 2021 (FY21).

During FY21, we continued to make significant progress in the execution of our strategic priorities of seeking near-term zinc production opportunities and mineral resource discoveries at our Novales-Udias and Guarajaz zinc projects in Spain.

We concluded the fiscal year on a high note, announcing outstanding drilling results from the San Jose Mine where we discovered multiple stacked lenses of high-grade zinc mineralisation in the multiple zones. The discovery of these new high-grade mineralised lenses is a strong indication that there is considerable scale and tonnage potential.

Following this discovery, we have moved quickly to conduct a follow-up drilling programme, which we commenced during the third quarter. We have now reached another important phase of fieldwork at San Jose, with phase 2 of the underground drill campaign underway. We are confident that the drill targets we have identified will provide opportunities for further discoveries of new mineralised lenses.

All of this progress is being backed by a strong funding position, following successful, over-subscribed capital raising being completed at the end of the fiscal year.

We have also recently made good progress at the zinc-rich polymetallic Guarajaz Project, where we have recently received high-grade assay results from grab samples.

Although the Novales-Udias Project remains our key focus, the results from Guarajaz show the depth of our project portfolio. We believe that Guarajaz represents an excellent brownfield polymetallic opportunity and have thus applied for a three-year extension of our current exploration licence with the relevant authorities.

In the near term, we will be advancing a number of follow up activities at the Novales-Udias Project including but not limited to: underground drilling at the San Jose Mine, a geophysical survey of surface drill targets and associated surface drilling application in the Buenahora licence area, a surface drilling campaign to test step out extensions in the vicinity of the San Jose Mine, and a range of ESG initiatives that support these activities.

Looking further ahead, we have begun to consider value-accretive opportunities that exist for zinc, particularly in the green energy sector for electric and hybrid cars, solar panels, and wind turbines. Our acceptance during FY 21 as a member of the European Battery Alliance (EBA250) will connect us to innovation, industry insights and new financing channels as we participate alongside other industry stakeholders across the European Union's battery value chain to develop a competitive and sustainable battery industry.

In FY22 and beyond we will continue to focus on developing our high-grade Spanish zinc assets. I am confident that these assets will enable us to deliver value to each of our shareholders and I thank you for your ongoing support of Variscan's efforts.

Yours sincerely



Dr Foo Fatt Kah  
Chairman



# Operational Review

## ► Group Highlights – Year in Review

- Maiden drilling programme at San Jose Mine delivered outstanding results including:
  - DDH NOVDD027: 16.9m @ 12.5% Zn + 2.0% Pb
  - DDH NOVDD046: 23m @ 11.5% Zn + 3.72% Pb
  - DDH NOVDD041: 18m @ 9.87% Zn + 3.24% Pb
- Integration of 3D underground laser survey at San Jose Mine with historical database confirmed unmined positive historical drilling intersections remaining
- Identified a new 3km parallel mineralised trend approximately 1.5km west of the main 9km NE-SW Novales Trend.
- Successful, over-subscribed placing to raise \$4.25m. Placement price representing 100% premium to previous capital raise
- Application submitted for surface drilling over the Buenahora licence area of the Novales-Udias project
- Accepted to join the European Battery Alliance – key membership for development of EV battery supply chain



## ► Spain

During FY21, we continued to focus on our clear strategy to execute the two-fold opportunity that the Novales-Udias projects present.

Specifically, we are aiming to seek near term zinc production opportunities at the San Jose–Novales Mine and to define a regionally significant mineral resource.

### Key highlights of the Novales-Udias projects include:

- Near term zinc production opportunity (subject to positive exploratory work)
- Large tenement holding of 68.3 km<sup>2</sup> (including several granted mining tenements)
- Novales Mine is within trucking distance (~ 80km) from the Asturias zinc smelter
- Classic MVT carbonate hosted Zn-Pb deposits
- Historic production of high-grade zinc; average grade reported as ~7% Zn<sup>2</sup>
- Simple mineralogy of sphalerite – galena – calamine
- Ore is strata-bound, epigenetic, lenticular and sub-horizontal
- Reported historic production of super high grade ‘bolsas’ (ore bags) commonly 10-20% Zn and in some instances +30% Zn<sup>3</sup>
- Recent underground drilling results from the San Jose Mine recorded multiple intersections at +15% Zn
- Collated a substantial database of some 88,000m of historic drilling
- Access and infrastructure all in place
- Local community and government support due to historic mining activity

In the September quarter (Q1 FY21), we announced new high-grade rock chip sampling results conducted on prospects within the Buenahora licence area of the Novales-Udias Project. A total of 55 samples were analysed from 11 separate prospects within the Variscan exploration permit, supporting the presence of in-situ high-grade mineralisation at all but three of the exploration prospects<sup>4</sup>.

During that quarter, we also conducted new infill geochemical soil sampling on prospects within the Buenahora licence area of the Novales-Udias Project. A total of 379 samples were analysed from four separate prospects, all indicating the surficial extent of in-situ high-grade stratiform mineralisation<sup>5</sup>.

In parallel, we continued to import and analyse historical data, expanding the drilling data set. In addition, we conducted a 3D laser survey of the San Jose-Novales Mine and received approval to conduct underground drilling there.

The September quarter also saw us accepted as a member of the European Battery Alliance (EBA250), a group that brings together stakeholders and industry participants across the European Union's battery value chain to drive a competitive and sustainable battery industry in Europe by 2025. Joining EBA250 was an important step for us as it provides us with access to European supranational and institutional funding as well as valuable industry insights and value-chain connectivity.

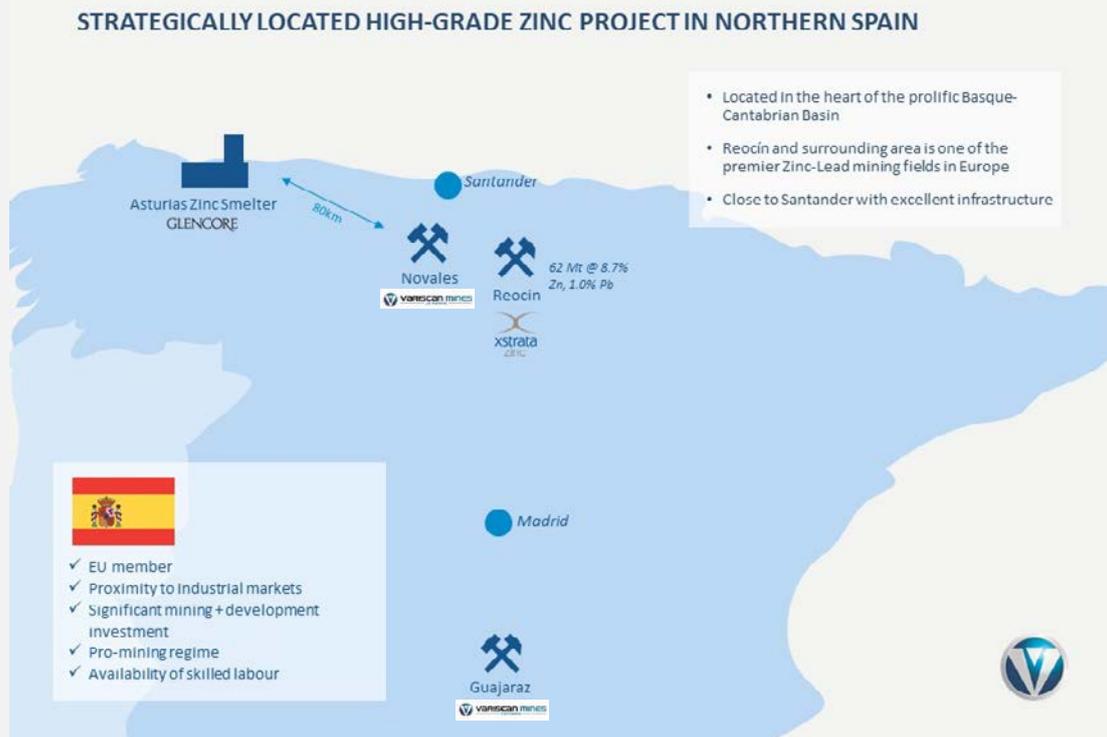
In the following quarter (Q2 FY21), we announced the results of the 3D laser survey which was integrated with the historical drilling database, confirming unmined positive historical drilling intersections remaining.

Meanwhile, the underground drilling programme at the San Jose-Novales Mine successfully intersected mineralisation grading 3% to 28% Zinc<sup>6</sup> in a new area near the mine portal. This is step out target 1,000m from the Central Zone which represents an interesting exploration target as it suggests previously under-explored mineralised systems in between may have discovery potential. The mineralisation style from the drill core is consistent with sulphide-rich carbonate hosted (Mississippi Valley Type) lenses observed in the stopes in the Central Zone of the San Jose Mine. This area is easily accessible and has seen very little historical mining activity. Together with positive historical surface drilling data, this area has the potential for mineralisation to be extended.

During the March quarter (Q3 FY21), we announced the results of 21 underground channel samples taken from the San Jose Mine. The channel samples, taken over a 300m length at the portal and a 600m length indicate good continuity of the stratabound mineralisation which retains its high-grade tenor as it extends<sup>7</sup>.

During the third quarter we acquired new data from drilling previously conducted by Asturiana de Zinc (Xstrata Zinc) which

## HIGH GRADE SPANISH ZINC PROJECTS



led to the discovery of new exploration targets, increased the confidence level of certain existing targets and identified a new 3km parallel mineralised trend approximately 1.5km west of the main 9km NE-SW Novales Trend. The acquisition and interpretation of our valuable dataset comprising 88,617m of drilling data has enabled significant exploration time and cost savings as well as providing a sound basis for future resource estimation.

In the final quarter of the fiscal year, we announced the second and third batch of assay results from the underground drilling programme at the San Jose Mine<sup>8</sup>.

Pleasingly, the drilling discovered new zinc-rich mineralised lenses in the Central Zone of the San Jose Mine and extended the discovery of mineralised lenses below the La Caseta Trend as well as confirming high-grade mineralisation on the Los Caracoles Trend.

The discovery of new high-grade mineralised lenses below the main gallery is a major development for Variscan. It suggests significant potential for discovering additional lenses throughout the San Jose Mine as the remainder of the mine has had barely any drilling to test for lower lying lenses. In aggregate, that could provide considerable scale and tonnage potential.

1. Refer ASX Announcements dated 25 May 2021 and 15 June 2021.
2. Anecdotal evidence from original Novales miners interviewed during the WAI Due Diligence supported with historical production data from the School of Mines in Torrelavega historical archives.
3. Anecdotal evidence from original Novales miners interviewed during the WAI Due Diligence supported with historical production data from the School of Mines in Torrelavega historical archives.
4. Refer ASX Announcement dated 2 November 2020.
5. Refer ASX Announcement dated 2 November 2020.
6. Refer ASX announcement dated 9 March 2021.
7. Refer ASX announcement dated 2 February 2021.
8. Refer ASX announcement dated 25 May 2021 and ASX announcement dated 15 June 2021.



## NOVALES-UDIAS PROJECT – CANTABRIA, NORTHERN SPAIN

**variscan mines**

- THICK HIGH GRADE ZINC-LEAD DRILL RESULTS**
- MVT MINERALISATION SIGNIFICANT EXPLORATION UPSIDE**
- 9KM FROM REOCIN MINE 62MT @ 8.7%ZN**
- SUPPORTIVE REGIONAL GOVERNMENT & POLICIES**
- POTENTIAL MINE RE-START MINING LICENCE GRANTED**
- GLENCORE SMELTER DEEP WATER PORT AIRPORT + ROADS POWER + WATER**
- STRATEGIC SUPPLY TO EU MARKETS EBA250 MEMBER**
- STRONG MINING HERITAGE**

► Chile

The Rosario Project is located approximately 120 kilometres by road east of the port city of Chanaral in the Atacama Region of northern Chile. Chile is a proven mining jurisdiction and is the largest producer of copper globally.

The Rosario project lies about 20 kilometres north of the El Salvador mine (owned by Codelco). It is one of the country's larger copper operations, within a region of dense mining activity (all scales) and a good copper endowment.

The Rosario Project comprises three granted exploitation concessions, Rosario 6, Rosario 7 and Salvadora, one granted mineral exploration licence (Abandonara) and an exploration

concession under application (Rosario 101). These concessions cover two outcropping copper trends (Zones A and B) over a combined strike length of approximately 6 kilometres.

As a result of the impact of the continuing worldwide COVID-19 pandemic and due to our ongoing focus on our Spanish zinc projects, no significant activities were conducted on the Rosario Project during FY21.



► Australia

During Q1 FY21, we disposed of our shareholding holding in Thompson Resources Limited (ASX: TMZ), which resulted in non-dilutive cash inflows of approximately \$0.5m.

We also participated in the restructuring of the joint venture arrangements over the Junction Dam tenement in South Australia. Following this, Variscan holds a 0.5% net profits royalty on production from a uranium mine on the Junction Dam tenement.

Variscan continues to hold minority interests in a number of areas of eastern and central Australia. No specific activities were undertaken by us in these areas during FY21 due to the aforementioned focus on our our Spanish zinc projects.



► Covid-19

The global COVID-19 pandemic prompted significant restrictions to be imposed in Spain.

