Greenpower Energy Limited

ABN 22 000 002 111

Consolidated Annual Report

For the Year Ended 30 June 2019

Greenpower Energy Limited

ABN 22 000 002 111

For the Year Ended 30 June 2019

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Directors' Report

30 June 2019

Your directors present their Report on Greenpower Energy Limited (the "Company" or "GPP") and its controlled entities (the "Group") for the financial year ended 30 June 2019.

Directors

The names of Directors who held office during or since the end of the year:

Name

Mr Gerard King	Non-Executive Chairman	
Mr Cameron McLean	Managing Director	*(Appointed 12 October 2018)*
Mr Alistair Williams	Non-Executive Director	*(Appointed 12 October 2018; Resigned 5 August 2019)*
Mr Simon Peters	Non-Executive Director	
Mr Matthew Suttling	Non-Executive Director	*(Resigned 12 October 2018)*

Directors' Qualifications and Experience

DIRECTOR	DETAILS
Gerard King	
Qualifications	LLB
Appointment Date	14 November 1985
Experience	After graduating in law (LLB) from the University of Western Australia in 1963, Gerard commenced articles with (Sir) John Lavan (Lavan & Walsh) in Perth, being admitted as a solicitor in 1965, into the law firm partnership in 1966, and became its senior partner in 1978. Under Gerard, Lavan & Walsh eventually became Phillips Fox, Perth in 1985. Throughout his career, Gerard has practised in the legal areas of commercial property, banking/finance, revenue/tax, corporate compliance, and mining law. He taught mortgage and other debt security drafting at UWA law school for 5 years, joined the Taxation Institute of Australia, and the Australian Mining and Petroleum Lawyers Association and gave papers on revenue, strata title, prospectuses, document drafting and other topics. Gerard served on the Law Society of WA Council, and its committees. He was involved in the management of his law firm from 1968 to 1991 and attended two law firm management courses at the University of New England. Gerard has been a company director of Australasian Shopping Centres Property Trust, 1977 to 1980, Australian Mining Investments Ltd., 1983 to 2002, as well as other public companies, and is currently Chairman of Astron Limited, since 1985. He was Chairman of WA St. John Ambulance Service Board 1987 to 1996, and WA State St. John Council Chairman until 2017.
Interest in shares and options	165,785,208 Ordinary Shares; 769,230 Listed Options exercisable at $0.018 on or before 15 December 2021; 2,000,000 Unlisted Options exercisable at $0.03 on or before 27 October 2020.
Special responsibilities	Non-Executive Chairman
Other directorships in listed entities held in the previous three years	Gerard King has been a Director of Astron Limited since 5 November 1985.

Cameron McLean	
Qualifications	-
Appointment Date	12 October 2018
Experience	Cameron McLean has more than 20 years' experience leading and managing a range of commercial activities, including co-directing London business, iBase Limited in the geo-technology sector and as CFO at Snowden Mining Industry Consultants, Kagara Limited and Atrum Coal. Mr McLean has a background in accounting and finance with experience originating at Western Mining in Melbourne. Mr McLean is the founder and major shareholder of the mining investment platform, Mineral Intelligence. Through Mineral Intelligence, Mr McLean has facilitated over $100M in mining transactions over the past 5 years. Mr McLean identified, secured and introduced the cobalt and vanadium projects to the company through Ion Minerals Pty Ltd of which he is Managing Director.
Interest in shares and options	62,535,000 Ordinary Shares
Special responsibilities	CEO & Managing Director
Other directorships in listed entities held in the previous three years	Cameron McLean has been a Director of Pure Minerals Limited since 30 November 2018.
Simon Peters	
Qualifications	BEng (Mining) MAusIMM (Hons)
Appointed	6 December 2016
Experience	Simon is a highly qualified Mining Engineer and Executive Manager with 16 years international and Australian experience covering mining, feasibility studies, sensitive permitting and approvals, mineral exploration, strategic planning, development resource definition and Project development. More recently Simon was project executive for an ASX listed entity Astron Limited and a Director of its 3 subsidiaries including a joint venture subsidiary involved in funding and commissioning an African mineral sands operation and gold exploration programs. He has gained experience in production of industrial minerals, iron ore and gold and has held senior operational and management positions within Rio Tinto and Henry Walker Eltin. He holds a Bachelor of Engineering (Mining) with Honors from Federation University Australia and an unrestricted WA Quarry Managers Certificate. Simon is a partner of Sustainable Project Services which provides strategic & technical management consultancy advice to government, mining and agricultural sectors.
Interest in shares and options	1,228,846 Ordinary Shares; 769,230 Listed Options exercisable at $0.018 on or before 15 December 2021; 2,000,000 Unlisted Options exercisable at $0.03 on or before 27 October 2020.
Special responsibilities	Non-Executive Director
Other directorships in listed entities held in the previous three years	Managing Director of E2 Metals Limited since 27 June 2017.

Alistair Williams	
Qualifications	BSc Economics, Diploma in Corporate Treasury, FCA Chartered Accountant
Appointed	12 October 2018
Resigned	5 August 2019
Experience	Alistair Williams is an experienced London based finance executive with a background in natural resources as a result of management roles undertaken at BG Group and Rio Tinto. His last major corporate role was Deputy CFO at BG Group where, in addition to running the Finance function for the Group, he was also Chair of the Investment and Energy Trading and Risk Committees. Since leaving the large corporate world in 2011, Mr Williams has pursued a successful career as an entrepreneur and private investor in early stage companies and has developed a diversified portfolio of investments in natural resources, life sciences and IM technology. In Australia, he has served as a Director of Ion Minerals since inception and has also been a Director of Goldfield Argonaut Pty Ltd since 2015. Goldfield Argonaut Pty Ltd recently concluded the sale of its interest in the Mulwarrie gold exploration licence to Spitfire Materials Limited.
Interest in shares and options	51,500,000 Ordinary Shares as at 30 June 2019; 70,875,000 Ordinary Shares as at 16 September 2019
Special responsibilities	Non-Executive Director
Other directorships in listed entities held in the previous three years	-
Matthew Suttling	
Qualifications	Chartered Accountant, Bachelor of Economics
Appointed	2 June 2018
Resigned	12 October 2018
Experience	Mr Suttling is an experienced professional with a background as a CFO. Mr Suttling brings experience as a CFO for a number of ASX boards and continue to practise as a Chartered Accountant in Public Practice.
Interest in shares and options	4,515,576 Ordinary Shares and 5,000,000 Unlisted Options
Special responsibilities	Non-Executive Director and Company Secretary
Other directorships in listed entities held in previous three years	-

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Directors' Report

30 June 2019

Principal Activities

The principal activities of the Group during the financial year were:

- the acquisition of Ion Minerals Pty Ltd ("Ion") and its three projects at Lincoln Springs (Qld), Julia Creek (Qld) and Ashburton (WA) including exploration of the Lincoln Springs Cobalt project;

- further development of its coal to liquid project utilising its exclusive (to Australia) license over the patented Oxidative Hydrothermal Dissolution ("OHD") process;

- completion of the Turesi drilling program and subsequently the issue of further 16% shareholding (cumulative interest holding of 51% shareholding) in Guyana Strategic Metals ("Guyana"); and

The specific activities of Greenpower Energy Limited and its subsidiaries ("Greenpower") during the financial year relating to these were:

Thermaquatica Coal to Liquid Project ('OHD')

Oxidative Hydrothermal Dissolution ('OHD') is an environmentally friendly technology for the conversion of coal and other solid organic material into low molecular weight, water soluble chemical products with no greenhouse gasses created in the process. During the year, Greenpower concentrated on increasing its understanding of the potential and marketability of the bio-stimulant output from the OHD process. During the financial year, Monash University continued to perform plant trials on behalf of Greenpower. The design of a 5 tonne per day plant was undertaken and budgeted. Greenpower has set up a Special Purpose Vehicle ('SPV') to raise finance and issue equity to provide sufficient funding to build the plant and commence operations. Greengrowth Pty Ltd is a wholly owned subsidiary of Greenpower Energy Limited. This is the intended vehicle for the investment in OHD project and Greenpower will dilute accordingly.

Ion Minerals Project

On 5 July 2018, the Company announced that it had entered into a conditional option agreement to acquire Australian battery minerals exploration company, Ion Minerals Pty Ltd with the shareholders' approving the transaction on 12 October 2018 at the Company's General Meeting. The Company completed Phase 1 Earn-In on 23 October 2018 by issuing 110,000,000 shares in GPP, where it earned its 40% interest in Ion Minerals Pty Ltd. With only a minority interest holding as at 30 June 2019, the Company's main focus now is the exploration and development of Ion Minerals Projects where the Company is working toward Phase 2 Earn-In additional interest of 30%. Due to the certainty and the assessment by the Company Directors, the acquisition of Ion Minerals Pty Ltd was determined to be an asset acquisition. Ion Minerals Pty Ltd has the right to acquire an interest in two high grade Cobalt projects, one in Northern Queensland (Lincoln Springs) and the other in Western Australia (Ashburton), and currently holds 100% interest in a vanadium project at Julia Creek in Queensland.

Key terms of the Option Agreement were as follows:
- Greenpower Energy Limited to pay $25,000 non-refundable deposit on execution of the Option Agreement to secure exclusivity of the Option and a 60 day due diligence period;
- Greenpower Energy Limited has the right to earn-in to Ion Minerals over 3 (three) Phases and will be in control and responsible for programs and expenditure on the Ion Projects;
- Greenpower Energy's right to earn-in and acquire shares in Ion Minerals at each Phase may be exercised by Greenpower at its sole and absolute discretion based on exploration results; and
- Ion Minerals nominating 2 (two) directors to join the Board of Greenpower Energy Limited.

Ion Minerals Project (continued)

Phase 1 Earn-In
After exercise of the Option, Greenpower earned its 40% interest in Ion Minerals. The consideration for Phase 1 earn-in is 110,000,000 shares in GPP (at a deemed issue price of $0.005 per share. The deemed issue price was the fair value price at the date of acquisition.) with a 6 month voluntary escrow period (subject to prior shareholder approval) and a cash consideration of $510,000 (substantially for re-imbursement of Ion Minerals' previous exploration costs and vendor payment costs in respect of the Lincoln Springs Project earn-in).

Greenpower will be granted Phase 2 earn-in after expending $500,000 on exploration works of Ion Minerals Projects.

Phase 2 Earn-In
Subsequent to obtaining Phase 1 interest, Greenpower can elect to earn-in an additional 30% interest in Ion Minerals (70% cumulative) in consideration for issuing shares in GPP equal to $550,000 (based on the higher of an issue price per share of the previous 30 day VWAP or $0.005 per share) prior to Greenpower's Phase 2 election and with a 6 month voluntary escrow (subject to prior shareholder approval) and a cash consideration of $150,000.

Phase 3 Earn-In
Subsequent to obtaining Phase 2 interest, Greenpower can elect to earn-in the final 30% interest in Ion Minerals (100% cumulative) in consideration for a cash consideration of $150,000. In the event that the Company, as a result on the Ion Projects and the potential economic upside of continued development, elects to progress to Phase 3, the Company will (subject to prior shareholder and regulatory approvals) issue to each of the incoming Directors $525,000 worth of fully paid ordinary shares in GPP (based on the higher of an issue price per share of the previous 30 trading day VWAP or $0.005 per share) prior to the date of Phase 3 election notice, as a performance bonus in respect of the Projects and with a 6 month voluntary escrow from the date of issue. In the event that Greenpower does not give written notice of its election to move to Phase 3, the incoming Directors' entitlements to the performance bonus shares will automatically lapse and expire.

Lincoln Springs Project

Lincoln Springs is a Cobalt exploration project located in North Queensland and is the more advanced of the Ion projects. Initial rock chip sampling prior to the acquisition recorded grades of up to 3.16% Co. During the year additional exploration was carried out in the form of further rock chip sampling, soil sampling and an Induced Polarisation Survey. Applications for three extra licences were submitted during the year, bringing the total area to 780km^2.

The drilling program at Lincoln Springs Project consisting of 22 holes for 2,083 metres was completed during April 2019. The program tested beneath and along strike of the historic copper workings at the Lincoln Springs Prospect, copper-cobalt soil anomalies and also tested Induced Polarisation ("IP") geophysical targets.

The best intersections form the RC drilling program included:
- 6m @ 2.88% Cu, 0.13% Co, 0.22% Zn and 0.16g/t Au from 24-30m in hole LSRC004;
- 1m @ 3.21% Cu, 0.17% Co, 0.96% Zn and 0.21g/t Au from 109-110m in hole LSRC013; and
- 2m @ 2.75% Cu, 0.27% Co, 0.83% Zn and 0.20g/t Au from 77-79m in hole LSRC019.

During June 2019, Ion Minerals' earn-in agreement with Carbine Holdings Pty Ltd, which formed part of Greenpower's Lincoln Springs project in relation to EPM 26411 and EPM 26716 tenements, was terminated[1]. After careful assessment, the sizeable vendor payments and the exploration expenditure commitments, together

[1] Refer to ASX Announcement dated 20 June 2019.

with the Cobalt results from the drilling program did not justify Ion Minerals to proceed under the existing terms, which also were not reflective of the current Cobalt market.

