Chariot Corporation Ltd

Annual Report

For the period from 19 November 2019 (date of incorporation) to 31 December 2020

Contents

Corporate Directory

Directors
Shanthar Pathmanathan
Jasveer Singh Jessy
Frederick Peter Forni

Company Secretary
Shanthar Pathmanathan

Registered office
Suite 3
128 Main Street
Osborne Park WA 6017

Auditor
Moore Australia Audit (WA)
Level 15 Exchange Tower
2 The Esplanade
Perth WA 6000

Share Registry
Automic Pty Ltd
Level 5
191 St Georges Terrace
Perth WA 6000

Bankers
National Australia Bank
Gateway Building
Cnr Marmion & Davy Streets
Booragoon WA 6154

Directors' Report

The Directors' present their report, together with the financial statements of Chariot Corporation Ltd (**the Company or Chariot**) for the financial year ended 31 December 2020 and the auditor's report thereon.

1. DIRECTORS

The names of Directors in office at any time during or since the end of the year to the date of this report are:

Name	Status	Appointed	Resigned/Ceased
Shanthar Pathmanathan	Director and Chairman	16 March 2020	
Jasveer Singh Jessy	Director	5 March 2021	
Frederick Peter Forni	Non-executive Director	2 August 2021	
Graeme Kenneth Matcham	Director	19 November 2019	10 December 2019
Vincenzo Figliomeni	Director	10 December 2019	27 July 2021
Philip Andrew Nolis	Director	10 December 2019	4 March 2021
Naim Royden Jones	Director	5 March 2021	27 December 2021

Chairman & Company Secretary	Shanthar Pathmanathan
Qualifications	Bachelor of Laws from the University of Western Australia
Experience	Mr Pathmanathan was most recently the Chief Executive Officer and Managing Director of Lithium Consolidated Ltd, an ASX-listed company, which had one of the largest portfolios of Hardrock lithium exploration assets, globally. Mr Pathmanathan also has 14 years investment banking experience, in the metals and mining, oil and gas and chemicals sectors. He was a Vice President with Deutsche Bank's investment banking division and prior to that has held investment banking and principal investment roles with the Macquarie Group's investment banking division in Australia and New York.

Director	Jasveer Singh Jessy
Qualifications	Bachelor of Commerce from Murdoch University
Experience	Mr Jessy is a stockbroker and investor in venture-stage and early-stage companies. Mr Jessy has financed a number of ASX listed and unlisted companies. Mr Jessy contributed to the financing of VGW Holdings Ltd. Mr Jessy was previously the state manager of a stock-broking firm in Perth, Western Australia.

Director	Frederick Peter Forni
Qualifications	B.A in Economics from Connecticut College, J.D., awarded cum laude, from Georgetown University Law Center and an LL.M. in taxation from New York University Law School
Experience	Mr Forni was a senior finance professional with Macquarie Holdings (USA) Inc., a US affiliate of Macquarie Group Limited from October 1997 to October 2012 (and a Senior Managing Director from and after July 2004) where he was involved in (i) developing, marketing, executing and managing structured and conventional financial products transactions for the Macquarie Group, including the establishment of an NYSE listed USD 425m closed-end fund (Macquarie Global Infrastructure Fund; ticker: MGU) and the formation and management of specialized investment portfolios of CLO and CMBS securities aggregating in excess of USD 1 billion and (ii) structuring principal and advisory transactions principally from an income taxation perspective. Mr Forni acted as a non-executive director for numerous Macquarie Group entities, including an investment adviser under the Investment Company Act of 1940 and a fund incubation joint venture with M.D. Sass. From 1995 to 1997 Mr Forni was employed as a tax associate with Morgan, Lewis & Bockius LLP.. Mr Forni held Series 24, Series 7 and Series 63 FINRA licenses and is admitted to practice law in both New York and Connecticut.

Director	Naim Royden Jones (Resigned 27 December 2021)
Qualifications	Bachelor of Commerce from the University of Western Australia
Experience	Mr Jones is the founding Director of a boutique property development firm that focuses on high impact investments that notably funded a portfolio of social housing projects, delivered to the West Australian Government. Mr Jones has over 15 years of experience in financial services, including 6 years as a Senior Advisor with Westpac based in Sydney.

2. COMPANY SECRETARY

The names of persons who held the position of Company Secretary at any time during or since the end of the year to the date of this report are:

Name	Appointed	Resigned/Ceased
Shanthar Pathmanathan	5 March 2021	
Philip Andrew Nolis	10 November 2019	5 March 2021

3. PRINCIPAL ACTIVITIES

Chariot's strategy is to identify, evaluate, acquire and develop Tier-1 lithium assets with a view to building a global lithium asset portfolio. To date, the Company has focussed on lithium assets located in the United States of America, Africa and Western Australia.

In order to enable the Company to access the resources required to implement its strategy, the Company is progressing with plans for a public listing on the Australian Securities Exchange (**ASX**).

4. DIVIDENDS PAID OR RECOMMENDED

There were no dividends paid or declared during the financial period.

5. REVIEW OF OPERATIONS

Operations Review

Refer to ***MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR*** for recent activities of the Company.

Financial Review

The financial statements have been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business. The Company incurred a loss for the year of $39,974 and had net assets of $939 as of 31 December 2020, the loss for the current period is consistent with the principal activities of the Company as it has no revenue-generating activities.

As of 31 December 2020, the Company had a cash and cash equivalents balance of $26 and the Company had a working capital of $939.

6. SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

There were no other significant changes in the state of affairs of the Company during the financial period, other than the above and disclosed elsewhere in this report.

7. FUTURE DEVELOPMENTS, PROSPECTS AND BUSINESS STRATEGIES

The Company will continue to pursue its "principal activities" as described above.

Information on other likely developments in the operations of the Company and the expected results of operations have not been included in this report because the Directors believe the provision of such information would be likely to result in unreasonable prejudice to the Company.

8. MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

On 1 July 2021, the Company changed from proprietary limited to a public company limited by shares.

On 18 October 2021, at the Company's General Meeting shareholder approval was received to consolidate the securities of the Company on a 2.5 for 1 basis and such consolidation was effected on 18 October 2021 (**Share Consolidation**). All ordinary shares and option amounts which are disclosed on a post Share Consolidation basis (**Post Share Consolidation**) are noted as such in this Report.

