

ASX ANNOUNCEMENT 30 October 2023

Quarterly Activities Report for the Period Ending 30 September 2023

HIGHLIGHTS

Tumblegum South Gold Project

Geological and mining consultancy group Orelogy retained to complete Scoping Study.

West Bryah Copper Gold Project

- Tenement acquisitions consolidate ground position.
- Comprehensive data review underway incorporating additional tenements.

Corporate

 Placement: \$600,000 private placement confirmed (funds received with allotment to follow this Announcement).

Star Minerals Limited (ASX: **SMS**, "**the Company**" or "**Star Minerals**") is pleased to provide its Quarterly Activities Report for the period ending 30 September 2023.

The Company has two projects, a gold Mineral Resource at Tumblegum South, 40km south of Meekatharra and the West Bryah copper-gold exploration project, 120km northwest of Meekatharra.



Figure 1: Star Minerals Limited Project Locations



Corporate

Star Minerals Limited (ASX: SMS, "the Company" or "SMS") is pleased to advise that during the September 2023 quarter, it received firm commitments from new and existing sophisticated investors raising \$600,000 at 4 cents per share (the "Placement").

Following shareholder approval being obtained subsequent to the September quarter, funds had been received by the Company. The allotment of ordinary shares to Placement participants will be completed following this quarterly announcement, providing the Company with \$600,000 (before costs).

Participants in the placement will receive one free attaching option for every one ordinary share subscribed for. The unlisted options are exercisable at 6 cents and will expire 3 years from their date of issue.

Funds raised from the placement will allow the Company to advance scoping and environmental studies at the Company's Tumblegum South gold Project, exploration activities at the West Bryah copper gold Project and provide additional working capital.

The Company would like to thank participants in the Placement for their support.

Tumblegum South Gold Project – Scoping Study Initiated

During the quarter geological and mining consultancy group, Orelogy was retained to complete a scoping study on the Tumblegum South gold Project. This study is designed to follow up an updated Mineral Resource Estimation (MRE) reported in accordance with the JORC 2012 Code at the Tumblegum South gold Project during the previous quarter.¹

The new reported MRE represents a total increase in contained ounces of 5.8% along with conversion of 60% of the Mineral Resource to Indicated category. The MRE consists of:

- Total 616,000 tonnes @ 2.28 g/t Au for 45,000 Oz Au
- Indicated 337,000 tonnes @ 2.52 g/t Au for 27,000 Oz Au
- Inferred 279,000 tonnes @ 1.99 g/t Au for 18,000 Oz Au

The scoping study is expected to be completed in the second financial quarter and is designed to produce a top down mine schedule, review mining costs, build a cashflow model and report predicted operating and capital expenditures to refine various options for monetisation including sale to third parties.

This Mineral Resource estimate includes Inferred Mineral Resources, which are unable to have economic considerations applied to them, and there is no certainty that further sampling will enable them to be converted to Measured or Indicated Mineral Resources.

¹See Star Minerals Limited (ASX SMS) ASX Announcement dated 29 May 2023 titled: Tumblegum South Mineral Resource Update.



Table 1: 2023 Tumblegum South Mineral Resource at a 0.5 g/t Au cut-off by weathering status

Project Area	Resource Category	Weathering	Tonnes (kt)	Grade (g/t Au)	Gold ounces (koz)
		Transitional	25	2.99	2
	Indicated	Fresh	312	2.48	25
Tumblegum		Subtotal	337	2.52	27
South		Transitional	40	1.76	2
	Inferred	Fresh	239	2.03	16
		Subtotal	279	1.99	18
Total		616	2.28	45	

Tonnages are dry metric tonnes. Minor discrepancies may occur due to rounding.

The existing mining lease ML51/888 is directly along strike from the Tumblegum Pit which was mined by Dominion during the 1987–1992 Gabanintha Gold Mine Joint Venture.

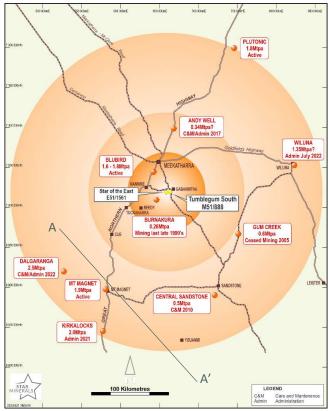


Figure 2 - Tumblegum South Project area – Tumblegum South and Star of the East



West Bryah Project

A reconnaissance field trip to the West Bryah Project was conducted during September, including tenements recently acquired, and ground truthing of data collated from historical data captured into a modern database of existing exploration. The aim of current data collation and ground truthing is to evaluate areas that can be tested with auger sampling to generate targets for drill testing.