These policy responses have evolved and relaxed in the course of the pandemic. Variscan continues to adopt a proactive and pragmatic approach and will continue to operate in full compliance with the regulations to safeguard the health of our

staff and contractors as well as the local communities. Currently, we anticipate being able to conduct the planned exploration work.

## ► Corporate and financial

On 21 June 2021, we announced that we had received binding commitments for a Placement to raise \$4.25m (before costs), which was completed on 28 June 2021.

The Placement introduced several new, high-quality, institutional and sophisticated investors, whilst also being strongly supported by existing significant shareholders of Variscan. The Company is now well funded to follow-up on the exploration success it has achieved.

During the year, we acknowledged the resignations of Mr Simon Fyfe and Dr Susan Vearncombe as a Non-Executive Directors, and were pleased to announce the appointment of Mr Nicholas ("Nick") Farr-Jones OAM. Mr Farr-Jones has extensive experience within the global mining sector, particularly in Europe

## ► Looking ahead

Post the June quarter (Q4 FY21), we presented new drilling targets for inclusion in the next phase of underground drilling at the San Jose Mine which were identified from the results of structural geological fieldwork conducted in association with Consulting de Geologia y Minería, S.L.

Following this, we appointed experienced Spanish drilling contractor Sondeos y Peforaciones Industriales de Bierzo SA to conduct follow-up drilling at the San Jose Mine.

In September 2021, the Phase 2 underground diamond drilling programme at the San Jose Mine commenced.

While the Novales-Udias Project remains our main focus, we are continuing to make efficient and targeted efforts to prove the prospectivity of other projects in our portfolio. In line with this, we received high-grade assay results from grab samples collected during follow-up geological field work at our zinc-rich polymetallic Guarajaz Project later that month.

Our immediate focus is to progress underground drilling at the San Jose Mine and returning results as soon as possible. In addition, we are advancing a number of follow-up activities and deliverables including:

- A geophysical survey of surface drill targets over the Buenahora licence area;
- Delivery of a pending surface drilling application covering the Buenahora licence area; and
- A surface drilling campaign to test step out extensions in the vicinity of the San Jose Mine

We are well-funded and in a strong position to continue accelerating our aggressive exploration programme at the Novales-Udias Project, including follow-up drilling at the San Jose Mine and drilling high priority targets at the highly prospective surrounding Buenahora licence area.

I would like to take this opportunity to thank all of my colleagues for their hard work in FY21 and all shareholders for their ongoing support.

We look forward to providing you with further updates as our exploration activities continue.

Stewart Dickson



Managing Director & CEO

## Environmental, Social and Governance (ESG)

Variscan is a Responsible Corporate Citizen. Variscan is committed to a sustainable approach to responsible business and reiterates the ongoing commitment to be a good corporate citizen and a supportive and reliable partner for local communities.

We strive to contribute to the sustainable development of the regions in which we operate and to create long-lasting contributions to the economic, as well as the social prosperity of local residents.

Stakeholders around the world are increasingly looking to businesses to help address global development challenges. The United Nations (UN) Sustainable Development Goals (SDGs) set out a framework which helps businesses and their stakeholders better understand and address those challenges. In 2015 the UN member states adopted 17 SDGs for tackling poverty, protecting our planet and working towards sustained peace and prosperity.

Our business activity touches directly and indirectly on many of the UN SDGs and we continue to look for opportunities to do more to support the SDGs.

Through our operations we are aligned to and directly contribute to the development of SDGs 1, 3 and 8, which are supporting global efforts to reach no poverty, ensuring good health and

wellbeing of our people and decent work and economic growth. Additionally, we have also outlined SDGs of which we can support the delivery and on which we can have a positive impact as a smaller business; this includes goals 4, 6, 7, 9, 10, 12, 14, 15, 16.

How we contribute to the advancement of goals 1, 3 and 8:

Our operations are located in the regions of Cantabria and Castilla-La Mancha, where Variscan seeks to make a positive contribution to the achievement of the UN SDGs by promoting regional development through creating opportunities for local residents. We are increasing local employment opportunities and have continued to maintain our local workforce despite the challenges presented by COVID-19.

People are at the heart of our business. Through our work and by taking a proactive 'Local First' approach, we focus on making positive, sustainable contributions to the economic, as well as the social prosperity of the residents of Cantabria and Castilla-La Mancha.

### ► Goal 1: No Poverty

- We invest in our people and in the regions in which we operate, providing attractive and inclusive employment opportunities and training.
- We pay taxes to regional governments and municipalities.

### ► Goal 3: Good Health and Well-being

- We maintain a rigorous health and safety protocol and reporting practices. At our operations, we test for traces of substance misuse and screen for symptoms of COVID-19 related illness.
- We take serious steps to prevent toxic emissions that could negatively impact the health of our employees and local communities.
- We encourage a healthy lifestyle among our employees and promote personal well-being.

### ► Goal 8: Decent Work and Economic Growth

- We provide skilled work and communicate employment opportunities locally, and contribute positively to the regional economies.
- Our focus on local procurement, by ensuring we integrate local suppliers into our supply chains where possible, ensures the economic development of the region.

## How we support goals:

Through our operations, we want to contribute to the development of local communities, deliver long term value to our employees, invest in local infrastructure, spur innovation and invest in environmental protection. We seek to ensure that our activities do not harm our employees, local communities or the environment. These SDGs include areas where we can have a positive impact in the region of presence as well as areas where we strive to mitigate any potential negative impacts.

## Empowering our community

### ► **Goal 4: Quality Education**

### ► **Goal 9: Industry, Innovation and Infrastructure**

### ► **Goal 10: Reduced Inequalities**

### ► **Goal 16: Peace, Justice and Strong Institutions**

- Varsican is an equal opportunities employer and we provide fair wages. We provide equitable access to employment opportunities.
- We provide training to all our employees to refresh and upgrade their skills; we are committed to developing our workforce and providing employees with opportunity to progress within our Company. In addition to this, we pride ourselves as a local employer and provide skilled and manual work, contributing to economic growth.
- We maintain an open and transparent approach to communicating with authorities on a local, federal and national level and strive to prevent all forms of conflict by ensuring clear channels of stakeholder engagement.

### ► **Goal 6: Clean Water and Sanitation**

### ► **Goal 7: Affordable and Clean Energy**

### ► **Goal 12: Responsible Consumption and Production**

### ► **Goal 14: Life Below Water**

### ► **Goal 15: Life on Land**

- We take our responsibility with regard to environmental stewardship very seriously. We carry out baseline assessments to understand and preserve existing ecosystems surrounding our areas of operations, both above land and below water.
- In addition, we make concerted efforts to conserve our water use, and ensure that waste is disposed of safely. We monitor water quality.
- We monitor our fuel consumption closely and examine opportunities to reduce our energy consumption and thereby contribute to a potential reduction in emissions.



# Directors Report

► Directors

The names and details of the Company's directors in office during the financial year and until the date of this report are as follows. Directors were in office for this entire period unless otherwise stated.

**Dr Foo Fatt Kah** MB, BCh, BAO, MBA

Non-Executive Chairman

Dr Foo was appointed a Director of the Company on 7 October 2009. Dr Foo is the Managing Director and co-founder of Luminor Capital, a private equity fund management company based in Singapore. He has over 20 years' experience in the investment banking, fund management and advisory businesses spanning Europe and Asia. He was previously Head of Asian Equities for SG Securities Asia (the Asian Investment Banking business for Societe Generale) covering 10 Asian countries. Since 2004 Dr Foo has been active as an investor, overseeing investments in Resources, Energy and Healthcare.

Dr Foo is qualified in Medicine (MB, B Ch, BAO) and Business Administration (M.B.A.) from the Queen's University, United Kingdom, with further continuing education qualifications from Insead on Economic Value Added (EVA) and International Project Management. He has experience with listed companies in Singapore, being previously Executive Director of CyberVillage Holdings Ltd and Lead Independent Director of PEC Ltd.

During the past three years Foo Fatt Kah has not served as a director of any other ASX listed company.

**Stewart Dickson** BA(Hons), MBA

Managing Director

Stewart was appointed a Director of the Company on 1 May 2017. Stewart is an experienced corporate financier with a decade of investment banking experience. Most recently, he was Managing Director and Head of Metals & Mining at Cantor Fitzgerald Europe, based in London. He had responsibility for client coverage of public and private mining companies across precious metals and base metals, bulks, fertilizers and specialty metals. He has a broad range of international financial advisory, equity capital markets and corporate broking transaction experience including initial public offerings, financings and M&A.

Prior to investment banking, Mr Dickson served in the British Army as a commissioned officer and saw operational service overseas. Stewart is a graduate of University College London and holds an MBA from Henley Business School.

He was appointed as a Non-Executive Director of Trans-Siberian Gold plc on 19 September 2017, a gold producer listed on the AIM market of the London Stock Exchange.

During the past three years Stewart Dickson has not served as a director of any other ASX listed company.

**Michael Moore** BEng(Hons), MAusIMM, MAICD

Non-Executive Director

Mike was appointed a Non-Executive Director on 4 August 2015. Mike is a mining engineer from the Camborne School of Mines with over 20 years operational and executive management experience across a diverse range of commodities in Australia, Indonesia, West Africa and Europe.

He has previously held senior and executive management roles with a number of companies including Rock Australia Mining & Civil Pty Ltd, Carnegie Minerals PLC and with ASX listed Montezuma Mining Company Ltd where he was CEO.

Mike is a member of the Australian Institute of Company Directors and the Australian Institute of Mining and Metallurgy. Mike is currently serving as Managing Director of Golden State Mining Limited as well as serving on the board of Cape Care.

During the past three years Michael Moore has not served as a director of any other ASX listed company.

**Nicholas Farr-Jones** AM LLB

Non-executive Director

Nick was appointed a Non-Executive Director on 1 July 2021. Nick has over 25 years of experience in the global mining sector as a specialist in natural resources investment and corporate governance. Additionally, he is an experienced public company director.

Nick qualified as a lawyer before pursuing a career in investment banking. Notably he was responsible for the metal derivative business of Societe Generale in Europe and Africa before leading its commodity finance business in Australia. He is currently a Director of Taurus Funds Management, headquartered in Sydney, which specialises in bespoke financing solutions for global mid-tier and junior mining companies. Nick also holds a number of charitable appointments and is a highly regarded speaker on leadership. He was awarded the Order of Australia in 1992 for services to rugby union, having captained the Australian rugby team to World Cup success in 1991.

During the past three years Nicholas Farr-Jones has not served as a director of any other ASX listed company.

► **Directors (continued)**

**Dr Susan Vearncombe**

Ph.D, Msc(Hons)B.Soc.Sci, MAIG, RPGeo

Non-executive director

(appointed 21 August 2020, resigned 30 June 2021)

Susan was appointed a Non-Executive Director on 21 August 2020 and resigned on 30 June 2021.

During the past three years Susan Vearncombe has not served as a director of any other ASX listed company.

**Simon Fyfe** BBus

Non-executive director

(resigned 21 August 2020)

Simon was appointed a Non-Executive Director on 30 January 2020 and resigned on 21 August 2020.

During the past three years Simon Fyfe has not served as a director of any other ASX listed company.

**Mark Pitts** BBus, FCA, GAICD

Company Secretary

Mark was appointed Company Secretary of the Company on 2 March 2018.

Mark is a Fellow of Chartered Accountants Australia and New Zealand and a graduate member of the Australian Institute of Company Directors. He has more than 30 years' experience in statutory reporting and business administration.

Mark has been directly involved with and consulted to a number of public companies holding senior financial management positions. He is a Partner in the corporate advisory firm Endeavour Corporate providing company secretarial support, corporate and compliance advice to a number of ASX listed public companies.

During the past three years Mark Pitts served as a director of Mareterram Limited which was removed from the official list of the ASX on 15 April 2019.



## ► Directors' Interests

As at the date of this report, the interests of the Directors in the shares and options of Variscan Mines Limited were:

Director	Ordinary shares	Options
Dr Foo Fatt Kah	5,018,107	750,000
Mr Stewart Dickson	6,705,772	2,000,000
Mr Michael Moore	793,786	750,000
Mr Nicholas Farr-Jones	1,135,544	-

The above table includes indirect shareholdings held by related parties to the directors.

## ► Principal activities

The principal continuing activity of the Group is the exploration of economic metal and mineral deposits.

## ► Results

The net result of operations of the Group after applicable income tax was a loss of \$684,613 (2020: \$1,125,142).

Included in this result is the amount for share-based payments for the year of \$183,246 (2020: \$6,095) and an increase in the value of financial assets at fair value through profit or loss of \$77,771 (2020: increase of \$36,200).

## ► Dividends

No dividends were paid or proposed during the year.

## ► Review of operations

### Group Overview

During the financial year, the Group's operations have been focused on the exploration of its wholly owned Zinc projects in Spain. In addition, the Group is continuing to investigate its Rosario Copper project in Chile and holds a number of minor interests in Australian mineral tenements.

### Board & Management Changes

On 21 August 2020, the board appointed Dr Susan Vearncombe as a Non-Executive Director, upon the resignation of Mr Simon Fyfe. On 30 June 2021, Dr Vearncombe retired as a director to focus on her other interests. On 1 July 2021, the Board appointed Mr Nicholas Farr-Jones AM as a Non-Executive Director.