Ashburton Project

The Ashburton Cobalt project covers an area of approximately 443km^2 and is located about 80km south of Paraburdoo with rock chip samples up to 1.89% Co. During the year the Group entered into an option agreement with Zenith Minerals Limited (ASX: ZNC) to acquire 4 Exploration Licence Applications in Western Australia totalling 223.2 km^2. Greenpower acquired and processed third party Versatile Time Domain Electromagnetic ("VTEM") data which highlights three Electromagnetic ("EM") conductors. There was also Cobalt anomalism in soil and rock chips over a 15km x 7km area. Maximum rock chip values returned 1.89% Co, 0.35% Zn and 0.28% Ni.

Julia Creek Project (100%)

The Julia Creek project is a Vanadium project east of Mt Isa in Northern Queensland that consists of one application. A further application was made during the year for a total of 270km^2. Greenpower has not carried out any further exploration on the two tenements, as both tenements have low retention costs and will be held with minimum expenditure, pending review of the market conditions. The Saint Elmo deposit, which is located 20kms away from Julia Creek projects, found to be containing a Total Resource of 494Mt @ 0.28% V_2O_5 and 140ppm Mo.

Guyana Lithium / Tantalum Project ('Morabisi Project')

During the financial year, Phase 3 of the drill program was completed, which included drilling 15 holes for 1,990 metres in the Turesi area. With the completion of the Phase 3 commitments, Greenpower's interest in Guyana Strategic Metals Inc, increased from 35% to 51% in accordance with the Heads of Agreement.

Following the receipt of independent consultant's review of the Project, three (3) large scale Rare Earth Element anomalies were identified at the Morabisi Project.

The highlights included:
- At Banakaru parallel 1.2km long REE anomalies have been identified by ionic soil geochemistry sitting within a regional scale 7.5km long coincident magnetic anomaly;
- At Robello Creek, a 10km x 2.5km drainage with mine concentrate sample of up to 7% Total Rare Earth Oxides ('TREO'), 5.1% Ta_2O_5 and 21% Nb_2O_5. Highly anomalous heavy mineral concentrate from 2.4% to 6.4% TREO from the creek drainage sampling; and
- Rumong-Rumong identified a 10km x 2.5km area as a large potential target with a history of alluvial tantalum-niobium mining.

During the financial year, Greenpower commenced a review of the Morabisi Project. Subsequent to the year end, whilst taking into account the eased conditions of the lithium market, and as announced on 27 September 2019, Greenpower has ceased any further expenditure on the Morabisi Project. Management are actively seeking third party interest in relation to acquiring the 51% interest in Guyana Strategic Metals Inc from Greenpower Energy Limited.

Proposed Golden Ant, Alphadale Gold Production Asset Project Acquisition

On 14 May 2019, the Company announced that it has entered into an Exclusive Option Agreement with Q-Generate Pty Ltd to acquire the former producing gold mines of Camel Creek, Golden Cup and Big Rush in Northern Queensland. The agreement allows for up to 90 days to complete due diligence on the proposed acquisition.

Proposed Golden Ant, Alphadale Gold Production Asset Project Acquisition (continued)

The due diligence program will assess the 20 years of data that has been collated from previous explorers and miners. The aim in assessing the drill hole database will be to produce JORC compliant exploration target. The project is on granted mining leases and access for exploration is anticipated to be straight forward, subject to regulatory approval. The data reviewed to date is preliminary but indicative of a potential project in Greenpower's view.

Highlights of the project include:

- Combined previous open pit gold production of in excess of 100,000 ounces at >2g/t Au;
- Previous gold production via heap leaching;
- Good exploration potential with no recent drilling completed;
- Located on 11 granted Mining Leases covering an area of 9.3km^2; and
- Third party toll treatment facilities at Charters Towers and Mt Garnett within trucking distance.

Due diligence activities at the Golden Cup mine defined a gold exploration target supported by historic high-grade drill result, 7m @ 22.92 g/t and 18m @ 7.98 g/t Au.

The project and its development are now the principal focus of the Company's activities for foreseeable future.

The terms of the Exclusive Option Agreement to acquire up to a 100% interest in the Golden Ant Project are:

- $20,000 cash option fee for a 60 day due diligence period;
- $5,000 cash option fee to extend the due diligence period for a further 30 days;
- $50,000 in cash and $50,000 in GPP shares to be issued upon decision to exercise the option;
- $50,000 in cash and $100,000 in GPP shares to be issued upon estimation of JORC compliant Measured Mineral Resource of at least 100,000 ounces of gold at the Project;
- $1,500,000 in cash or GPP shares (subject to shareholder approval) upon estimation of a JORC compliant Measured Mineral Resource of at least 100,000 ounces of gold at the Project and either 12 months after the grant of Environmental Access in respect of the licences or 24 months after the settlement; and
- Consultancy fees of $10,000 per month for a 12 month period following the settlement.

Corporate:

- On 12 October 2018, Matthew Suttling resigned as a Director;
- On 12 October 2018, Cameron McLean was appointed as CEO and Managing Director and Alistair Williams was appointed as Non-Executive Director;
- On 18 October 2018, the Company announced appointments of Andrew Jones as an Exploration Manager and Andrew Mounas as Commercialisation Director of Fertiliser Business;
- On 1 January 2019, Matthew Suttling resigned as a Company Secretary and CFO;
- On 1 January 2019, David Peterson was appointed as a Company Secretary;
- During the 2019 Financial year, one additional Lincoln Springs licence application was lodged;
- E08/3020 tenement licence was granted during the year, which forms part of Zenith Minerals Limited projects at Ashburton;
- On 11 February 2019, the Company's interest in Guyana Morabisi Project increased from 35% to 51%;
- During the financial year, the Group surrendered all nine (9) Exploration Licences (EL-31459 through to EL-31466 and EL-31496) of its Northern Territory Hypersaline Brine Project;

Corporate (continued):

- On 19 March 2019, the Company announced that it has entered into a binding Deed of Assignment of Royalty (‘DAR’) with Gasfields Limited, to sell its 1.5% wellhead royalty over 50% of any production from EP447 tenement to Gasfields Limited, being the proportionate share of the tenement held by GCC Methane Pty Ltd. Greenpower will receive an initial cash payment of $250,000 and two further instalments of $125,000 each, for the sale of royalty;
- On 23 April 2019, it was announced, that as previously announced on 19 March 2019 regarding the sale of gas royalty, Gasfields and Greenpower have now agreed to amend DAR terms regarding the timing of Greenpower receiving consideration payments. As a consideration for Greenpower agreeing to the amendment, Gasfields will pay Greenpower $10,000 in cash in addition to the initially agreed consideration;
- On 14 May 2019, the Company announced that it has entered into an Exclusive Option Agreement with Q-Generate Pty Ltd to acquire the former producing gold mines of Camel Creek, Golden Cup and Big Rush in Northern Queensland;
- On 22 May 2019, the Company announced that the previously announced Share Purchase Plan (refer to 1 April 2019 ASX Announcement) was closed with the Company receiving $199,000 worth of eligible applications at $0.0016 per share;
- On 6 June 2019, the Company announced the successful completion of Shortfall Placement under the Share Purchase Plan to raise a total of $405,539 before costs at $0.0016 per share; and
- On 20 June 2019, the Company announced that the Ion Minerals Pty Ltd Earn-In Agreement with Carbine Holdings Pty Ltd in relation to tenement licences EPM 26411 and EPM 26716, which forms part of Greenpower’s acquisition agreement of Ion Minerals Pty, for the Lincoln Springs project has been terminated. Greenpower will continue to progress its 100% owned Lincoln Springs tenements which lie close to the previously announced Golden Ant Project;

Governance Arrangements

Greenpower seeks to ensure the reporting of Mineral Resources and Ore Reserves is in accordance with Industry best practice and Listing Rules. All current Mineral Resources and Ore Reserves have been compiled by independent consultants recognised for their expertise in the estimation of coal resources and reserves. The Estimates have been reviewed by an independent consultant considered to be a Competent Person under the JORC Code 2012 to ensure that the resource reports comply with the listing rules.

Matters Subsequent to the end of the Financial Year

There are no matters or circumstances which have arisen since the end of the year which will significantly affect, or may significantly affect, the state of affairs or operations of the reporting entity in future financial years other than the following:

- On 5 August 2019, Alistair Williams resigned as Non-Executive Director;
- On 15 August 2019, the Company announced that it had exercised its Project Option to proceed with the acquisition of Golden Ant Project;
- On 19 August 2019, David Peterson resigned as the Company Secretary, and Aida Tabakovic was appointed as the Company Secretary;
- On 10 September 2019, the Company issued Tranche 1 placement shares at $0.001 per share totalling $300,000 (before costs) as per ASX announcement update dated 3 September 2019;
- On 19 September 2019, the Company released a Notice of Meeting announcement with one of the resolutions seeking a shareholder approval for the Company to proceed with acquisition of Golden Ant Project; and

Matters Subsequent to the end of the Financial Year (continued)

- On 27 September 2019, the Company announced that it has ceased operations at its Morabisi Project in Guyana and is actively seeking third party interest in relation to acquiring Greenpower's 51% equity investment in Guyana Strategic Metals Inc.

Non-Audit Services

There were no non-audit services provided by the auditors during the year (2018: Nil).

Auditors Independence Declaration

The lead auditors' independence declaration for the year ended 30 June 2019 has been received and can be found on page 18 of the financial report. The auditor William Buck Audit (WA) Pty Ltd continues in office in accordance with Section 327 of the *Corporations Act 200*1.

Environmental Regulations

The Group's operations to date are not regulated by any significant environmental regulation under the law of the Commonwealth or of a state or territory. The Group must abide by the Environmental Protection Act 1994 of Queensland under which there are a number of regulations relevant to mining operations in that state. The Directors have considered compliance with the National Greenhouse and Energy Reporting Act 2007 which requires entities to report on annual greenhouse gas emissions and energy use. For the measurement period 1 July 2018 to 30 June 2019 the directors have assessed that there are no current reporting requirements but may be required to do so in the future.

Dividends Paid or Declared

No dividends were paid or declared since the start of the financial year (2018: Nil).

Company Secretary

On 1 January 2019 Mr Matthew Suttling resigned as the Company Secretary. Refer above under Directors' Qualifications and Experience for Matthew's details.

Mr David Peterson was appointed as the Company Secretary on 1 January 2019 and resigned on 19 August 2019. Mr Peterson has over 25 years' experience as a Company Secretary in the mining and exploration industry in Western Australia and Queensland. For 12 years to December 2011, Mr Peterson was Company Secretary and Executive General Manager at Kagara Ltd, an ASX listed base metals producer. Prior to that, he was Company Secretary and Administration Manager at Forrestania Gold NL, a gold producer listed on the ASX, for 10 years until taken over in 1997. Since January 2012, Mr Peterson has been providing company secretarial, corporate and related consultancy services to listed and unlisted public companies.

Miss Aida Tabakovic was appointed as the Company Secretary on 19 August 2019. Miss Tabakovic has over 11 years' experience in the accounting profession. She holds a double degree in Accounting and Finance and a Postgraduate Degree in Business Law. Miss Tabakovic provides services to a number of ASX listed companies specialising in financial accounting and reporting and corporate compliance. Miss Tabakovic has also been involved in listing a number of junior exploration companies on the ASX.

Business Review

Operating Results

During the financial year, the Group recorded a consolidated loss of $3,052,814 (2018: $5,026,320) after providing for income tax. Current year exploration spend on active tenements decreased as the Company was strategizing the focus of its future operations, which resulted in the Exploration and tenements costs decreasing. During the year, there were no share-based payments expenses, which also contributed to the Company's loss being lower from previous year.

The Directors are committed to carefully utilising current resources, reviewing potentially markets for output, partners and other funding initiatives.

Meeting of Directors

During the financial year, 7 meetings of directors were held. Attendances by each director during the year were as follows:

	Directors' Meetings	
	Eligible to attend	**Number attended**
Mr Gerard King	7	7
Mr Cameron McLean	6	6
Mr Alistair Williams	6	6
Mr Simon Peters	7	7
Mr Matthew Suttling	1	1

Remuneration Report (AUDITED)

The key management personnel of the Group consisted of the following directors and other persons:

- Gerard King (Non-Executive Chairman)
- Cameron McLean (CEO & Managing Director)
- Alistair William (Non-Executive Director)
- Simon Peters (Non-Executive Director)
- Matthew Suttling (Non-Executive Director)

The information provided in this remuneration report has been audited as required by Section 308(3C) of the *Corporations Act 2001*. This report details the nature and amount of remuneration for each director of Greenpower Energy Limited, and for the executives of the Group.

Remuneration Policy

Remuneration levels for the executives are competitively set to attract the most qualified and experienced candidates, taking into account prevailing market conditions and the individual's experience and qualifications. During the period, the Group did not have a separately established remuneration committee. The Board is responsible for determining and reviewing remuneration arrangements for the executive and non-executive Directors.

Remuneration Policy (continued)

The remuneration policy of Greenpower Energy Limited has been designed to align director and executive objectives with shareholder and business objectives by providing a fixed remuneration component for short-term incentives and offering specific long-term incentives, based on key performance areas affecting the Group's financial results. The board of Greenpower Energy Limited believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best executives and directors to run and manage the Group, as well as create goal congruence between directors, executives and shareholders.

