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Flinders Mines Limited

ABN 46 091 118 044

Financial Report for the half-year ended 31 December 2020

Flinders Mines Limited Half-Year Report 31 December 2020

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Corporate Directory

Board of Directors

Neil Warburton	Independent Non-Executive Chair
The Hon. Cheryl Edwardes, AM	Independent Non-Executive Deputy Chair
James Gurry	Independent Non-Executive Director
Michael Wolley	Non-Executive Director
Evan Davies	Non-Executive Director
Amy Jiang	Non-Executive Director

Officers

Andrew Whitehead	General Manager
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Joint Company Secretary

Sarah Wilson
Shannon Coates

Registered Office

45 Ventnor Avenue
West Perth WA 6005
Telephone: 08 9389 4483
Email: info@flindersmines.com
Website: www.flindersmines.com

Share Registry

Computershare Investor Services Pty Ltd
Level 11, 172 St Georges Terrace
Perth WA 6000
Telephone: 08 9323 2000
Website: www.computershare.com.au

Auditors

KPMG
235 St Georges Terrace
Perth WA 6000

Securities Exchange Listing

Shares in Flinders Mines Limited are quoted on the Australian Securities Exchange under trading code FMS.

Directors' Report

Your Directors present their report on the Consolidated Entity comprising Flinders Mines Limited (the **Company** or **Flinders**) and its controlled entities (the **Group**) for the half-year ended 31 December 2020.

Directors

The following persons held office as Directors of Flinders Mines Limited from the start of the financial year to the date of this report, unless otherwise stated.

Name	Title	Appointment
Neil Warburton	Non-Executive Chairman	19 October 2016
The Hon. Cheryl Edwardes AM	Non-Executive Deputy Chair	17 June 2019
Michael Wolley	Non-Executive Director	19 October 2016
Evan Davies	Non-Executive Director	19 October 2016
James Gurry	Non-Executive Director	18 September 2019
Amy Jiang	Non-Executive Director	5 March 2021

Company Secretary

Ms Sarah Wilson was appointed as Company Secretary on 20 November 2018 and on 30 August 2019, Ms Shannon Coates was appointed as Joint Company Secretary.

Operating Results and Financial Position

The net loss after income tax for the half-year was \$0.811 million (2019: \$4.448 million).

Review of Operations

Corporate

PIOP Farm-In Agreement

On 4 September 2020, the Company announced that all conditions precedent to the Farm-In Agreement with BBI Group Pty Ltd (**BBIG**) had been completed and that the BBIG would be able to continue advancing the feasibility studies for the development of the Company's Pilbara Iron Ore Project (**PIOP**) and perform its other obligations under the Farm-In Agreement for its initial 10% voting interest in the incorporated joint venture vehicle, PIOP Mine Co NL. The Company retains 100% economic ownership of PIOP Mine Co NL until a final investment decision is made under the Farm-In Agreement.

Following completion of the Farm-In Agreement, BBIH Pty Limited (**BBIH**), a wholly owned subsidiary of BBIG, was appointed Manager of the PIOP.

The Company's independent Directors remain as Directors of PIOP Mine Co NL along with a nominee from BBIG.

NBIO Proposal from BBIG

On 14 December 2020, the Company announced that it had received a non-binding indicative offer (**NBIO**) from BBIG in relation to a potential ownership restructuring opportunity of the infrastructure associated with the Company's PIOP.

BBIG approached the Company to commence a discussion about a potential transaction that would result in the Group retaining 100% ownership of the PIOP as well as 100% of BBIG's port and rail infrastructure assets. BBIG has proposed that the development of the BBIG infrastructure and the PIOP mine as an integrated project within one corporate group would better facilitate financing of the project development.

Subsequent to period end, the Company announced that it had entered into a Funding Agreement with BBIG, whereby BBIG had agreed to provide funding support of up to \$1.0 million to the Company for third party costs incurred by the Company in progressing discussions with BBIG on the NBIO.

The funding is to be provided in three equal instalments in January, March and April 2021. The funding is only repayable if an agreement is executed and subsequently completed, on the latter of the completion date and 31 December 2021.

Going Concern

The Independent Auditor's Report contains an emphasis of matter paragraph in relation to going concern. Refer to Note 2(e) of the Financial Statements.

Pilbara Iron Ore Project, Western Australia

During the period from completion of the Farm-In Agreement, BBIH, as Manager, carried out a range of activities associated with the advancement of the PIOP feasibility study including:

- developing further understanding of the PIOP ore body (resource definition);
- maturing the development of a preferred mine plan;
- laboratory based metallurgical test work to better determine ore product design specification and planning associated with a larger field based, next phase metallurgical test work program;
- continued development on determining the optimum location and layout of the ore processing facility at the PIOP;
- updating safety management framework, plans and procedures in support of recommending field activities in early calendar year 2021 to incorporate requirements of the pending Work Health and Safety Bill 2019; and
- completion of rehabilitation activities at Anvil and planning for future rehabilitation at Blacksmith.