## Impact of COVID-19 Pandemic

During the previous financial year, in response to the initial outbreak of the global COVID-19 pandemic, the Board enacted a suite of measures to reduce activities in Spain, which at that point was a global locus for the pandemic. Additionally, cost-reduction measures were put into place to position the Group to react swiftly to the rapidly evolving situation.

During the current financial year, as a result of the improvement in conditions worldwide, the Group has resumed its exploration operations, while still maintaining appropriate health and safety measures to ensure the wellbeing of its staff, contractors, and suppliers.

### ► **Significant changes in the state of affairs**

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

### ► **Significant events after the reporting date**

There were, at the date of this report, no matters or circumstances which have arisen since 30 June 2021 that have significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group, in future financial years.

### ► **Indemnification and insurance of directors and officers**

The Company has not, during or since the end of the financial period, in respect of any person who is or has been an officer of the Company or a related body corporate, indemnified or made any relevant agreement for indemnifying against a liability incurred as an officer, including costs and expenses in successfully defending legal proceedings. The Company maintains adequate Directors and Officers insurance coverage.

### ► **Insurance premiums**

During the financial period the Company has paid premiums to insure each of the directors and officers against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity of director or officer of the Company, other than conduct involving a wilful breach of duty in relation to the Company. The premiums paid are not disclosed as such disclosure is prohibited under the terms of the contract.

### ► **Likely developments and expected results**

As the Group's mineral projects are at an early stage of exploration, it is not possible to postulate likely developments and any expected results.

► Shares under option or issued on exercise of options

Details of unissued shares or interests under option for Variscan Mines Limited as at the date of this report are:

Exercise Price of Option	Expiry Date of Options	Class of Share received upon exercise	Number of Shares under option
\$0.60	20 November 2021	ORD	500,000
\$1.00	20 November 2022	ORD	500,000
\$0.055	30 November 2023	ORD	4,000,000
\$0.065	30 November 2023	ORD	4,000,000
\$0.80	30 November 2023	ORD	4,000,000
			<b>13,000,000</b>

Details of performance rights issued to the Company's managing director as at the date of this report are:

Performance Condition	Expiry Date of Rights	Class of Share received upon vesting	Number of Rights
Continuous service until 30 November 2021	30 November 2023	ORD	1,250,000
Continuous service until 30 November 2022	30 November 2023	ORD	1,250,000
			<b>2,500,000</b>

The holders of these options and performance rights do not have the right, by virtue of the option or performance rights, to participate in any share issue of the Company or of any other body corporate or registered scheme.

Refer to the Remuneration Report and Notes 13 & 14 to the financial statements for further details of the options and rights outstanding.

► Remuneration report (audited)

This remuneration report for the year ended 30 June 2021 outlines the remuneration arrangements of the Group in accordance with the requirements of the Corporations Act 2001 (the Act) and its regulations. This information has been audited as required by section 308(3C) of the Act.

The remuneration report details the remuneration arrangements for key management personnel (KMP) who are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and the Group, directly or indirectly, including any director (whether executive or otherwise) of the parent company.

► Details of key management personnel

Details of KMP of the Group are set out below:

Directors		
Dr Foo Fatt Kah		Non-Executive Chairman
Stewart Dickson		Managing Director & CEO
Mike Moore		Non-Executive Director
Dr Susan Vearncombe	Non-Executive Director (appointed 21 August 2020, resigned 30 June 2021)	
Simon Fyfe	Non-Executive Director (resigned 21 August 2020)	
Mark Pitts	Non-Executive Director (appointed 30 September 2018, resigned 30 January 2020) Company Secretary	

► Remuneration philosophy

The objective of the Company’s remuneration framework is to ensure reward for performance is competitive and appropriate for the results delivered.

The framework aligns executive reward with achievement of strategic objectives and the creation of value for shareholders. The Board believes that executive remuneration satisfies the following key criteria:

- Competitiveness and reasonableness;
- Acceptability to shareholders;
- Performance linkage/alignment of executive compensation;
- Transparency; and
- Capital management.

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

Fees and payments to the Company’s Non-Executive Directors and Senior Executives reflect the demands which are made on, and the responsibilities of, the Directors and the senior management. Such fees and payments are reviewed annually by the Board. The Company’s Executive and Non-Executive Directors, Senior Executives and Officers are entitled to receive options under the Company’s Employee Share Option Plan (“ESOP”).

► Non-Executive Directors remuneration arrangements

Directors are entitled to remuneration out of the funds of the Company but the remuneration of the Non-Executive Directors (NED) may not exceed in any year the amount fixed by the Company in general meeting for that purpose.

The aggregate remuneration of the NEDs has been fixed at a maximum of \$250,000 per annum to be apportioned among the NEDs in such a manner as the Board determines. Directors are also entitled to be paid reasonable travelling, accommodation and other expenses incurred in consequence of their attendance at Board meetings and otherwise in the execution of their duties as Directors.

The Chairman’s fee is set at \$50,000 p.a. and NED fees at \$36,000 p.a. which are consistent with industry average fees. At present, no Committee fees are paid to Directors.

► Use of remuneration consultants

No remuneration consultants were engaged during the years ended 30 June 2020 or 30 June 2021.

► Performance on shareholder wealth

In considering the Group’s performance and benefits for shareholder wealth, the Board have regarded the following indices in respect of the current and previous four financial years:

Performance Condition	2021	2020	2019	2018	2017
Loss per share (cents)	(0.32)	(0.76)	(1.76)	(19.40)	(14.00)
Net loss (\$)	(684,613)	(1,125,142)	(451,709)	(6,997,545)	(3,914,121)
Share Price at 30 June	\$0.075	\$0.016	\$0.030	\$0.060	\$0.152

The above Loss per share (in cents per share) and Share Price for the years ending 30 June 2019, 2018, and 2017 have been adjusted by a factor of 20 to display the impact of the share consolidation completed during the financial year ended 30 June 2020.

Remuneration is most directly linked to performance of shareholder wealth through the use of share options and performance rights as noted on page 25 below.

► Service agreements

Remuneration and other terms of engagement for key management personnel are formalised in contractor agreements. Details of these arrangements are set out below:

**Managing Director – Stewart Dickson:**

- Contract term: No fixed term. Either party may terminate the letter of employment with six months’ notice.
- Remuneration: £132,500 p.a. plus VAT as applicable (2020: £172,500 p.a. plus VAT as applicable) as at 30 June 2021.
- Termination payments: Nil.

## ► Directors and KMP remuneration for the year ended 30 June 2021

Details of the nature and amount of each major element of the remuneration of each director of the Company and other key management personnel of the Group are:

	Short Term		Long-term benefits		Post-employment		Share-based payments (a)		Total	Performance based
	Salary & fees	Consulting fees	Other short-term benefits	Long service leave	Superannuation	Options	Performance rights	Total		
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
<b>Directors</b>										
F K Foo	50,000	-	-	-	-	28,148	-	-	78,148	-
S Dickson	-	197,701	-	-	-	39,868 (b)	30,788	-	268,357	-
M Moore	36,000	-	-	-	-	28,148	-	-	64,148	-
S Fyfe (c)	2,620	-	-	-	-	-	-	-	2,620	-
S Vearncombe (d)	30,750	-	-	-	-	28,148	-	-	58,898	-
<b>Sub-total</b>	<b>119,370</b>	<b>197,701</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>124,312</b>	<b>30,788</b>	<b>-</b>	<b>472,171</b>	<b>-</b>
<b>Other KMP</b>										
M Pitts	48,000	-	-	-	-	28,148	-	-	76,148	-
<b>Sub-total</b>	<b>48,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>28,148</b>	<b>-</b>	<b>-</b>	<b>76,148</b>	<b>-</b>
<b>Total Remuneration</b>	<b>167,370</b>	<b>197,701</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>152,460</b>	<b>30,788</b>	<b>-</b>	<b>548,319</b>	<b>-</b>

(a) Represents the vested portion of options and rights issued during the year.

(b) Includes the expenses recognised in this financial year for options issued during the year ended 30 June 2018.

(c) Resigned 21 August 2020.

(d) Appointed 21 August 2020, resigned 30 June 2021.

## ► Directors and KMP remuneration for the year ended 30 June 2021

Details of the nature and amount of each major element of the remuneration of each director of the Company and other key management personnel of the Group are:

	Short-term benefits		Long-term benefits		Long-term benefits		Post-employment		Share-based payments		Performance based
	Salary & fees	Consulting fees	Cash bonus	Deferred Salary & Fees (a)	Long service leave	Superannuation	Shares	Options (b)	Total	%	
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	%
F K Foo	46,656	-	-	3,344	-	-	-	-	-	50,000	-
S Dickson	-	259,613 (f)	48,368	20,587	-	-	96,209	6,095	430,872	11%	
M Moore	33,600	-	-	2,400	-	-	-	-	36,000	-	
S Fyfe (c)	17,400	-	-	2,400	-	-	-	-	19,800	-	
M Pitts (d)	48,000	-	-	-	-	-	-	-	48,000	-	
C S Kwan (e)	-	-	-	-	-	-	-	-	-	-	
	<b>145,656</b>	<b>259,613</b>	<b>48,368</b>	<b>28,731</b>	<b>-</b>	<b>-</b>	<b>96,209</b>	<b>6,095</b>	<b>584,672</b>	<b>8%</b>	

- (a) As part of cost-saving measures in light of the world-wide COVID-19 pandemic, the board and senior management agreed to defer their fees by at least 40% from 1 May 2020. These were partially settled through the issue of shares as noted below.
- (b) Represents the expenses recognised in this financial year for options issued previously.
- (c) Appointed 30 January 2020.
- (d) Resigned as a non-executive director on 30 January 2020. Amounts paid for his role as the Company Secretary are included within short-term benefits above.
- (e) Resigned as a non-executive director on 30 September 2018 and appointed as an alternative director to Dr Foo Fatt Kah. For his role as non-executive director, Mr Kwan received no salary.
- (f) Included in this total is an accrued amount of \$95,888 which remains unpaid and owing to Mr Dickson as at 30 June 2020. This was partially settled through the issue of shares as noted below.

▶ Share holdings and transactions of Key Management Personnel

	Balance at 1 July 2020 / upon appointment	Shares issued on exercise of options	Granted as bonus	Shares granted in lieu of fees (c)	Net change other	Balance at 30 June 2021 / upon resignation
F K Foo	4,887,849	-	-	130,258	-	5,018,107
S Dickson	4,135,127	-	-	2,570,643	-	6,705,772
M Moore	700,000	-	-	93,786	-	793,786
S Fyfe (c)	1,250,000	-	-	-	-	1,250,000
S Vearncombe (d)	11,000,000	-	-	-	-	11,000,000
M Pitts	-	-	-	-	-	-

▶ Option holdings and transactions of Key Management Personnel

	Balance at 1 July 2020 / upon appointment	Granted as remuneration	Lapsed/Expired	Balance at 30 June 2021 / upon resignation	Vested and exercisable at 30 June 2021
F K Foo	1,210,386	2,250,000	(1,210,386)	2,250,000	750,000
S Dickson	1,000,000	3,000,000	-	4,000,000	2,000,000
M Moore	-	2,250,000	-	2,250,000	750,000
S Fyfe (a)	-	-	-	-	-
S Vearncombe (b)	-	2,250,000	-	2,250,000	750,000
M Pitts	-	2,250,000	-	2,250,000	750,000

(a) Resigned 21 August 2020

(b) Appointed 21 August 2020, resigned 30 June 2021

(c) During the previous financial year, the Directors deferred part of their fees which was satisfied through the issue of shares in the current period.

## ► Performance Rights holdings of Key Management Personnel

During the financial year, 2,500,000 performance rights were issued in two equal tranches of 1,250,000 each to the Company's CEO and Managing Director, Stewart Dickson, upon the following terms:

The framework aligns executive reward with achievement of strategic objectives and the creation of value for shareholders. The Board believes that executive remuneration satisfies the following key criteria:

- Tranche 1: 1,250,000 performance rights vest into ordinary shares of the Company upon completion of 12 months of continuous service (on 30 November 2021), and expire if unexercised on 30 November 2023.
- Tranche 2: 1,250,000 performance rights vest into ordinary shares of the Company upon completion of 24 months of continuous service (on 30 November 2022), and expire if unexercised on 30 November 2023.

## ► Compensation options: granted and vested during the year

A total of 12,000,000 unquoted options and 2,500,000 performance rights were granted as compensation during the period to directors and key management personnel, the details of which are as follows:

	Options - Tranche 1	Options - Tranche 2	Options - Tranche 3	Performance Rights - Tranche 1	Performance Rights - Tranche 2
Number of securities granted	4,000,000	4,000,000	4,000,000	1,250,000	1,250,000
Grant date	9 Dec 2020	9 Dec 2020	9 Dec 2020	9 Dec 2020	9 Dec 2020
Vesting condition / date	(a)	(a)	(a)	30 Nov 2021	30 Nov 2022
Expiration date	30 Nov 23	30 Nov 23	30 Nov 23	30 Nov 23	30 Nov 23
Exercise price	\$0.055	\$0.065	\$0.080	N/A	N/A

- (a) Each tranche of options vests in three equal amounts. The first third vested upon grant, the second after 12 months and the final third after 24 months.