The board's policy for determining the nature and amount of remuneration for the board members and senior executives of the Group is as follows:

- The remuneration policy, setting the terms and conditions for the executive directors and other senior executives was developed by the board and legal advisors. All executives receive a base salary (which is based on factors such as length of service and experience) and superannuation where applicable. The board reviews executive packages annually by reference to the Group's performance, executive performance and comparable information from industry sectors and other listed companies in similar industries.

- The board may exercise discretion in relation to approving incentives, bonuses and options. The policy is designed to attract and retain the high calibre of executives and reward them for performance that results in long term growth in shareholder wealth.

- Executives will also be entitled to participate in future employee share and option arrangements.

- The executive directors and executives receive a superannuation guarantee contribution required by the government, which is currently 9.5%, and do not receive any other retirement benefits. Some individuals may choose to sacrifice part of their salary to increase payments towards superannuation.

- All remuneration paid to directors and executives is valued at the cost to the Group and expensed. Shares allocated to directors and executives are valued as the difference between the market price of those shares and the amount paid by the director or executive. Options are valued using appropriate methodologies.

- The board policy is to remunerate non-executive directors at market rates for comparable companies for time, commitment and responsibilities. The board determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. No such advice was obtained during the year. Fees for non-executive directors are not linked to the performance of the Group. However, to align directors' interests with shareholder interests, the directors are encouraged to hold shares in the Company and can participate in the employee option plan.

Service Agreements

Remuneration and other terms of employment for the Executive Directors and other Key Management Personnel ('KMP') are formalised in a Service Agreement. The major provisions of the agreements relating to remuneration are set out below:

Directors	Based Salary	Term of agreement	Notice period
Gerard King	$120,000	Unspecified	Six months
Cameron McLean	$200,000	Unspecified	Six months
Alistair Williams	$50,000	Unspecified	Six months
Simon Peters	$36,000	Unspecified	Six months
Matthew Suttling[2]	$84,000	Unspecified	Six months

[2] Matthew Suttling resigned 12 October 2018.

Service Agreements (continued)

Additional Conditions of the Consultancy Agreements which specify:

- The employment conditions with Greenpower and the consultant and their consulting entity;
- That the Consultant is not entitled to annual leave or long service leave entitlements; and
- Termination is dependent on with or without cause where termination payments are limited by the *Corporations Act 2001* or the ASX Listing rules to a maximum of 12 months remuneration with an inclusive 6 month notice period or zero with cause.

During 2019 financial year, Gerard King and Simon Peters continued to be under the same Consulting Agreements as per the 2018 financial year.

Voting and Comments Made at the Company's 2018 Annual General Meeting

The Company received its first strike of the 2018 remuneration report with 62.29% of the votes received and cast in favour at the 2018 AGM (after eliminating excluded votes). The company did not receive any specific feedback at the AGM or throughout the year on its remuneration practices.

Share-Based Compensation

During the year no unlisted options were issued (2018: 8,000,000) to directors of Greenpower Energy Limited as approved by shareholders. No additional options over shares in Greenpower Energy Limited were granted during the year in accordance with the Company Employee Share Option Plan ("ESOP").

The options issued during the 2018 financial year were issued to provide long-term incentives for executives and consultants to deliver long-term shareholder returns. Participation in the plan is at the board's discretion and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits.

During the year Nil (2018: Nil) ordinary shares in the Company were issued as a result of the exercise of remuneration options to directors of Greenpower Energy Limited or other key management personnel of the group.

Additional information

No performance-based bonuses have been paid to key management personnel during the financial year. It is the intent of the board to include performance bonuses as part of remuneration packages when mine production commences.

For non-executive Directors the aggregate pool limit approved by shareholders as Directors Fees is $200,000 as approved at the 2018 Annual General Meeting.

Details of Remuneration

Details of remuneration of the directors and key management personnel of the group are set out below:

2019		**Post employment benefits**		**Share-based payments**	
	Cash salary	**Superannuation**	**Equity**	**Options**	**Total**
	$	**$**	**$**	**$**	**$**
Gerard King	120,000	-	-	-	120,000
Cameron McLean[1]	150,000	14,250	-	-	164,250
Alistair Williams[2]	35,416	-	-	-	35,416
Simon Peters	48,658	-	-	-	48,658
Matthew Suttling[3]	66,500	-	-	-	66,500
	420,574	**14,250**	**-**	**-**	**434,824**

2018		**Post employment benefits**		**Share-based payments l**	
	Cash salary	**Superannuation**	**Equity**	**Options**	**Total**
	$	**$**	**$**	**$**	**$**
Gerard King	120,000	-	-	22,985	142,985
Edwin Bulseco[4]	33,000	-	-	22,985	55,985
Simon Peters	36,000	-	-	22,985	58,985
Matthew Suttling	72,000	-	-	22,985	94,985
	261,000	**-**	**-**	**91,940**	**352,940**

1. Cameron McLean appointed as a CEO and Managing Director 12 October 2018.
2. Alistair Williams appointed as Non-Executive Director 12 October 2018.
3. Matthew Suttling appointed as Non-Executive Director on 2 June 2018 and resigned on 12 October 2018. Matthew resigned as a Company Secretary on 1 January 2019.
4. Edwin Bulseco appointed as Non-Executive Director on 28 March 2017 and resigned on 2 June 2018.

The following table provides employment details of persons who were, during the financial year, members of key management personnel of the Group. The table also illustrates the proportion of remuneration that was fixed and at risk.

	Fixed Remuneration	**At Risk Long Term Remuneration**
	%	**%**
Directors		
Gerard King	100	-
Cameron McLean	100	-
Alistair Williams	100	-
Simon Peters	100	-
Mathew Suttling[1]	100	-

Other transactions with Key Management Personnel

There were no Key Management personnel related party transactions during the current financial year except for:

-During 2019 financial year, Ion Minerals Pty Ltd repaid outstanding loan balance it had owing to Director, Alistair Williams, which was the balance brought over from previous period and was still owing upon Greenpower's acquisition of Ion Minerals Pty Ltd. On 13 November 2019, the Company fully settled the balance outstanding of $13,395. The terms of transaction were on arm's length terms. Balance owing to Alistair Williams as at 30 June 2019 was Nil.
-During the financial year, Mineral Intelligence Pty Ltd, a Company which Managing Director, Cameron McLean has an interest in, loaned $11,000 to Ion Minerals Pty Ltd. The terms of the transaction were on arm's length terms. Balance outstanding and payable to Mineral Intelligence Pty Ltd as at 30 June 2019 and is $11,000. Subsequent to the year end, the funds are yet to be repaid to Mineral Intelligence Pty Ltd.
-During the 2019 financial year, Mineral Intelligence Pty Ltd, a Company which Managing Director Cameron McLean has an interest in, was loaned by Greenpower Energy Limited amount of $2,594.54. The terms of the transaction were on arm's length terms. Balance payable by Mineral Intelligence as at 30 June 2019 was $2,594.54. Subsequent to the year end, the funds are yet to be repaid from Mineral Intelligence Pty Ltd.
-During the 2019 financial year, Gerard King and Simon Peters continued to be under the same Consulting Agreements as per 2018 financial year.

-During the 2018 financial year, GPP engaged Xcel Capital Pty Ltd, an entity which previous Director, Edwin Bulseco, who resigned on 2 June 2018 has an interest in, to provide an ongoing corporate advisory role. The corporate advisory services mandate was executed on essentially same terms as GPP's previous corporate advisory service provider. GPP incurred capital raising costs of $418,712 and advisory fees of $123,500 from Xcel Capital Pty Ltd during the 2018 financial year.

Key Management Personnel Share and Option Holdings

The number of ordinary shares in Greenpower Energy Limited held by each key management person of the Group during the financial year is as follows:

30 June 2019	**Balance at beginning of year**	**Shares acquired on-market**	**Shares upon commencement as a Director**	**Balance at resignation date**	**Balance at end of year**
Directors					
Gerard King	165,785,208	-	-	-	165,785,208
Cameron McLean	-	11,035,000	51,500,000	-	62,535,000
Alistair Williams	-	-	51,500,000	-	51,500,000
Simon Peters	1,228,846	-	-	-	1,228,846
Matthew Suttling[1]	4,515,576	-	-	(4,515,576)	-
	171,529,630	11,035,000	103,000,000	(4,515,576)	281,049,054

1.Matthew Suttling resigned on 12 October 2018.

Key Management Personnel Share and Option Holdings (continued)

There were no Options issued to Key Management Personnel during 2019 financial year.

30 June 2018	Grant Date	Number Granted	Value per Option $	Value of options at grant date	Number lapsed during the year
Directors					
Gerard King	27 October 2017	2,000,000	0.021	22,985	-
Edwin Bulseco	27 October 2017	2,000,000	0.021	22,985	-
Simon Peters	27 October 2017	2,000,000	0.021	22,985	-
Matthew Suttling	27 October 2017	2,000,000	0.021	22,985	-

30 June 2018	Exercise Price ($)	Vesting and first exercise date	Last exercise date
Directors			
Gerard King	0.03	27 October 2017	27 October 2020
Edwin Bulseco	0.03	27 October 2017	27 October 2020
Simon Peters	0.03	27 October 2017	27 October 2020
Matthew Suttling	0.03	27 October 2017	27 October 2020

The options granted in the year ended 30 June 2018 were issued and paid at $Nil and are exercisable at as per the table below. They vested immediately.

The options have been valued using Black Scholes methodology, the Black Scholes assumptions and details are outlined below:

	Unlisted options
Number of options in series	8,000,000
Underlying share price	$0.021
Exercise price	$0.03
Expected volatility	99.20%
Option life	3 years
Expiry date	27 October 2020
Dividend yield	0.00%
Interest rate	1.64%

Options Held by KMP

	Opening Balance	Granted as remuneration	On exercise of options	Options Expired	Balance at Resignation	Vested and Exercisable	Vested and Un-exercisable
Gerard King	7,538,460	-	-	(4,769,230)	-	2,769,230	-
Cameron McLean	-	-	-	-	-	-	-
Simon Peters	5,769,230	-	-	(3,000,000)	-	2,769,230	-
Alistair Williams	-	-	-	-	-	-	-
Matthew Suttling[1]	5,769,230	-	-	-	(5,769,230[1])	-	-
	19,076,920	-	-	(7,769,230)	(5,769,230)	5,538,460	-

1.Matthew Suttling resigned on 12 October 2018.

No Options were issued during the year. No options have been granted to the directors or KMP since the end of the financial year. Options granted carry no dividend or voting rights. When exercisable, each option is convertible into one ordinary share. Refer to the above tables for the exercise price of the options.

Performance-based Remuneration

The Group currently has no performance-based remuneration component built into director and executive remuneration packages due to the stage of the Group's development, as such no link between remuneration and financial performance currently exists.

The table below sets out summary information about the Group's earnings and movement in share price for the five years to 30 June 2019:

	2019 $	2018 $	2017 $	2016 $	2015 $
Income	498,997	290,357	49,659	12,418	31,042
Net loss before tax	(3,052,814)	(5,026,320)	(2,411,036)	(2,873,530)	(806,434)
Net loss after tax benefit	(3,052,814)	(5,026,320)	(2,320,120)	(2,873,530)	(701,717)
Share Price at end of year (cents)	0.1	0.5	0.2	0.5	0.9
Basic and diluted loss per share (cents)	(0.16)	(0.45)	(0.25)	(0.87)	(0.76)

End of Audited Remuneration Report

Indemnifying Officers or Auditors

No indemnities have been given or insurance premiums paid, during or since the end of the financial year, for any person who is or has been an officer or auditor of the Group.

Auditors' Independence Declaration

The lead auditors' independence declaration for the year ended 30 June 2019 has been received and can be found on page 18 of the financial report.

Proceedings on Behalf of Company

No person has applied for leave of Court under s237 of the *Corporations Act 2001* 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 period.

Options

Unissued shares under option

At the date of this report, the unissued ordinary shares of Greenpower Energy Limited under option are as follows:

Date Options Granted	Expiry Date	Exercise Price Cents	Number under Option	Number of Option Holders
13/10/2016	13/10/2019	1.0	85,100,000	92
23/01/2017	23/01/2020	2.5	10,000,000	1
27/10/2017	27/10/2020	3.0	16,000,000	8
04/06/2018	15/12/2021	1.8	185,787,108	176[1]
			296,887,108	277

1. The options were issued as 2 options for each 3 shares acquired in the placement and share purchase plan completed in June 2019.

Signed in accordance with a resolution of the Board of Directors:

Director: ....

