



BRYAH RESOURCES
L I M I T E D

ACN: 616 795 245

Half Year Report

31 December 2020

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Corporate Directory

Directors

Ian Stuart (Non-executive Chairman)
Leslie Ingraham (Non-executive Director)
Neil Marston (Managing Director)

Company Secretary

Neil Marston

Registered and Principal Office

Level 1, 85 Havelock Street
West Perth WA 6005

Telephone 08 9321 0001

Share Registry

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

Telephone 08 9323 2000

Facsimile 08 9323 2033

Auditors

Elderton Audit Pty Ltd
Level 2, 267 St Georges Terrace,
Perth WA 6000

Australian Securities Exchange

Bryah Resources Limited shares (BYH) are listed on the Australian Securities Exchange.

Directors Report

Your directors submit the financial report of Bryah Resources Limited (“the Company”) for the half-year ended 31 December 2020. This report should be read in conjunction with announcements to the Australian Securities Exchange (ASX). In order to comply with the provisions of the Corporations Act 2001, the directors report as follows:

DIRECTORS

The names of the Directors who held office during or since the end of the half-year and until the date of this report are noted below. Directors were in office for this entire period unless otherwise stated:

- Ian Stuart (Non-executive Chairman)
- Leslie Ingraham (Non-executive Director)
- Neil Marston (Managing Director)

REVIEW OF OPERATIONS

The net loss for the half-year attributed to members of Bryah Resources Limited was \$589,079 (2019: \$317,399).

During the half year the Company successfully completed 2 placements to the combined value of \$1,823,452 to fund exploration activities and for working capital purposes.

The Company is a copper-gold and manganese focused explorer with two projects located in central Western Australia, being the Bryah Basin Project and the Gabanintha Project (see Figure 1).



Figure 1 – Project Location Map

BRYAH BASIN PROJECT

The Company holds 1,026km² of ground within the Bryah Basin project. The Bryah Basin is host to the high-grade copper-gold mines at DeGrussa, discovered by Sandfire Resources Limited in 2009, and at Horseshoe Lights, which was mined until 1994. In addition, Westgold Resources Limited is operating the Fortnum gold mine which is located adjacent to the Company’s landholdings.

Bryah holds the manganese mineral rights to an additional 155km² as well as ownership of the Horseshoe South mine which is the largest historic manganese mine in the region (see Figure 2).

Copper-Gold Exploration (Bryah 100%)

During the half-year period, the Company successfully completed an aircore drilling program over the Windalah Prospect within the Bryah Basin Project. This 27 hole program (holes 20WEAC09-35) was completed over an area where previous exploration by the Company had identified a significant multi-element soil anomaly.

An additional 31 aircore reconnaissance drill holes were drilled to test 3 other target areas at Fortnum East, Wongawar and Fiddlers East prospects with limited results.