Gold

Gold bearing quartz veins are present throughout the West Bryah Region with associated fuchsite, tourmaline and copper anomalism. Two main orientations of quartz veining exist, being east – west and north – south vein sets. An abundance of old workings (turn of the century – 1900s) demonstrates nuggety gold mineralisation in the area, interpreted to form on reactivated quartz vein sets with introduction of younger, mineralised quartz-pyrite-tourmaline veining along brittle failure of the older vein sets.



Figure 3 - Dimble 5 Area - old workings on north-south trending quartz vein set

Dimble and Mount Padbury Prospects were the main areas of interest for the trip, particularly in light of the gold deposits being proven up by Metal Bank Limited at the Livingstone Project.



This was a follow up to the exploration conducted last quarter that identified multiple key areas including historic workings in the Top Dimble, West Dimble and the East Dimble regions. The rock chips collected on the reconnaissance of the area, recorded gold in multiple samples with one sample returning 35.85g/t in the Top Dimble region and 3.31g/t in the West Dimble area. These chips were collected from historical workings with the surface material providing clear evidence for sheared material and strong veining.²

The tenements are within an underexplored region within the Narracoota formation that hosts WestGold's Fortnum Mine and the historic Horseshoe Lights mine. No significant drilling for gold has commenced within the region since the 1990s, however the rich history of the Dimble region shows multiple historical workings over a large geographical spread indicating good potential for significant gold mineralisation.

Lithium

The northern portions of tenements E52/3809 and E52/3635 overlie the Yarlarweelor Gneiss Complex. The depth of cover appears low and as such regional geochemical sampling is expected to be a viable technique to determine whether lithium-cesium-tantalum (LCT) pegmatites are present. Soils programs will be designed for collection during the 2024 field season during the last quarter of 2023.

Tenement Acquisitions³

Star Minerals entered into a binding share sale agreement to acquire exploration tenement E52/3635 via the purchase of 100% of the share capital of MW Minerals Pty Ltd from Pinny Pty Ltd. MW Minerals hold 100% of E52/3635, which covers ~216 sq km. Consideration payable included \$50,000 in cash and 4,000,000 fully paid ordinary shares in SMS.

MW Minerals Pty Ltd's tenure (E25/3635) is located in the Murchison, situated approximately 100km north of Meekatharra and 50 km west of Peak Hill Mining Centre. E52/3635 is adjacent to the West Bryah Project area already owned by Star Minerals . The tenement is underlain by the Narracoota formation (Palaeo-Proterozoic) and part of the Trillbar Formation, both of which are known to host copper and gold deposits in the Bryah Basin and the greater district.

Star Minerals also entered into a binding tenement sales agreement with Drillabit Pty Ltd for the 100% acquisition of E51/2069 for a cash consideration of \$15,000 and 2,111,000 fully paid ordinary shares. The tenement covers ~97.5 sq km and is immediately south and contiguous with the Company's existing tenement package.

The tenement acquisitions expand and consolidate Star Minerals' West Bryah copper gold project.

² See Star Minerals Limited (ASX: SMS) dated 13 April 2023 titled: New Frontier Returns High Grade Rock Chips – West Bryah

³ See Star Minerals Limited (ASX: SMS) dated 25 July 2023 titled: Tenement Acquisitions Consolidate West Bryah Copper Gold Project



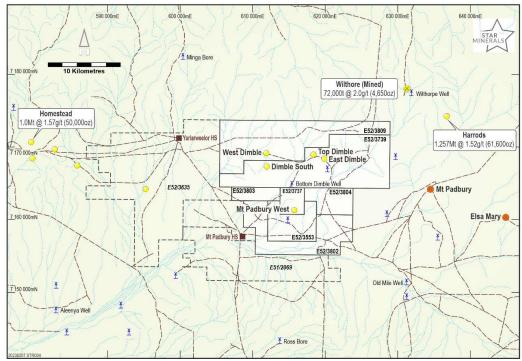


Figure 4 Tenement map of new tenure E52/3635 and E51/2069

Regional Setting

Including the recent tenement acquisitions the West Bryah exploration licences cover an area of 664km² over 9 tenements. The tenements cover the large regional East-West trending Padbury Synform, which feature lithological units of the Robinson Range, Wilthorpe formation and Labouchere formation within the centre and the renowned Narracoota formation on the Northern and Southern limbs.