Gerard King

Dated this 30 September 2019

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001 TO THE DIRECTORS OF GREENPOWER ENERGY LIMITED

I declare that, to the best of my knowledge and belief during the year ended 30 June 2019 there have been:

— no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and

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

William Buck

William Buck Audit (WA) Pty Ltd
ABN 67 125 012 124

CM

Conley Manifis
Director
Dated this 30th day of September 2019

ACCOUNTANTS & ADVISORS
Level 3, 15 Labouchere Road
South Perth WA 6151
PO Box 748
South Perth WA 6951
Telephone: +61 8 6436 2888
williambuck.com

Greenpower Energy Limited

ABN 22 000 002 111

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the Year Ended 30 June 2019

	Note	2019 $	2018 $
Other income	4	**484,144**	275,966
Interest income		**14,853**	14,391
Occupancy costs		**(52,107)**	(12,420)
Depreciation and amortization		**(14,454)**	(3,098)
Administrative costs		**(1,631,159)**	(1,066,262)
Exploration and tenement costs		**(1,258,720)**	(1,752,940)
Impairment of tenements	13	**(125,000)**	(15,732)
Fair value change in equity instruments	9	**(16,666)**	-
Impairment loss on financial assets		**(16,667)**	-
Impairment on investment accounted for using equity method		**(21,036)**	-
Write down in net assets of associates		**(416,002)**	(2,466,225)
Net Loss before income tax		**(3,052,814)**	(5,026,320)
Tax benefit		**-**	-
Net Loss after income tax		**(3,052,814)**	(5,026,320)
Net Loss attributable to owners of Greenpower Energy Limited		**(3,052,814)**	(5,026,320)
Other comprehensive income:			
Items that will not be subsequently recognised in profit or loss			
Changes in fair value of financial assets		**-**	3,333
Other comprehensive income for the year, net of tax		**-**	3,333
Total comprehensive loss for the year		**(3,052,814)**	(5,022,987)
Loss for the year is attributable to:			
Owners of Greenpower Energy Limited		**(2,451,005)**	(5,022,987)
Non-controlling interest		**(601,809)**	-
Total comprehensive loss for the year		**(3,052,814)**	(5,022,987)
Total comprehensive loss for the year attributable to Owners of Greenpower Energy Limited		**(2,451,005)**	(5,022,987)
Total comprehensive loss for the year attributable to Non-Controlling Interest		**(601,809)**	-
Attributable to owners of Greenpower Energy Limited:			
Basic loss per share (cents per share)	6	**(0.157)**	(0.449)
Diluted loss per share (cents per share)	6	**(0.157)**	(0.449)

The above consolidated income statement should be read in conjunction with the accompanying notes.

Greenpower Energy Limited

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Consolidated Statement of Financial Position

As at 30 June 2019

	Note	2019 $	2018 $
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	7	**222,277**	3,421,578
Trade and other receivables	8	**486,412**	334,148
Prepayments		**17,017**	-
TOTAL CURRENT ASSETS		**725,706**	3,755,726
NON-CURRENT ASSETS			
Financial assets	9	**-**	33,333
Plant and equipment	10	**123,930**	757
Intangible assets	11	**2,774**	5,547
Exploration and evaluation assets	13	**948,133**	-
Investments accounted for using the equity method		**-**	12,731
TOTAL NON-CURRENT ASSETS		**1,074,837**	52,368
TOTAL ASSETS		**1,800,543**	3,808,094
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	14	**470,817**	481,880
TOTAL CURRENT LIABILITIES		**470,817**	481,880
NON-CURRENT LIABILITIES			
TOTAL NON-CURRENT LIABILITIES		**-**	-
TOTAL LIABILITIES		**470,817**	481,880
NET ASSETS		**1,329,726**	3,326,214
EQUITY			
Contributed equity	15	**75,182,850**	74,126,524
Reserves	16	**349,212**	731,523
Accumulated losses	17	**(73,600,527)**	(71,531,833)
Equity attributable to owners of the Parent Entity		**1,931,535**	3,326,214
Non-controlling interest (60% Ion Minerals)	17	**(601,809)**	-
TOTAL EQUITY		**1,329,726**	3,326,214

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

Greenpower Energy Limited

ABN 22 000 002 111

Consolidated Statement of Changes in Equity

For the Year Ended 30 June 2019

2019

	Contributed Equity $	Share Based Payments Reserve $	Financial Assets Reserve $	Accumulated Losses $	Attributable to Owners of Parent $	Non-controlling Interest $	Total $
Balance at 1 July 2018	**74,126,524**	**716,857**	**14,666**	**(71,531,833)**	**3,326,214**	**-**	**3,326,214**
New accounting standard adjustment to opening balance (note 2(u))	-	-	(14,666)	14,666	-	-	-
Restated at 1 July 2018	**74,126,524**	**716,857**	**-**	**(71,517,167)**	**3,326,214**	**-**	**3,326,214**
Loss for the year		-	-	(3,052,814)	(2,451,005)	(601,809)	(3,052,814)
Other comprehensive income:							
Total comprehensive income for the year	-	-	-	(3,052,814)	(2,451,005)	(601,809)	(3,052,814)
Transaction with owners, recorded directly in equity							
Shares issued during the year (net of costs)	1,056,326	-	-	-	1,056,326	-	1,056,326
Options expired during the year	-	(367,645)	-	367,645	-	-	-
Balance at 30 June 2019	**75,182,850**	**349,212**	**-**	**(74,202,336)**	**1,931,535**	**(601,809)**	**1,329,726**

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

Greenpower Energy Limited

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Consolidated Statement of Changes in Equity

For the Year Ended 30 June 2019

2018

	Contributed Equity $	Accumulated Losses $	Share Based Payments Reserve $	Financial Assets Reserve $	Total $
Balance at 1 July 2017	69,872,680	(66,505,513)	532,980	11,333	3,911,480
Loss for the year	-	(5,026,320)	-	-	(5,026,320)
Revaluation	-	-	-	3,333	3,333
Total comprehensive income for the year	-	(5,026,320)	-	3,333	(5,022,987)
Shares issued during the year (net of costs)	4,253,844	-	-	-	4,253,844
Options issued	-	-	183,877	-	183,877
Balance at 30 June 2018	**74,126,524**	**(71,531,833)**	**716,857**	**14,666**	**3,326,214**

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

Greenpower Energy Limited

ABN 22 000 002 111

Consolidated Statement of Cash Flows

For the Year Ended 30 June 2019

	Note	2019 $	2018 $
CASH FLOWS FROM OPERATING ACTIVITIES:			
Payments to suppliers and employees		**(2,989,377)**	(2,378,622)
Interest received		**14,853**	14,391
R&D refund received		**281,754**	-
Proceeds from sale of royalty		**125,000**	-
Net cash outflow in operating activities	18(a)	**(2,567,770)**	(2,364,231)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Acquisition of exploration assets		**(647,460)**	(1,386,687)
Acquisition of exploration assets as part of Ion Minerals acquisition		**(510,000)**	-
Acquisition of property, plant and equipment		**(134,854)**	-
Other – Cash on acquisition of subsidiary	24	**210,021**	-
Net cash outflow from investing activities		**(1,082,293)**	(1,386,687)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from issue of shares and options		**604,539**	3,457,651
Transaction costs		**(153,777)**	-
Proceeds from borrowings		**100,000**	-
Repayment of borrowings		**(100,000)**	-
Net cash inflows from financing activities		**450,762**	3,457,651
Net increase (decrease) in cash and cash equivalents held		**(3,199,301)**	(293,267)
Cash and cash equivalents at beginning of year		**3,421,578**	3,714,845
Cash and cash equivalents at end of financial year	7	**222,277**	3,421,578

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

1 Corporate Information

The consolidated financial report of Greenpower Energy Limited for the year ended 30 June 2019 was authorised for issue in accordance with a resolution of the Directors on 30 September 2019 and covers Greenpower Energy Limited as an individual entity as well as the consolidated entity consisting of Greenpower Energy Limited and its subsidiaries as required by the *Corporations Act 2001*.

The financial report is presented in the Australian currency.

Greenpower Energy Limited is a for profit company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange.

2 Summary of Significant Accounting Policies

(a) Basis of Preparation

The financial report is a general purpose financial statement that has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions. The financial statements and notes comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of this financial report are presented below and have been consistently applied unless otherwise stated.

The financial report has been prepared on an accruals basis and is based on historical costs, modified, where applicable, by the measurement at fair value of financial assets.

(b) Principles of Consolidation

Subsidiaries

The Group financial statements consolidate those of the Parent, Greenpower Energy Limited (‘Parent’), and all of its subsidiaries as of 30 June 2019. The Parent controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

Subsidiaries are accounted for in the Parent financial statements at cost. A list of subsidiary entities is contained in Note 12 to the financial statements. All subsidiaries have a 30 June financial year end.

(c) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Directors. The Directors are responsible for allocating resources and assessing the performance of the operating segments.

(d) Income Tax

The income tax expense for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax base of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for all temporary differences, between carrying amounts of assets and liabilities for financial reporting purposes and their respective tax bases, at the tax rates expected to apply when the assets are recovered or liabilities settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. Exceptions are made for certain temporary differences arising on initial recognition of an asset or a liability if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit.

Deferred tax assets are only recognised for deductible temporary differences and unused tax losses if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, associates and interests in joint ventures where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Greenpower Energy Limited and its wholly owned subsidiaries have implemented the tax consolidation legislation. As a consequence, these entities are taxed as a single entity and the deferred tax assets and liabilities of these entities are set off in the consolidated financial statements. Current and deferred tax is recognised in profit or loss except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity.

(e) Impairment of Assets

At each reporting date the Group assesses whether there is any indication that individual assets are impaired. Where impairment indicators exist, the recoverable amount is determined, and impairment losses are recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income where the asset's carrying value exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purpose of assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Where it is not possible to estimate the recoverable amount for an individual asset, recoverable amount is determined for the cash generating unit to which the asset belongs.

(f) Cash and Cash Equivalents

For the purposes of the Statement of Cash Flows, cash and cash equivalents includes cash on hand and at bank, deposits held at call with financial institutions, other short term, highly liquid investments with maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdrafts.

(g) Property, Plant and Equipment

Each class of plant and equipment is carried at cost as indicated less, where applicable, any accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the asset.

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have not been discounted to their present values in determining recoverable amounts.

Depreciation

The depreciable amount of all fixed assets is depreciated on a straight-line basis over the asset's useful life to the Group commencing from the time the asset is held ready for use.

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Depreciation on other assets is calculated on a straight-line basis over the estimated useful life of the asset as follows:

Class of Asset	
Office Equipment	3-10 Years

(h) Exploration and Evaluation Assets

Exploration and evaluation expenditure is generally written off in the year it is incurred, except for acquisition costs which are carried forward where right to tenure of the area of interest (i.e. tenement) is current and is expected to be recouped through sale or successful development and exploitation of the area of interest, or where exploration and evaluation activities in the area of interest have not reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

(h) Exploration and Evaluation Assets (continued)

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to the area of interest. The carrying value of any capitalised expenditure is assessed by the Directors each year to determine if any provision should be made for the impairment of the carrying value. The appropriateness of the Group's ability to recover these capitalised costs has been assessed at year end and the Directors are satisfied that the value is recoverable.

The carrying value of exploration and evaluation expenditure assets are assessed for impairment at an overall level whenever facts and circumstances suggest that the carrying amount of the assets may exceed recoverable amount. An impairment exists when the carrying amount of the assets exceed the estimated recoverable amount. The assets are then written down to their recoverable amount. Any impairment losses are recognised in the income statement.

(i) Intangible assets

Intangible assets being website development is recorded at cost, it has a finite life and is carried at cost less any accumulated amortisation and impairment losses. It has an estimated useful life of between one and three years. It is assessed annually for impairment.

Amortisation is based on the cost of an asset less its residual value. Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use. Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

(j) Fair Value Measurement

When an asset or liability, financial or non-financial is measures 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 are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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.

(k) Investments and Other Financial Assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless, an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, it's carrying value is written off.

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 assets at fair value through other comprehensive income
Financial assets at fair value through other comprehensive income include equity investments which the Group intends to hold for the foreseeable future and has irrevocably elected to classify them as such upon initial recognition.

Impairment of financial assets
The Group 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 Group'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 on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets measured at fair value through other comprehensive income, the loss allowance is recognised within other comprehensive income. In all other cases, the loss allowance is recognised in profit or loss.

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 on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

(k) Investments and Other Financial Assets (continued)

For financial assets measured at fair value through other comprehensive income, the loss allowance is recognised within other comprehensive income. In all other cases, the loss allowance is recognised in profit or loss.

(l) Trade and Other Receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The Company has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

(m) Investments in Associates

Associates are entities over which the consolidated entity has significant influence but not control or joint control. Investments in associates are accounted for using the equity method. Under the equity method, the share of the profits or losses of the associate is recognised in profit or loss and the share of the movements in equity is recognised in other comprehensive income. Investments in associates are carried in the statement of financial position at cost plus post-acquisition changes in the consolidated entity's share of net assets of the associate. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment. Dividends received or receivable from associates reduce the carrying amount of the investment.

When the consolidated entity's share of losses in an associate equal or exceeds its interest in the associate, including any unsecured long-term receivables, the consolidated entity does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

The consolidated entity discontinues the use of the equity method upon the loss of significant influence over the associate and recognises any retained investment at its fair value. Any difference between the associate's carrying amount, fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

(n) Provisions

Provisions for legal claims and make good obligations are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

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

(o) Trade and Other Payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the year end and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

(p) Contributed Equity

Ordinary shares are classified as equity.

Costs directly attributable to the issue of new shares are shown as a deduction from the equity proceeds, net of any income tax benefit. Costs directly attributable to the issue of new shares associated with the acquisition of a business are included as part of the purchase consideration.

(q) Earnings per Share

Basic Earnings per Share

Basic earnings per share is calculated by dividing the profit attributable to owners of Greenpower Energy Limited by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares during the year.