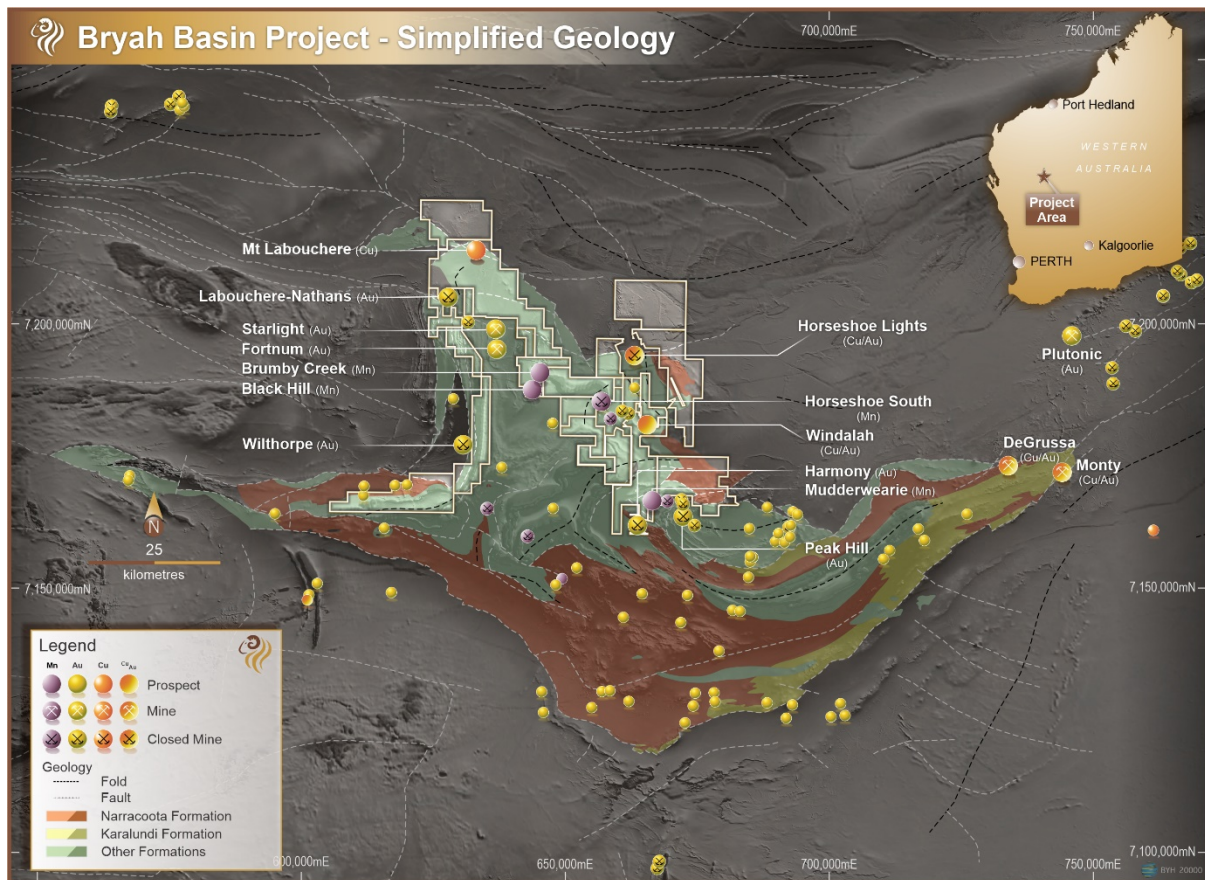


Figure 2 – Bryah Basin Project Geology & Tenement Plan

The holes at Windalah were drilled to supplement aircore drilling that took place in March 2020, where 8 holes (20WEAC01-08) were completed. In addition, 9 aircore holes (20MAAC01-09) were drilled to test a nearby gravity low anomaly at Windalah with a single line of holes at 80 metres spacing.

Collar locations and anomalous copper and gold results AT THE Windalah prospect are shown in Figure 3.

It is believed that a mineralising system analogous to the nearby Horseshoe Lights copper-gold mine exists at Windalah.

Downhole assay data from the aircore and earlier Reverse Circulation (RC) drilling has confirmed the presence of significant pathfinder geochemical anomalism in the Windalah area.

A broad-reaching, high tenor multi-element anomaly (As-Ag-Sb-Mo-(Cd-Pb-Se)) was identified, that coincides with some minor copper-gold anomalism. This suite of elements is typical of many Volcanogenic Massive Sulphide (VMS) deposits globally and is comparable with the well-documented geochemical signature identified at the Horseshoe Lights VMS deposit.

These pathfinder elements are usually enriched in zones of significant stringer and semi-massive pyrite mineralisation in intensely silica-sericite-chlorite altered volcanic/volcaniclastic rocks.

The enrichment observed at Windalah is likely to be hosted within the footwall sulphide-sericite-chlorite alteration system of a larger VMS system. Zonation of pathfinder elements within this part of a VMS system can help vector exploration towards primary Cu-Au mineralisation.

A substantial program of follow-up exploration and drilling at Windalah is planned for 2021.