The fair value of the options issued as compensation as set out above was determined by reference to the Black-Scholes option pricing model, the key inputs into which and resulting valuation are summarised as follows:

	Options - Tranche 1	Options - Tranche 2	Options - Tranche 3
Underlying security spot price on date of grant	\$0.028	\$0.028	\$0.028
Exercise price	\$0.055	\$0.065	\$0.080
Grant date	26 Nov 2020	26 Nov 2020	26 Nov 2020
Expiration date	30 Nov 2023	30 Nov 2023	30 Nov 2023
Total life (years)	3.01	3.01	3.01
Expected volatility	150%	150%	150%
Risk-free rate	0.20%	0.20%	0.20%
Expected dividend yield	-	-	-
Value per security	\$0.0206	\$0.0200	\$0.0193
Number of securities	4,000,000	4,000,000	4,000,000
Portion vested at balance date	33%	33%	33%
Remaining life (years)	2.42	2.42	2.42
<b>Total value</b>	<b>\$82,400</b>	<b>\$80,000</b>	<b>\$77,200</b>

The fair value of the performance rights issued as compensation as set out above was determined by reference to the underlying share price on the date of grant, being \$0.028 per security (totalling \$70,000).

There were no alterations to the terms and conditions of options granted as remuneration since their grant date. There were no forfeitures during the period.

The Company has established an Employee Share Option Plan ("ESOP") for the benefit of Directors, officers, senior executives, employees and consultants. No securities have been issued under the ESOP during the current year (2020: Nil).

### Transactions with directors and key management personnel

During the current year, amounts totalling \$28,600 were paid to Endeavour Corporate Pty Ltd, a Company Associated with Mr Mark Pitts, for accounting and administration services (2020: \$27,600). These amounts are separate from the fees paid to Mr Pitts through his role as Company Secretary and are not included in the Key Management Personnel remuneration table above.

### Directors' Benefits, Emoluments and Share Options

During its annual budget review, the Board reviews the Directors' Emoluments. Remuneration levels, including participation in the Company's ESOP, are set to provide reasonable compensation in line with the Company's limited financial resources. During the year no Director of the Company has received or become entitled to receive any additional benefits to their ordinary directors' fees by reason of a contract made by the Company or a related corporation with the Director or with a firm of which he is a member, or with a company in which he has a substantial financial interest.

Due to the difficulty in the measurement of performance using quantitative indicators in the mineral exploration industry, there is no formal link between financial performance of the group and remuneration levels.

There is no retirement scheme for Non-Executive Directors.

End of Audited Remuneration report.

► Compensation options: granted and vested during the year

The following table sets out the number of Directors’ meetings held during the financial year and the number of meetings attended by each Director for which they were entitled to attend. Due to the size and composition of the board, the roles of the Audit and Risk and Remuneration Committees are fulfilled by the board as a whole:

	Number of Meetings Held whilst a director	Number Attended
Dr Foo Fatt Kah	9	9
Mr Stewart Dickson	9	9
Mr Michael Moore	9	9
Mr Simon Fyfe	1	1
Dr Susan Vearncombe	8	8
<b>Total Number of Meetings Held</b>	<b>9</b>	

**Non-audit services**

The Company’s auditor did not provide any non-audit services during the year ended 30 June 2021(2020: Nil).

Signed this 29th day of September 2021 in accordance with a resolution of the Directors.

Stewart Dickson  
Managing Director & CEO

## Auditor's Independence Declaration



### AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the consolidated financial report of Variscan Mines Limited for the year ended 30 June 2021, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- a) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- b) any applicable code of professional conduct in relation to the audit.

A handwritten signature in blue ink, appearing to read 'Norman G. Neill'.

Perth, Western Australia  
29 September 2021

**N G Neill**  
Partner

**hlb.com.au**

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## Consolidated Statement of Profit or Loss and Other Comprehensive Income

► For the year ended 30 June 2021

	Notes	Consolidated	
		2021 \$	2020 \$
<b>Continuing operations</b>			
Interest income	3	6,106	1,692
<b>Total income</b>		<b>6,106</b>	<b>1,692</b>
Compliance expenses		(69,492)	(76,655)
Professional services expenses		(142,065)	(359,303)
Finance expenses		(102)	(1,432)
Occupancy expenses		-	(875)
Directors expenses		(218,220)	(551,577)
Travel and accommodation expenses		-	(52,655)
Exploration expenditure expensed as incurred		-	(50,386)
Share based payments	14	(183,246)	(6,095)
Increase in fair value of financial assets	8	77,771	36,200
Other expenses		(48,383)	(45,727)
<b>Total expenses</b>		<b>(583,737)</b>	<b>(1,108,505)</b>
Realised loss on foreign exchange		(106,209)	(19,035)
Unrealised gain/(loss) on foreign exchange		(773)	706
<b>Total foreign exchange loss</b>		<b>(106,982)</b>	<b>(18,329)</b>
<b>Loss before income tax expense</b>		<b>(684,613)</b>	<b>(1,125,142)</b>
Income tax expense	4	-	-
<b>Loss for the period</b>		<b>(684,613)</b>	<b>(1,125,142)</b>
<b>Other comprehensive income, net of income tax</b>			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Exchange differences on translation of foreign operations		1,390	5,921
<b>Other comprehensive income for the period, net of tax</b>		<b>1,390</b>	<b>5,921</b>
<b>Total comprehensive loss for the period</b>		<b>(683,223)</b>	<b>(1,119,221)</b>
Basic and diluted loss per share (cents per share)	16	(0.32)	(0.76)

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

## Consolidated Statement of Financial Position

► As at 30 June 2021

	Notes	Consolidated	
		2021 \$	2020 \$
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	6	4,436,385	2,146,123
Trade and other receivables	7	50,908	17,501
<b>Total current assets</b>		<b>4,487,293</b>	<b>2,163,624</b>
<b>Non-current assets</b>			
Other financial assets - at fair value	8	-	398,200
Plant and equipment	9	31,564	-
Deferred exploration and evaluation expenditure	10	4,755,448	3,296,140
Other non-current assets		229,348	91,567
<b>Total non-current assets</b>		<b>5,016,360</b>	<b>3,785,907</b>
<b>Total assets</b>		<b>9,503,653</b>	<b>5,949,531</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	11	232,424	267,489
Share consideration payable	12	-	160,000
<b>Total current liabilities</b>		<b>232,424</b>	<b>427,489</b>
<b>Total liabilities</b>		<b>232,424</b>	<b>427,489</b>
<b>Net assets</b>		<b>9,271,229</b>	<b>5,522,042</b>
<b>Equity</b>			
Issued capital	13	33,968,303	29,841,639
Reserves	15	472,974	165,838
Accumulated losses		(25,170,048)	(24,485,435)
<b>Total equity</b>		<b>9,271,229</b>	<b>5,522,042</b>

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

## Consolidated Statement of Cash Flows

► For the year ended 30 June 2021

	Notes	Consolidated	
		2021 \$	2020 \$
<b>Cash flows from operating activities</b>			
Payments to suppliers and employees		(773,982)	(777,947)
Interest received		6,106	1,692
Finance costs		(102)	(1,432)
Net cash outflow from operating activities	22	<b>(767,978)</b>	<b>(777,687)</b>
<b>Cash flows from investing activities</b>			
Exploration and evaluation expenditure		(1,489,503)	(387,777)
Sale of financial assets		475,971	-
Payments for property, plant and equipment		(33,604)	-
Payment for subsidiaries, net of cash acquired	25	-	(594,819)
Net cash outflow from investing activities		<b>(1,047,136)</b>	<b>(982,596)</b>
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares		4,250,000	3,106,700
Payments for share issue costs		(143,000)	(148,652)
Net cash inflow from financing activities		<b>4,107,000</b>	<b>2,958,048</b>
Net increase in cash and cash equivalents		2,291,886	1,197,765
Cash and cash equivalents at the beginning of the year		2,146,123	948,358
Effect of exchange rate fluctuations on cash held		(1,624)	-
Cash and cash equivalents at the end of the year	6	<b>4,436,385</b>	<b>2,146,123</b>

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

## Consolidated Statement of Changes in Equity

► For the year ended 30 June 2021

	Issued capital	Share-based payment reserve	Consolidated Foreign currency translation reserve	Accumulated losses	Total
<b>1 July 2019</b>	24,456,205	153,822	-	(23,360,293)	1,249,734
Loss for the period	-	-	-	(1,125,142)	(1,125,142)
Other comprehensive income, for the period, net of income tax	-	-	5,921	-	5,921
<b>Total comprehensive loss for the period/activities</b>	<b>-</b>	<b>-</b>	<b>5,921</b>	<b>(1,125,142)</b>	<b>(1,119,221)</b>
Issue of share capital	5,701,585	-	-	-	5,701,585
Share based payments	-	6,095	-	-	6,095
Share issue costs	(316,151)	-	-	-	(316,151)
<b>30 June 2020</b>	<b>29,841,639</b>	<b>159,917</b>	<b>5,921</b>	<b>(24,485,435)</b>	<b>5,522,042</b>
<b>1 July 2020</b>	29,841,639	159,917	5,921	(24,485,435)	5,522,042
Loss for the period	-	-	-	(684,613)	(684,613)
Other comprehensive income, for the period, net of income tax	-	-	1,390	-	1,390
<b>Total comprehensive loss for the period/activities</b>	<b>-</b>	<b>-</b>	<b>1,390</b>	<b>(684,613)</b>	<b>(683,223)</b>
Issue of share capital for cash	4,250,000	-	-	-	4,250,000
Issue of deferred share capital	160,000	-	-	-	160,000
Issue of share capital in lieu of fees	64,568	-	-	-	64,568
Share based payments	-	183,246	-	-	183,246
Options issued as share issue costs	(122,500)	122,500	-	-	-
Share issue costs	(225,404)	-	-	-	(225,404)
<b>30 June 2021</b>	<b>33,968,303</b>	<b>465,663</b>	<b>7,311</b>	<b>(25,170,048)</b>	<b>9,271,229</b>

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

# Notes to the Financial Statements

## ► 1. Corporate information

The financial report of Variscan Mines Limited (Variscan or the Company) for the year ended 30 June 2021 was authorised for issue in accordance with a resolution of the Directors on 29 September 2021. Variscan is a for-profit entity for the purposes of preparing the financial statements.

Variscan Mines Limited (the parent) is a company limited by shares incorporated and domiciled in Australia whose shares are publicly traded on the Australian Securities Exchange under ASX Code VAR.

The consolidated financial statements comprise the financial statements of Variscan Mines Limited and its subsidiaries (the Group or Consolidated Entity).

The nature of the operations and principal activities of the Group are described in the Directors' Report.

## ► 2. Summary of significant accounting policies

### Basis of preparation

The financial report is a general purpose financial report, which has been prepared in accordance with the requirements of the Corporations Act 2001, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. It has been prepared on a historical cost basis except for investments in listed shares, which are measured at fair value.

### Statement of compliance

The financial report complies with Australian Accounting Standards and International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (IASB).

### Accounting standards issued but not yet effective

Australian Accounting Standards and interpretations that have been issued or amended but are not yet effective have not been adopted by the Group for the year ended 30 June 2021.

### Adoption of new and revised standards

Standards and Interpretations applicable to 30 June 2021

In the year ended 30 June 2021, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Company and effective for the current reporting period beginning on or after 1 July 2020. As a result of this review, the Group has determined there is no material impact of the new and revised standards on the results for the financial year, and no changes required to Group Accounting Policies.

### Basis of consolidation

The consolidated financial statements comprise the financial statements of Variscan Mines Limited (Variscan or the Company) and its subsidiaries as at 30 June each year. The financial statements of subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

All intercompany balances and transactions, income and expenses and profit and 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 Group and cease to be consolidated from the date on which control is transferred out of the Group. At this date, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate.

## ► 2. Summary of significant accounting policies (Continued)

### Going Concern

The financial report has been prepared on the going concern basis, which assumes continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business. The Directors believe that the Group will have sufficient working capital to meet its minimum project development and administrative expenses in the next twelve months following the date of signing of the financial report.

### Business combinations

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination shall be measured at fair value, which shall be calculated as the sum of the acquisition-date fair values of the assets transferred by the acquirer, the liabilities incurred by the acquirer to former owners of the acquiree and the equity issued by the acquirer, and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured at fair value as at the acquisition date through profit or loss.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognised in accordance with AASB 139 either in profit or loss or in other comprehensive income. If the contingent consideration is classified as equity, it shall not be remeasured.

### Cash and cash equivalents

Cash and short-term deposits in the Statement of Financial Position comprise cash at bank and in hand and short-term deposits, with a maturity date not exceeding six months, readily convertible to a known amount of cash and subject to an insignificant risk of change in value. For the purposes of the Statement of Cash Flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts, if any.

### Exploration and evaluation

#### Exploration and evaluation

Exploration and evaluation expenditure incurred by or on behalf of the Group is accumulated separately for each area of interest. Such expenditure comprises net direct costs and an appropriate portion of related overhead expenditure, but does not include general overheads or administrative expenditure not having a specific connection with a particular area of interest. Exploration and evaluation costs in relation to separate areas of interest for which rights of tenure are current are brought to account in the year in which they are incurred and carried forward provided that:

- Such costs are expected to be recouped through successful development and exploitation of the area, or alternatively through its sale; and
- Exploration and/or evaluation activities in the area have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves.