FMS Lithium Corporation (**FMS Lithium**) owns the Resurgent Project which comprises 1,412 claims located in Oregon and Nevada, USA.

Mr Pathmanathan is the President and a Director of FMS Lithium. Mr Forni is also a Director of FMS Lithium.

On 18 June 2021, the Company entered into subscription agreement with FMS Lithium pursuant to which the Company subscribed for 800 shares of the common stock of FMS Lithium at an issue price of US$800 per share, representing a total subscription amount of US$640,000.

Subsequent to shareholder approval received at the General meeting on 18 October 2021, the Company subscribed for an additional 750 shares at an issue price of US$800, representing a total additional subscription amount of US$600,000.

On 11 February 2022, the Company entered into a subscription agreement with FMS Lithium pursuant to which the Company subscribed for to 375 shares of the common stock of FMS Lithium at an issue price of US$800 per share, representing a total subscription amount of US$300,000.

On 18 March 2022, the Company raised $250,000 (before cost) through the issue of 1,000,000 fully paid ordinary shares at $0.25 per share to related party Mr Jasveer Singh Jessy, one of the Company's directors.

On 15 May 2022, the Company entered into a subscription agreement with FMS Lithium pursuant to which the Company subscribed for 125 shares of the common stock of FMS Lithium at an issue price of US$800 per share, representing a total subscription amount of US$100,000.

As at the date of this Report, following all of the investments by Chariot in FMSL Lithium, Chariot held 2,050 shares in FMS Lithium. These shares in FMS Lithium were purchase at an aggregate cost of US$1,640,000. This represents a 16.84% percent interest in the common shares of FMS Lithium.

FMS Lithium acquired 1,090 claims located near Tonopah in Nevada, USA and close to lithium exploration projects operated by American Lithium Corp and American Battery Technology Company, subsequent to the end of the 2020 financial year. These claims are being targeted for claystone hosted lithium mineralisation.

Chariot also expanded its footprint in Western Australia by applying to the Western Australia Government Department of Mines, Industry, Regulation and Safety (**DMIRS**) for 16 new exploration licenses. The Company held eight granted exploration licenses as at the date of this Report. These exploration licenses and exploration license applications are believed by the Company to be prospective for hardrock lithium mineralisation

Chariot filed on 89 lode claim applications at the Black Mountain Lithium Project in Wyoming, USA, subsequent to the end of the 2020 financial year. These claims are being targeted for hard rock lithium mineralisation.

Chariot filed on 30 exploration license applications in the Republic of Zimbabwe subsequent to the end of the 2020 financial year. These exploration licenses are being targeted for hard rock lithium mineralisation.

During July 2021, the Company raised $1,351,500 (before costs) through the placement of 10,812,000 fully paid ordinary (Post-Consolidation Basis) shares in the capital of the Company at $0.125 per share (Post-Consolidation Basis) together with one free-attaching option, exercisable at $0.25 (Post-Consolidation Basis) on or before 20 June 2023.

The following placement fees, being a combination of cash and options, were paid to the Directors in consideration for their services with respect to the July placement.

Director	Cash Fee Amount	No. Options (Post-Consolidation Basis)	Valuation on Options
Shanthar Pathmanathan	$20,999	1,199,948	$53,326
Jasveer Singh Jessy	$56,350	3,220,000	$143,098
Naim Royden Jones[1]	$26,005	1,486,000	$66,039

During August 2021, the Company raised a total of $629,000 (before costs) through a placement of 5,032,000 fully paid ordinary shares (Post-Consolidation Basis) at $0.125 per share (Post-Consolidation Basis) together with one free attaching option, exercisable at $0.25 (Post-Consolidation Basis) on or before 30 June 2023. A total of 1,548,000 options (Post-Consolidation Basis), exercisable at $0.25 (Post-Consolidation Basis) on or before 30 June 2023 were issued to the brokers for the placement. Philip Nolis, a former director and company secretary of the Company, participated in the Broker placement.

Later in the month of August, the Company raised an additional $190,000 (before costs) though a placement of 1,520,000 fully paid ordinary shares (Post-Consolidation Basis) at $0.125 per share (Post-Consolidation Basis) together with one free attaching option, exercisable at $0.25 (Post-Consolidation Basis) on or before 30 June 2023.

The following placement fees, being a combination of cash and options, were paid to the directors in consideration for their services with respect to the August 2021 placement.

Director	Cash Fee Amount	No. Options (Post-Consolidation Basis)	Valuation on Options
Jasveer Singh Jessy	$350	20,000	$853
Naim Royden Jones[1]	$8,540	488,000	$20,824

On 20 September 2021, the Company issued the following performance rights to an employee, at the date of this report the Class A Performance Rights had vested.

Class	Service Condition	Number
Class A	Six months continuous service	200,000 (Post-Consolidation Basis)
Class B	Twelve months continuous service	400,000 (Post-Consolidation Basis)
Class C	Twelve months continuous service	400,000 (Post-Consolidation Basis)

On vesting of the service condition each performance right, subject to being exercised by the holder, converts on a one for one basis into ordinary fully paid securities.

On 3 September 2021, the Company engaged Lodge Corporate Pty Ltd to act as Lead Manager to raise not less than $1,000,000 (before cost), through a placement of fully paid ordinary shares at $0.25 per share (Post-Consolidation Basis). During November 2021, Lodge raised $1,500,000 and as consideration under the mandate, Lodge was issue of 3,200,000 performance options (Post-Consolidation Basis) in addition to cash consideration for services.

On 19 November 2021, the Company raised $970,000 (before cost) by issuing 3,880,000 fully paid ordinary shares (Post-Consolidation Basis) at $0.25 per share (Post-Consolidation Basis) under the additional placement.

The following placement fees, being a combination of cash and options, were paid to the directors in consideration for their services with respect to the September placement.