The West Bryah Project is located east of, and partially within the same geological sequence as the Livingstone Gold Project, currently operated by Metal Bank Limited (ASX:MBK). The MBK Homestead project shows an Indicated and Inferred Mineral Resource of **40,300** oz **Au** @ **1.42g/t** gold,⁴ while the nearby MBK Kingsley deposit hosts an Inferred Resource of **30,500**oz **Au** @ **1.42** g/t⁵ as an open resource with potential to carry through into the tenements currently owned by Star Minerals.

Other major areas of interest within the Company's tenements feature the Yarlarweelor Gneiss Complex for potential pegmatite exploration and the Despair Granite which hosts the local Wilthorpe Mine (Au Mine).

⁴ MBK ASX Release 21 February 2023 "Livingstone delivers updated shallow Mineral Resource at Homestead" 5 MBK ASX Release 18 January 2022 "Kingsley Deposit Maiden Mineral Resource Estimate and updated Exploration Target"



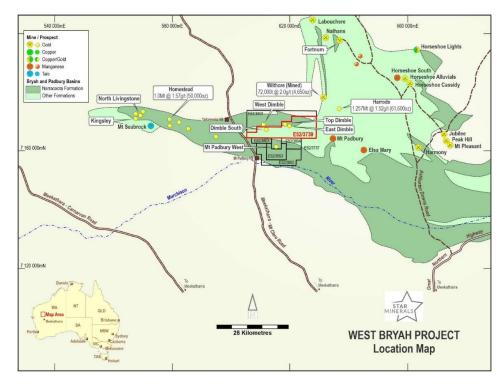


Figure 5: Map of the West Bryah Tenements with Key Areas Highlighted

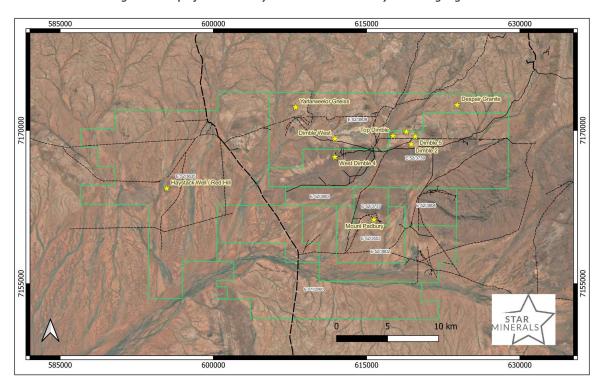


Figure 6: Map of Key Areas of Interest in the West Bryah region.



Future Activities Planned

- Completion of Tumblegum South gold Project scoping study.
- Completion of digital data compilation for West Bryah Historical Work.
- Planning of surface geochemistry surveys on West Bryah prospects.

Subsequent to the Quarter end

Placement completed.

On the 30th October 2023 a placement of ordinary shares to new and existing sophisticated investors was completed, raising \$600,000 at 4 cents per share.

Allotment of ordinary shares and free attaching options from the Placement will be completed imminently.

Reporting Confirmation

The information in this report that relates to current resource estimates/drill results has been extracted from the Company's following ASX announcements:

29 May 2023 Tumblegum South Gold Mineral Resource Update

The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

Corporate

IPO and ASX Listing Compliance

The Company raised \$5,000,000 pursuant to the offer under its replacement prospectus dated 9 August 2021 as varied by the supplementary prospectus dated 1 September 2021, and the second supplementary prospectus dated 23 September 2021, by the issue of 25,000,000 shares at an issue price of \$0.20 per share and 12,500,000 quoted options exercisable at \$0.30 per option expiring on 15 October 2024.

In accordance with ASX listing rule 5.3.1, details of the Company's group exploration activities for the quarter, including any material developments or material changes in those activities, and a summary of the expenditure incurred on those activities is detailed in the preceding sections and in Table 2 below.

With respect to listing rule 5.3.2, the Company confirms that there were no mine production and development activities for the quarter.



For the purposes of listing rule 5.3.4, the Company provides the following comparison of actual expenditure during the quarter against estimated expenditure following the issue of securities pursuant to the Replacement Prospectus and Second Supplementary Prospectus, both announced on 25 October 2021 together with comments.

As noted, Star Minerals listed on the ASX on 25 October 2021 and as such is still in the first of the 2 years of expenditure commitment referred to it the above table.

The cash position of Star Minerals at 30 September 2023 was approximately \$441,000.

The aggregate amount of payments to related parties and their associates included in the current quarter cash flows from operating activities was approximately \$19,000.

Approximately \$179,000 was spent during the quarter on exploration and evaluation primarily relating to staff geological costs across both Tumblegum South and West Bryah Projects, sample analysis costs on the Star of the East project and consulting costs relating to geological field trips and passive seismic surveys on the West Bryah tenements.

