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**(FORMERLY CARAVEL ENERGY LIMITED)**

**ABN 38 119 047 693**

# Financial Report for the Half-year Ended 31 December 2014

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**Contents** **Page**


| | |
|---|---|
| Directors' Report | 1 |
| Auditor's Independence Declaration | 2 |
| Condensed Consolidated Statement of Comprehensive Income | 3 |
| Condensed Consolidated Statement of Financial Position | 4 |
| Condensed Consolidated Statement of Cash Flows | 5 |
| Condensed Consolidated Statement of Changes in Equity | 6 |
| Notes to the Condensed Consolidated Financial Statements | 7 |
| Directors' Declaration | 11 |
| Independent Auditor's Review Report | 12 |


## CORPORATE DIRECTORY

**Directors**
Mr Brian McMaster (Executive Chairman)
Mr Matthew Wood (Non-Executive Director)
Dr Nicholas Lindsay (Non-Executive Director)
Mr Jack James (Non-Executive Director)

**Company Secretary**
Mr Jack James

**Registered Office**
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330 Churchill Ave
Subiaco WA 6008
Telephone: +61 8 9200 4268
Facsimile: +61 8 9200 4469

**Website**
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**Share Registry**
Automic Registry Services Pty Ltd
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West Perth WA 6005
Telephone: + 618 9324 2099
Facsimile: + 618 9321 2337

**Auditors**
HLB Mann Judd
Level 4
130 Stirling Street
Perth WA 6000 Australia

**Stock Exchange**
Australian Stock Exchange
(Home Exchange: Perth, Western Australia)

**ASX Code**
AWW

## DIRECTORS' REPORT

The Directors of Antares Mining Limited submit the financial report of Antares Mining Limited ("the Company") and its controlled entities ("the Group" or "Consolidated Entity") for the half-year ended 31 December 2014. In order to comply with the provisions of the Corporations Act 2001, the directors report as follows:

### DIRECTORS

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

| | |
|---|---|
| Mr Brian McMaster | Executive Chairman |
| Mr Matthew Wood | Non-Executive Director |
| Dr Emma Rasolovoahangy | Executive Director (resigned 15 October 2014) |
| Mr Jack James | Non-Executive Director (appointed 15 October 2014) |
| Dr Nicholas Lindsay | Non-Executive Director (appointed 30 October 2014) |

### RESULTS OF OPERATIONS

The profit after tax for the half-year ended 31 December 2014 was $2,360,860 (31 December 2013: loss of $4,847,864). The profit for the current half-year includes a gain on debt defeasance of $3,224,444 as explained in Note 7.

### REVIEW OF OPERATIONS

During the period the Company continued to review its South Australian tenements and is considering its strategy with regards to these tenements and sourcing funding to finance its exploration programmes. As a result the securities of Antares Mining Limited remained in voluntary suspension at the request of the Company. Antares Mining advises that negotiations to facilitate an acceptable financing structure are continuing.

On 11 June 2014, the Company announced that it has sold its 25% interest (ability to earn up to 80%) in PetroMad Mauritius Limited ("PetroMad") (being the company which owns a 100% interest in the Bezaha Oil Project concession located in Southern Madagascar). The purchaser of the asset is ASX listed company Tellus Resources Limited (TLU). The consideration for the acquisition was the issue of 85 million TLU shares (of which 60 million share were to be issued to Antares Mining and the other 25 million to certain unrelated nominated Antares Mining creditors).

On 8 October 2014, the Company announced the satisfaction of all conditions precedent regarding the sale of its 25% interest in PetroMad.

Tellus Resources Limited ("Tellus") issued 79 million Tellus shares (of which 54 million were issued to Antares Mining and the other 25 million to certain unrelated nominated Antares Mining creditors). A further 6 million Tellus shares were issued to Antares Mining immediately following the in-specie distribution of the 54 million Tellus shares, valued at $1,620,000, to Antares Mining shareholders on 30 October 2014.

On 16 July 2014 the Group secured an interim finance facility from Avonglade Enterprises Pty Ltd ('Avonglade') to make a secured loan available to Antares Mining of up to $250,000. Of the $250,000 available, $50,000 has been drawn down to pay trade payables that are due and payable. The balance of the loan will be drawn down to pay remaining trade payables and for working capital until funds are raised via an equity raising in the second quarter of the 2015 calender year. The Avonglade loan has a flat rate of interest of 10% and is secured over all of Antares' assets and undertakings. The loan is payable by 31 October 2015.