Director	Cash Fee Amount	No. Options (Post-Consolidation Basis)	Valuation on Options
Naim Royden Jones	$22,620	804,267	$126,147
Jasveer Singh Jessy	$34,980	1,243,733	$195,076

[1] Resigned 27 December 2021

Transactions involving loan financing

During the year, the following loans were provided to the Company for working capital requirements prior to the completion of the placements:

Director	Loan Amount	Interest (all securities shown on Post-Consolidation Basis)
Jasveer Singh Jessy	$200,000	320,000 fully paid ordinary shares in lieu of cash payment of $40,000 interest accrued
Rajat Dewan[1]	$100,000	80,000 fully paid ordinary shares and 80,000 options in lieu of cash payment of $10,000 interest accrued
Ajaib Singh Dhillon[1]	$75,000	60,000 fully paid ordinary shares and 60,000 Options in lieu of cash payment of $7,500 interest accrued
Matthew Mitchell[1]	$25,000	20,000 fully paid ordinary shares and 20,000 options in lieu of cash payment of $2,500 interest accrued

On 7 July 2021, the Company issued 320,000 fully paid ordinary shares to Jasveer Singh Jessy in lieu of the $40,000 interest accrued on the $200,000 loan and $20,000 cash payment for introducing other lenders to the Company. The principal loan of $200,000 was repaid by cash in full on 14 July 2021.

On 18 August 2021, the Company issued 80,000 fully paid ordinary shares and 80,000 options to Rajat Dewan for the $10,000 interest accrued on the $100,000 loan. The loan of $100,000 was repaid by cash in full on 12 July 2021.

On 18 August 2021, the Company issued 60,000 fully paid ordinary shares and 60,000 options to Ajaib Singh Dhillon for the $7,500 interest accrued on the $75,000 loan. The principal of loan was repaid in full by 600,000 fully paid ordinary shares and 600,000 free attaching options in lieu of cash on 24 June 2021.

On 30 July 2021, the Company issued 20,000 fully paid ordinary shares and 20,000 options to Matthew Mitchell for the $2,500 interest accrued on the $25,000 loan. The principal amount was repaid by 200,000 fully paid ordinary shares and 200,000 free attaching options in lieu of cash on 31 July 2021.

As at the date of this report, no loans remain outstanding.

FMS Lithium acquired 1,090 claims located near Tonopah in Nevada, USA and close to lithium exploration projects operated by American Lithium Corp and American Battery Technology Company, subsequent to the end of the 2021 financial year. These claims are being targeted for claystone hosted lithium mineralisation.

Chariot was granted five new exploration licenses by DMIRS in Western Australia and also applied for three new exploration licenses in Western Australia, subsequent to the end of the 2021 financial year. These exploration licenses are being targeted for hard rock lithium mineralisation.

Chariot filed on 89 lode claim applications at the Black Mountain Lithium Project in Wyoming, USA, subsequent to the end of the 2021 financial year. These claims are being targeted for hard rock lithium mineralisation.

Chariot filed on 30 exploration license applications in the Republic of Zimbabwe subsequent to the end of the 2021 financial year. These exploration licenses are being targeted for hard rock lithium mineralisation.

On 11 February 2022, the Company entered into a subscription agreement with FMS Lithium pursuant to which the Company subscribed for 375 shares of the common stock of FMS Lithium at an issue price of US$800 per share, representing a total subscription amount of US$300,000.

On 18 March 2022, the Company raised $250,000 (before cost) by issue of 1,00,000 fully paid ordinary shares at $0.25 per share to Mr Jasveer Singh Jessy, one of the Company's directors.

Mr Frederick Forni a Director of the Company was provided as part of the remuneration for FY 2022, 200,000 fully paid ordinary shares.

[1] A fee of 10% of the amount of the loan is payable to Jasveer Singh Jessy in consideration for introducing the lender to the Company.

On 15 May 2022, the Company entered into a subscription agreement with FMS Lithium pursuant to which the Company subscribed for 125 shares of the common stock of FMS Lithium at an issue price of US$800 per share, representing a total subscription amount of US$100,000.

As at the date of this Report, following all of the investments by Chariot in FMSL Lithium, Chariot held 2,050 shares in FMS Lithium. These shares in FMS Lithium were purchase at an aggregate cost of US$1,640,000. This represents a 16.84% percent interest in the common shares of FMS Lithium.

On 27 May 2022, the Company raised $2,656,696 (before cost) by issue of 6,473,418 fully paid ordinary shares at $0.35 per share and 920,222 options exercisable at $0.45 per share to brokers.

Other than the matters discussed above, no matters or circumstances have arisen since the end of the reporting period which significantly affected or may significantly affect the operation of the Company, the result of those operations, or the state of affairs of the Company in the future financial years.

9. MEETING OF DIRECTORS

The number of formal meetings of Directors (including committees of Directors) held during the year, and the number of meetings attended by each Director was as follows:

	DIRECTORS' MEETINGS	
	Number eligible to attend	Number attended
Vincenzo Figliomeni	14	14
Shanthar Pathmanathan	13	13
Naim Royden Jones	-	-
Jasveer Singh Jessy	-	-
Frederick Peter Forni	-	-

10. SHARES UNDER OPTION

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

Number of unissued shares under option	Exercise price per option (Post-Consolidation Basis)	Expiry date of options	Fair value per option
26,245,948	$0.25	23 June 2023	$0.025
5,290,667	$0.25	31 December 2024	$0.157
920,222	$0.45	30 June 2024	$0.17

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

11. SHARES ISSUED ON THE EXERCISE OF OPTION

There were no ordinary shares of Chariot Corporation Limited issued on the exercise of options during the period ended 31 December 2020 and up to the date of this report.

12. INDEMNIFICATION OF DIRECTORS, OFFICERS AND AUDITOR

Indemnification

The Company indemnifies each of its Directors, Officers and Company Secretary. The Company indemnifies each director and officer to the maximum extent permitted by the *Corporations Act 2001* from liability to third parties, except where the liability arises out of conduct involving lack of good faith, and cost in defending legal and administrative proceedings and applications for such proceedings.

The Company must use its best endeavours to insure a Director or officer against any liability, which does not arise out of conduct constituting a wilful breach of duty or a contravention of the *Corporations Act 2001*. The Company must also use its best endeavours to insure a Director or officer against liability for costs and expenses incurred in defending proceedings whether civil or criminal.

The Company has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify an officer or auditor of the company or of any related body corporate against a liability incurred as such an officer or auditor.