Once a development decision has been taken, all past and future exploration and evaluation expenditure in respect of the area of interest is aggregated within costs of development.

#### Exploration and evaluation – impairment

The Group assesses at each reporting date whether there is an indication that an asset has been impaired and for exploration and evaluation costs whether the above carry forward criteria are met.

## ► 2. Summary of significant accounting policies (Continued)

Accumulated costs in respect of areas of interest are written off or a provision made in the profit or loss when the above criteria do not apply or when the Directors assess that the carrying value may exceed the recoverable amount. The costs of productive areas are amortised over the life of the area of interest to which such costs relate on the production output basis.

Provisions are made where farm-in partners are sought and there is a possibility that carried-forward expenditures may have to be written off in the future if a farm-in partner is not found. In the event that farm-in agreements are reached or the Group undertakes further exploration in its own right on those properties, the provisions would be reviewed and if appropriate, written back.

### Investments and other financial assets

#### Recognition and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument. Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

### Classification and initial measurement of financial assets

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

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

- amortised cost
- fair value through profit or loss (FVTPL)
- equity instruments at fair value through other comprehensive income (FVOCI)
- debt instruments at fair value through other comprehensive income (FVOCI).

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

The classification is determined by both:

- the entity's business model for managing the financial asset
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

### Subsequent measurement of financial assets

#### a) Financial assets at amortised cost

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

- they are held within a business model whose objective is to hold the financial assets to collect its contractual cash flows
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method.

Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

#### b) Financial assets at fair value through profit or loss (FVTPL)

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit and loss. Further, irrespective of business model financial assets whose contractual cash flows are not solely

## ► 2. Summary of significant accounting policies (Continued)

payments of principal and interest are accounted for at FVTPL. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply.

The category also contains an equity investment. The Group accounts for the investment at FVTPL and did not make the irrevocable election to account for the investment in unlisted and listed equity securities at fair value through other comprehensive income (FVOCI). The fair value was determined in line with the requirements of AASB 9, which does not allow for measurement at cost.

Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

### c) Trade and other receivables

The Group makes use of a simplified approach in accounting for trade and other receivables and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. In calculating, the Group uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix.

The Group assess impairment of trade receivables on a collective basis as they possess shared credit risk characteristics they have been grouped based on the days past due.

### d) Classification and measurement of financial liabilities

The Group's financial liabilities include borrowings, trade and other payables and derivative financial instruments. Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss (other than derivative financial instruments that are designated and effective as hedging instruments).

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

## Plant and equipment

Plant and equipment assets are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Depreciation is calculated on a straight-line basis over the estimated useful life of the asset, namely motor vehicles and plant and equipment - depreciated over 2 to 5 years (2020: 2 to 5 years).

### Impairment

The carrying values of plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

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

Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the profit or loss in the period the item is derecognised.

## Leases Liabilities

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

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease

## ► 2. Summary of significant accounting policies (Continued)

term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of-use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

### Trade and other payables and provisions

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

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and where appropriate, the risks specific to the liability.

When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

### Employee entitlements

#### Wages, salaries, annual leave, and long service leave

Liabilities for wages and salaries are recognised and are measured as an amount unpaid at the reporting date at current pay rates in respect of employee's services up to that date.

#### Superannuation

The Group contributes to defined contribution superannuation funds for its employees. The cost of these contributions is expensed as incurred. A liability in respect of superannuation at the current superannuation guarantee rate has been accrued at the reporting date.

### Share-based payment transactions

In addition to salaries, the Group provides benefits to certain 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").

There is currently an Employee Share Option Plan in place to provide these benefits.

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 of the options is determined by using the Black-Scholes or binomial option pricing model, or in the case of listed options, the listed option price at the date the options were issued.

In valuing transactions settled by way of issue of options, no account is taken of any vesting limits or hurdles, or the fact that the options are not transferable.

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

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the Group's best estimate of the number of equity instruments that will ultimately vest. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The profit or loss charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

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

## ► 2. Summary of significant accounting policies (Continued)

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

If an equity-settled award is cancelled, it is treated as if it had vested on the date of the cancellation, and any expense not yet recognised is recognised immediately. However, if a new award is substituted for the cancelled award and designated a replacement award on the date it is granted, the cancelled and the new award are treated as if there was 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 except where such dilution would serve to reduce a loss per share.

### Revenue recognition

Revenue is recognised to depict the transfer of promised goods or services to customers at an amount that reflects the consideration expected to be entitled in exchange for those goods or services. The following specific recognition criteria must also be met before revenue is recognised.

#### Rendering of services

Revenue from consulting services are recognised when provided.

#### Interest

Revenue is recognised as interest accrues using the effective interest method.

#### Royalties

Royalties are recognised in accordance with substance of the relevant agreement.

#### Contract exploration

Contract exploration revenue (consulting fees) earned from third parties is recognised when rights to receive the revenue are assured.

### Income tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

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

Deferred income tax liabilities are recognised for all taxable temporary differences:

Except where the deferred income tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, except where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax assets and unused tax losses can be utilised:

Except where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

## ► 2. Summary of significant accounting policies (Continued)

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

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Income taxes relating to items recognised directly in equity are recognised in equity and not in the profit or loss.

### Other taxes

Revenues, expenses and assets are recognised net of the amount of GST except:

Where the GST incurred on the purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable.

Receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the Statement of Financial Position.

Cash flows are included in the Statement of Cash Flows on a gross basis and the GST component of cash flows arising from investing and financial activities, which is recoverable from, or payable to, the taxation authority are classified as operating cash flows.

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

### Currency

#### Functional currency translation

The functional and presentation currency for the parent company is Australian dollars (\$). The functional currency of overseas subsidiaries is the local currency.

#### Transactions and balances

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

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 rates at the date when the fair value was determined.

#### Translation of Group Companies' functional currency to presentation currency

During the current period, the results of the Spanish subsidiaries were translated into Australian Dollars (presentation currency). Income and expenses for each profit or loss item were translated at the average exchange rate, unless this was not a reasonable approximation of the cumulative effects of the rates prevailing on the transaction dates, in which case income and expenses were translated at the dates of the transactions. Assets and liabilities were translated at exchange rates prevailing at reporting date. All resulting exchange differences were recognised in other comprehensive income, until the date of disposal of the net investment in the foreign operation, at which point the cumulative amount of the foreign currency translation reserve will be recognised in the net loss for the year.

### Impairment of assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

## ► 2. Summary of significant accounting policies (Continued)

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset unless the asset is carried at revalued amount (in which case the impairment loss is treated as a revaluation decrease).

An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. The increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

### 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.

### Significant accounting judgements, estimates and assumptions

The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. The key estimates and assumptions that 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:

#### Share-based payment transactions

The Company measures the cost of equity-settled share-based payments at fair value at the grant date using the Black-Scholes formula taking into account the terms and conditions upon which the instruments were granted and estimates of volatility.

#### Capitalisation and write-off of capitalised exploration costs

The determination of when to capitalise and write-off exploration expenditure requires the exercise of judgement based on assessments of results, various assumptions, and other factors such as historical experience, current and expected economic conditions. Refer to Note 10 for further details.

### Earnings/Loss per share

Basic earnings/loss per share is calculated as net profit/loss attributable to members of the Group, adjusted to exclude any costs of servicing equity divided by the weighted average number of ordinary shares.

Diluted earnings/loss per share is calculated as net profit/loss attributable to members of the Group, adjusted for:

- Costs of servicing equity.
- The after-tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses.
- Other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares.

divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

### Segment reporting

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

### ► 3. Income

	Consolidated	
	2021 \$	2020 \$
<b>Income</b>		
Interest income	6,106	1,692
Net cash outflow from operating activities	<b>6,106</b>	<b>1,692</b>

### ► 4. Income tax

	Consolidated	
	2021 \$	2020 \$
Prima facie income tax (credit) on operating (loss) at 30% (2020: 30%)	(205,384)	(337,543)
Deferred tax assets not recognised	205,384	337,543
Other	-	-
<b>Income tax expense</b>	<b>-</b>	<b>-</b>

No provision for income tax is considered necessary in respect of the Company for the period ended 30 June 2021. No recognition has been given to any deferred income tax asset which may arise from available tax losses. The Company has estimated its losses at \$15,289,141 (2020: \$14,604,528) as at 30 June 2021.

A benefit of 30% (2020: 30%) of approximately \$4,586,742 (2020: \$4,381,358) associated with the tax losses carried forward will only be obtained if:

- The Company derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deductions for the losses to be realised;
- The Company continues to comply with the conditions for deductibility imposed by the law; and
- No changes in tax legislation adversely affect the Company in realising the benefit from the deductions for the losses.

## Tax consolidation

Variscan Mines Limited and its 100% owned Australian subsidiaries formed a tax consolidated group with effect from 1 November 2007. Variscan Mines Limited is the head entity of the tax consolidated group. No amounts have been recognised in the financial statements in respect of this agreement on the basis that the possibility of default is remote.

## Franking credits

Franking credits of \$2,810,116 (2020: \$2,810,116) are available for subsequent years.

The above amounts represent the balance of the franking account as at the end of the reporting period, adjusted for:

- Franking credits that will arise from the payment of the amount of the provision for income tax,
- Franking debits that will arise from the payment of dividends recognised as a liability at the reporting date, and
- Franking credits that will arise from the receipt of dividends recognised as receivables at the reporting date.

The consolidated amounts include franking credits that would be available to the parent entity if distributable profits of subsidiaries were paid as dividends.

## ► 5. Auditors' remuneration

	Consolidated	
	2021 \$	2020 \$
<b>Amounts received or due and receivable by:</b>		
HLB Mann Judd (WA) Partnership, for: Audit and review of the financial report of Variscan Mines Limited	29,283	26,138
	<b>29,283</b>	<b>26,138</b>

## ► 6. Cash and cash equivalents

	Consolidated	
	2021 \$	2020 \$
Cash at bank and in hand	4,436,385	646,123
Short-term deposits	-	1,500,000
	<b>4,436,385</b>	<b>2,146,123</b>

Cash at bank earns interest at floating rates based on daily bank deposit rates. The carrying amount of cash and cash equivalents represents fair value.

Short-term deposits are made for varying periods of between one day and six months, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

## ► 7. Receivables

	Consolidated	
	2021 \$	2020 \$
<b>Current</b>		
Other Debtors	3,300	-
GST/VAT receivable	29,239	717
Prepayments	18,369	16,784
	<b>50,908</b>	<b>17,501</b>

Receivables are non-interest bearing and generally 30-day terms and trading terms are being followed by debtors and there are no overdue amounts. An allowance for expected credit losses is recognised when there is objective evidence that it is impaired. No allowance for expected credit losses is required.

## ► 8. Investments

	Consolidated	
	2021 \$	2020 \$
Investment – ASX-listed securities – Thompson Resources Ltd (a)	-	398,200
	<b>-</b>	<b>398,200</b>

This investment was disposed of on 6 July 2020 for total net proceeds of \$475,971, resulting in a gain of \$77,771. In accordance with the Group's accounting policy at Note 2, this is disclosed as an increase in the value of financial assets at fair value through profit or loss in the Statement of Profit or Loss and Other Comprehensive Income.

## ► 9. Plant & equipment

	Consolidated	
	2021 \$	2020 \$
Plant and equipment – at cost	33,604	-
Accumulated depreciation	(2,040)	-
Net book value	31,564	-
<b>Reconciliation of plant and equipment is as follows:</b>		
Opening carrying value	-	-
Additions	33,604	-
Depreciation	(2,040)	-
	<b>31,564</b>	<b>-</b>

Depreciation expenses related to the plant and equipment utilised solely in the exploration and evaluation activities of the Group is capitalised to deferred exploration and evaluation expenditure. Refer Note 10.

## ► 10. Deferred exploration and evaluation expenditure

	Consolidated	
	2021 \$	2020 \$
Exploration and evaluation phase:		
Costs brought forward	3,296,140	37,908
Acquisition of Spanish Zinc Assets (refer Note 25)	-	2,994,947
Costs incurred during the year	1,469,352	261,307
Depreciation capitalised (refer Note 9)	2,040	-
Expenditure written off during the year	-	-
Impact of foreign currency exchange differences	(12,084)	1,978
Costs carried forward	<b>4,755,448</b>	<b>3,296,140</b>
<b>Exploration expenditure costs carried forward are made up of:</b>		
Novales/Udias Zinc Project - Spain	3,997,971	2,570,011
Guajaraz Zinc Project - Spain	678,751	647,403
Rosario Copper project - Chile	78,726	78,726
Costs carried forward	<b>4,755,448</b>	<b>3,296,140</b>

The above amounts represent costs of areas of interest carried forward as an asset in accordance with the accounting policy set out in Note 2. The ultimate recoupment of deferred exploration and evaluation expenditure in respect of an area of interest carried forward is dependent upon the discovery of commercially viable reserves and the successful development and exploitation of the respective areas or alternatively sale of the underlying areas of interest for at least their carrying value. Amortisation, in respect of the relevant area of interest, is not charged until a mining operation has commenced.