*Corporate*

Mr Jack James and Dr Nicholas Lindsay were appointed as Directors of the Company on 15 October 2014 and 30 October 2014 respectively. Dr Emma Rasolovoahangy resigned from her position as a Director of the Company on 15 October 2014.

### SIGNIFICANT EVENTS AFTER THE BALANCE DATE

There are no significant events subsequent to reporting date.

### AUDITOR INDEPENDENCE DECLARATION

Section 307C of the Corporations Act 2001 requires our auditors, HLB Mann Judd, to provide the directors of the company with an Independence Declaration in relation to the review of the half-year financial report. This Independence Declaration is set out on page 2 and forms part of this directors' report for the half-year ended 31 December 2014.

This report is signed in accordance with a resolution of the Board of Directors made pursuant to s.306(3) of the Corporations Act 2001.

**Brian McMaster**
**Chairman**
Perth, Western Australia
16 March 2015

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HLB Mann Judd

Accountants | Business and Financial Advisers

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## AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the review of the consolidated financial report of Antares Mining Limited for the half-year ended 31 December 2014, I declare that to the best of my knowledge and belief, there have been no contraventions of:

a) the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and

b) any applicable code of professional conduct in relation to the review.

**Perth, Western Australia**
**16 March 2015**

**D I Buckley**
**Partner**

## Condensed Consolidated Statement of Comprehensive Income *for the half-year ended 31 December 2014*

| | Note | 31 December 2014 $ | 31 December 2013 $ |
|---|---|---|---|
| Interest revenue | | 115 | 1,198 |
| Other income | | 32,210 | - |
| Gain on debt defeasance | 7 | 3,224,444 | - |
| | | 3,256,769 | 1,198 |
| Loss on sale of investment | 5 | (569,510) | - |
| Serviced office and outgoings | | (60,000) | (60,000) |
| Exploration expenditure | | (32,769) | (10,496) |
| Listing and share registry expenses | | (47,561) | (46,573) |
| Professional and consulting fees | | 18,051 | (386,791) |
| Finance costs | | (2,292) | (756,164) |
| Impairment of held for trading assets | | (159,000) | - |
| Impairment of investment in associate | | - | (3,453,621) |
| Share of loss from associate | | - | (70,245) |
| Other expenses | 4 | (42,828) | (65,172) |
| **Profit / (loss) before income tax** | | **2,360,860** | **(4,847,864)** |
| Income tax expense | | - | - |
| **Profit / (loss) after income tax** | | **2,360,860** | **(4,847,864)** |
| **Profit / (loss) for the half-year** | | **2,360,860** | **(4,847,864)** |
| **Other Comprehensive Income** | | | |
| *Items in other comprehensive income that may be reclassified to profit or loss* | | | |
| Reclassification of foreign currency translation reserve realised on sale of investment | 5 | (635,262) | 140,036 |
| **Other comprehensive loss for the half-year, net of tax** | | (635,262) | 140,036 |
| **Total comprehensive income / (loss) for the half-year** | | **1,725,598** | **(4,707,828)** |
| **Earnings / (loss) per share** | | | |
| Basic loss per share (cents) | | 0.28 | (0.59) |
| Diluted loss per share (cents) | | 0.28 | (0.59) |

The above Consolidated Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

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## Condensed Consolidated Statement of Financial Position *as at 31 December 2014*

| | Note | 31 December 2014 $ | 30 June 2014 $ |
|---|---|---|---|
| **ASSETS** | | | |
| **Current Assets** | | | |
| Cash and cash equivalents | | 24,951 | 16,791 |
| Other receivables | | 9,085 | 5,798 |
| Assets held for trading | | 21,000 | - |
| Non-Current asset held for sale | 5 | - | 3,001,541 |
| **Total Current Assets** | | **55,036** | **3,024,130** |
| **Total Assets** | | **55,036** | **3,024,130** |
| **LIABILITIES** | | | |
| **Current Liabilities** | | | |
| Trade and other payables | 6 | 250,666 | 2,788,645 |
| Borrowings | 7 | 52,292 | 1,500,000 |
| **Total Current Liabilities** | | **302,958** | **4,288,645** |
| **Total Liabilities** | | **302,958** | **4,288,645** |
| **Net Assets** | | **(247,922)** | **(1,264,515)** |
| **EQUITY** | | | |
| Issued capital | 8 | 21,905,250 | 20,994,255 |
| Reserves | | 1,760,319 | 2,395,581 |
| Accumulated losses | | (23,913,491) | (24,654,351) |
| **Total Equity** | | **(247,922)** | **(1,264,515)** |