Insurance Premium

During the financial year the Company paid insurance premiums to insure directors and officers against certain liabilities arising out of their conduct while acting as an officer of the Company. Under the terms and conditions of the insurance contract, the nature of the liabilities insured against, and the premium paid, cannot be disclosed.

12. ENVIRONMENTAL REGULATIONS

The Company is subject to the environmental regulations under legislation of the Commonwealth of Australia. The Company endeavours to comply with all regulatory requirements pertaining to the environment in each jurisdiction in which it operates. The directors are not aware of any material breaches by the Company of any of these environmental regulations during the period beginning with the commencement of the financial year and ending on the date of this Directors' report.

14. PROCEEDINGS ON BEHALF OF THE COMPANY

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

15. AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration under section 307C of the *Corporations Act 2001* (Cth) for the year ended 31 December 2020 has been received and directly follows the Directors report.

16. ROUNDING OF AMOUNTS

The Company has applied the relief available to it in ASIC Legislative Instrument 2016/191 and accordingly amounts included in this report and in the financial report have been rounded off to the nearest $1 (where rounding is applicable).

Auditor

Moore Australia Audit (WA) continues in office in accordance with section 327 of the Corporations Act 2001.

This report is made in accordance with a resolution of directors, pursuant to section 306(3)(a) of the Corporations Act 2001.

On behalf of the Directors,

Shanthar Pathmanathan
Director
22 July 2022

Moore Australia Audit (WA)

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AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001 TO THE DIRECTORS OF CHARIOT CORPORATION LTD

I declare that, to the best of my knowledge and belief, during the period from 19 November 2019 (date of incorporation) to 31 December 2020, there have been:

a) no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit, and

b) no contraventions of any applicable code of professional conduct in relation to the audit.

Neil Pace

NEIL PACE
PARTNER

Moore Australia

MOORE AUSTRALIA AUDIT (WA)
CHARTERED ACCOUNTANTS

Signed at Perth this 22nd July 2022

Statement of Profit or Loss and Other Comprehensive Income

For the period from 19 November 2019 (date of incorporation) to 31 December 2020

	Note	19 November 2019 to 31 December 2020 $
Accounting & Company Secretary		(9)
Administration expenses		(2,965)
Legal and consulting fees		(14,000)
Exploration expenses		(21,711)
Other expenses		(1,289)
Loss before income tax		**(39,974)**
Income tax expense	2	-
Loss for the year after income tax		**(39,974)**
Other comprehensive income/(loss):		
Items that will not reclassified subsequently to profit or loss		-
Total comprehensive loss for the year		**(39,974)**
Basic loss per share (cents per share)	3	(0.06)
Diluted loss per share (cents per share)	3	(0.06)

The accompanying notes form part of these financial statements.

Statement of Financial Position

As at 31 December 2020

	Note	19 November 2019 to 31 December 2020 $
CURRENT ASSETS		
Cash and cash equivalents		26
Trade and Other receivable	6	913
TOTAL CURRENT ASSETS		**939**
NET ASSETS		**939**
SHAREHOLDERS' EQUITY		
Issued capital	4	40,913
Accumulated losses		(39,974)
TOTAL SHAREHOLDERS' EQUITY		**939**

The accompanying notes form part of these financial statements.

Statement of Changes in Equity

For the period from 19 November 2019 (date of incorporation) to 31 December 2020

	Issued Capital	Accumulated Losses	Total
	$	$	$
Balance at 19 November 2019	-	-	-
Loss for the period	-	(39,974)	**(39,974)**
Total comprehensive loss for the period	**-**	**(39,974)**	**(39,974)**
Transactions with owners, recognised directly in equity			
Issue of ordinary shares	40,913	-	**40,913**
Balance at 31 December 2020	**40,913**	**(39,974)**	**939**

The accompanying notes form part of these financial statements.

Statement of Cash Flows

For the period from 19 November 2019 (date of incorporation) to 31 December 2020

	Note	19 November 2019 to 31 December 2020 $
CASH FLOWS FROM OPERATING ACTIVITIES		
Payments to suppliers		(18,263)
Payments for exploration and evaluation		(21,711)
Net cash used in operating activities		**(39,974)**
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of shares		40,000
Net cash provided by financing activities		**40,000**
Net increase in cash and cash equivalents		26
Cash and cash equivalents at 19 November 2019		-
Cash and cash equivalents at the end of the financial year		**26**

The accompanying notes form part of these financial statements.

These financial statements cover Chariot Corporation Ltd (**the Company**). Chariot Corporation is a company limited by shares, incorporated and domiciled in Australia. The Company is a for-profit entity. The Company's financial statements are presented in Australian dollars, which is also the Company's functional currency.

The financial statements were issued in accordance with a resolution by the Board on 22 July 2022.

The following is a summary of the material accounting policies adopted by the Company in the preparation and presentation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Statement of Compliance

These financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards (AASBs) (including Australian interpretations) adopted by the Australian Accounting Standard Board (AASB) and the *Corporations Act 2001*.

The financial statements and notes of the Company comply with Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the financial statements and notes comply with International Financial Reporting Standards.

b) Basis of Preparation

In the Directors' opinion, the Company is a reporting entity because there are users dependent on general purpose financial statements. The financial statements are therefore general-purpose financial statements that have been prepared in order to meet the needs of members and the requirements of an Initial Public Offering as part of its process to be admitted to the official list of the ASX.

The financial statements have been prepared in accordance with Australian Accounting Standards issued by the Australian Accounting Standards Board (AASB) and the Corporations Act of 2001, as appropriate for for-profit oriented entities. Australian Accounting Standards adopted by the AASB are consistent with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board. Unless otherwise stated, the accounting policies of the Consolidated Entity have been consistently applied throughout the periods presented.

The directors have determined that the accounting policies are appropriate to meet the needs of members and the requirements of an Initial Public Offering. The financial statements have been prepared on an accruals basis and are based on historical costs unless otherwise stated in the notes.

c) Going concern

The 31 December 2020 financial report has been prepared on the going concern basis that contemplates the continuity of normal business activities and the realisation of assets and extinguishment of liabilities in the ordinary course of business.