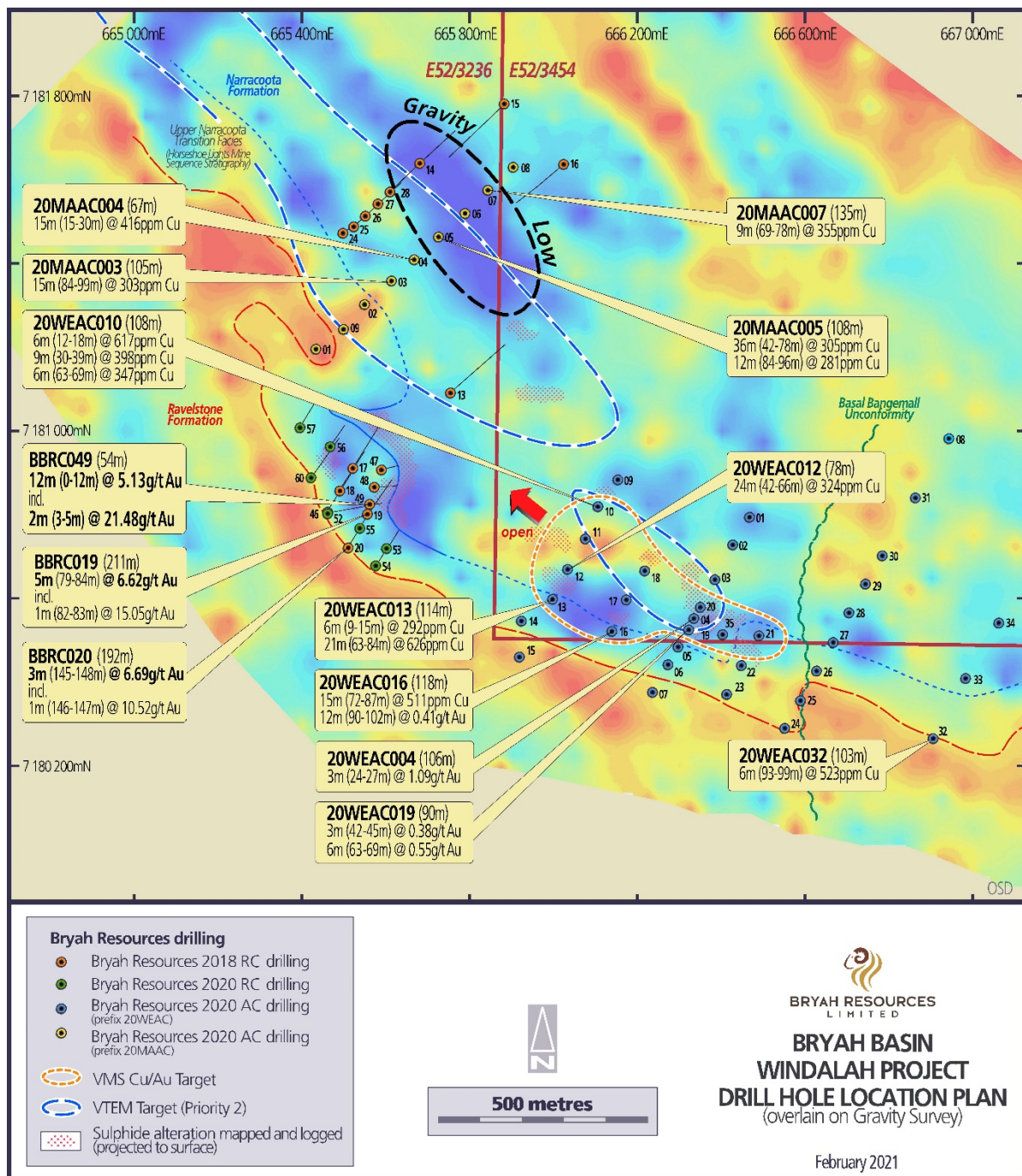


Figure 3 – Windalah Prospect Gravity Survey

Manganese Exploration (Bryah 70%)

In April 2019, the Company executed a manganese Farm-In and Joint Venture Agreement (“Agreement”) with OM (Manganese) Limited (“OMM”), a wholly owned subsidiary of ASX-listed OM Holdings Limited (ASX:OMH). OM Holdings Limited is a vertically integrated global manganese and silicon specialist.

The Agreement applies to approximately 660km² of the Company's Bryah Basin Project, including the Company's historic Horseshoe South Manganese Mine (see Figure 4).