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

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## Condensed Consolidated Statement of Cash Flows *for the half-year ended 31 December 2014*

| | 31 December 2014 $ | 31 December 2013 $ |
|---|---|---|
| **Cash flows from operating activities** | | |
| Payments to suppliers and employees | (66,355) | (401,883) |
| Payments for exploration expenditure | (4,580) | (10,486) |
| Interest received | 115 | 1,198 |
| Other receipts | 32,211 | - |
| **Net cash flows used in operating activities** | **(38,609)** | **(411,171)** |
| **Cash flows from investing activities** | | |
| Cost of investment in associate | (3,231) | (139,126) |
| **Net cash flows used in investing activities** | **(3,231)** | **(139,126)** |
| **Cash flows from financing activities** | | |
| Proceeds from borrowings | 50,000 | - |
| **Net cash provided by financing activities** | 50,000 | **-** |
| **Net increase/(decrease) in cash and cash equivalents** | 8,160 | (550,297) |
| Cash and cash equivalents at beginning of period | 16,791 | 682,158 |
| Net foreign exchange differences | - | (3,363) |
| **Cash and cash equivalents at the end of the period** | **24,951** | **128,498** |

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

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## Condensed Consolidated Statement of Changes in Equity *for the half-year ended 31 December 2014*

| | Note | Issued capital $ | Accumulated losses $ | Option reserve $ | Foreign currency translation reserve $ | Share based payment reserve $ | Total $ |
|---|---|---|---|---|---|---|---|
| **At 1 July 2014** | | **20,994,255** | **(24,654,351)** | **1,613,319** | **635,262** | **147,000** | **(1,264,515)** |
| Profit for the half-year | | - | 2,360,860 | - | - | - | 2,360,860 |
| Other comprehensive loss | | - | - | - | (635,262) | - | (635,262) |
| **Total comprehensive income for the half-year** | | - | 2,360,860 | - | (635,262) | - | 1,725,598 |
| Conversion of debt to equity | | 910,995 | - | - | - | - | 910,995 |
| In-specie distribution | 11 | - | (1,620,000) | - | - | - | (1,620,000) |
| **Transactions with owners in their capacity as owners** | | 910,995 | (1,620,000) | - | - | - | (709,005) |
| **Balance at 31 December 2014** | | **21,905,250** | **(23,913,491)** | **1,613,319** | **-** | **147,000** | **(247,922)** |
| **At 1 July 2013** | | **20,994,255** | **(17,783,331)** | **1,613,319** | **495,226** | **147,000** | **5,466,469** |
| Loss for the half-year | | - | (4,847,864) | - | - | - | (4,847,864) |
| Other comprehensive income | | - | - | - | 140,036 | - | 140,036 |
| **Total comprehensive loss for the half-year** | | - | (4,847,864) | - | 140,036 | - | (4,707,828) |
| **Transactions with owners in their capacity as owners** | | - | - | - | - | - | - |
| **Balance at 31 December 2013** | | **20,994,255** | **(22,631,195)** | **1,613,319** | **635,262** | **147,000** | **758,641** |

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

## Notes to the Condensed Consolidated Financial Statements

for the half-year ended 31 December 2014

**1. Corporate**

The consolidated half-year financial report of Antares Mining Limited (the Company) for the half-year ended 31 December 2014 was authorised for issue in accordance with a resolution of the directors on 16 March 2015.

Antares Mining Limited is a company limited by shares incorporated and domiciled in Australia whose shares are publicly traded on the Australian Securities Exchange. The nature of the operations and principal activities of the Group are described in the Directors' Report.