For the year ended 31 December 2020, the Company recorded a net loss $39,974 and at 31 December 2020 had a net working capital of $939. The Company also had cash balances of $26 and reported a net cash outflow in operating activities for the year ended 31 December 2020 of $39,974.

Based on the Company's cash flow forecast, and agreements signed subsequent to 31 December 2020, the Company successfully raise additional working capital for the next 12 months to advance its exploration projects, acquisition costs and to ensure extinguishment of liabilities as and when they fall due.

The Company is currently in the process of preparing for an Initial Public Offering (IPO) on the ASX. The Directors are confident that the Company will be successful in raising additional funds through the issue of new equity. However, factors beyond the Company's control, including the COVID-19 pandemic, may affect the stock markets and may in turn have a negative impact on any fund raising. However, in the event the Company is unable to raise additional capital as discussed above, the Directors are confident that the Company will have access to additional working capital in the form of directors / related party loans and able to defer certain liabilities beyond 12 months from the reporting date.

c) Going concern (Continued)

Based on the above facts, the Directors consider the going concern basis of preparation to be appropriate for this financial report.

The financial statements do not include any adjustments relative to the recoverability and classification of recorded asset amounts or, to the amounts and classification of liabilities that might be necessary should the Company not continue as a going concern.

d) New and amended accounting standards and interpretation

The Company has considered the implications of new or amended AASBs which have become applicable for the current annual financial reporting period beginning on or after 1 July 2020. It has been determined by the Company that there is no impact, material or otherwise, of the new or amended AASBs and therefore no changes to Company accounting policies. No retrospective change in accounting policy of material reclassification has occurred during the financial year.

Accounting standards issued but not yet effective

The Australian Accounting Standards Board has issued a number of new and amended Accounting Standards and Interpretations that have mandatory application dates for future reporting periods, some of which are relevant to the Company. The Company has decided not to early adopt any of these new and amended pronouncements. The Company is currently in the process of assessing the following new and amended pronouncements:

- AASB 2020-1 *Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current*
- AASB 2020-6 *Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current – Deferral of Effective Date*
- AASB 2021-2 Amendments to Australian Accounting Standards –Disclosure of Accounting Policies and Definition of Accounting Estimates
- AASB 2021-5 Amendments to Australian Accounting Standards – Deferred Tax related to Assets and Liabilities arising from a Single Transaction

e) Income tax

Current income tax expense charged to profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses. Current and deferred income tax expense (income) is charged or credited directly to equity instead of profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled, and it is not probable that the reversal will occur in the foreseeable future.

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

e) Income tax (Continued)
Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

f) Cash and Cash equivalents
Cash and cash equivalents include deposits available on demand with banks with original maturity of three months or less.

g) Trade receivables
Trade receivables are amounts due from customers for good and services performed in the ordinary course of business. They are generally due for settlement within 30 days and therefore are classified as current. Trade receivables are recognised initially at the amount of consideration that is unconditional which is considered to be fair value; none of the Company's trade receivables contain financing components. The Company holds the trade receivables with the objective to collect the contractual cashflows and therefore measures them subsequently at amortised cost using the effective interest method.

The Company applies the AASB 9 *Financial Instruments* simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

To measure the expected credit losses, trade receivables have been grouped based on share credit risk characteristics and the days past due. The expected loss rates are based on the Company's past history, existing market conditions and forward-looking estimates at the end of each reporting period.

h) Operating expenses
Operating expenses are recognised in profit or loss upon utilisation of the service or at the date of their origin.

i) Goods and Services Tax (GST)
Revenues, expenses, and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office (**ATO**).

Receivable and payables are stated inclusive of the amount of GST receivable or payable. The net amount of the GST recoverable from, or payable to, the ATO is included with other receivables and payables in the Consolidated Statement of Financial Position.

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

j) Trade and other payables
Liabilities for trade creditors and other amounts carried at cost which is the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the Company. Interest, when charged by the lender, is recognised as an expense on an accrual basis.

k) Provisions
Provisions are recognised when the Company has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result, and that outflow can be reliably measured. Provisions are measured using the best estimate of the amounts required to settle the obligation at the end of the reporting period.

l) Equity and reserves
Share capital represents the fair value of shares that have been issued. Any transaction costs associated with the issuing of shares are deducted from share capital, net of any related income tax benefits. The option reserve records the value of share-based payments.

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

m) Segment Information

Identification of reportable segments

The Company has identified its operating segments based on the internal reports that are reviewed and used by the Board (the chief operating decision makers) in assessing performance and in determining the allocation of resources.

In respect to the Company's current operations, the financial information presented to the chief operating decision maker is consistent with that presented in the Statement of Profit or Loss and Other Comprehensive Income, Statement of Financial Position and Statement of Cash Flows.

During the current year the Company only had one segment being the exploration and the location of the segments assets is in Australia. Accordingly, all significant operating disclosures are based upon analysis of the Company as one segment. The financial results from this segment are equivalent to the financial statements of the Company as a whole.

n) Earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to members of the Company, excluding any costs of servicing equity other than ordinary shares
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year (if any).

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares; and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

o) Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Financial assets and liabilities measured at fair value are classified, into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

Recognition and derecognition

Financial assets and financial liabilities are recognised when the Company 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.

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

o) Fair value measurement (Continued)
Classification and initial measurement

Financial assets

Financial assets are classified according to their business model and the characteristics of their contractual cash flows. 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 *Revenue from Contracts with Customers*, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

Classification of financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income (**FVOCI**) comprise of equity securities which are not held for trading, and which the Company has irrevocably elected at initial recognition to recognise in this category. These are strategic investments, and the Company considers this classification to be most relevant.

Financial assets at fair value through profit or loss

Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or (ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss.

Financial liabilities

Financial liabilities are classified as measured at amortised cost using effective interest method. Interest expense is recognised in profit or loss.

Impairment of financial assets

The Company recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the Company's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured based on the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

p) Critical accounting estimates, judgements and assumption
The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of asset or liabilities affected in future periods.

Key Judgement
Following are significant management judgements in applying the accounting policies of the Company that have the most significant effect on the financial statements.

COVID19
Judgement has been exercised in considering the impacts that COVID19 has had, or may have, on the Company based on known information.