Canegrass Project, Western Australia

During the period ending 31 December 2020, the Company engaged CSA Global Pty Ltd to design and execute an exploration programme that included both soil sampling and a drilling programme.

Soil sampling programme

A soil geochemical sampling programme was completed within E58/520, E58/521 and E58/522, which included several rock samples of potentially gold bearing quartz float and selected soil samples and rock samples within E58/236 and E58/282. The soil sampling within E58/520 and E58/522 targeted potentially gold bearing structural trends south of the Honeypot gold prospect. The soil sampling within E58/521 was designed to test for possible platinum group metals across the interpreted contact between the upper and middle units of the Windimurra Igneous Complex.

Drill programme

Ten RCP drill holes over E58/232 and E58/282 were completed, which were designed to infill and test for shallower higher-grade vanadium-titanium magnetite (**VTM**) zones within the Mineral Resource VTM mineralisation.

Results of the programme were announced to the ASX on 21 January 2021.

Events Subsequent to the End of the Reporting Period

On 15 January 2021, the Group announced that it had entered into a Funding Agreement with BBI Group Pty Ltd (BBIG) whereby BBIG have agreed to provide funding of up to \$1.0 million to the Company for third party costs incurred by the Company in progressing discussions with BBIG in relation to the potential ownership restructuring opportunity of the infrastructure associated with the Pilbara Iron Ore Project (Transaction).

The funding is to be provided in three equal instalments in January, March and April 2021. The January and March 2021 instalments have already been received. The funding is only repayable if a Transaction is executed and completed with BBIG on the later of the completion date and 31 December 2021.

On 5 March 2021, the Company announced the appointment of Ms Amy Jiang, as a nominee Non-Executive Director of the Company's second largest shareholder, OCJ Investment (Australia) Pty Ltd.

Rounding

The amounts contained in the financial report have been rounded to the nearest \$1,000 (unless otherwise stated) pursuant to the option available to the Company under ASIC Instrument 2016/191. The Company is an entity to which this class order applies.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on the following page.

This report is made in accordance with a resolution of Directors.



Neil Warburton
Non-Executive Chairman

Perth, Western Australia
16 March 2020



Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the Directors of Flinders Mines Limited

I declare that, to the best of my knowledge and belief, in relation to the review of Flinders Mines Limited for the half-year ended 31 December 2020 there have been:

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

KPMG.

KPMG

R Gambitta
Partner

Perth

16 March 2021

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Flinders Mines Limited
Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the half-year ended 31 December 2020

	Notes	31 Dec 20 \$'000	31 Dec 19 \$'000
Finance income		7	12
Other income		76	-
Administrative expenses	4	(859)	(4,364)
Finance costs		(35)	(96)
Loss before income tax		(811)	(4,448)
Income tax (expense)/benefit		-	-
Loss for the period		(811)	(4,448)
<i>Items that may be reclassified to profit or loss:</i>			
Other comprehensive income		-	-
Other comprehensive loss for the period attributable to owners of the Company		(811)	(4,448)
Loss per share attributable to ordinary equity holders:		Cents	Cents
Basic and diluted loss per share		(0.480)	(3.19)

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

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Flinders Mines Limited
Consolidated Statement of Financial Position
As at 31 December 2020

	Notes	31 Dec 20 \$'000	30 Jun 20 \$'000
Current assets			
Cash and cash equivalents		2,182	4,101
Restricted cash	5	1,481	-
Trade and other receivables		41	47
Other assets	6	11,323	405
Total current assets		15,027	4,553
Non-current assets			
Exploration and evaluation		69,246	64,982
Total non-current assets		69,246	64,982
Total assets		84,273	69,535
Current liabilities			
Trade and other payables	7	1,135	502
Provisions	8	-	85
Total current liabilities		1,135	587
Non-current liabilities			
Loans and borrowings	9	3,122	3,122
Provisions	8	666	665
Total non-current liabilities		3,788	3,787
Total liabilities		4,923	4,374
Net assets		79,350	65,161
Equity			
Contributed equity	10	160,694	160,694
Reserves	11	15,000	-
Accumulated losses		(96,344)	(95,533)
Total equity		79,350	65,161

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

Flinders Mines Limited
Consolidated Statement of Changes in Equity
For the half-year ended 31 December 2020