**2. Basis Of Preparation And Accounting Policies**

**(a) Basis of preparation**

These general purpose condensed financial statements for the half-year ended 31 December 2014 have been prepared in accordance with Australian Accounting Standard 134 Interim Financial Reporting and the Corporations Act 2001. Compliance with AASB 134 ensures compliance with IAS 34 Interim Financial Reporting.

These half-year financial statements do not include all the notes of the type normally included in annual financial statements and therefore cannot be expected to provide as full an understanding of the financial performance, financial position and financing and investing activities of the Group as the full financial statements. Accordingly, these half-year financial statements are to be read in conjunction with the annual financial statements for the year ended 30 June 2014 and any public announcements made by Antares Mining Limited during the half-year reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The half-year report has been prepared on an accruals basis and is based on a historical cost basis, except for the revaluation of certain financial instruments to fair value.

The accounting policies and methods of computation are the same as those adopted in the most recent annual financial statements.

**Going Concern**

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

The Group incurred a net profit after tax for the half-year ended 31 December 2014 of $2,360,860, which includes a gain on debt defeasance of $3,224,444 (note 7) and experienced net cash outflows from operating activities of $38,609 and net cash outflows from investing activities of $3,231. At 31 December 2014, the Group had net current liabilities of $247,922. Cash and cash equivalents at balance date was $24,951. The directors recognise the need to raise additional funds via equity raisings for future exploration activities and working capital. Notwithstanding this, the Directors believe that there are reasonable grounds to believe that the Group will be able to continue as a going concern, after consideration of the following:

- On 16 July 2014, the Group signed an interim finance facility agreement with Avonglade Enterprises Pty Ltd ('Avonglade') to provide a secured loan to Antares Mining of up to $250,000. Of the $250,000 available, $50,000 has to date been drawn down to pay trade payables that are due and payable. At this stage, it is not intended that the balance of the loan will be drawn down. The ability to drawdown on the balance of the loan is dependent on the outcome of discussions with parties regarding a possible equity raising in the second quarter of the 2015 calendar year. The Avonglade loan has a flat rate of interest of 10% per annum and is secured over all of Antares Mining's assets and undertakings. The loan is payable by 31 October 2015.
- The directors have reduced discretionary spending and are not seeking payment of directors' fees or fees and loans owing to director related entities until the Company has sufficient funds.

In considering the above, the directors have reviewed the Group's financial position and are of the opinion that the use of the going concern basis of accounting is appropriate as they believe the Group will be able to secure funds to meet non-related party creditors.

There are a number of inherent uncertainties relating to the Group's future plans including but not limited to:

- The Company's shares are currently suspended;
- There is doubt as to whether the company will be able to raise equity in this current market; and
- There is doubt as to whether the Group would be able to secure any other sources of funding.

Accordingly, there is a material uncertainty that may cast significant doubt whether the Group will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

The financial report does not contain any adjustments relating to the recoverability and classification of recorded assets or to the amounts or classification of recorded assets or liabilities that might be necessary should the Group not be able to continue as a going concern.

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## Notes to the Condensed Consolidated Financial Statements

for the half-year ended 31 December 2014

**(b) Changes in accounting policies**

From 1 July 2014, the Group has adopted the Standards and Interpretations, mandatory for annual periods beginning on or after 1 July 2014. Adoption of these standards and interpretations did not have any effect on the financial position or performance of the Group.

**(c) Significant accounting judgments and key estimates**

The preparation of half-year financial report requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates.

In preparing this half-year financial report, the significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated annual financial report for the year ended 30 June 2014.

**3. Segment Reporting**

Management has determined the operating segments based on the reports reviewed by the board of directors that are used to make strategic decisions. The entity does not have any operating segments with discrete financial information.

The Board of Directors review internal management reports on a monthly basis that are consistent with the information provided in the statement of comprehensive income, statement of financial position and statement of cash flows. As a result no reconciliation is required because the information as presented is what is used by the Board to make strategic decisions.

| | 31 December 2014 $ | 31 December 2013 $ |
|---|---|---|
| **4. Other Expenses** | | |
| Accounting, audit and taxation fees | (8,700) | (14,680) |
| Administration expense | (2,700) | (1,800) |
| Travel and accommodation | (925) | (26,364) |
| Other | (30,503) | (22,328) |
| | (42,828) | (65,172) |
| **5. Non-Current Asset Held for Sale** | | |
| Investment in Petromad (Mauritius) Limited | - | 3,001,541 |

The Group held a 25% interest in Petromad (Mauritius) Limited (Petromad) which was the licence holder of Concession Block 3114 located in the Morondava Oil Basin in Southern Madagascar. The carrying amount of the investment was accounted for using the equity method.