## ► 11. Current liabilities – payables

	Consolidated	
	2021 \$	2020 \$
Trade creditors (a)	169,369	117,080
Accrued expenses (b)	63,055	150,409
	<b>232,424</b>	<b>267,489</b>

- (a) Trade creditors are non-interest bearing and are generally settled on 30-day terms.
- (b) The comparative balance includes accrued director's fees as a result of the cash fee deferral agreed by the directors to conserve the Company's cash reserves through the initial stages of the COVID-19 global pandemic.

► 12. Share consideration payable

	Consolidated	
	2021 \$	2020 \$
Shares to be issued (4,000,000 Ordinary shares)	-	160,000
	<b>-</b>	<b>160,000</b>

► 13. Contributed equity

	Consolidated	
	2021 \$	2020 \$
<b>Share capital</b>		
266,107,024 (2020: 206,093,551) ordinary shares fully paid	35,766,600	30,763,428
<b>Option issue consideration reserve</b>		
Nil (2020: 29,669,247) listed options on issue	-	528,604
Share issue costs	(1,798,297)	(1,450,393)
	<b>33,968,303</b>	<b>29,841,639</b>

	Number	Value \$
<b>Movements in ordinary shares on issue</b>		
At 1 July 2019	1,271,073,585	25,061,842
Shares issued for cash	1,553,350,000	3,106,700
Shares issued to acquire Spanish Zinc Assets	1,165,588,235	2,331,176
Issued in lieu of share issue costs	83,750,000	167,500
Issued to managing director under contract	48,104,500	96,209
Impact of equity consolidation on a 20 to 1 basis	(3,915,772,769)	-
At 30 June 2020	<b>206,093,551</b>	<b>30,763,428</b>
Shares issued for cash	53,125,000	4,250,000
Shares issued in settlement of deferred share consideration (note 12)	4,000,000	160,000
Shares issued in lieu of directors fees	2,888,473	64,568
Value of lapsed VAROA quoted options transferred	-	528,604
At 30 June 2021	<b>266,107,024</b>	<b>35,766,600</b>

### ► 13. Contributed equity (continued)

	Number	Value \$
<b>Movements in quoted options on issue</b>		
At 1 July 2019	593,384,943	528,604
Impact of equity consolidation on a 20 to 1 basis	(563,715,696)	-
At 30 June 2020	<b>29,669,247</b>	<b>528,604</b>
Lapse of quoted options	(29,669,247)	(528,604)
At 30 June 2021	-	-

On 31 May 2021, 29,669,247 quoted options lapsed unexercised. Upon their expiry, the value previously attributed to the Option Issue Consideration Reserve, forming part of gross Contributed Equity, was transferred to the value of Issued Share Capital.

In addition to the above quoted options, the Company has 13,000,000 unquoted options on issue at balance date. Refer Note 14 for details.

## 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 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.

### Options

Options do not carry voting rights or rights to dividends until options are exercised.

### ► 14. Share-based payments and unquoted options

## Types of share-based payment plans

### Share-based payments

An Employee Share Option Plan (ESOP) has been established where selected officers, employees and consultants of the Company can be issued with options over ordinary shares in Variscan Mines Limited. The options, issued for nil consideration, will be issued in accordance with a performance review by the Directors. The options cannot be transferred and will not be quoted on the ASX. Options expire if not exercised 90 days after a participant resigns from the Company.

There have been no cancellations or modifications to any of the plans during 2021 and 2020. No securities have been issued under the ESOP during the financial year ended 30 June 2021 (2020: Nil).

## Option pricing model and terms of options

The Company has 13,000,000 unquoted options currently on issue as a result of share-based payment arrangements. 12,000,000 options were issued during the current financial year as share-based payments (2020: Nil). These share-based payments were valued by reference to the Black-Scholes option pricing model.

Furthermore, as part of the share placement completed on 28 June 2021, the Company agreed to issue 2,500,000 unquoted options exercisable at 12 cents per share to the lead manager of the placement. These options, which have a 3-year expiry period, are to be issued either subject to shareholder approval or once the Company's share placement capacity allows.

## ► 14. Share-based payments and unquoted options (continued)

The following table lists the inputs into this model and the terms of options granted in the Company:

	Options - Tranche 1 to Key Management Personnel	Options - Tranche 2 to Key Management Personnel	Options - Tranche 3 to Key Management Personnel	Lead manager options
Number of securities	4,000,000	4,000,000	4,000,000	2,500,000
Underlying security spot price on date of grant	\$0.028	\$0.028	\$0.028	\$0.075
Exercise price	\$0.055	\$0.065	\$0.080	\$0.12
Grant date	26 Nov 2020	26 Nov 2020	26 Nov 2020	28 June 2021 (b)
Expiration date	30 Nov 2023	30 Nov 2023	30 Nov 2023	28 June 2024 (c)
Total life (years)	3.01	3.01	3.01	3.00
Expected volatility	150%	150%	150%	125%
Risk-free rate	0.20%	0.20%	0.20%	0.20%
Expected dividend yield	-	-	-	-
Value per security	\$0.0206	\$0.0200	\$0.0193	\$0.049
Vesting condition / date	(a)	(a)	(a)	None
Portion vested at balance date	33%	33%	33%	N/A
Remaining life (years)	2.42	2.42	2.42	(d)

- (a) Each tranche of options vests in three equal amounts. The first third vested upon grant, the second after 12 months and the final third after 24 months.
- (b) These options have yet to be issued, although a deemed grant date of 28 June 2021 has been used as the date at which the Company incurred the obligation to issue these options.
- (c) These options have a life of 3 years, and therefore an estimated expiration date equal to three years after the Grant Date has been used in determining the value of the options.
- (d) The options have not yet been issued and therefore there is no current remaining life.

### Summary of movement of unquoted options on issue in the parent entity

	Number	Value \$
<b>Movements in unquoted options on issue</b>		
At 1 July 2019	20,000,000	153,822
Impact of equity consolidation	(19,000,000)	-
Expense recognised for further vesting during the year	-	6,095
At 30 June 2020	<b>1,000,000</b>	<b>159,917</b>
Issue of options to Directors and Key Management Personnel	12,000,000	150,121
Fair value of options to be issued to lead manager of placement	-	122,500
Expense recognised for further vesting during the year	-	2,338
At 30 June 2021	<b>13,000,000</b>	<b>434,876</b>

## ► 14. Share-based payments and unquoted options (continued)

The outstanding balance as at 30 June 2021 is represented by:

Exercise Price of Option	Expiry Date of Options	Class of Share received upon exercise	Number of Shares under option
\$0.60	20 November 2021	ORD	500,000
\$1.00	20 November 2022	ORD	500,000
\$0.055	30 November 2023	ORD	4,000,000
\$0.065	30 November 2023	ORD	4,000,000
\$0.80	30 November 2023	ORD	4,000,000
			<b>13,000,000</b>

## Weighted Average disclosures for unquoted options granted by the parent entity

	2021 \$	2020 \$
Weighted average exercise price of options at 1 July	\$0.80	\$0.80
Weighted average exercise price of options granted during period	\$0.062	-
Weighted average exercise price of options expired during period	-	-
Weighted average exercise price of options outstanding at 30 June	\$0.123	\$0.80
Weighted average exercise price of options exercisable at 30 June	\$0.213	\$0.80
Weighted average contractual life remaining	2.30	1.89
Range of exercise price	\$0.055 - \$1.00	\$0.60 - \$1.00

## Performance rights issued as share-based payments

During the financial year, the shareholders of the Company approved the issue of 2,500,000 performance rights to the Company's Managing Director and CEO, Stewart Dickson. The fair value of these performance rights was determined by reference to the underlying share price on the date of grant, being \$0.028 per security.

Details of performance rights issued to the Company's managing director during the year are:

Performance Condition	Expiry Date of Rights	Fair value per security	Number of Rights
Continuous service until 30 November 2021	30 November 2023	\$0.028	1,250,000
Continuous service until 30 November 2022	30 November 2023	\$0.028	1,250,000
			<b>2,500,000</b>

## ► 14. Share-based payments and unquoted options (continued)

Summary of movement of performance rights on issue in the parent entity

	Number	Value \$
<b>Movements in performance rights on issue</b>		
At 1 July 2020	-	-
Issued to managing director / CEO	2,500,000	30,788
At 30 June 2021	<b>2,500,000</b>	<b>30,788</b>

## ► 15. Reserves

	Consolidated	
	2021 \$	2020 \$
Share-based compensation reserve	465,663	159,917
Foreign currency translation reserve	7,311	5,921
	<b>472,974</b>	<b>165,838</b>
<i>Share-based compensation reserve</i>		
Balance at the beginning of financial year	159,917	153,822
Share-based payments	305,746	6,095
Balance at end of financial year	<b>465,663</b>	<b>159,917</b>
<i>Foreign currency translation reserve</i>		
Balance at the beginning of financial year	5,921	-
Effect of exchange rate fluctuation	1,390	5,921
Balance at end of financial year	<b>7,311</b>	<b>5,921</b>

**(a) Share-based compensation reserve**

The share-based compensation reserve is used to recognise the fair value of unlisted options and performance rights issued but not exercised as described in Note 2 and referred to in Note 14.

**(b) Foreign currency translation reserve**

The foreign currency translation reserve recognised the net exchange differences on foreign operations.

## ► 16. Earnings/(Loss) per share

	Consolidated	
	2021 \$	2020 \$
Earnings/(loss) used in calculating basic and diluted earnings/(loss) per share	(684,613)	(1,125,142)

	Consolidated	
	2021 Number	2020 Number
Weighted average number of ordinary shares outstanding during the year used in calculation of basic and diluted EPS	211,930,392	147,246,739

	Consolidated	
	2021 Cents per share	2020 Cents per share
Basic and diluted earnings/(loss) per share	(0.32)	(0.76)

All potential ordinary shares for the calculation of diluted loss per share are considered anti-dilutive.

## ► 17. Key management personnel

### Key management personnel (KMP) remuneration

	Consolidated	
	2021 \$	2020 \$
<b>Compensation for key management personnel</b>		
Short-term employee benefits	365,071	482,368
Long-term employee benefits	-	-
Post-employment benefits	-	-
Share-based payments	183,248	102,304
<b>Total compensation</b>	<b>548,319</b>	<b>584,672</b>

## ► 18. Related party disclosures

### Subsidiaries

The consolidated financial statements include the financial statements of Variscan Mines Limited (the Parent Entity) and the following subsidiaries:

Name	Country of incorporation	% Equity interest		\$ Investment	
		2021	2020	2021	2020
Bluestone 23 Pty Ltd	Australia	100	100	5,000	5,000
Variscan Mines Europe Limited	UK	100	100	1	1
Slipstream Resources Spain Pty Ltd	Australia	100	100	2,403,748	2,403,748
Slipstream Resources Spain 2 Pty Ltd	Australia	100	100	686,531	686,531
Variscan Mines Cantabria, SL	Spain	100	100	4,439	4,439
Variscan Mines La Mancha, SL	Spain	100	100	4,500	4,500

### Transactions with key management personnel

During the current year, amounts totalling \$28,600 were paid to Endeavour Corporate Pty Ltd, a Company Associated with Mr Mark Pitts, for accounting and administration services (2020: \$27,600).

## ► 19. Farm-in / Farm-out arrangements

The Company is a party to a number of exploration farm-in / farm-out agreements to explore for copper, gold, zinc, lead and uranium. Under the terms of the agreements the Company may be required to contribute towards the exploration and other costs if it wishes to maintain or increase its percentage holdings. These arrangements are not separate legal entities. There are contractual arrangements between the participants for sharing costs and future revenues in the event of exploration success. There are no assets and liabilities attributable to Variscan at reporting date resulting from these arrangements. Percentage equity interests in these arrangements at 30 June 2021 were as follows:

	Consolidated	
	2021 % Interest	2020 % Interest
Hillston – diluting to 16%	39.2%	39.2%
Callabonna – diluting to 30%	49%	49%

## ► 20. Segment information

AASB 8 Operating Segments requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the Chief Operating Decision Maker in order to allocate resources to the segment and to assess its performance.

The Group's operating segments have been determined with reference to the monthly management accounts used by the Chief Operating Decision maker to make decisions regarding the Group's operations and allocation of working capital. Due to the size and

## ► 20. Segment information (continued)

nature of the Group, the Managing Director has been determined as the Chief Operating Decision Maker. Based on the quantitative thresholds included in AASB 8, there are currently two geographical segments, being Australia and Spain, which are considered for management purposes to form part of the single reportable segment of mineral exploration.

### Segment information

The following tables present revenue and profit information and certain asset and liability information regarding geographical segments for the year ended 30 June 2021.

	Australia		Spain		Total	
	2021 \$	2020 \$	2021 \$	2020 \$	2021 \$	2020 \$
Segment income	6,106	1,692	-	-	6,106	1,692
Segment loss before income tax expense	(684,613)	(1,096,085)	-	(29,057)	(684,613)	(1,125,142)
Segment assets	7,838,622	5,441,883	1,665,031	507,648	9,503,653	5,949,531
Segment liabilities	(204,174)	(401,008)	(28,250)	(26,481)	(232,424)	(427,489)

## ► 21. Commitments

### Exploration licence expenditure requirements

In order to maintain the Group's tenements in good standing with the various mines departments, the Group may be required to incur exploration expenditure under the terms of each licence.