Notes to the Financial Statements

For the period from 19 November 2019 (date of incorporation) to 31 December 2020

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

p) Critical accounting estimates, judgements and assumption (Continued)

As the date of this report, the Company's operations have not been materially impacted by the COVID-19 crisis during the year ended 31 December 2020. The Company has taken action to minimise the risk that COVID19 presents and as a result of this action, the Company has continued to maintain its operations.

The challenges presented by COVID19 are fluid and continue to change. The Company will continue to assess and update the Company's response.

Key Estimates

Utilisation of Tax Losses

A company cannot carry forward losses unless it satisfies either the "continuity of ownership" test (ITAA97 s 165-12) or the "same business" test (ITAA97 s 165-13) as described in the Income *Tax Assessment Act 1997*. The Company has determined that it satisfies these tests for the current reporting period and will continue to reassess its conclusion at each subsequent reporting date.

Where forward-looking information (such as a significant change in economic conditions) may provide evidence that there may be an increasing number of defaults, historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

q) Rounding

The Company has applied the relief available to it in ASIC Legislative Instrument 2016/191 and accordingly amounts included in the Directors' report and in the financial report have been rounded off to the nearest $1.

NOTE 2: INCOME TAX	19 November 2019 to 31 December 2020 $
a) Income tax expense	
Current tax	-
Deferred tax	-
	-
b) The prima facie tax payable on loss from ordinary activities before income tax is reconciled to the income tax expense as follows	
Income tax (benefit) calculated at 27.5%	(10,993)
Non-deductible items	
Non-deductible expenditure	-
Temporary differences not recognised	10,993
Income tax attributable to operating income/(loss)	-
c) Deferred taxes	
Deferred tax asset balance comprises:	
Tax losses	-
Accrued expenses	-
Capital & business expenditure	-
Intangibles & PPE	-
Unrecognised deferred tax asset	-
Deferred tax liabilities balance comprises:	-
Unrecognised deferred tax liability	-
d) Deferred income tax (revenue)/expense included in income tax expense comprises:	
(Increase) in deferred tax asset	-
Increase/(Decrease) in deferred tax liability	-
Offset against deferred tax asset/deferred tax liability not recognised	-
	-
e) Deferred income tax related to items charged or credited directly to equity comprises:	
Decrease/(increase) in deferred tax assets	-
(Decrease)/increase in deferred tax liabilities	-
Offset against deferred tax asset/deferred tax liability not recognised	-
	-

Carry forward losses

Potential future income tax benefits attributable to tax losses carried forward have not been brought to account at 31 December 2020, because the Directors do not believe it is appropriate to regard realisation of the future income tax benefits as probable.

NOTE 3: LOSS PER SHARE	19 November 2019 to 31 December 2020 $
(Loss)/Earnings per share (**EPS**)	
a) (Loss) used in calculation of basic EPS and diluted EPS	(39,974)
	No.
b) Weighted average number of ordinary shares outstanding during the year used in calculation of basic earnings/(loss) per share	159,035,456
Effect of dilution – share consolidation 2.5:1 ratio	(95,421,273)
Weighted average number of ordinary shares outstanding during the year used in calculating dilutive EPS	63,614,183

NOTE 4: ISSUED CAPITAL	19 November 2019 to 31 December 2020 $
(a) Share Capital	
40,359,577 fully paid ordinary shares	**40,913**

(b) Movements in fully paid Ordinary Capital	**Date**	**Number**	**$**
Balance at the beginning of the reporting period	**19 November 2019**	-	-
Issue of Ordinary Shares	19 November 2019	2	2
Issue of Ordinary Shares	20 August 2020	45,056,500	451
Issue of B Class Shares	20 August 2020	4,000,000	40,000
Issue of C Class Shares	20 August 2020	51,842,440	460
Consolidation of share capital (2.5 for 1 basis)	18 November 2021	(60,539,365)	-
Balance at the end of the reporting period	**31 December 2020**	**40,359,577**	**40,913**

Capital Management

Due to the nature of the Company's activities, the Company does not have ready access to credit facilities, with the primary source of funding being equity raisings. Therefore, the focus of the Company's capital risk management is the current working capital position against the requirements of the Company to meet due diligence programs and corporate overheads. The Company's strategy is to ensure appropriate liquidity is maintained to meet anticipated operating requirements, with a view to initiating appropriate capital raisings as required. Any surplus funds are invested with major financial institutions.

Segment Information

Identification of reportable segments

The Company has identified its operating segments based on the internal reports that are reviewed and used by the Board (the chief operating decision makers) in assessing performance and in determining the allocation of resources.

The financial information presented to the chief operating decision maker is consistent with that presented in the Statement of Profit or Loss and Other Comprehensive Income, Statement of Financial Position and Statement of Cash Flows.

NOTE 5: RELATED PARTY TRANSACTIONS

On 20 August 2020, the Company issued 45,056,500 ordinary shares at $0.00001 to Mr Pathmanathan, a Director of the Company, of which, the amount was recorded as other receivable as at 30 December 2020 and settled on 7 July 2021.

NOTE 6: COMMITMENTS

There are no commitments at the end of the reporting period.

NOTE 7: CONTINGENT LIABILITIES

On 1 March 2022, the Company engaged the Divzero Group Limited Liability Company to act as a consultant to assist with prospectus and preparing the investor presentation. In consideration for the service provided, the Company shall pay the Consultant a fee of US$10,000 per month for 3 months and issue the consultant 250,000 fully paid ordinary shares and 250,000 unquoted options exercisable at AUD$0.50 on or before 31 March 2024 upon the Company's successful admission to the Official list of ASX.

There are no other contingent liabilities at the end of the reporting period.

NOTE 8: EVENTS SUBSEQUENT TO REPORTING DATE

On 1 July 2021, the Company changed from proprietary limited to a public company limited by shares.

On 18 October 2021, at the Company's General Meeting shareholder approval was received to consolidate the securities of the Company on a 2.5 for 1 basis and such consolidation was effected on 18 October 2021 (**Share Consolidation**). All ordinary shares and option amounts which are disclosed on a post Share Consolidation basis (**Post Share Consolidation**) are noted as such in this Report.