Diluted Earnings per Share

Earnings used to calculate diluted earnings per share are calculated by adjusting the basic earnings by the after-tax effect of dividends and interest associated with dilutive potential ordinary shares. The weighted average number of shares used is adjusted for the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

(r) Revenue

The Company recognises revenue as follows:

Interest

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Other income

Other revenue is recognised when it is received or when the right to receive payment is established.

(s) Critical accounting estimates and judgements

The directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group.

Allowance for expected credit losses

The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for the Group.

The expected credit loss pertaining to the sale of its 1.5% wellhead royalty over 50% of any production from EP447 tenement to Gasfields Limited is mitigated by the fact that all rights revert back to the Company if Gasfields Limited fails to make payments in accordance with the Deed of Assignment of Royalty.

(s) Critical accounting estimates and judgements (continued)

Fair value measurement hierarchy

The consolidated entity is required to classify all assets and liabilities, measured at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being: Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and Level 3: Unobservable inputs for the asset or liability. Considerable judgement is required to determine what is significant to fair value and therefore which category the asset or liability is placed in can be subjective.

The fair value of assets and liabilities classified as level 1 is determined by the use of purchase consideration value. The consideration price for GPP's acquisition of Phase 1 earn-in of Ion Minerals Pty Ltd was at a deemed issue price of $0.005 per share, which was also Company's active trading share price at the time that the Company entered into a conditional option agreement to acquire Ion Minerals Pty Ltd.

Control vs significant influence

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

As at 30 June 2019, even though GPP has only acquired Phase 1 earn-in of 40% interest in Ion Minerals Pty Ltd, management have judged that they have control of Ion Minerals Pty Ltd because;

- The Group's management and Governance structure in place gives the Group's Directors the ability to direct the activities of Ion Minerals;
- Under the farm-in agreement, there is an option in place for the Group to elect to acquire up to 100% of Ion Minerals in future; and
- The structure of the Group is such that Ion Minerals is too be fully funded by the Group going forward.

The acquisition of Ion Minerals Pty Ltd was determined to be an asset acquisition.

Asset Acquisition vs Business Combination

AASB 3 *Business Combinations* defines a business as being 'an integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or other economic benefits directly to investors or other owners, members or participants.' A business usually consists of Inputs, Processes and Outputs. Inputs and processes are the essential elements that have to be present in order to be classified as a business. Although a business usually has outputs, outputs are not required for an integrated set of assets to qualify as a business.

For the acquisition of a 40% share in Ion Minerals Pty Ltd, as noted above, the Directors have determined that this transaction does not meet the requirements of AASB 3 *Business Combinations* and, thus, has been treated as an Asset Acquisition.

(s) Critical accounting estimates and judgements (continued)

Exploration and evaluation costs

Exploration and evaluation costs have been capitalised and are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Key judgements are applied in considering the costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised.

(t) Goods and Services Tax (GST)

Revenues and expenses are recognised net of GST except where GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position

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

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

(u) Standards and Interpretations adopted in the current year

The Group has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board that are relevant to their operations and are effective for the current financial reporting period, being the year ending 30 June 2019. In adopting these new and revised pronouncements, the Group has determined that there has been no material impact to the Group's reported position or performance.

New, revised or amending Accounting Standards and Interpretations adopted

The following standards and amendments became applicable during the current reporting period:

- AASB 9 *Financial Instruments*; and
- AASB 15 *Revenue from Contracts with Customers*.

The impact of the adoption of these standards and the new accounting policies are disclosed below.

(u) Standards and Interpretations adopted in the current year (continued)

AASB 9: Financial Instruments
Classification of financial assets

AASB 9 *Financial Instruments* ('AASB 9') replaces parts of AASB 139 bringing together all three aspects of the accounting for financial instruments; classification and measurement; impairment; and hedge accounting.
The Group has adopted AASB 9 from 1 July 2018. The cumulative impact of applying AASB 9 is recognised at the date of initial application as an adjustment to the opening balance or retained earnings. The Group has elected not to adjust comparative information.

AASB 9 introduced new classification and measurement models for financial assets. A financial asset shall be measured at amortised cost, if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows, which arise on specified dates and are solely payments of principal and interest (SPPI). All other financial instrument assets are to be classified and measured at fair value through profit or loss (FVTPL) unless the entity makes an irrevocable election on initial recognition to present gains and losses on equity instruments (that are not held-for trading) in other comprehensive income (OCI).

The Key impacts of adopting AASB 9 are summarised below:

Classification and measurement

The Group continued measuring at fair value all financial assets previously held at fair value under AASB 139. Listed equity investments previously classified as Available-For-Sale financial assets are now classified and measured as financial assets at FVTPL. As a consequence the reclassification of fair value reserve at 1 July 2018 relating to Available-For-Sale financials assets was transferred to retained earnings (see below).

Impact on statement of financial position

The following summarises the impact, net of tax, of transition to AASB 9 on reserves and accumulated losses at 1 July 2018.

Fair value reserve

Closing balance under AASB 139 (30 June 2018)	14,666
Equity instruments reclassified as financial assets at FVTPL	(14,666)
Opening balance under AASB 9 (1 July 2018)	-

Accumulated losses

Closing balance under AASB 139 (30 June 2018)	(71,531,833)
Equity instruments reclassified as financial assets at FVTPL	14,666
Opening balance under AASB 9 (1 July 2018)	(71,517,167)

(u) Standards and Interpretations adopted in the current year (continued)

Classification of financial assets on the date initial application of AASB 9

The following table shows the original measurement category under AASB 139 and the new measurement category under AASB 9 for financial assets as at 1 July 2018.

Financial asset	Original classification under AASB 139	New classification under AASB 9	Original carrying amount under AASB 139	New carrying amount under AASB 9
Equity investment	Available-for-sale	FVTPL	33,333	33,333
Trade receivables	Loan and receivables	Amortised cost	-	-

Impairment

AASB 9 mandates the use of an expected credit loss model to calculate impairment losses rather than an incurred loss model, and therefore it is not necessary for a credit event to have occurred before credit losses are recognised. The new impairment model applies to the Group's financial assets. No changes to the impairment provisions were made on transition to AASB 9. Trade and other receivables are generally settled on a short time frame and the Group's other financial assets are due from counterparties without material credit risk concerns at the time of transition.

AASB 15: Revenue from Contracts with Customers ('AASB 15')

The consolidated entity has adopted AASB 15 from 1 July 2018. The standard provides a single comprehensive model for revenue recognition. The core principle of the standard is that an entity shall recognise revenue to depict the transfer of promised goods or services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard introduced a new contract-based revenue recognition model with a measurement approach that is based on an allocation of the transaction price. This is described further in the accounting policies below. Credit risk is presented separately as an expense rather than adjusted against revenue.

Contracts with customers are presented in an entity's statement of financial position as a contract liability, a contract asset, or a receivable, depending on the relationship between the entity's performance and the customer's payment. Customer acquisition costs and costs to fulfil a contract can, subject to certain criteria, be capitalised as an asset and amortised over the contract period.

The implementation of AASB 15 has had no impact on the Group's financial statements as it is currently a pre-revenue business.

(v) Going Concern

For the year ended 30 June 2019 the Group recorded a consolidated loss of $3,052,814 (2018: $5,026,321) and at that date the net operating cash out flows were $2,567,770 (2018: $2,364,231). The Group had net current assets of $254,889 (2018: $3,273,846). The expenditure reflected the Group's acquisition of Ion Minerals Pty Ltd, commitment to Phase 2 of Ion Minerals' acquisition, advancement of the OHD coal to liquid project, acquisition of further and additional tenements and projects.

These conditions indicate a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern, however notwithstanding this the accounts have been prepared on a going concern basis.

(v) Going Concern (continued)

The Directors have assessed the Group's operating and research costs along with future commitments for tenement exploration costs in order to establish the future funding requirements for the Group.

As at 30 June 2019 the Group had cash on hand of $222,277. As such, the Group, as announced on the market released dated 3 September 2019, the Group is in progression of raising a total $1.36 million (before costs) via a two-tranche Placement of $900,000 and 1:5 Rights Issue to raise $460,000 to enable it to fund further exploration of its tenements, to advance exploration and resource drilling at the Golden Ant Project. The Directors have received a letter of support from their Corporate Advisors advising that they believe that their experience in capital raising for similar transaction in the resources sector will enable them to move swiftly to successfully complete the necessary capital raising for Greenpower to finance its future Golden Ant, Golden Cup and Camel Creek projects, located in Queensland. In addition to the above, the Directors have advised they will be able to provide loans to the Company to assist with working capital requirements and management can scale back and defer some administration expenditure and planned exploration activities if sufficient capital is not raised. Should the Group be unable to raise the required funding, obtain loans from Directors and scale back planned exploration expenditure, there is a material uncertainty that may cast significant doubt on whether the Group will be able to continue as a going concern and therefore, whether it will be able to realise its assets and extinguish its liabilities in the normal course of business and at the amount stated in the financial report.

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

3 Auditors' Remuneration

	2019 **$**	2018 $
Remuneration of the auditor of the parent entity for:		
- Audit or review - William Buck Audit (WA) Pty Ltd	**29,740**	26,590
Total remuneration for audit services	**29,740**	26,590

4 Other Income

	2019 **$**	2018 $
- Income from sale of royalty	**260,000**	-
- R&D Refund	**223,835**	275,966
- Other income	**309**	-
	484,144	275,966

5 Tax Expense / (Benefit)

(a) The major components of tax expense (benefit) comprise:

	2019 $	2018 $
Research and development refund received/receivable	**(223,835)**	(275,966)
	(223,835)	(275,966)

(b) The prima facie tax benefit/(expense) from the loss before income tax is reconciled to the income tax as follows:

	2019 $	2018 $
Net Profit/(Loss) before tax	**(3,052,814)**	(5,302,286)
Prima facie tax benefit on loss from ordinary activities before income tax at 27.5% (2018: 27.5%)		
- the Group	**(839,524)**	(1,458,129)
	(839,524)	(1,458,129)
Add/Less tax effect of:		
- losses not brought to account	**839,524**	1,458,129
Income tax attributable to parent entity	**-**	-

(c) Unrecognised temporary differences

	2019 $	2018 $
Deductible temporary differences	**119,073**	295,306
Tax revenue losses	**2,263,222**	1,764,731
Tax capital losses	**2,942,345**	-

Deferred tax assets are only recognised for deductible temporary differences and unused tax losses if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Availability of losses is subject to passing the required tests under the ITAA 1997/1936.

6 Loss per Share

(a) Reconciliation of Loss used to calculate Loss per share

	2019 $	2018 $
Loss	**2,451,005**	5,026,320
Loss used to calculate basic and diluted EPS	**2,451,005**	5,026,320

(b) Weighted average number of ordinary shares (diluted):

	2019 number	2018 number
Weighted average number of ordinary shares outstanding during the year number used in calculating:		
Basic EPS	**1,558,964,425**	1,118,876,03
Diluted EPS	**1,558,964,425**	1,118,876,03

Both the basic and diluted loss per share have been calculated using the loss attributable to shareholders of the Parent Company as the numerator (ie no adjustments to loss were necessary in 2019 or 2018).

The weighted average number of ordinary shares has been utilised in the calculation of basic and diluted loss per share.
296,887,108 (2018: 146,914,977) of potential ordinary shares have not been considered in calculating Diluted EPS as they are anti-dilutive.

7 Cash and Cash Equivalents

	Note	2019 $	2018 $
Cash at bank		**60,390**	3,262,580
Short-term bank deposits	7(a)	**161,887**	158,998
		222,277	3,421,578

Reconciliation of Cash

	2019 $	2018 $
Cash at the end of the financial year as shown in the Statement of Cash Flows is reconciled to items in the Statement of Financial Position as follows:		
Cash and cash equivalents	**222,277**	3,421,578
	222,277	3,421,578

As at 30 June 2019 there is a restriction on available cash of $161,887. The Group has a number of short term deposits held as a security for various Victorian exploration licenses on released tenements. Subsequent to the year end, a total of $62,597 of term deposit securities was released and the funds deposited to the Group's bank account. The Group anticipates that the remaining term deposits over securities should be released shortly.

7 Cash and Cash Equivalents (continued)

(a) Short term deposit

Short term deposits are held as a security for various bank guarantees.

8 Trade and Other Receivables

	Note	2019 $	2018 $
CURRENT			
Gasfields Royalty receivable	8(a)	**151,000**	-
R&D Refund receivable	8(b)	**223,835**	275,966
Other receivables	8(c)	**111,577**	58,182
		486,412	334,148

(a) Gasfields Royalty Receivable

On 19 March 2019, Greenpower announced that it entered into a binding Deed of Assignment of Royalty ('DAR') with Gasfields Limited, to sell its 1.5% wellhead royalty over 50% of any production from EP447 tenement to Gasfields Limited. Greenpower will receive an initial cash payment of $250,000 and two further instalments of $125,000 each. As a consideration for Greenpower agreeing to the amendment Deed of Agreement, Gasfields will pay Greenpower $10,000 in cash in addition to the initially agreed consideration. As at 30 June 2019, outstanding receivable amount is per Tranche 1 of the Deed of Assignment of Royalty agreement.

(b) R&D Refund Receivable

R &D Refund due from the Australian Taxation Office for 2018 financial year over Company's OHD Project.