On 11 June 2014, the Company announced that it had sold its 25% interest (ability to earn up to 80%) in PetroMad Mauritius Limited (being the company which owns a 100% interest in the Bezaha Oil Project concession located in Southern Madagascar). The purchaser of the asset was ASX listed company Tellus Resources Limited (TLU). The consideration for the sale was the issue of 85 million TLU shares (of which shares were issued directly to the Company's lenders in satistaction of all amounts owed to them including accrued interest (note 7).

On 8 October 2014, the Company announced the satisfaction of all conditions precedent regarding the sale of its 25% interest in PetroMad Mauritius Limited ("PetroMad").

Tellus Resources Limited ("Tellus") issued 79 million Tellus shares (of which 54 million were issued to Antares Mining and the other 25 million to the lenders). A further 6 million Tellus shares were issued to Antares Mining immediately following the in-specie distribution of the 54 million Tellus shares, valued at $1,620,000, to shareholders on 30 October 2014.

| | 31 December 2014 $ | 30 June 2014 $ |
|---|---|---|
| **Reconcilation of Non-Current Asset Held for Sale** | | |
| Balance at the beginning of period | 3,001,541 | - |
| Transferred from investment in associate | - | 3,001,541 |
| Cost of investment in associate | 3,231 | - |
| Foreign currency translation reserve realised | (635,262) | - |
| Tellus Shares | (1,800,000) | - |
| Loss on sale of asset | (569,510) | - |
| Carrying amount of investment in associate | - | 3,001,541 |

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## Notes to the Condensed Consolidated Financial Statements
for the half-year ended 31 December 2014

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| | 31 December 2014 $ | 30 June 2014 $ |
|---|---|---|
| **6. Trade and other payables** | | |
| Trade payables | 242,666 | 974,201 |
| Accruals | 8,000 | 90,000 |
| Interest payable – Note 7(ii) | - | 1,724,444 |
| | **250,666** | **2,788,645** |

| | 31 December 2014 $ | 30 June 2014 $ |
|---|---|---|
| **7. Borrowings** | | |
| Loans payable (i) (ii) | 52,292 | 1,500,000 |

i. On the 16 July 2014 the Group secured an interim finance facility from Avonglade Enterprises Pty Ltd ('Avonglade') to make a secured loan available to Antares Mining of up to $250,000. Of the $250,000 available, $50,000 has been drawn down already to pay trade payables that are due and payable. The balance of the loan will be drawn down to pay remaining trade payables that do not have a deferral arrangement and for working capital until funds are raised via an equity raising in the near term. The Avonglade loan has a flat rate of interest of 10% and is secured over all of Antares' assets and undertakings. The loan is payable by 31 October 2015.

ii. Gain on debt defeasance

| | $ |
|---|---|
| Liabilities at 30 June 2014: | |
| Loans payable (above) | 1,500,000 |
| Interest payable (Note 6) | 1,724,444 |
| | **3,224,444** |

These liabilities were settled by TLU issuing shares directly to the lenders in full satisfaction of the liabilities. As a result, Antares Mining's liability was extinguished and a resulting gain on debt defeasance has been recognised.

**8. Issued Capital**

**(a) Issued and paid up capital**

| | 31 December 2014 $ | 30 June 2014 $ |
|---|---|---|
| Ordinary shares fully paid | 21,905,250 | 20,994,255 |

**(b) Movements in shares on issue**

| | 6 months to 31 December 2014 | | Year to 30 June 2014 | |
|---|---|---|---|---|
| | No. | $ | No. | $ |
| *Movements in ordinary shares on issue* | | | | |
| Opening balance | 825,839,108 | 20,994,255 | 825,839,108 | 20,994,255 |
| Conversion of debt to equity | 91,099,530 | 910,995 | - | - |
| Costs of issue | - | - | - | - |
| Closing balance | 916,938,638 | 21,905,250 | 825,839,108 | 20,994,255 |

**(c) Share options**

The details of the options at balance date are as follows:

| Number | Exercise Price $ | Expiry Date |
|---|---|---|
| 20,000,000 | $0.035 | 30 June 2015 |

No option holder has any right under the options to participate in any other share issue of the company or any other entity.