No production and development activities were undertaken during the quarter.

Activities and spend were broadly in line with the proposed use of funds set out in the prospectus, with variations due to factors such as the acquisition of new tenements, and evaluation of the option agreement over the Star of the East tenement. The spend in both of these areas forms an important part of strengthening and consolidating the West Bryah Project.

Table 2 - Comparison of actual expenditure versus estimated expenditure

Use of funds	First 8 Quarters Expenditure Post Listing	Aggregate Spent as at 8th Quarter	Balance Remaining
Tumblegum South	\$	\$	\$
Exploration & evaluation	2,178,000	1,144,289	1,033,711
Star of the East project	-	185,231	(185,231)
West Bryah			
Exploration & evaluation	880,000	318,772	561,228
Tenement Acquisition	-	15,000	(15,000)
Costs of the Offer	517,500	477,831	39,669
Stamp Duty: Tenement (IPO)	174,422	231,021	(56,599)
Tenement Acquisition	505,000	505,000	-
Administration costs	816,000	1,752,947	(936,947)
Total	\$5,070,922	\$4,630,091	\$440,831



Tenements

According to Listing Rule 5.3.3, the Company provides the following information in relation to its mining tenements.

The Tenements detailed below in Table 2 were acquired by the company as part of the IPO and listing process with the exception of E51/2069 and E51/3636, as announced on 25 July 2023. There were no other tenements acquired or disposed of during the quarter.

Table 3 Tenements held during the quarter and their area.

Project	Tenement	Registered Holder	Beneficial Interest	Location	Status
Tumblegum South Project	M51/888	Australian Vanadium Ltd	100%	Western Australia	Pending ^{*1}
	L51/112	Bryah Resources Ltd	100%	Western Australia	Pending*
West Bryah Project	E51/2069	Drillabit Pty Ltd	100%	Western Australia	Pending*
	E52/3635	Pinny Pty Ltd	100%	Western Australia	Pending*
	E52/3553	Pet FC Pty Ltd	100%	Western Australia	Pending*
	E52/3737	Pinny Pty Ltd	100%	Western Australia	Pending*
	E52/3739	Bryah Resources Ltd	100%	Western Australia	Pending*
	E52/3802	ELBAJA Trust (Jalein)	100%	Western Australia	Pending*
	E52/3803	Pinny Pty Ltd	100%	Western Australia	Pending*
	E52/3804	Pinny Pty Ltd	100%	Western Australia	Pending*
	E52/3809	ELBAJA Trust (Jalein)	100%	Western Australia	Pending*

^{*}denotes tenement transfer is in progress.

Also of note is the option agreement the Company has exercised over E51/1561, the tenement that holds the historical "Star of the East" project. The Company has decided not to exercise its option on this tenement.

For further information, please contact: lan Stuart,

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 $^{^{*1}}$ effective 11/10/23 tenement transfer has been completed and registered holder is White Star Minerals Pty Ltd.

This announcement has been produced in accordance with the Company's published continuous disclosure policy and has been approved by the Board.



ABOUT STAR MINERALS LIMITED

SMS is focused on development and exploration of its copper and gold projects. The Company will be using the data gathered to complete the required works to bring the Tumblegum South project up to the necessary level for a decision to mine to be made.

The Board's strategy is to advance the exploration and development of its deposits wherever possible, utilising established mining operations and infrastructure to achieve low risk early production outcomes.

In addition, the Company intends to continue to investigate ways to grow its business by:

- acquisition, application, or joint venturing into areas surrounding and adjacent to the Projects;
 and
- acquisition, application, or joint venturing into other, unrelated but economically attractive projects compatible with the Company's goals and capabilities if, and when opportunities of this type come available.

Competent Person Statement – Exploration Results

The information in this announcement that relates to Exploration Results is based on information compiled by Mr Tony Standish, who is a Member of the Australian Institute of Geoscientists. Mr Standish is a consultant to Star Minerals Limited and Bryah Resources Limited. Mr Standish has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Standish consents to the inclusion in this announcement of the matters based on his information in the form and context in which it appears.

Competent Person Statement – Mineral Resource Estimation

The information in this announcement that relates to Mineral Resources is based on and fairly represents information compiled by Ms Lisa Milham, (Consultant with Entech Pty Ltd). Ms Milham is a member of the Australian Institute of Geoscientists (AIG). Ms Milham has sufficient experience of relevance to the styles of mineralisation and types of deposits under consideration, and to the activities undertaken to qualify as Competent Persons as defined in the 2012 Edition of the Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Ms Milham consents to the inclusion in this announcement of the matters based on their information in the form and context in which it appear.