(c) Other Receivables

Other receivables represent receivables due from the Australian Taxation Office for BAS Quarterly Returns in the total amount of $57,485, office bond in the amount of $23,687, tenement bond in the amount of $1,200, credit card security body of $20,000 and other immaterial receivable amounts totalling $9,205. which are not impaired and will be receivable.

9 Financial Assets

Financial Assets Comprise:

	2019 $	2018 $
Listed investments		
shares in listed corporations	-	33,333
Total financial assets at fair value	-	33,333

Financial assets comprise of investments in the ordinary issued capital of various entities. There are no fixed returns or fixed maturity date attached to these investments.

9 Financial Assets (continued)

Fair Value

Listed investments have been valued at the quoted market bid price at the end of the reporting period. At 30 June 2019 and 30 June 2018, the aggregate fair values and carrying amounts of financial assets and financial liabilities approximate their carrying amounts.

Financial assets are recognised in the statement of financial position of the Group according to the hierarchy stipulated in AASB 13.

	2019 $	2018 $
Financial assets		
ASX Listed equity shares – Level 1	-	33,333
	-	33,333

(a) Reconciliation of Financial Assets

	2019 $	2018 $
Opening Balance	33,333	30,000
Net gain/(loss) on revaluation of financial assets	(16,666)	3,333
Write-down of Financial Asset	(16,667)	-
	-	33,333

Financial Assets at Fair Value through Profit or Loss

The Company has 0.13% (30 June 2018: 0.14%) interest in Vivid Technology Limited, which is a diversified Australian-based renewable energy Company with interests in technology-focused solutions in the industrial energy efficiency and CO2-to-fuel conversion markets in Australia and the Asia Pacific. Vivid Technology Limited is listed on the Australian Securities Exchange (ASX). At the end of the financial year, the Company's investment was fully impaired to $nil value (30 June 2018: $33,333) as Vivid Technology appointed Receivers and Managers.

10 Plant and Equipment

	2019 $	2018 $
Office equipment & furniture		
At cost	138,100	5,796
Accumulated depreciation	(14,170)	(5,039)
Total office equipment & furniture	123,930	757
Total plant and equipment	123,930	757

10 Plant and Equipment (continued)

(a) Movements in Carrying Amounts

Movement in the carrying amounts for each class of plant and equipment between the beginning and the end of the current financial year:

	Office Equipment	
	2019	**2018**
	$	**$**
Balance at the beginning of year	**757**	1,082
Additions	**134,854**	-
Depreciation expense	**(11,681)**	(325)
Balance at the end of the year	**123,930**	757

11 Intangible Assets

	Note	2019	2018
		$	**$**
Other intangible assets			
Cost	11(b)	**8,320**	8,320
Accumulated amortisation and impairment		**(5,546)**	(2,773)
Net carrying value		**2,774**	5,547
Total Intangibles		**2,774**	5,547

(a) Movements in Carrying Amounts

	Other intangible assets - Website	
	2019	**2018**
	$	**$**
Opening balance	**5,547**	8,320
Additions	**-**	-
Amortisation	**(2,773)**	(2,773)
Carrying value at year end	**2,774**	5,547

(b) Intangible Assets

Intangible assets are represented by capitalised costs of the Group's website development.

12 Controlled Entities

	Principal Activity	Country of incorporation	Percentage Owned 2019	Percentage Owned 2018
Subsidiaries of parent entity:				
Greenpower Group Ltd	Investment	Australia	100	100
GCC Asset Holdings Pty Ltd	Investment	Australia	100	100
Northern Exploration Pty Ltd	Exploration NT	Australia	100	100
Sawells Pty Ltd	Coal Exploration VIC	Australia	100	100
Greengrowth Bio-Stimulants Pty Ltd	Non-trading	Australia	100	100
Greenpower Chemicals Pty Ltd	Non-trading	Australia	100	100
Greenpower Guyana Pty Ltd	Investment	Australia	100	100
Ion Minerals Pty Ltd	Exploration	Australia	40	-

12(a) Summarised financial information on subsidiaries with material non-controlling interest

On 23 October 2018, Greenpower Energy Limited completed Phase 1 of Ion Minerals Pty Ltd acquisition. Refer to note 25 below for further details.

Set out below is the summarised financial information for Ion Minerals Pty Ltd which has a non-controlling interest material to Greenpower Energy Limited.

Summarised Statement of Financial Position

Current	**$**
Assets	66,757
Liabilities	(944,910)
Total Current Net Assets	**(878,153)**
Non-Current	
Assets	959,458
Liabilities	-
Total Non-Current Net Assets	**959,458**

Summarised Statement of Profit or Loss and Other Comprehensive Income

Revenue	324
Loss before income tax	(1,003,701)
Income tax	-
Total comprehensive loss for the year	**(1,003,701)**
Total comprehensive loss attributable to NCI	**(601,809)**

13 Exploration and Evaluation Assets

	Note	2019 $	2018 $
NON-CURRENT			
Ion Minerals Asset Acquisition			
Exploration permits		**948,133**	-

Movements in Exploration and Evaluation Assets

	Exploration permits $	Total $
Year ended 30 June 2019		
Opening balance	**-**	-
Exploration Expenditure	**1,073,133**	1,073,133
Impairment of Tenements	**(125,000)**	(125,000)
Balance at 30 June 2019	**948,133**	948,133
Year ended 30 June 2018		
Opening balance	**340,732**	340,732
Transfer to investments in associates	**(325,000)**	(325,000)
Impairment of Tenements	**(15,732)**	(15,732)
Balance at 30 June 2018	**-**	-

Exploration permits

Greenpower currently holds one (1) Exploration Licence application in Victoria, five (5) Exploration Licences in Queensland and five (5) Exploration Licences in Western Australia.

14 Trade and Other Payables

	2019 $	2018 $
CURRENT		
Trade payables	**381,140**	461,460
Other payables	**89,677**	20,420
	470,817	481,880

15 Issued Capital

Movements in ordinary share capital

	No. of shares	$
Year ended 30 June 2019		
At the beginning of year	1,455,370,361	74,126,524
Shares issued during the year	377,836,804	660,102
Shares issued for acquisition of Ion Minerals	110,000,000	550,000
Cost of issuing shares	-	(153,776)
Balance at 30 June 2019	1,943,207,165	75,182,850
Year ended 30 June 2018		
At the beginning of year	1,025,999,976	69,872,680
Shares issued during the year	429,370,385	4,782,850
Cost of issuing shares	-	(529,006)
Balance at 30 June 2018	1,455,370,361	74,126,524

The Company has no authorised share capital or par value in respect of its issued shares.

Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held.

At the shareholders meetings, each ordinary share is entitled to one vote when a poll is called; otherwise each shareholder has one vote on a show of hands.

Capital Risk Management

The Group's and the parent entity's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may pay dividends to shareholders, return capital to shareholders, issue new shares or sell assets. During 2019 financial year, the Group's strategy, which was unchanged from 2018, was to maintain minimum borrowings outside of trade and other payables.

During the 2018 financial year a loan was received on commercial terms from a Director. This loan was repaid during 2019 financial year.

	2019 **$**	2018 $
Cash and cash equivalents	**222,277**	3,421,578
Less: payables	**(470,817)**	(481,880)
Net cash	**(248,539)**	2,939,698
Total equity	**1,931,774**	3,326,214
Total capital	**2,180,313**	386,516

16 Reserves

	2019 $	2018 $
Share Based Payments Reserve	**349,212**	716,857
Financial Assets Reserve	**-**	14,666
	349,212	731,523

	2019 $	2018 $
Share Based Payments Reserve		
Opening balance	**716,857**	532,980
Options expired	**(367,645)**	-
Share based payments	**-**	183,877
	349,212	716,857
Financial Assets Reserve		
Opening balance	**14,666**	11,333
Equity instruments reclassified as financial assets at FVTPL	**(14,666)**	3,333
	-	14,666
Total reserves	**349,212**	731,523

Share Based Payments Reserve

The share-based payments reserve records items recognised as expenses on valuation of employee share options. Share options are issued for nil consideration. The exercise price of the share options is determined by the Directors in their absolute discretion and set out in the Offer provided that the exercise price is not less than the average Market Price on ASX on the five trading days prior to the day the Directors resolve to grant the Options. Any options that are not exercised by their expiry date will lapse. Upon exercise, these options will be settled in ordinary fully paid shares of the Company. The Options can be exercised in whole or part at any time up to and including the Expiry Date by lodging and Option Exercise Notice accompanied by the payment of the exercise price.

	Other Equity Instruments No	Amount $
Options at 1 July 2018	325,287,108	716,857
Expiry of options exercisable at 2.2 cents by 1 January 2019	(28,400,000)	(367,646)
	296,887,108	349,212

16 Reserves (continued)

	Other Equity Instruments No	Amount Vested to Reserve $
Options at 1 July 2017	123,500,000	532,980
Issue of options as approved at AGM (KMP and consultants)	16,000,000	183,877
Issue of listed options (June 2018) – exercisable at 1.8 cents by December 2021 – attaching to share purchase and placement plans	165,787,108	-
Issue of listed broker options as approved by shareholders	20,000,000	-
	325,287,108	716,857

Summary of options granted under the Long-Term Incentive Plan

The following table illustrates the number and movements in shares options under the long-term incentive plan:

	2019 Number	2018 Number
Outstanding at the beginning of the year	**31,000,000**	23,000,000
Granted during the year	**-**	8,000,000[1]
Vested during the year	**-**	-
Exercised during the year	**-**	-
Lapsed/cancelled during the year	**(23,000,00)**[2]	-
Forfeited during the year	**-**	-
Outstanding at the year end	**8,000,000**	31,000,000
Exercisable at the year end	**8,000,000**	31,000,000

1. Options expiring 27 October 2020.
2. Options expired on 1 January 2019.

Weighted average remaining contractual life of share options

The weighted average remaining contractual life for the share options outstanding as at 30 June 2019 is 1.2 years (2018: 2.5 years).

Range of exercise price of share options

The exercise price for options outstanding at the end of the year is $0.03 (2018: $0.022 to $0.03).

Weighted average fair value of share options

The weighted average fair value of options granted during the year is $Nil (2018: $0.02).

Share option valuation

The fair value of the equity-settled share options granted under the LTIP is estimated at the date of grant using a Black Scholes model, which takes into account factors including the options exercise price, the volatility of the underlying share price, the risk-free interest rate, the market price of the underlying shares at grant date, historical and expected dividends and the expected life of the option.

16 Reserves (continued)

The options were valued using Black Scholes with the below assumptions:

	Unlisted options
Number of options in series	8,000,000
Underlying share price	$0.021
Exercise price	$0.03
Expected volatility	99.20%
Option life	3 years
Expiry date	27 October 2020
Dividend yield	0.00%
Interest rate	1.64%

17 Accumulated Losses

	2019 **$**	2018 $
Accumulated losses		
Opening balance	**(71,531,883)**	(66,505,513)
Net loss for the period attributable to Owners of Parent	**(2,451,005)**	(5,026,320)
Reclassification adjustments:		
- Options lapsed transferred from reserves	**367,645**	-
- Available for sale assets reserve transferred	**14,666**	-
Total	**(73,600,527)**	(71,531,883)

18 Cash Flow Information

(a) Reconciliation of Cash Flow from Operations with Loss after Income Tax

	2019 $	2018 $
Net loss for the year	**(3,052,814)**	(5,026,320)
Cash flows excluded from loss attributable to operating activities		
Non-cash flows in loss		
Amortisation	**2,773**	2,773
Depreciation	**11,681**	325
Impairment loss on financial assets	**16,667**	-
Share based payments	**-**	200,070
Fair value adjustment	**16,666**	2,478,956
Impairment of exploration assets	**125,000**	15,732
Write down in net assets of associate	**416,002**	
Impairment on investment accounted for using equity method	**21,036**	-
Changes in assets and liabilities, net of the effects of purchase and disposal of subsidiaries		
Decrease/(Increase) in receivables	**(152,266)**	(309,579)
(Decrease)/Increase in trade payables and accruals	**27,487**	273,812
Net cash (outflow) from operating activities	**(2,567,768)**	(2,364,231)

(b) Non-Cash Financing and Investing Activities

During the year the Group had the following non-cash financing and investing activities:

- Acquisition of Phase 1 earn-in of Ion Minerals Pty Ltd. The purchase consideration was settled by issuance of 110,000,000 shares at deemed issue price $0.005 for consideration of $550,000. The deemed issue price was the fair value price at the date of the acquisition. – refer to note 24.

19 Project Commitments

Project Expenditure Commitments

	2019 $	2018 $
Planned project expenditure commitments contracted for:		
Exploration Permits	**855,297**	327,862
	855,297	327,862
Payable:		
- not later than 12 months	**115,831**	327,862
- between 12 months and 5 years	**739,466**	-
	855,297	327,862

19 Project Commitments (continued)

The amounts detailed above is the minimum expenditure required to maintain ownership of the current tenements held. An obligation may be cancelled if a tenement is surrendered.

20 Related Party Transactions

(a) Parent entity

The ultimate parent entity within the Group is Greenpower Energy Limited.

(b) Subsidiaries

Interests in subsidiaries are set out in note 12.