FMS Lithium Corporation (**FMS Lithium**) owns the Resurgent Project which comprises 1,412 claims located in Oregon and Nevada, USA.

Mr Pathmanathan is the President and a Director of FMS Lithium. Mr Forni is also a Director of FMS Lithium.

On 18 June 2021, the Company entered into subscription agreement with FMS Lithium pursuant to which the Company subscribed for 800 shares of the common stock of FMS Lithium at an issue price of US$800 per share, representing a total subscription amount of US$640,000.

Subsequent to shareholder approval received at the General meeting on 18 October 2021, the Company subscribed for an additional 750 shares at an issue price of US$800, representing a total additional subscription amount of US$600,000.

On 11 February 2022, the Company entered into a subscription agreement with FMS Lithium pursuant to which the Company subscribed for to 375 shares of the common stock of FMS Lithium at an issue price of US$800 per share, representing a total subscription amount of US$300,000.

On 18 March 2022, the Company raised $250,000 (before cost) through the issue of 1,000,000 fully paid ordinary shares at $0.25 per share to related party Mr Jasveer Singh Jessy, one of the Company's directors.

On 15 May 2022, the Company entered into a subscription agreement with FMS Lithium pursuant to which the Company subscribed for 125 shares of the common stock of FMS Lithium at an issue price of US$800 per share, representing a total subscription amount of US$100,000.

As at the date of this Report, following all of the investments by Chariot in FMSL Lithium, Chariot held 2,050 shares in FMS Lithium. These shares in FMS Lithium were purchase at an aggregate cost of US$1,640,000. This represents a 16.84% percent interest in the common shares of FMS Lithium.

FMS Lithium acquired 1,090 claims located near Tonopah in Nevada, USA and close to lithium exploration projects operated by American Lithium Corp and American Battery Technology Company, subsequent to the end of the 2020 financial year. These claims are being targeted for claystone hosted lithium mineralisation.

Chariot also expanded its footprint in Western Australia by applying to the Western Australia Government Department of Mines, Industry, Regulation and Safety (**DMIRS**) for 16 new exploration licenses. The Company held eight granted exploration licenses as at the date of this Report. These exploration licenses and exploration license applications are believed by the Company to be prospective for hardrock lithium mineralisation.

NOTE 8: EVENTS SUBSEQUENT TO REPORTING DATE (CONTINUED)

Chariot filed on 89 lode claim applications at the Black Mountain Lithium Project in Wyoming, USA, subsequent to the end of the 2020 financial year. These claims are being targeted for hard rock lithium mineralisation.

Chariot filed on 30 exploration license applications in the Republic of Zimbabwe subsequent to the end of the 2020 financial year. These exploration licenses are being targeted for hard rock lithium mineralisation.

During July 2021, the Company raised $1,351,500 (before costs) through the placement of 10,812,000 fully paid ordinary (Post-Consolidation Basis) shares in the capital of the Company at $0.125 per share (Post-Consolidation Basis) together with one free-attaching option, exercisable at $0.25 (Post-Consolidation Basis) on or before 20 June 2023.

The following placement fees, being a combination of cash and options, were paid to the Directors in consideration for their services with respect to the July placement.

Director	Cash Fee Amount	No. Options (Post-Consolidation Basis)	Valuation on Options
Shanthar Pathmanathan	$20,999	1,199,948	$53,326
Jasveer Singh Jessy	$56,350	3,220,000	$143,098
Naim Royden Jones[1]	$26,005	1,486,000	$66,039

During August 2021, the Company raised a total of $629,000 (before costs) through a placement of 5,032,000 fully paid ordinary shares (Post-Consolidation Basis) at $0.125 per share (Post-Consolidation Basis) together with one free attaching option, exercisable at $0.25 (Post-Consolidation Basis) on or before 30 June 2023. A total of 1,548,000 options (Post-Consolidation Basis), exercisable at $0.25 (Post-Consolidation Basis) on or before 30 June 2023 were issued to the brokers for the placement. Philip Nolis, a former director and company secretary of the Company, participated in the Broker placement.

Later in the month of August, the Company raised an additional $190,000 (before costs) though a placement of 1,520,000 fully paid ordinary shares (Post-Consolidation Basis) at $0.125 per share (Post-Consolidation Basis) together with one free attaching option, exercisable at $0.25 (Post-Consolidation Basis) on or before 30 June 2023.

The following placement fees, being a combination of cash and options, were paid to the directors in consideration for their services with respect to the August 2021 placement.

Director	Cash Fee Amount	No. Options (Post-Consolidation Basis)	Valuation on Options
Jasveer Singh Jessy	$350	20,000	$853
Naim Royden Jones[1]	$8,540	488,000	$20,824

On 20 September 2021, the Company issued the following performance rights to an employee, at the date of this report the Class A Performance Rights had vested.

Class	Service Condition	Number
Class A	Six months continuous service	200,000 (Post-Consolidation Basis)
Class B	Twelve months continuous service	400,000 (Post-Consolidation Basis)
Class C	Twelve months continuous service	400,000 (Post-Consolidation Basis)

On vesting of the service condition each performance right, subject to being exercised by the holder, converts on a one for one basis into ordinary fully paid securities.

On 3 September 2021, the Company engaged Lodge Corporate Pty Ltd to act as Lead Manager to raise not less than $1,000,000 (before cost), through a placement of fully paid ordinary shares at $0.25 per share (Post-Consolidation Basis). During November 2021, Lodge raised $1,500,000 and as consideration under the mandate, Lodge was issue of 3,200,000 performance options (Post-Consolidation Basis) in addition to cash consideration for services.

[1] Resigned 27 December 2021

NOTE 8: EVENTS SUBSEQUENT TO REPORTING DATE (CONTINUED)

On 19 November 2021, the Company raised $970,000 (before cost) by issuing 3,880,000 fully paid ordinary shares (Post-Consolidation Basis) at $0.25 per share (Post-Consolidation Basis) under the additional placement.

The following placement fees, being a combination of cash and options, were paid to the directors in consideration for their services with respect to the September placement.