There are nil exploration licence commitments at year end (2020: nil)

## ► 22. Statement of Cash Flows

	Consolidated	
	2021 \$	2020 \$
<b>Reconciliation of net cash outflow from operating activities to operating loss after income tax</b>		
Operating loss after income tax	(684,613)	(1,125,142)
Exploration expenditure expensed or written-off	-	50,386
Share-based payment expense	183,246	6,095
Fair value (increase) on financial assets	(77,771)	(36,200)
Shares issued in lieu of fees	64,568	96,210
Foreign exchange variances	3,014	4,993

## ► 22. Statement of Cash Flows (continued)

	Consolidated	
	2021 \$	2020 \$
Change in assets and liabilities:		
(Increase)/decrease in receivables	(33,407)	1,587
(Increase)/decrease in other assets	(137,781)	37,377
(Decrease)/increase in trade and other creditors	(85,234)	187,007
Net cash outflow from operating activities	<b>(767,978)</b>	<b>(777,687)</b>

For the purpose of the Statement of Cash Flows, cash includes cash on hand, at bank, deposits and bank bills used as part of the cash management function. The Group does not have any unused credit facilities.

	Consolidated	
	2021 \$	2020 \$
<b>The balance at 30 June comprised:</b>		
Cash and cash equivalents (including cash balance classified as held for sale)	4,436,385	2,146,123
	<b>4,436,385</b>	<b>2,146,123</b>

## ► 23. Financial risk management objectives and policies

The Company's Board considers the Company's overall risk management framework and policies, including quarterly review by the Board of the Company's financial position and financial forecasts and maintaining adequate insurances.

AASB 7 requires the disclosure of qualitative and quantitative information about exposure to risks arising from financial instruments, including specified minimum disclosures about credit risk, liquidity risk and market risk, including sensitivity analysis to market risk.

### Capital management

The Group considers its capital to comprise its ordinary share capital and its retained earnings, net of accumulated losses.

In managing its capital, the Group's primary objective as an explorer is to maintain a sufficient funding base to enable the Group to meet its working capital and strategic investment needs. The Group has no debt at the year-end hence has a nil gearing ratio.

In making decisions to adjust its capital structure to achieve these aims, either through altering its new share issues, or consideration of debt, the Group considers not only its short-term position but also its long-term operational and strategic objectives.

### Financial instrument risk exposure and management

As is common with all other businesses, the Group is exposed to risks that arise from its use of financial instruments. These main risks, arising from the group's financial instruments are interest rate risk, liquidity risk, share market risk and credit risk. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

## ► 23. Financial risk management objectives and policies (continued)

### General objectives, policies and processes

The Board has overall responsibility for the determination of the Group's risk management objectives and policies and has the responsibility for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group's finance function. The Board receives quarterly reports through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. Further details regarding these policies are set out below:

### Liquidity risk

Liquidity risk arises from the Group's management of working capital. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due.

The Group's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. To achieve this aim, it seeks to maintain cash balances (or agreed facilities) to meet expected requirements for a period of at least 45 days.

The Board receives cash flow projections on a monthly basis as well as information regarding cash balances. At balance date, these projections indicated that the Group expected to have sufficient liquid resources to meet its obligations under all reasonably expected circumstances.

The expected settlement of the Group's financial liabilities is as follows:

	Carrying amount	Contracted cash flows	< 6 months	6-12 months	1-2 years	2-5 years
<b>30 June 2021</b>						
Trade and other payables	232,424	232,424	232,424	-	-	-
	232,424	232,424	232,424	-	-	-
<b>30 June 2020</b>						
Trade and other payables	267,489	267,489	267,489	-	-	-
Share consideration payable	160,000	160,000	160,000	-	-	-
	427,489	427,489	427,489	-	-	-

### Interest rate risk

At reporting date, the Group is exposed to floating weighted average interest rates at 30 June 2021 for financial assets as follows:

	Consolidated	
	2021	2020
Weighted average rate of cash balances	0.02%	0.05%
Cash balances	\$4,436,385	\$646,123
Weighted average rate of term deposits and at call accounts	-	0.85%
Term deposits and at call accounts	-	\$1,500,000

## ► 23. Financial risk management objectives and policies (continued)

All other financial assets and liabilities are non-interest bearing.

The Group's exposure to interest rate risk is set out in the following tables:

	Consolidated Pre-tax Loss lower / (higher)		Consolidated Equity lower / (higher)	
	2021 \$	2020 \$	2021 \$	2020 \$
+1% (100 basis points)	44,364	21,461	44,364	21,461
-1% (100 basis points)	(44,364)	(21,461)	(44,364)	(21,461)

The above table reflects the impact on the Group's loss before income tax and equity from a movement in interest rates of 1%, or 100 basis points, for the current and comparative financial periods.

### Share market risk

The Company relies greatly on equity markets to raise capital for its exploration activities and is thus exposed to equity market volatility. When market conditions require, for prudent capital management, in consultation with its professional advisers the Group looks to alternative sources of funding, including the sale of assets and royalties.

### Credit risk

Credit risk arises principally from the Group's cash, cash equivalents, receivables and tenement security deposits.

The Group's exposure to credit risk arises from potential default of the counter party, with the maximum exposure equal to the carrying amount of these instruments.

The Group trades only with recognised, creditworthy third parties, and as such collateral is not requested nor is it the Group's policy to securitise its trade and other receivables.

In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

### Foreign currency risk

The Group is exposed to foreign currency risk on purchases that are denominated in a currency other than the Australian dollar. The Group does not enter into derivative financial instruments to hedge such transactions denominated in a foreign currency. The Group is primarily exposed to change in Euro/\$ exchange rates for the year ended 30 June 2021, although this exposure and all other foreign currency exposure during the current financial year has been assessed as immaterial.

### Other receivables

Other receivables comprise GST. Credit worthiness of debtors is undertaken when appropriate.

### Equity price risk

Price risk arises from investments in equity securities. All significant equity investments held by Variscan are publicly traded on the ASX. The price risk for listed securities is material in terms of the possible impact on profit and loss or total equity and as such a sensitivity analysis is completed below. The capacity of the Company to raise capital from time to time may be influenced by either or both market conditions and the price of Variscan's quoted shares at that time.

At balance date, the Group is exposed to a stock exchange risk on its investments (Note 8). The Group's exposure to share price movement is set out in the following tables, noting that the Group sold all its investments during the year:

## ► 23. Financial risk management objectives and policies (continued)

	Pre-tax Loss Lower / (Higher)		Equity Lower / (Higher)	
	2021 \$	2020 \$	2021 \$	2020 \$
+20%	-	79,640	-	79,640
-20%	-	(79,640)	-	(79,640)

### Accounting policies

Accounting policies in relation to financial assets and liabilities and share capital are contained in Note 2.

### Fair value of financial assets and liabilities

The fair value of all monetary financial assets and financial liabilities of the Group approximate their carrying value.

There are no off-balance sheet financial asset and liabilities at year-end.

All financial assets and liabilities were denominated in Australian dollars during the years ended 30 June 2021 and 2020.

#### Fair value risk

The group uses three different methods in estimating the fair value of a financial investment. The methods comprise -

- Level 1 - the fair value is calculated using quoted prices in active markets; and
- Level 2 - the fair value is estimated using inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices)
- Level 3 - the fair value is estimated using inputs other than quoted prices.

The fair value of the financial instruments as well as the methods used to estimate the fair value are summarised in the tables below.

	Pre-tax Loss Lower / (Higher)		Equity Lower / (Higher)	
	2021 \$	2020 \$	2021 \$	2020 \$
<b>Financial assets</b>				
Investments	-	-	-	-
<b>Total financial assets</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Financial assets</b>				
Investments	398,200	-	-	398,200
<b>Total financial assets</b>	<b>398,200</b>	<b>-</b>	<b>-</b>	<b>398,200</b>

Quoted market price represents the fair value determined based on quoted prices on active markets as at the reporting date without any deduction for transaction costs.

The fair value of derivatives that do not have an active market are based on valuation techniques. Level 2 derivatives include market observable inputs whilst level 3 derivatives do not include market observable inputs.

#### Transfer between categories

There were no transfers between levels during the year

## ► 24. Parent entity information

Information relating to the parent entity Variscan Mines Limited:	Consolidated	
	2021	2020
Current assets	4,400,782	2,112,163
Total assets	9,371,885	5,740,316
Current liabilities	(204,176)	(401,008)
Total liabilities	(204,176)	(401,008)
Net Assets	<b>9,167,709</b>	<b>5,339,308</b>
Issued capital	33,968,303	29,841,639
Accumulated losses	(25,273,568)	(24,668,169)
Reserves	472,974	165,838
Total shareholders' equity	<b>9,167,709</b>	<b>5,339,308</b>
(Loss) of the parent entity	(605,399)	(1,096,602)
Other comprehensive income	1,389	5,921
Total comprehensive (loss) of the parent entity	<b>(604,010)</b>	<b>(1,090,681)</b>

The accounting policies of the Parent Entity are consistent with those of the Group as disclosed in Note 2, except for Investments in Subsidiaries, which are accounted for at cost less accumulated impairment losses.

## ► 25. Acquisition of Spanish Zinc Assets

### Acquisition

On 12 December 2019, Variscan Mines Limited acquired 100% of the voting shares of Slipstream Resources Spain Pty Ltd and Slipstream Resources Spain 2 Pty Ltd, which combined form the Spanish Zinc Asset acquisition, comprising the Novales and Guajaraz exploration areas. This acquisition is considered an asset acquisition as the subsidiaries acquired do not meet the definition of a business.

The total cost of the acquisition was \$3,090,279 and comprised an issue of equity instruments (of which a portion was due to be issued six months after settlement) and cash consideration.

The Group issued 1,165,588,235 ordinary shares with a fair value of \$0.002 each, based on the quoted price of the shares of Variscan Mines Limited at the date of exchange.

### Consideration transferred

Acquisition date fair value of the consideration transferred

	12 December 2019 \$
Shares issued, at fair value (1,165,588,235 Ordinary shares)	2,331,176
Shares to be issued (80,000,000 Ordinary shares)	160,000
Cash consideration	599,103
Total consideration	<b>3,090,279</b>

## ► 25. Acquisition of Spanish Zinc Assets (continued)

### Assets acquired and liabilities assumed at the date of acquisition

The Group has recognised the fair values of the identifiable assets and liabilities of the acquired subsidiaries as follows:

	Acquiree's carrying amount before acquisition \$	Fair value adjustment \$	Fair value \$
Cash and cash equivalents	4,284	-	4,284
Trade and other receivables (included VAT receivable)	65,419	-	65,419
Deposits	62,597	-	62,597
Deferred exploration and evaluation expenditure	174,271	2,819,912	2,994,183
Trade payables	(36,204)	-	(36,204)
Fair value of identifiable net assets			3,090,279
Total consideration paid			<b>3,090,279</b>

### Net cash outflow arising on acquisition

	12 December 2019 \$
Cash paid	599,103
Less: Net cash acquired with the subsidiary	(4,284)
Net cash outflow	<b>594,819</b>

### Impact of acquisition on the results of the Group

If the combination had taken place at the beginning of the comparative period, there would have been no significant change in the net result for the comparative period.

### Milestone consideration

In accordance with the acquisition agreements, the Company must issue additional shares upon the satisfaction of certain exploration milestones. These milestones are for the definition, in accordance with JORC 2012, of an Inferred Mineral Resource (or greater) of:

- Milestone 1: 4 million tonnes at 7% Zn
- Milestone 2: 8 million tonnes at 7% Zn

Upon satisfaction of each of these milestones, the Company must issue 27,500,000 ordinary shares to the vendors of Slipstream Spain Pty Ltd and Slipstream Spain 2 Pty Ltd, and 2,426,471 shares to Hispanibal S.L. as the vendor of the "Hispanibal Option", for a total of 59,852,941 Ordinary Shares if both milestones are met.

As at the date of this report, the Directors are of the view that the work conducted on the projects to date is not of a sufficiently advanced stage to determine the probability of meeting these milestones and therefore no current obligation has been recorded in this interim financial report.

## ► 26. Events after the reporting date

There were, at the date of this report, no matters or circumstances which have arisen since 30 June 2021 that have significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group, in future financial years.

## Directors' Declaration

1. In the directors' opinion:
  - (a) the financial statements and notes set out on pages 29 to 58 are in accordance with the Corporations Act 2001, including:
    - (i) complying with Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
    - (ii) giving a true and fair view of the group's financial position as at 30 June 2021 and of its performance for the financial year ended on that date; and
  - (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
2. The notes to the financial statements include a statement of compliance with International Financial Reporting Standards.
3. The directors have been given the declarations by the Chief Executive Officer and Chief Financial Officer for the year ended 30 June 2021 required by section 295A of the Corporations Act 2001.