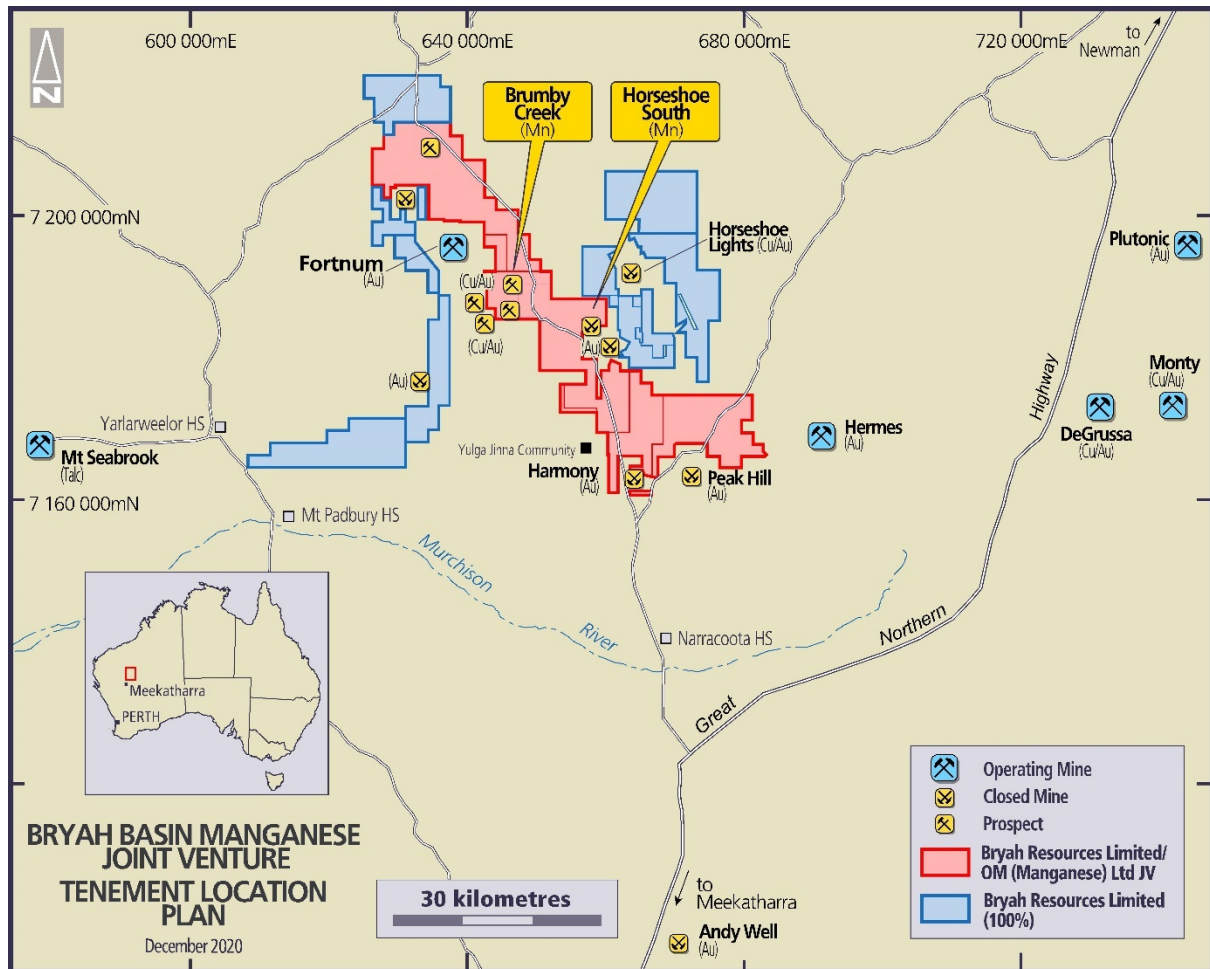


Figure 4 – Bryah Basin Manganese Joint Venture Tenement Location Plan

Under Stage 1 of the JV Agreement, OMM funded \$500,000 of project expenditure which yielded highly encouraging manganese drilling results. In August 2019, OMM secured an initial 10% interest in the Manganese Joint Venture ("JV"), following payment of a \$250,000 Exercise Fee.

Under Stage 2 of the JV Agreement, OMM can elect to progressively fund the next \$2.0 million of exploration expenditure in four tranches of \$500,000 each, to earn up to a 51% interest in the Manganese JV by 30 June 2022. During the half-year OMM completed funding project expenditure under Tranche 2, to increase its JV interest from 20% to 30%.

OMM also formally elected to proceed to increase its JV interest to 40% under Tranche 3, funding an additional \$500,000 of project expenditure.

Bryah is Project Manager of the JV until OMM has earned a 51% JV interest and has elected to be Project Manager.

During the half-year period, Bryah completed 2 RC drilling programs (4,497 metres) and one diamond drill hole program.

The RC drilling was predominantly in-fill drilling on known areas of manganese mineralisation¹. The in-fill pattern was designed to improve the geological and grade continuity in preparation for mineral resource estimates to be completed in 2021.

During and subsequent to the half-year the Company completed a diamond drilling program (201 metres), with holes being drilled to recover core samples from the Brumby Creek and Horseshoe South Extended areas. These core samples will be used for density and beneficiation testwork.

The next phase of manganese exploration and drilling is due to commence in the period April – June 2021.

GABANINTHA PROJECT

Australian Vanadium Limited retains 100% rights in Vanadium, Uranium, Cobalt, Chromium, Titanium, Lithium, Tantalum, Manganese & Iron Ore (“Excluded Minerals”) on the Gabanintha project, which covers an area of 170km² in central Western Australia.