(c) Compensation

The aggregate compensation made to directors and other members of key management personnel of the consolidated entity is set out below:

	2019	2018
	$	$
Short-term employee benefits	**420,574**	261,000
Superannuation	**14,250**	-
Share-based payments	**-**	91,940
	434,824	352,940

(d) Transactions and balances with related parties

All transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

-During 2019 financial year, Ion Minerals Pty Ltd repaid outstanding loan balance it had owing to Director, Alistair Williams, which was the balance brought over from previous period and was still owing upon Greenpower's acquisition of Ion Minerals Pty Ltd. On 13 November 2019, the Company fully settled the balance outstanding of $13,395. The terms of transaction were on arm's length terms. Balance owing to Alistair Williams as at 30 June 2019 was Nil.
-During the financial year, Mineral Intelligence Pty Ltd, a Company which Managing Director, Cameron McLean has an interest in, loaned $11,000 to Ion Minerals Pty Ltd. The terms of the transaction were on arm's length terms. Balance outstanding and payable to Mineral Intelligence Pty Ltd as at 30 June 2019 and is $11,000. Subsequent to the year end, the funds are yet to be repaid to Mineral Intelligence Pty Ltd.
-During the 2019 financial year, Mineral Intelligence Pty Ltd, a Company which Managing Director Cameron McLean has an interest in, was loaned by Greenpower Energy Limited amount of $2,594.54. The terms of the transaction were on arm's length terms. Balance payable by Mineral Intelligence as at 30 June 2019 was $2,594.54. Subsequent to the year end, the funds are yet to be repaid from Mineral Intelligence Pty Ltd.
-During the 2019 financial year, Gerard King and Simon Peters continued to be under the same Consulting Agreements as per 2018 financial year.

There were no other Key Management personnel related party transactions during the year.

21 Contingent liabilities and contingent assets

Contingent Liabilities

The Group had contingent liabilities at 30 June 2019 in respect of:

(i) Guarantees

The Group has provided bank guarantees in favour of the Minister of Energy and Resources with respect to a security deposit and in favour of Minister of Energy and Resources Victoria with respect to a contract performance at 30 June 2019. The total of these guarantees at 30 June 2019 was $20,000 with a financial institution (30 June 2018: $20,000).

Contingent Assets

The Group had contingent assets at 30 June 2019 in respect of:

(i) Gasfield Royalty

On 19 March 2019, the Group announced that it has entered into a binding Deed of Assignment of Royalty ('DAR') with Gasfields Limited, to sell its 1.5% wellhead royalty over 50% of any production from EP447 tenement to Gasfields Limited, being the proportionate share of the tenement held by GCC Methane Pty Ltd.

Greenpower is to receive two instalments of $125,000 each ('Tranche 2'), for the sale of royalty. Tranche 2 of the Gasfield Royalty is expected to be received before 31 December 2019.

22 Financial Risk Management

(a) Financial Risks

The main risks the Group is exposed to through its financial instruments are interest rate risk and liquidity risk.

Exposure to interest rate, liquidity and credit risk arises in the normal course of the Group's business. The Group does not hold or issue derivative financial instruments.

The Group uses different methods as discussed below to manage risks that arise from these financial instruments. The objective is to support the delivery of the financial targets while protecting future financial security. Primary responsibility for the identification and management of financial risks rests with the Board.

(a) Liquidity risk

The Company manages liquidity risk by maintaining sufficient cash facilities to meet the operating requirements of the business. The responsibility for liquidity risk management rests with the Board of Directors.

Maturity analysis for financial liabilities

Financial liabilities of the Company comprise trade and other payables. As at 30 June 2019 and 30 June 2018, all financial liabilities are contractually matured within 30 days.

(b) Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair value of financial instruments.

The Company's exposure to market risk for changes to interest rate risk relates primarily to its earnings on cash.

22 Financial Risk Management (continued)

(b) Credit Risk

The Group has no significant concentrations of credit risk other than cash at bank which is held with the Commonwealth Bank of Australia and Westpac Bank both AA- rated Australian banks. The maximum exposure to credit risk at reporting date is the carrying amount (net of provision ofexpected credit losses) of those assets as disclosed in the statement of financial position and notes to the financial statements.

As the Group does not presently have any debtors, lending, significant stock levels or any other credit risk, a formal credit risk management policy is not maintained. Credit risk represents the risk that the counterparty to the financial instrument will fail to discharge an obligation and cause the Group to incur a financial loss. The Group has a credit risk exposure within the sale of royalty, which as at 30 June 2019 owed the Group $151,000 (2018: Nil). This balance was within its terms of trade and no impairment was made as at 30 June 2019. There are no guarantees against this receivable but the Board closely monitors the receivable balance on a monthly basis and is in regular contact with the debtor to mitigate risk. Should the debtor default on paying the agreed amounts to the Group, the transaction will terminate in accordance with the Deed of Assignment of Royalty and the Royalty Asset will remain with GPP.

(c) Liquidity Risk

Liquidity risk is the risk that the Group may encounter difficulties raising funds to meet commitments associated with financial instruments (e.g. borrowing repayments). The Group manages liquidity risk by monitoring forecast cash flows and ensuring that adequate unutilised borrowing facilities are maintained.

23 Events after the Reporting Period

There are no matters or circumstances which have arisen since the end of the year which will significantly affect, or may significantly affect, the state of affairs or operations of the reporting entity in future financial years other than the following:

- On 5 August 2019, Alistair Williams resigned as Non-Executive Director;
- On 15 August 2019, the Company announced that it had exercised its Project Option to proceed with the acquisition of Golden Ant Project;
- On 19 August 2019, David Peterson resigned as the Company Secretary, and Aida Tabakovic was appointed as the Company Secretary;
- On 10 September 2019, the Company issued Tranche 1 placement shares at $0.001 per share totalling $300,000 (before costs) as per ASX announcement update dated 3 September 2019;
- On 19 September 2019, the Company released a Notice of Meeting announcement with one of the resolutions seeking a shareholder approval for the Company to proceed with acquisition of Golden Ant Project; and
- On 27 September 2019, the Company announced that it has ceased operations at its Morabisi Project in Guyana and is actively seeking third party interest in relation to acquiring Greenpower's 51% equity investment in Guyana Strategic Metals Inc.

24 Segment Reporting

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

The Group predominantly operates in one segment, being exploration activities. This is the basis on which internal reports are provided to the Directors for assessing performance and determining the allocation of resources within the Group. The Group operates mainly in Australia whilst deciding to fully impair the costs incurred and funded for operations in Guyana, whilst it shifts it's focus on its Australian Projects.

(Guyana exploration costs were incurred via Greenpower's exploration partner Guyana Strategic Minerals Inc., a Canadian registered entity).

Information regarding the non-current assets by geographical location is reported for Australian exploration assets only, being $1,074,837. Refer to note 13 for segment information for Guyana in relation to revenue and profit or loss for the year ended 30 June 2019.

25 Asset Acquisition

On 5 July 2018, the Company announced that it had entered into a conditional option agreement to acquire Australian battery minerals exploration company, Ion Minerals Pty Ltd with the shareholders' approving the transaction on 12 October 2018 at the Company's General Meeting. The Company completed Phase 1 Earn-In on 23 October 2018 by issuing 110,000,000 shares in GPP, where it earned its 40% interest in Ion Minerals Pty Ltd. With only minority interest holding as at 30 June 2019, the Company's main focus now is the exploration and development of Ion Minerals Projects where the Company is working toward Phase 2 Earn-In additional interest of 30%. Due to the certainty and the assessment by the Company Directors, the acquisition of Ion Minerals Pty Ltd was determined to be an asset acquisition.

Key terms of the Option Agreement were as follows:

- Greenpower Energy Limited to pay $25,000 non-refundable deposit on execution of the Option Agreement to secure exclusivity of the Option and a 60 day due diligence period;
- Greenpower Energy Limited has the right to earn-in to Ion Minerals over 3 (three) Phases and will be in control and responsible for programs and expenditure on the Ion Projects;
- Greenpower Energy's right to earn-in and acquire shares in Ion Minerals at each Phase may be exercised by Greenpower at its sole and absolute discretion based on exploration results; and
- Ion Minerals nominating 2 (two) directors to join the Board of Greenpower Energy Limited.

Phase 1 Earn-In (purchase consideration)
After exercise of the Option, Greenpower earned its 40% interest in Ion Minerals. The consideration for Phase 1 earn-in is 110,000,000 shares in GPP (at a deemed issue price of $0.005 per share. The deemed issue price was the fair value price at the date of acquisition.) with a 6 month voluntary escrow period (subject to prior shareholder approval) and a cash consideration of $510,000 (substantially for re-imbursement of Ion Minerals' previous exploration costs and vendor payment costs in respect of the Lincoln Springs Project earn-in).

Greenpower will be granted Phase 2 earn-in after expending $500,000 on exploration works of Ion Minerals Projects.

Phase 2 Earn-In
Subsequent to obtaining Phase 1 interest, Greenpower can elect to earn-in an additional 30% interest in Ion Minerals (70% cumulative) in consideration for issuing shares in GPP equal to $550,000 (based on the higher of an issue price per share of the previous 30 day VWAP or $0.005 per share) prior to Greenpower's Phase 2 election and with a 6 month voluntary escrow (subject to prior shareholder approval) and a cash consideration of $150,000.

25 Asset Acquisition (continued)

Phase 3 Earn-In

Subsequent to obtaining Phase 2 interest, Greenpower can elect to earn-in the final 30% interest in Ion Minerals (100% cumulative) in consideration for a cash consideration of $150,000. In the event that the Company, as a result on the Ion Projects and the potential economic upside of continued development, elects to progress to Phase 3, the Company will (subject to prior shareholder and regulatory approvals) issue to each of the incoming Directors $525,000 worth of fully paid ordinary shares in GPP (based on the higher of an issue price per share of the previous 30 trading day VWAP or $0.005 per share) prior to the date of Phase 3 election notice, as a performance bonus in respect of the Projects and with a 6 month voluntary escrow from the date of issue. In the event that Greenpower does not give written notice of its election to move to Phase 3, the incoming Directors' entitlements to the performance bonus shares will automatically lapse and expire.

The excess consideration as per Phase 1 Earn-In of 40% interest over the net assets of Ion Minerals totalling $1,073,132 is attributed to exploration expenditure and accordingly capitalised at consolidation level in the Statement of Financial Position.

Assets acquired and liabilities assumed through the acquisition of Ion Minerals Pty Ltd do not constitute a business. Therefore, the transaction is not accounted for as a business combination under AASB 3 Business Combinations.

Carrying value of assets acquired and liabilities assumed at the date of acquisition are:

Assets	**$**
Current Assets	
Cash	210,021
Other Receivables	6,363
Non-Current Assets	
Exploration - tenements	1,073,132
Property, Plant & Equipment	1,245
Total Assets	**1,290,761**
Liabilities	
Current Liabilities	
Trade Payables	43,386
Non-Current Liabilities	
Loans	162,369
Total Liabilities	**205,755**
Net Assets	**1,085,006**
Issued Capital	1,085,006
Total Consideration	**1,085,006**

26 Parent Entity

The following information has been extracted from the books and records of the parent, Greenpower Energy Limited and has been prepared in accordance with Accounting Standards.

The financial information for the parent entity, Greenpower Energy Limited has been prepared on the same basis as the consolidated financial statements.

Investments in subsidiaries
Investments in subsidiaries, are accounted for at cost in the financial statements of the parent entity.

	2019 $	2018 $
Consolidated Statement of Financial Position		
Assets		
Current assets	**550,988**	3,652,567
Non-current assets	**115,379**	6,304
Total Assets	**666,367**	3,658,871
Liabilities		
Current liabilities	**293,706**	481,880
Total Liabilities	**293,706**	481,880
Net Assets	**372,661**	3,176,991
Equity		
Issued capital	**75,182,850**	74,126,524
Accumulated losses	**(75,159,401)**	(71,666,390)
Share Based Payments Reserve	**349,212**	716,857
Total Equity	**372,661**	3,176,991
Consolidated Income Statement		
Total loss for the year	**(3,493,011)**	(5,172,119)
Total comprehensive loss	**(3,493,011)**	(5,172,119)

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

Pursuant to ASIC Instrument 2017/785 Greenpower Energy Limited and its wholly owned subsidiaries (refer note 12) entered into a deed of cross guarantee. The effect to the deed is that Greenpower has guaranteed to pay any deficiency in the event of winding up of any controlled entity or if they do not meet their obligations under the terms of any debt subject to the guarantee. The controlled entities have given a similar guarantee in the event that Greenpower is wound up or if it does not meet its obligations under the terms of any debt subject to the guarantee.

Contingent liabilities of the parent entity.

The Directors are not aware of any contingent liabilities at reporting date.

27 Company Details

Registered office

The registered office of the company is:

Greenpower Energy Limited
1st Floor, 33 Colin Street
West Perth WA 6005

Principal place of business

The principal place of business is:

Greenpower Energy Limited
1st Floor, 33 Colin Street
West Perth WA 6005

Greenpower Energy Limited

ABN 22 000 002 111

Directors' Declaration

The directors of the company declare that:

1. the financial statements and notes, as set out on pages 19 to 54, are in accordance with the *Corporations Act 2001* and:

   a. comply with *Corporations Regulations 2001* and other mandatory professional reporting requirements, Accounting Standards, which, as stated in accounting policy note 2 to the financial statements, constitutes explicit and unreserved compliance with International Financial Reporting Standards (IFRS); and

   b. give a true and fair view of the financial position as at 30 June 2019 and of the performance for the year ended on that date of the consolidated group.