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



Stewart Dickson  
Managing Director

29 September 2021

# Independent Auditor's Report



## INDEPENDENT AUDITOR'S REPORT

To the members of Variscan Mines Limited

### Report on the Audit of the Financial Report

#### *Opinion*

We have audited the financial report of Variscan Mines Limited ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2021, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

- a) giving a true and fair view of the Group's financial position as at 30 June 2021 and of its financial performance for the year then ended; and
- b) 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 auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* ("the Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

#### *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.

We have determined the matters described below to be the key audit matters to be communicated in our report.

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Key Audit Matter	How our audit addressed the key audit matter
<p><b>Exploration and evaluation asset</b> Refer to note 10</p> <p>In accordance with AASB 6 <i>Exploration for and Evaluation of Mineral Resources</i>, the Group capitalises all exploration and evaluation expenditure, including acquisition costs and subsequently applies the cost model after recognition.</p> <p>Our audit focused on the Group's assessment of the carrying amount of the capitalised exploration and evaluation asset, as this is one of the most significant assets of the Group. We planned our work to address the audit risk that the capitalised expenditure may no longer meet the recognition criteria of the standard. In addition, we considered it necessary to assess whether facts and circumstances existed which suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount.</p>	<p>Our procedures included but were not limited to the following:</p> <ul style="list-style-type: none"> <li>• We obtained an understanding of the key processes associated with management's review of the carrying values of each area of interest;</li> <li>• We considered management's assessment of potential indicators of impairment;</li> <li>• We obtained evidence that the Group has current rights to tenure of its areas of interest;</li> <li>• We examined the exploration budget for the year ending 30 June 2022 and discussed with management the nature of planned ongoing activities;</li> <li>• We enquired with management, reviewed ASX announcements and reviewed minutes of Directors' meetings to ensure that the Group had not resolved to discontinue exploration and evaluation at any of its areas of interest; and</li> <li>• We examined the disclosures made in the financial report.</li> </ul>

*Information other than the financial report and auditor's report thereon*

The directors are responsible for the other information. The other information comprises the information included in the Group's financial report for the year ended 30 June 2021, but does not include the financial report and our auditor's report thereon.

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

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 have no realistic alternative but to do so.



*Auditor's responsibilities for the audit of the financial report*

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

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

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

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

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

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



**Report on the Remuneration Report**

*Opinion on the Remuneration Report*

We have audited the Remuneration Report included within the directors' report for the year ended 30 June 2021.

In our opinion, the Remuneration Report of Variscan Mines Limited for the year ended 30 June 2021 complies with section 300A of the *Corporations Act 2001*.

*Responsibilities*

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

A handwritten signature in blue ink that reads 'HLB Mann Judd'.

**HLB Mann Judd  
Chartered Accountants**

**Perth, Western Australia  
29 September 2021**

A handwritten signature in blue ink that reads 'Norman Neill'.

**N G Neill  
Partner**

## Schedule of Tenements

### ► Listing of tenements held as at 13 October 2021

Tenement	Tenement No.	Interest	Joint Venture Details
<b>SPAIN</b>			
Cantabria			
Buenahora Fraction 1	IP 16.662-01	100%	
Buenahora Fraction 2	IP 16.662-02	100%	
San José	EC 94	100%	
La Torra	EC 512	100%	
Tres Amigos	EC 1565	100%	
Torpeza	EC 2557	100%	
Andrea	EC5220	100%	
Andrea-demasía a	EC5374	100%	
Es	EC8049	100%	
Dudosa	EC8165	100%	
Cargadoiro	EC11589	100%	
Tres amigos-demasía a	EC11594	100%	
Flor del pueblo	EC12942	100%	
Torpeza-demasía a	EC12952	100%	
Torpeza-3ª demasía a	EC13079	100%	
Torpeza-2ª demasía a	EC13080	100%	
Flor del pueblo-demasía a	EC13154	100%	
Dudosa-demasía a	EC13170	100%	
Andrea-3ª demasía a	EC13175	100%	
Andrea-2ª demasía a	EC13176	100%	
Cargadoiro-demasía a	EC13260	100%	
Ampliación a Matilde	EC13641	100%	
Aumentada	EC14238	100%	
Campitos	EC14554	100%	
Campitos-demasía a	EC14640	100%	
Carmenhu	EC14945	100%	
Amelita	EC14949	100%	
Eloísa	EC14947	100%	

Tenement	Tenement No.	Interest	Joint Venture Details
Ampliación a Matilde-demasía a	EC14948	100%	
Cargadoiro 2	EC14954	100%	
Amelita-demasía a	EC14979	100%	
Carmenchu-demasía a	EC14980	100%	
Eloísa-demasía a	EC14981	100%	
Carmenchu-2ª demasía a	EC14982	100%	
6º Aumento a porvenir	EC15672	100%	
Ampliación a Matilde-demasía a	EC13641-10	100%	
Campitos-segunda demasía a	EC14554-20	100%	
Cargadoiro 2- demasía a	EC14954-10	100%	
Carmenchu-tercera demasía a	EC14980-30	100%	
6º Aumento a porvenir-demasía a	EC15672-10	100%	
Torpeza-tercera demasía a	EC2557-30	100%	
Toledo			
Guajaraz	IP 4.203	100%	

Tenement	Tenement No.	Interest	Joint Venture Details
<b>CHILE - Note 1</b>			
Rosario 6 1-40	0310259624	10.4%	
Rosario 7 1-60	0310259632	10.4%	
Rosario 101	03102N2229	10.4%	
Salvadora	0310231355	10.4%	
Abandonara	0310248487	10.4%	

Tenement	Tenement No.	Interest	Joint Venture Details
<b>NEW SOUTH WALES</b>			
Willyama	EL 8075	0%	Note 2
Hillston	EL 6363	39.2%	Perilya can earn 80%, Eaglehawk 9.8%
Native Dog	EL 8236	0%	Note 2
Woodlawn South	ELs 7257 and 7469	0%	Royalty interest only

Tenement	Tenement No.	Interest	Joint Venture Details
<b>SOUTH AUSTRALIA</b>			
Junction Dam	EL 5682	0%	Marmota acquired 100% ownership. See Note 3
Callabonna	EL 5360	49%	Red Metal 51%, can earn 70%

Tenement	Tenement No.	Interest	Joint Venture Details
<b>FRANCE – Note 4</b>			
St Pierre	PER	100%	
Beaulieu	PER	100%	

EL = Exploration Licence

PER = Permis Exclusif de Recherche (France)

IP = Investigation Permit (Spain)

EC = Exploration Concession (Spain)

Note 1: On 1 July 2019 the Company announced it had successfully renegotiated the terms of the existing Option Agreement to provide the Company with a participating interest of 10.4%. The Company can earn up to 90% of the project through payment of amounts totaling approximately US\$2.25 million.

Note 2: Under an agreement with Silver City Minerals Limited, Broken Hill Operations and Eaglehawk Geological Consulting Pty Ltd Variscan has converted its interest in parts of these tenements to a NSR (Net Smelter Return).

Note 3: Marmota has earned 100% of the uranium rights only in EL 5682. Variscan has a 0.5% net profits royalty on production from a uranium mine.

Note 4: The remaining exploration licences owned by Variscan Mines SAS (excluding the Couflens PER) have been conditionally acquired by a new wholly owned subsidiary, Variscan Mines Europe Limited. Pursuant to the approval for the Subsidiary Sale, the Ministry of Economy and Finance has imposed, without prior consultation, the compulsory relinquishment of the remaining licences. The Company has approved the relinquishment request and has yet to receive a response. The timetable for the completion of the relinquishment process is unknown.

## ► Details of Joint Ventures

### Callabonna EL 5360, SA

Variscan 49%. Red Metal has earned a 51% interest by spending \$1 million and can earn a 70% interest by spending \$3 million. Variscan then can contribute with 30% or reduce to a 15% interest, carried to completion of a BFS and repayable from Variscan's share of net proceeds of mine production.

### Hillston EL 6363, NSW

Variscan 39.2% and Eaglehawk 9.8%, Perilya 51%. Perilya can earn an 80% interest in this tenement by completing expenditure of \$1.5 million. Variscan and Eaglehawk can then each participate with their respective interests of 16% and 4% or convert to a 10% and 2.5% free-carried interest to completion of a BFS. On completion of a BFS, Variscan and Eaglehawk can participate or convert their interests to a NSR royalty.

### **Woodlawn South ELs 7257 and 7469, NSW**

Variscan holds an NSR royalty interest in both these tenements.

### **Willyama and Native Dog, ELs 8075 and 8236 NSW**

Under various agreements with Silver City Minerals Limited, Variscan holds an NSR royalty interest in each of these tenements.

## ▶ **Governance Framework**

The Board of Variscan Mines Limited (Variscan) has responsibility for corporate governance for the Company and its subsidiaries (the Group) and has implemented policies, procedures and systems of control with the intent of providing a strong framework and practical means for ensuring good governance outcomes which meet the expectations of all stakeholders.

The Corporate Governance Statement, dated 30 June 2021 and approved by the Board on 29 October 2021, sets out corporate governance practices of the Group which, taken as a whole, represents the system of governance.

The framework for corporate governance follows the 4rd Edition of the ASX Corporate Governance Council's Principles and Guidelines. The Directors have implemented policies and practices which they believe will focus their attention and that of their Executives on accountability, risk management and ethical conduct. The Board will continue to review its policies to ensure they reflect any changes within the Group, or to accepted principles and good practice.

Where the Board considers the Group is not of sufficient size or complexity to warrant adoption of all the recommendations set out in the ASX Corporate Governance Council's published guidelines, these instances have been highlighted.

This Corporate Governance Statement together with governance policies and committee charters is available on our website at <https://www.variscan.com.au/index.php/corporate-information/corporate-governance>.

## **Shareholder Information**

### ▶ **Shareholder Information as at 12 October 2021**

#### **Ordinary fully paid shares**

266,732,024 fully paid ordinary shares on issue.

<b>Substantial shareholders</b>	<b>Shareholding</b>	<b>%</b>
CITICORP NOMINEES PTY LIMITED	39,304,716	14.736%
SLIPSTREAM RESOURCES INTERNATIONAL PTY LTD <SLIPSTREAM CAPITAL A/C>	35,000,000	13.122%
DELPHI UNTERNEHMENSBERATUNG AKTIENGESELLSCHAFT	16,968,750	6.362%

As at 12 October 2021, there were 983 shareholders with less than a marketable parcel of \$500.

<b>Top 20 shareholders of ordinary shares</b>	<b>Number</b>	<b>%</b>
CITICORP NOMINEES PTY LIMITED	39,304,716	14.736%
SLIPSTREAM RESOURCES INTERNATIONAL PTY LTD <SLIPSTREAM CAPITAL A/C>	35,000,000	13.122%
DELPHI UNTERNEHMENSBERATUNG AKTIENGESELLSCHAFT	16,968,750	6.362%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	9,538,667	3.576%
EFFECTIVE INVESTMENTS PTY LTD <VEARNCOMBE SUPER A/C>	7,546,432	2.829%

Top 20 shareholders of ordinary shares	Number	%
FELDI LIMITED	7,330,772	2.748%
HISPANIBAL SL	7,279,412	2.729%
LIGHTNING JACK PTY LTD <INDIGO FAMILY A/C>	7,080,000	2.654%
SCINTILLA STRATEGIC INVESTMENTS LIMITED	3,850,000	1.443%
CCGF HOLDING PTY LIMITED	3,607,125	1.352%
OPEKA DALE PTY LTD <OPEKA DALE P/L S/F NO 2 A/C>	3,480,000	1.305%
DR FATT KAH FOO	2,886,839	1.082%
BNP PARIBAS NOMS PTY LTD <DRP>	2,821,175	1.058%
KWAN CHEE SENG	2,725,000	1.022%
SAMMEX CONSULTING PTY LTD	2,531,250	0.949%
UPSKY EQUITY PTY LTD <UPSKY INVESTMENT A/C>	2,500,000	0.937%
RUBI HOLDINGS PTY LTD <JOHN RUBINO SUPER FUND A/C>	2,500,000	0.937%
MERCER STREET GLOBAL OPPORTUNITY FUND LLC	2,350,000	0.881%
BNP PARIBAS NOMINEES PTY LTD HUB24 CUSTODIAL SERV LTD <DRP A/C>	2,184,610	0.819%
MR GEORGE EVAN LOUIZIDIS	2,000,000	0.750%
Total Securities of Top 20 Holdings	163,484,748	61.292%
Total of Securities	266,732,024	

Distribution of shareholders			
Range	No of shareholders	Ordinary shares	%
1 – 1,000	743	155,602	0.06%
1,001 – 5,000	195	506,426	0.19%
5,001 – 10,000	93	744,436	0.28%
10,001 – 100,000	274	11,737,105	4.40%
100,001 – and over	225	253,588,455	95.07%
	<b>1,530</b>	<b>266,732,024</b>	<b>100.00%</b>

### Voting rights

There are no restrictions on voting rights for ordinary shares. On a show of hands every member present or by proxy shall have one vote and upon a poll each share shall have one vote. Where a member holds shares which are not fully paid, the number of votes to which that member is entitled on a poll in respect of those part paid shares shall be that fraction of one vote which the amount paid up bears to the total issued price thereof.

Option holders have no voting rights until the options are exercised.

There is no current on-market buy-back.

[www.variscan.com.au](http://www.variscan.com.au)









**VARISCAN**  
**MINES**



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