The Company holds the rights to all minerals except the Excluded Minerals on the project. Most of the Company’s exploration efforts to date have focused on the Tumblegum South gold deposit. (see Figure 5).

Tumblegum South Gold Deposit

In January 2020 the Company announced a Mineral Resource Estimation for the Tumblegum South gold deposit, completed in accordance with the JORC Code (2012). The total Inferred Mineral Resource is estimated at 600,000 tonnes at 2.2 g/t Au, 0.2% Cu and 1.5 g/t Ag for 42,500 oz Au².

In March 2020 a mining lease application was lodged over the Tumblegum South gold deposit and this was successfully granted in November 2020.

Following the completion of the Mineral Resource Estimation, the Company commenced a process to realise the value in the Tumblegum South Prospect, either through an outright sale or some other form of commercial arrangement that could lead to mining.

In December 2020, the Company announced the signing of a Development Agreement with Kirkalocka Gold SPV Pty Ltd (“Kirkalocka”), a wholly owned subsidiary of Adaman Resources Pty Ltd, in respect to the deposit.

The Development Agreement provides that Bryah and Kirkalocka will work together and perform their respective obligations under the Agreement so that mining at Tumblegum South may commence at an agreed time after 30 June 2021.

The Agreement contains Conditions Precedent which, upon satisfactory completion, the parties will enter into a binding 50/50 profit share agreement which will see gold-bearing material mined at Tumblegum South then transported by road to the Kirkalocka Gold Mine facility located south of Mount Magnet for processing.

Subsequent to the end of the half-year, the company announced the sale of the Tumblegum South mining lease to Star Minerals Limited, subject to Star Minerals Limited receiving conditional approval from ASX to admit its securities to official quotation by 31 May 2021.

¹ See BYH ASX Announcements dated 26 August 2020, 18 September 2020, 17 December 2020 and 5 January 2021 for full details.

² See BYH ASX Announcement dated 29 January 2020 for full details.

The total consideration the Company will receive under the sale is:

- (a) \$500,000 cash;
- (b) 9,000,000 fully paid ordinary shares in Star Minerals Limited (valued at \$1,800,000);
- (c) 3,000,000 Class A Performance Rights, vesting upon a Measured Mineral Resource report; and
- (d) 4,000,000 Class B Performance Rights, vesting upon commencement of commercial gold production.

Each Performance Right will convert to one fully paid ordinary share in the capital of Star Minerals Limited upon the achievement of the milestones.