Director	Cash Fee Amount	No. Options (Post-Consolidation Basis)	Valuation on Options
Naim Royden Jones	$22,620	804,267	$126,147
Jasveer Singh Jessy	$34,980	1,243,733	$195,076

Transactions involving loan financing

During the year, the following loans were provided to the Company for working capital requirements prior to the completion of the placements:

Director	Loan Amount	Interest (all securities shown on Post-Consolidation Basis)
Jasveer Singh Jessy	$200,000	320,000 fully paid ordinary shares in lieu of cash payment of $40,000 interest accrued
Rajat Dewan[1]	$100,000	80,000 fully paid ordinary shares and 80,000 options in lieu of cash payment of $10,000 interest accrued
Ajaib Singh Dhillon[1]	$75,000	60,000 fully paid ordinary shares and 60,000 Options in lieu of cash payment of $7,500 interest accrued
Matthew Mitchell[1]	$25,000	20,000 fully paid ordinary shares and 20,000 options in lieu of cash payment of $2,500 interest accrued

On 7 July 2021, the Company issued 320,000 fully paid ordinary shares to Jasveer Singh Jessy in lieu of the $40,000 interest accrued on the $200,000 loan and $20,000 cash payment for introducing other lenders to the Company. The principal loan of $200,000 was repaid by cash in full on 14 July 2021.

On 18 August 2021, the Company issued 80,000 fully paid ordinary shares and 80,000 options to Rajat Dewan for the $10,000 interest accrued on the $100,000 loan. The loan of $100,000 was repaid by cash in full on 12 July 2021.

On 18 August 2021, the Company issued 60,000 fully paid ordinary shares and 60,000 options to Ajaib Singh Dhillon for the $7,500 interest accrued on the $75,000 loan. The principal of loan was repaid in full by 600,000 fully paid ordinary shares and 600,000 free attaching options in lieu of cash on 24 June 2021.

On 30 July 2021, the Company issued 20,000 fully paid ordinary shares and 20,000 options to Matthew Mitchell for the $2,500 interest accrued on the $25,000 loan. The principal amount was repaid by 200,000 fully paid ordinary shares and 200,000 free attaching options in lieu of cash on 31 July 2021.

As at the date of this report, no loans remain outstanding.

FMS Lithium acquired 1,090 claims located near Tonopah in Nevada, USA and close to lithium exploration projects operated by American Lithium Corp and American Battery Technology Company, subsequent to the end of the 2021 financial year. These claims are being targeted for claystone hosted lithium mineralisation.

Chariot was granted five new exploration licenses by DMIRS in Western Australia and also applied for three new exploration licenses in Western Australia, subsequent to the end of the 2021 financial year. These exploration licenses are being targeted for hard rock lithium mineralisation.

[1] A fee of 10% of the amount of the loan is payable to Jasveer Singh Jessy in consideration for introducing the lender to the Company.

NOTE 8: EVENTS SUBSEQUENT TO REPORTING DATE (CONTINUED)

Chariot filed on 89 lode claim applications at the Black Mountain Lithium Project in Wyoming, USA, subsequent to the end of the 2021 financial year. These claims are being targeted for hard rock lithium mineralisation.

Chariot filed on 30 exploration license applications in the Republic of Zimbabwe subsequent to the end of the 2021 financial year. These exploration licenses are being targeted for hard rock lithium mineralisation.

On 11 February 2022, the Company entered into a subscription agreement with FMS Lithium pursuant to which the Company subscribed for 375 shares of the common stock of FMS Lithium at an issue price of US$800 per share, representing a total subscription amount of US$300,000.

On 18 March 2022, the Company raised $250,000 (before cost) by issue of 1,00,000 fully paid ordinary shares at $0.25 per share to Mr Jasveer Singh Jessy, one of the Company's directors.

Mr Frederick Forni a Director of the Company was provided as part of the remuneration for FY 2022, 200,000 fully paid ordinary shares.

On 15 May 2022, the Company entered into a subscription agreement with FMS Lithium pursuant to which the Company subscribed for 125 shares of the common stock of FMS Lithium at an issue price of US$800 per share, representing a total subscription amount of US$100,000.

As at the date of this Report, following all of the investments by Chariot in FMSL Lithium, Chariot held 2,050 shares in FMS Lithium. These shares in FMS Lithium were purchase at an aggregate cost of US$1,640,000. This represents a 16.84% percent interest in the common shares of FMS Lithium.

On 27 May 2022, the Company raised $2,656,696 (before cost) by issue of 6,473,418 fully paid ordinary shares at $0.35 per share and 920,222 options exercisable at $0.45 per share to brokers.

Other than the matters discussed above, no matters or circumstances have arisen since the end of the reporting period which significantly affected or may significantly affect the operation of the Company, the result of those operations, or the state of affairs of the Company in the future financial years.

Directors' Declaration

For the period from 19 November 2019 (date of incorporation) to 31 December 2020

In the opinion of the Directors of Chariot Corporation (the **Company**):

1. The financial statements and notes thereto are in accordance with the *Corporations Act 2001*, including:
   (a) Giving a true and fair view of the Company's financial position as at 31 December 2020 and of its performance for the financial year ended on that date; and
   (b) Complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001

2. The financial report also complies with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial report.

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

Signed in accordance with a resolution of Directors made pursuant to section 295(5)(a) of the *Corporations Act 2001* for the financial year ended 31 December 2020.

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

____

Dated 22 July 2022

MOORE

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INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF CHARIOT CORPORATION LTD

Opinion

We have audited the financial report of Chariot Corporation Ltd (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 period from 19 November 2019 (date of incorporation) then ended, and notes to the financial statements, including a summary of significant accounting policies, other explanatory information and the declaration by those charged with governance.

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

i. giving a true and fair view of the company's financial position as at 31 December 2020 and of its performance for the period then ended; and

ii. complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Company in accordance with 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 confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

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 *Corporations Act 2001*, and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error.

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

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INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF CHARIOT CORPORATION LTD (CONTINUED)

Auditor's Responsibility for the Audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standard Board website at https://www.auasb.gov.au/auditors_responsibilities/ar3.pdf. This description forms part of our audit report.

Neil Pace

NEIL PACE
PARTNER

Moore Australia

MOORE AUSTRALIA AUDIT (WA)
CHARTERED ACCOUNTANTS

Signed at Perth this 22nd July 2022