10,000,000 unlisted options exercisable at $0.02 expired on 1 July 2014.

**9. Contingent Liabilities & Commitments**

There has been no change in commitments, contingent liabilities or contingent assets since the last annual reporting date.

**10. Subsequent Events**

There are no other significant events subsequent to reporting date.

**11. In-specie Distribution**

As part of the sale agreement with Tellus, Antares Mining made an in-specie distribution of 54 million Tellus shares, valued at $1,620,000, to shareholders on 30 October 2014.

## Notes to the Condensed Consolidated Financial Statements
for the half-year ended 31 December 2014

**12. Financial Instruments**

At 31 December 2014 the carrying value of all financial assets and liabilities is considered to approximate fair values.

The held for trading assets are recognised at fair value and have been classified as level 1 financial assets based on quoted prices in active markets. There were no transfers between levels during the half-year.

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## DIRECTORS' DECLARATION

In the opinion of the directors of Antares Mining Limited ('the company'):

1. The financial statements and notes thereto, as set out on pages 3 to 10, are in accordance with the Corporations Act 2001 including:

   a. complying with Accounting Standard AASB 134: Interim Financial Reporting and the Corporations Regulations 2001; and

   b. giving a true and fair view of the consolidated entity's financial position as at 31 December 2014 and of its performance for the half-year then ended.

2. There are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable subject to the matters set out in Note 2(a).

This declaration is signed in accordance with a resolution of the Board of Directors made pursuant to s.303(5) of the Corporations Act 2001.

**Brian McMaster**
**Chairman**

Perth, Western Australia
16 March 2015

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HLB Mann Judd

Accountants | Business and Financial Advisers

**INDEPENDENT AUDITOR'S REVIEW REPORT**
To the members of Antares Mining Limited

**Report on the Condensed Half-Year Financial Report**

We have reviewed the accompanying half-year financial report of Antares Mining Limited ("the company") which comprises the condensed consolidated statement of financial position as at 31 December 2014, the condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory notes and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the half-year end or from time to time during the half-year.

*Directors' responsibility for the half-year financial report*

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

*Auditor's responsibility*

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2014 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of the company, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

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

*Independence*

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*.

**HLB Mann Judd (WA Partnership) ABN 22 193 232 714**
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**Liability limited by a scheme approved under Professional Standards Legislation**

**HLB Mann Judd (WA Partnership) is a member of HLB International, a worldwide organisation of accounting firms and business advisers.**

HLB Mann Judd

Accountants | Business and Financial Advisers

*Basis for Qualified Conclusion – Comparative information*

The financial report for the half-year ended 31 December 2013 was audited by a predecessor auditor. The predecessor auditor included a qualification in the review report for the half-year ended 31 December 2013 that they were unable to determine the period the impairment of the Investment in Petromad (Mauritius) Limited arose and therefore whether the impairment expense recognised in the statement of comprehensive income for the half-year ended 31 December 2013 was materially correct. Our conclusion on the financial report for the half-year ended 31 December 2014 is also modified because of the possible effect of this matter on the comparative figures in the condensed consolidated statement of comprehensive income.

*Qualified Conclusion*

Based on our review, which is not an audit, except for the effects of the matter described in the Basis for Qualified Conclusion paragraph above, we have not become aware of any matter that makes us believe that the half-year financial report of Antares Mining Limited is not in accordance with the *Corporations Act 2001* including:

a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2014 and of its performance for the half-year ended on that date; and

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

*Emphasis of matter*

Without modifying our conclusion, we draw attention to Note 2(a) in the financial report which discloses that the consolidated entity will be required to obtain funding from either a capital raising or from some other source in order to continue as a going concern. This indicates the existence of a material uncertainty that may cast significant doubt about the consolidated entity's ability to continue as a going concern and therefore, whether it will be unable to realise its assets and discharge its liabilities in the normal course of business.

HLB Mann Judd

**HLB Mann Judd**
**Chartered Accountants**

Buckley

**D I Buckley**
**Partner**

**Perth, Western Australia**
**16 March 2015**

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