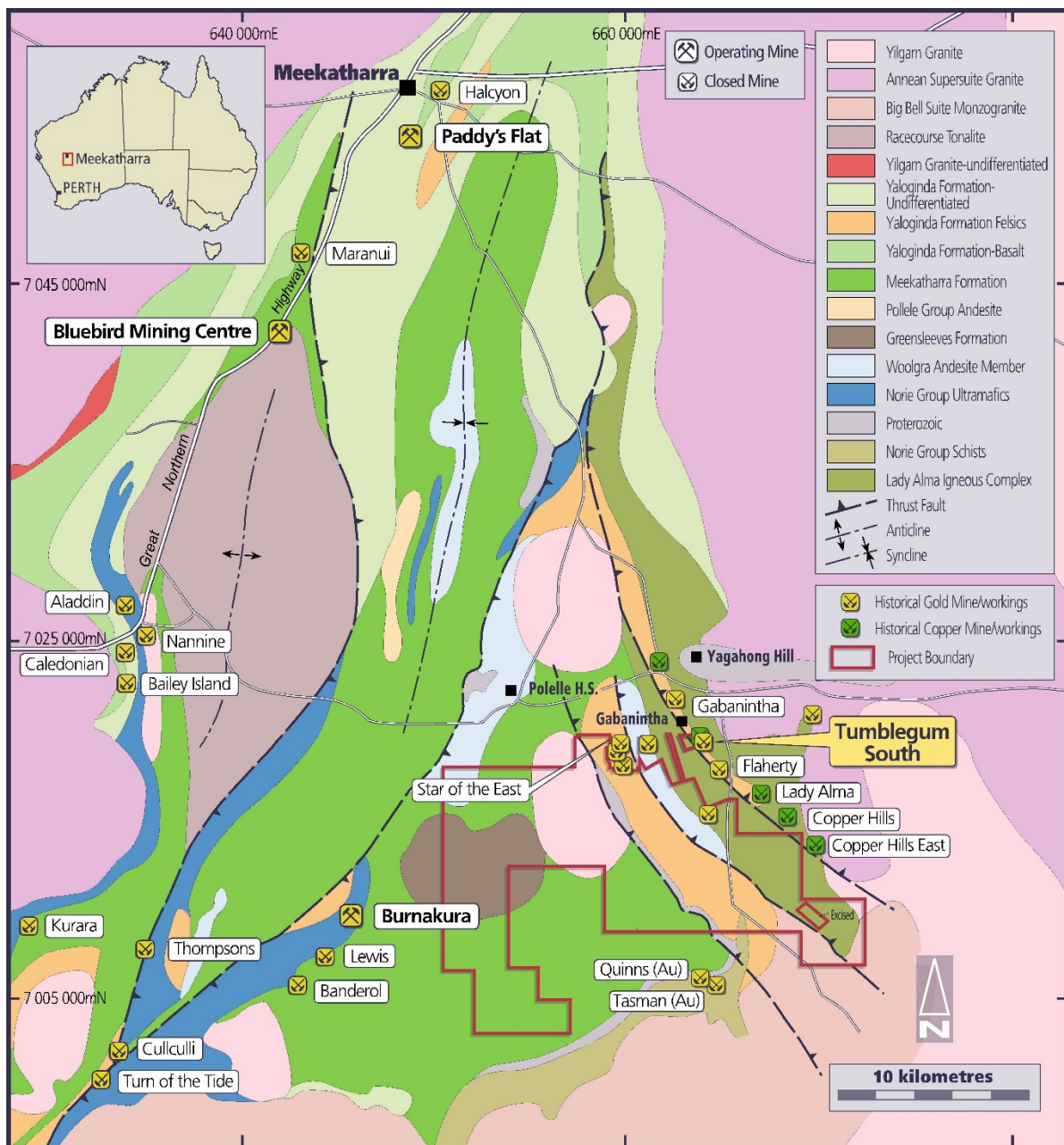


Figure 5 – Gabanintha Project Location

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

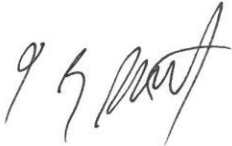
Significant changes in the state of affairs of the Company during the half-year are detailed under the heading 'Review of Operations' of this report.

In the opinion of the Directors, there were no other significant changes in the state of affairs of the Company that occurred during the half-year under review not otherwise disclosed in this report or in the financial report.

AUDITOR'S DECLARATION OF INDEPENDENCE

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 in relation to the review for the half-year ended 31 December 2020 is included within this financial report.

Signed on behalf of the Directors



IAN STUART

Chairman

Perth, 12 March 2021

Auditor's Independence Declaration

To those charged with governance of Bryah Resources Limited

As auditor for the review of Bryah Resources Limited for the half-year ended 31 December 2020, I declare that, to the best of my knowledge and belief, there have been:

- i. no contraventions of the independence requirements of the *Corporations Act 2001* in relation to the review; and
- ii. no contraventions of any applicable code of professional conduct in relation to the review.

Elderton Audit Pty Ltd

Elderton Audit Pty Ltd



Rafay Nabeel

Audit Director

12 March 2021

Perth

Statement of Profit or Loss and Other Comprehensive Income

For the half year ended 31 December 2020

	Notes	2020 \$	2019 \$
Income		135,200	250,164
Exploration and evaluation expenditure		(112,793)	-
Stock exchange and registry expenses		(30,248)	(31,570)
Legal expenses		(39,654)	(22,792)
Depreciation		(20,044)	(29,704)
Travel and accommodation expenses		(1,975)	(8,833)
Share Based Payments		-	26,067
Directors Fees and benefits expenses		(234,231)	(216,398)
Other corporate and administrative expenses		(285,334)	(284,333)
Loss before income tax expense from continuing operation		(589,079)	(317,399)
Income Tax Expense		-	-
Loss after income tax expense for the half year		(589,079)	(317,399)
Other Comprehensive Income			
Other Comprehensive Income for the half year, net of tax		-	-
Total Comprehensive Loss for the half year		(589,079)	(317,399)
		Cents	Cents
Basic/diluted earnings per share		(0.45)	(0.39)

The accompanying notes form part of these financial statements.