Appendix 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Star Minerals Limited

Quarter ended ("current quarter")

ABN: 53 648 048 631

30 SEPTEMBER 2023

Cons	solidated statement of cash flows	Current quarter \$A'000	Year to date (3 months) \$A'000
1.	Cash flows from operating activities		
1.1	Receipts from customers	-	-
1.2	Payments for		
	(a) exploration & evaluation	(179)	(179)
	(b) development	-	-
`	(c) production	-	-
	(d) staff costs	(62)	(62)
	(e) administration and corporate costs	(96)	(96)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	-	-
1.5	Interest and other costs of finance paid		
1.6	Income taxes paid	-	-
1.7	Government grants and tax incentives	-	-
1.8	Other (GST Paid)	9	9
1.9	Net cash from / (used in) operating activities	(328)	(328)

2.	Cash flows from investing activities		
2.1	Payments to acquire or for:		
	(a) entities	-	-
	(b) tenements	(15)	(15)
	(c) property, plant and equipment	-	-
	(d) exploration & evaluation	-	-
	(e) investments	-	-
	(f) other non-current assets	-	-

Con	solidated statement of cash flows	Current quarter \$A'000	Year to date (3 months) \$A'000
2.2	Proceeds from the disposal of:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	Net cash from / (used in) investing activities	(15)	(15)

3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	-	-
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	-	-
3.4	Transaction costs related to issues of equity securities or convertible debt securities	-	-
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (provide details if material)	-	-
3.10	Net cash from / (used in) financing activities	-	-

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	784	784
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(328)	(328)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(15)	(15)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	-	-

ASX Listing Rules Appendix 5B (17/07/20) + See chapter 19 of the ASX Listing Rules for defined terms.

Con	solidated statement of cash flows	Current quarter \$A'000	Year to date (3 months) \$A'000
	Effect of movement in exchange rates on cash held	-	-
4.6	Cash and cash equivalents at end of period	441	441

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1	Bank balances	441	784
5.2	Call deposits	-	-
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	441	784

6.	Payments to related parties of the entity and their associates	Current quarter \$A'000
6.1	Aggregate amount of payments to related parties and their associates included in item 1	19
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-
	if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must includ nation for, such payments.	e a description of, and an

7.	Financing facilities Note: the term "facility' includes all forms of financing arrangements available to the entity. Add notes as necessary for an understanding of the sources of finance available to the entity.	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000	
7.1	Loan facilities	-	-	
7.2	Credit standby arrangements	-	-	
7.3	Other (please specify)	-	-	
7.4	Total financing facilities	-	-	
7.5	Unused financing facilities available at qu	uarter end		
7.6	Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.			

8.	Estimated cash available for future operating activities	\$A'000
8.1	Net cash from / (used in) operating activities (item 1.9)	(328)
8.2	(Payments for exploration & evaluation classified as investing activities) (item 2.1(d))	-
8.3	Total relevant outgoings (item 8.1 + item 8.2)	(328)
8.4	Cash and cash equivalents at quarter end (item 4.6)	441
8.5	Unused finance facilities available at quarter end (item 7.5)	-
8.6	Total available funding (item 8.4 + item 8.5)	441
8.7	Estimated quarters of funding available (item 8.6 divided by item 8.3)	1.3

Note: if the entity has reported positive relevant outgoings (ie a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.

- 8.8 If item 8.7 is less than 2 quarters, please provide answers to the following questions:
 - 8.8.1 Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?

Answer:

No and further, the Company has received \$600,000 subsequent to the quarter end which is not included in the above closing cash balance at 30 September 2023, following a successful Placement as announced on 4 September 2023, with shareholder approval obtained on 18 October 2023. Shares will be allotted imminently following this Announcement.

8.8.2 Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?

Answer:

Yes - The Company has received \$600,000 subsequent to the quarter end which is not included in the above closing cash balance at 30 September 2023, following a successful Placement as announced on 4 September 2023, with shareholder approval obtained on 18 October 2023. Shares will be allotted imminently following this Announcement.

8.8.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer:

Yes - The Company has received \$600,000 subsequent to the quarter end which is not included in the above closing cash balance at 30 September 2023, following a successful Placement as announced on 4 September 2023, with shareholder approval obtained on 18 October 2023. Shares will be allotted imminently following this Announcement.

Note: where item 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 above must be answered.

Compliance statement

- This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Date: 30 October 2023

Authorised by: By the Board

(Name of body or officer authorising release – see note 4)

Notes

- 1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
- 2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, AASB 6: Exploration for and Evaluation of Mineral Resources and AASB 107: Statement of Cash Flows apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
- Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
- 4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
- 5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.