2. the Chief Executive Officer and Chief Finance Officer have each declared that as required by Section 295A:

   a. the financial records of the company for the financial year have been properly maintained in accordance with section 286 of the *Corporations Act 2001*;

   b. the financial statements and notes for the financial year comply with the Accounting Standards; and

   c. the financial statements and notes for the financial year give a true and fair view.

3. in the directors' opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

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

Director ....

Dated 30 September 2019

William Buck

Greenpower Energy Limited

Independent auditor's report to members

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Greenpower Energy Limited (the Company and its subsidiaries (the Group)), which comprises the consolidated statement of financial position as at 30 June 2019, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, and the directors' declaration.

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

(i) giving a true and fair view of the Group's financial position as at 30 June 2019 and of its financial performance for the year ended on that date; 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 Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2(v) in the financial report, which indicates that the Group incurred a net loss of $3,052,814 and incurred net operating cash outflows of $2,567,770 during the year ended 30 June 2019. As stated in Note 2(v), these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

ACCOUNTANTS & ADVISORS

Level 3, 15 Labouchere Road
South Perth WA 6151

PO Box 748
South Perth WA 6951

Telephone: +61 8 6436 2888

williambuck.com

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

ACQUISITION OF ION MINERALS PTY LTD	
Area of focus **Refer also to note 2(s) & 25**	**How our audit addressed it**
The Group acquired a 40% interest in Australian battery minerals company, Ion Minerals Pty Ltd (Ion Minerals), and the Directors determined that this transaction did not meet the requirements of AASB 3 *Business Combinations* and, thus, it has been treated it as an Asset Acquisition. The Directors performed their assessment in line with AASB 3 *Business Combinations* which defines a business as being 'an integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or other economic benefits directly to investors or other owners, members or participants.' A business usually consists of Inputs, Processes and Outputs. Inputs and processes are the essential elements that have to be present in order to be classified as a business. Although a business usually has outputs, outputs are not required for an integrated set of assets to qualify as a business.	Our audit procedures included: — A review of the term sheet for the acquisition of Ion Minerals to evaluate the nature of the acquisition. — An evaluation of the Directors assessment that Ion Minerals does not meet the definition of a Business under AASB 3 and the resulting conclusion to treat the acquisition as an Asset Acquisition. — An assessment of the adequacy of the Group's disclosures in respect of the acquisition. We concluded that the treatment of the Ion Minerals acquisition as an Asset Acquisition was appropriate and in accordance with the relevant Australian Accounting Standards.

Independent auditor's report to members (cont'd.)

ASSESSMENT OF CONTROL OF ION MINERALS PTY LTD	
Area of focus **Refer also to note 2(s) & 25**	**How our audit addressed it**
The Group has determined that it controls Ion Minerals and as a result, Ion Minerals has been consolidated as a subsidiary of the Group and the non-controlling interest has been recognised in the financial report at 30 June 2019. If the Group did not have control, it would be accounted for an associate and equity accounted rather than consolidated. The Directors determined they had control in line with AASB 10 *Consolidated Financial Statements* based on the following factors: — The Group's management and Governance structure in place which gives the Group's Directors the ability to direct the activities of Ion Minerals. — The option in place for the Group to elect to acquire up to 100% of Ion Minerals in future. — The structure of the Group such that Ion Minerals is to be fully funded by the Group going forward.	Our audit procedures included: — A review of the term sheet for the acquisition of Ion Minerals and evaluating the Directors assessment of control. — A review of the Board of Directors of the Group and Ion Minerals to establish control exists such that Group Directors have the ability to direct the activities of Ion Minerals. — An assessment of the funding structure of Ion Minerals to determine that the entity is fully funded by the Group. — A review of the principle activities of the Group to verify Ion Minerals projects are included which indicates objectives are aligned. — An assessment of the adequacy of the Group's disclosures in respect of the acquisition. We concluded that assessment of control and treatment as a subsidiary was in accordance with the relevant Australian Accounting Standards.

CARRYING VALUE OF EXPLORATION COSTS CAPITALISED	
Area of focus **Refer also to note 2(h) & 13**	**How our audit addressed it**
The Group acquired exploration and evaluation assets as a result of the acquisition of Ion Minerals. There is a risk that accounting criteria associated with the capitalisation of exploration and evaluation expenditure may not be appropriate and that capitalised costs exceed the value in use. Exploration and evaluation assets are assessed for impairment when facts and	Our audit procedures included: — A review of the directors' assessment of the criteria for the capitalisation of exploration expenditure and evaluation as to whether there are any indicators of impairment of capitalised costs. — An assessment of viability of the tenements and whether there were any indicators of impairment of those costs capitalised in the current period.

circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. One or more of the following facts and circumstances indicate that an entity should test exploration and evaluation assets for impairment: — the period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future and is not expected to be renewed. — substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned. — exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area. — sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from a successful development or by sale.	— An assessment of the adequacy of the Group's disclosures in respect of the transactions. We concluded that recognition treatment and impairment assessment were in accordance with the relevant Australian Accounting Standards.

Other Information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 30 June 2019 but does not include the financial report and the auditor's report thereon.

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

William Buck

Independent auditor's report to members (cont'd.)

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

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

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

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with 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 influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of these financial statements is located at the Auditing and Assurance Standards Board website at:

http://www.auasb.gov.au/auditors_responsibilities/ar1.pdf

This description forms part of our independent auditor's report.

Independent auditor's report to members (cont'd.)

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included on pages 10 to 16 of the directors' report for the year ended 30 June 2019.

In our opinion, the Remuneration Report of Greenpower Energy Limited, for the year ended 30 June 2019, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

William Buck

William Buck Audit (WA) Pty Ltd
ABN 67 125 012 124

CM

Conley Manifis
Director
Dated this 30th day of September 2019

ASX Additional Information

Additional information required by the ASX Limited Listing Rules and not disclosed elsewhere in this report is set out below. This information is effective as at 16 September 2019.

Voting Rights

Ordinary Shares

On a show of hands, every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Options

No voting rights.

Distribution of Equity Security Holders

Holding	Holders	Number of Shares
1 - 1,000	85	8,159
1,001 - 5,000	16	47,033
5,001 - 10,000	9	81,000
10,001 - 100,000	664	42,147,432
100,000 and over	1,285	2,259,961,666
	2,059	2,302,245,290

There were 1,455 holders of less than a marketable parcel of ordinary shares.

Greenpower Energy Limited

Additional Information for Public Listed Companies

For the Year Ended 30 June 2019

20 Largest Shareholders

	Ordinary shares Number held	% of issued shares
1. Pandora Nominees Pty Ltd	135,653,846	5.89
2. Mr Alistair Williams	70,875,000	3.08
3. Remlain Pty Ltd	51,500,000	2.24
4. Whead Pty Ltd <CJ Holdings A/C>	49,175,000	2.14
5. Jetosea Pty Ltd	47,666,666	2.07
6. Mr Bin Liu	44,444,000	1.93
7. HSBC Custody Nominees Australia Limited	39,956,633	1.74
8. Mr Gangadhar Bevinakoppa	35,000,000	1.52
9. Sacco Developments Australia Pty Limited <The Sacco Family A/C>	31,031,914	1.35
10. Alitime Nominees Pty Ltd <Honeyham Family A/C>	30,333,333	1.32
11. Tregeare Pty Ltd	30,131,362	1.31
12. GLM Koppa Pty Ltd <Koppa Family Super Fund A/C>	30,000,000	1.30
13. The Mehmet and Marckatos Fund Pty Ltd <Mehmet & Marckatos SF A/C>	26,950,000	1.17
14. Kalcon Investments Pty Ltd	26,625,000	1.16
15. Stoj Invest Pty Ltd	26,060,000	1.13
16. Rimoyne Pty Ltd	24,898,538	1.08
17. Bushwood Nominees Pty Ltd	21,210,000	0.92
18. Stoj Invest Pty Ltd <Stoj Invest Super Fund A/C>	20,378,926	0.89
19. Quartz Mountain Mining Pty Ltd <The Bass Family A/C>	20,000,000	0.87
19. Mr Poh Seng Tan	20,000,000	0.87
19. Mr James Alexander Titcombe	20,000,000	0.87
20. Mr Simon Andrew Peters + Ms Emma Frances Vogel <Perseus SF A/C>	19,978,846	0.87
	821,869,064	35.70

Securities exchange

The Company is listed on the Australian Securities Exchange.

20 Largest Option holders for Listed Options exercisable at $0.01 on 13 October 2019

	Options	
	Number held	% of issued options
1. Mr Daniel John Baker	18,061,158	21.22
2. Mr Paul Robert Dalla-Libera	7,645,735	8.98
3. Mr Domenic Marino	5,049,927	5.93
4. Cappafield Pty Ltd <Cappafield Super A/C>	4,500,000	5.29
5. Mr Nicholas Anthony Di Maggio	3,100,000	3.64
6. Mr Timothy Kang	3,000,000	3.53
7. Sacco Developments Australia Pty Limited <The Sacco Family A/C>	2,954,974	3.47
8. Mr Huu Thinh Luu	2,411,667	2.83
9. Cleanwest Property Services Pty Ltd	2,000,000	2.35
9. Mr Simon James Goldstein	2,000,000	2.35
9. Mr Vincenzo Brizzi + Mrs Rita Lucia Brizzi <Brizzi Family S/F A/C>	2,000,000	2.35
10. Finnian Group Pty Ltd	1,906,500	2.24
11. Mr Andrew Schealler	1,705,788	2.00
12. Mr Richard David Rathbone	1,500,000	1.76
13. Mrs Joni Marie Jones	1,461,645	1.72
14. BNP Paribas Nominees Pty Ltd <IB AU Noms Retailclient DRP>	1,450,000	1.70
15. Mr Todd Richard Pedersen	1,420,000	1.67
16. Mrs Truc Phuong Cao	1,250,000	1.47
17. Mr Chris Robinson	1,225,000	1.44
18. Mr Joshua Michael Evans	1,205,730	1.42
19. Cambourne Capital Pty Limited	1,200,000	1.41
20. Mr Zane Justin McKercher	1,082,997	1.27
	68,131,121	80.06

Greenpower Energy Limited

Additional Information for Public Listed Companies

For the Year Ended 30 June 2019

20 Largest Option holders for Listed Options exercisable at $0.018 on 15 December 2021

		Options	
		Number held	% of issued options
1.	Mr Adrian Cost	20,000,000	10.77
2.	Mrs Simida Cost	20,000,000	10.77
3.	Sacco Developments Australia Pty Limited <The Sacco Family A/C>	14,615,384	7.87
4.	Mr Timothy Kang	11,500,000	6.19
5.	Mr Bin Liu	8,666,666	4.66
6.	Xcel Capital Pty Ltd	8,000,000	4.31
7.	Tell Corporation Pty Ltd	7,333,333	3.95
8.	Borg Geoscience Pty Ltd	6,000,000	3.23
9.	Kalcon Investments Pty Ltd	3,000,000	1.61
9.	Rimoyne Pty Ltd	3,000,000	1.61
10.	Mr Vincenzo Brizzi + Mrs Rita Lucia Brizzi <Brizzi Family S/F A/C>	2,769,230	1.49
11.	Golden Dawn Limited	2,564,102	1.38
11.	Pheakes Pty Ltd <Senate A/C>	2,564,102	1.38
12.	Mrs Christina Marie Hirrell	2,474,358	1.33
13.	Rotherwood Enterprises	2,000,000	1.08
14.	First Investment Partners Pty Ltd	1,941,017	1.04
15.	Chelmsley Proprietary Limited	1,666,666	0.90
15.	Quid Capital Pty Ltd	1,666,666	0.90
15.	Mr David James Wall <The Reserve A/C>	1,666,666	0.90
16.	Bushwood Nominees Pty Ltd	1,540,000	0.83
17.	Barroseven Pty Ltd	1,500,000	0.81
18.	T T Nicholls Pty Ltd <Superannuation Account>	1,300,000	0.70
19.	Mirador Corporate Pty Ltd	1,000,000	0.54
20.	Red Mountain Mining Ltd	960,000	0.52
		127,728,190	68.75

Option Equity Securities

Total options on issue 296,887,108

Total listed options on issue 270,887,108

Total unlisted options on issue 26,000,000

Greenpower Energy Limited

Additional Information for Public Listed Companies

For the Year Ended 30 June 2019

Interest in Exploration Tenements

Project	Tenement Number	Interest Held
Julia Creek	EPM 26915	100%
Julia Creek	EPM 26924	100%
Ashburton	E52/3612	100%
Ashburton	E08/2966	0%*
Ashburton	E08/3018	0%*
Ashburton	E08/3019	100%
Ashburton	E08/3020	100%
Moe	EL006388	0%*
Morabisi (Guyana)	Turesi PGGS	51%
Golden Ant	EPM 27283	0%*

*E08/2966 and E08/3018 are subject to an option agreement with ASX-listed explorer, Zenith Minerals Limited whereby Greenpower Energy Limited can acquire an initial 70% interest.