Statement of Financial Position

As at 31 December 2020

	Notes	31 Dec 2020 \$	30 June 2020 \$
ASSETS			
Current Assets			
Cash and cash equivalents		1,955,404	1,824,511
Trade and other receivables		175,718	60,196
Total Current Assets		2,131,122	1,884,707
Non-Current Assets			
Plant and equipment		180,458	205,820
Exploration and evaluation assets	2	6,969,302	5,914,857
Total Non-Current Assets		7,149,760	6,120,677
TOTAL ASSETS		9,280,882	8,005,384
LIABILITIES			
Current Liabilities			
Trade and other payables		337,222	179,973
Other liabilities		2,000	2,000
Provisions		96,630	80,626
Total Current Liabilities		435,852	262,599
TOTAL LIABILITIES		435,852	262,599
NET ASSETS		8,845,030	7,742,785
EQUITY			
Issued Capital	3	11,438,151	9,746,827
Reserves		282,851	282,851
Accumulated losses		(2,875,972)	(2,286,893)
TOTAL EQUITY		8,845,030	7,742,785

The accompanying notes form part of these financial statements.

Statement of Changes in Equity

For the half year ended 31 December 2020

	Note	Issued Capital \$	Other Reserves \$	Accumulated Losses \$	TOTAL \$
Balance as at 1 July 2019		6,891,307	196,217	(1,475,841)	5,611,683
Loss for the period				(317,399)	(317,399)
Total comprehensive income		-	-	(317,399)	(317,399)
Transactions with owners in their capacity as owners					
Ordinary shares issued for cash		2,000,000	-	-	2,000,000
Securities issued as consideration		150,000	-	-	150,000
Share based payments		-	(26,067)	-	(26,067)
Capital raising costs		(148,294)	-	-	(148,294)
Balance as at 31 December 2019		8,893,013	170,150	(1,793,240)	7,269,923
Balance as at 1 July 2020		9,746,827	282,851	(2,286,893)	7,742,785
Loss for the period				(589,079)	(589,079)
Total comprehensive income		-	-	(589,079)	(589,079)
Transactions with owners in their capacity as owners					
Ordinary shares issued for cash	3	1,823,452	-	-	1,823,452
Securities issued as consideration		-	-	-	-
Share based payments		-	-	-	-
Capital raising costs	3	(132,128)	-	-	(132,128)
Balance as at 31 December 2020		11,438,151	282,851	(2,875,972)	8,845,030

The accompanying notes form part of these financial statements.

Statement of Cash Flows

For the half year ended 31 December 2020

	Note	2020 \$	2019 \$
Cash flows from operating activities			
Payments to suppliers and employees		(686,576)	(539,889)
Interest received		397	368
Net Receipts from other entities		52,659	6,763
Net cash provided by / (used) in operating activities		(633,520)	(532,758)
Cash flows from investing activities			
Payments for exploration and mining interests		(883,767)	(663,744)
Proceeds from investments		-	250,000
Proceeds from sale of property plant and equipment		4,545	-
Payment for property plant and equipment		(47,689)	(1,215)
Net cash used in investing activities		(926,911)	(414,959)
Cash flows from financing activities			
Proceeds from issue of shares		1,823,452	2,000,000
Payment of capital raising costs		(132,128)	(155,030)
Net cash provided by financing activities		1,691,324	1,844,970
Net increase (decrease) in cash held		130,893	897,253
Cash at beginning of the period		1,824,511	577,410
Cash at end of the period		1,955,404	1,474,663

The accompanying notes form part of these financial statements.

Notes to the Financial Statements

For the half year ended 31 December 2020

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

This interim financial report for the half-year reporting period ended 31 December 2020 has been prepared in accordance with Australian Accounting Standard AASB 134: Interim Financial Reporting and the Corporations Act 2001.

This interim financial report does not include full disclosures of the type normally included in an annual report. It is recommended that this financial report be read in conjunction with the annual financial report for the year ended 30 June 2020 and any public announcements made by Bryah Resources Limited during the half-year reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The accounting policies have been consistently applied with those of the previous financial periods and corresponding interim reporting period, except in relation to the matters disclosed below.

The interim report has been prepared on a historical cost basis modified, where applicable, by measurement at fair value of selected items. Cost is based on the fair values of the consideration given in exchange for assets. For the purpose of preparing the interim report, the half-year has been treated as a discrete reporting period.

Going Concern

The interim report has been prepared on the going concern basis, which contemplates the continuation of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

As at the date of this interim report, the Company has approximately \$1.56 million in cash and cash equivalents.

The directors have reviewed the business outlook and are of the opinion that the use of the going concern basis of accounting is appropriate. The directors believe that they will continue to be successful in securing additional funds as and when the need to raise working capital arises.

New or amended Accounting Standards and Interpretations adopted

The Company has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Notes to the Financial Statements

For the half year ended 31 December 2020

2. DEFERRED EXPLORATION EXPENDITURE

	31 Dec 2020 \$	30 June 2020 \$
Exploration expenditure brought forward	5,914,857	5,363,320
Mineral Rights and Tenements acquired from vendors via issue of ordinary shares	-	-
Mineral Rights and Tenements acquired from vendors for cash consideration	-	-
Impairment of interest in Bryah Basin Manganese Project	(112,793)	(225,586)
Other tenement acquisition costs	86,253	59,747
Cost incurred during the period	1,080,985	717,376
Exploration expenditure carried forward	6,969,302	5,914,857

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

3. ISSUED CAPITAL

	31 Dec 2020 \$	30 June 2020 \$
3 (a) Issued and paid up capital		
Ordinary shares - fully paid	12,783,159	10,959,707
Share issue costs written off against issued capital	(1,345,008)	(1,212,880)
	11,438,151	9,746,827
3 (b) Movement in ordinary shares on issue	No.	\$
Ordinary Shares - fully paid		
Balance at beginning of the period	121,404,800	10,959,707
Movement:		
Issue of ordinary shares for cash	32,135,708	1,823,452
Balance at end of the period	153,540,508	12,783,159

Notes to the Financial Statements

For the half year ended 31 December 2020

4. SEGMENT INFORMATION

AASB 8 requires a 'management approach' under which segment information is presented on the same basis as that used for internal reporting purposes. The Board as a whole will regularly review the identified segments in order to allocate resources to the segment and to assess its performance.

During the period, the Company considers that it operated in only one segment, being mineral exploration within Australia. Segment assets are allocated to countries based on where the assets are located. The Company's assets are all located within Australia.

5. CONTINGENT LIABILITIES

In the opinion of the Directors, the Company does not have any contingent liabilities as at 31 December 2020.

6. DIVIDENDS

No dividends have been declared or paid during the half-year ended 31 December 2020 or in the prior period, and the directors do not recommend the payment of a dividend in respect of the half-year ended 31 December 2020.

7. EVENTS SUBSEQUENT TO REPORTING DATE

In November 2020 the Company announced that it had received a conditional \$5 million cash offer for its interest in the Bryah Basin Manganese Joint Venture from Primero Group Limited and AMCI Group (a joint offer).

OM (Manganese) Ltd ("OMM"), a wholly owned subsidiary of OM Holdings Limited (ASX:OMH) currently holds a 30% interest in the Manganese Joint Venture and is funding further exploration to earn up to a 51% interest. Under the Joint Venture agreement OMM had a pre-emptive right to match the \$5.0 million cash offer. In November 2020, Bryah served a notice on OMM in respect to the joint offer received.

On 7 January 2021 OMM advised Bryah that it would not exercise its pre-emptive right. As a consequence of this Bryah is free to transfer its joint venture interest at any price not being less than \$5 million, at any time up to 7 April 2021.

In February 2021 the conditional offer from Primero Group Limited and AMCI Group was withdrawn.

Subsequent to the end of the half-year, the company announced the sale of the Tumblegum South mining lease to Star Minerals Limited, subject to Star Minerals Limited receiving conditional approval from ASX to admit its securities to official quotation by 31 May 2021.

No other matters or circumstances have arisen since the end of the half-year which significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in subsequent financial periods.

8. RELATED PARTY TRANSACTION

There were no related party transactions during the half year.

Directors' Declaration

In the opinion of the directors of Bryah Resources Limited ('the Company'):

1. The financial statements and notes thereto of the Company, as set out within this financial report, are in accordance with the Corporations Act 2001 including:
 - a. complying with Accounting Standard AASB 134: Interim Financial Reporting and the Corporations Regulations 2001; and
 - b. giving a true and fair view of the Company's financial position as at 31 December 2020 and of its performance for the half-year then ended.
2. in the directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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



IAN STUART
Chairman

Perth, 12 March 2021

INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Bryah Resources Limited

Report on the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of Bryah Resources Limited (the 'Company'), which comprises the statement of financial position as at 31 December 2020, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the half-year ended on that date, a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of the company does not comply with the *Corporations Act 2001* including:

(a) giving a true and fair view of the company financial position as at 31 December 2020 and of its performance for the half-year ended on that date; and

(b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Financial Report* section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Responsibility of Management for the Financial Report

The directors of the company are responsible for the preparation of the half-year 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 half-year financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Company's financial position as at 31 December 2020 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit.

Accordingly, we do not express an audit opinion.

Elderton Audit Pty Ltd

Elderton Audit Pty Ltd

A handwritten signature in dark ink, appearing to read 'Rafay Nabeel', with a stylized flourish at the end.

Rafay Nabeel

Audit Director

12 March 2021

Perth