	Contributed equity	Accumulated losses	PIOP B Class Reserves	Total equity
	\$'000	\$'000	\$'000	\$'000
Balance at 1 Jul 19	147,064	(87,447)	-	59,617
Loss for the period	-	(4,448)	-	(4,448)
Total comprehensive loss for the period	-	(4,448)	-	(4,448)
Transactions with owners in their capacity as owners:				
Contributions of equity, net of costs and tax	-	-	-	-
Balance as at 31 Dec 19	147,064	(91,895)	-	55,169
Balance at 1 Jul 20	160,694	(95,533)	-	65,161
Loss for the period	-	(811)	-	(811)
Total comprehensive loss for the period	-	(811)	-	(811)
Transactions with owners in their capacity as owners:				
Issue of PIOP B Class Shares	-	-	15,000	15,000
Contributions of equity, net of costs and tax	-	-	-	-
Balance as at 31 Dec 20	160,694	(96,344)	15,000	79,350

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

Flinders Mines Limited
Consolidated Statement of Cash Flows
For the half-year ended 31 December 2020

	31 Dec 20	31 Dec 19
	\$'000	\$'000
Cash flows from operating activities		
Payments to suppliers and employees	(1,533)	(3,637)
Interest received	7	12
Net cash outflow from operating activities	(1,526)	(3,625)
Cash flows from investing activities		
Payments for exploration activities	(3,355)	(1,891)
Net cash outflow from investing activities	(3,355)	(1,891)
Cash flows from financing activities		
Proceeds from issues of PIOP Mine Co NL Class B Shares	4,443	-
Proceeds from borrowings	-	5,000
Net cash inflow from financing activities	4,443	5,000
Net decrease in cash and cash equivalents	(438)	(516)
Cash and cash equivalents at the beginning of the year	4,101	1,700
Cash and cash equivalents at the end of the year¹	3,663	1,184

¹ This amount includes \$1.481 million of cash held by PIOP Mine Co NL which is the incorporated Joint Venture vehicle under which the Farm-In Agreement with BBI Group Pty Ltd operates. This cash is only available for use to progress the feasibility study of the Pilbara Iron Ore Project.

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

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1 Corporate information

The consolidated financial report of Flinders Mines Limited and its subsidiaries (together referred to as the “Group”) for the half-year ended 31 December 2020 was authorised for issue in accordance with a resolution of the Directors on 9 March 2021.

The Board of Directors has the power to amend the consolidated financial statements after issue.

Flinders Mines Limited (the “Company” or “Flinders”) is a for-profit company limited by shares whose shares are publicly traded on the Australian Securities Exchange. The Company and its subsidiaries were incorporated and domiciled in Australia. The registered office and principal place of business of the Company is 45 Ventnor Avenue, West Perth, WA 6005.

The amounts contained in the financial report have been rounded to the nearest \$1,000 (unless otherwise stated) pursuant to the option available to the Company under ASIC Instrument 2016/191. The Company is an entity to which this Class Order applies.

2 Summary of significant accounting policies

a) Basis of preparation

These condensed consolidated interim financial statements are a general-purpose financial report which has been prepared in accordance with AASB 134 Interim Financial Reporting and the *Corporations Act 2001*. They do not include all of the information required for full annual financial statements and should be read in conjunction with the consolidated financial statements of the Group as at and for the year ended 30 June 2020.

b) Comparatives

When required by Australian Accounting Standards, comparative figures have been adjusted to confirm to changes in presentation for the current half-year ended 31 December 2020.

c) Adoption of new and revised Accounting Standards

The accounting policies adopted in preparation of the consolidated financial statements are consistent with those followed in the preparation of the Group’s annual financial statements for the year ended 30 June 2020, except for the adoption of new standards and interpretations below.

d) Changes in Accounting Policy

All relevant new and amended Accounting Standards and Interpretations which became applicable on 1 July 2020 have been adopted by the Group.

The adoption of these amendments did not have any material impact on the current period, prior period and is not likely to affect future periods.

There are no other standards that are not yet effective and that would be expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

e) Going Concern

The Group currently has a net current assets of \$13.892 million and incurred a net loss for the half-year ended 31 December 2020 of \$0.811 million, with net operating cash outflows of \$1.526 million and cash net outflows from investing operations of \$4.836 million.

On 14 December 2020, the Company announced that it had received a non-binding indicative offer (NBIO) from BBI Group Pty Ltd (BBIG) in relation to a potential ownership restructuring opportunity of the infrastructure associated with the Company’s Pilbara Iron Ore Project (PIOP). The Company also entered into a Funding Agreement with BBIG to provide funding support of up to \$1 million to the Company for third party costs incurred by the Company in progressing discussions with BBIG in relation to the NBIO.

Notwithstanding the above, the Group’s cash flow forecast indicates a need to raise additional funds to enable the Group to meet its obligations for the next 12 months. At this stage, these additional funding requirements have not yet been arranged. If additional funds cannot be secured, there exists a material uncertainty that the Company will continue as a going concern.

If the Company is unable to continue as a going concern, it may be required to realise its assets and/or settle its liabilities other than in the ordinary course of business and at amounts different from those stated in this financial report.

3 Segment Reporting

31 Dec 20	Pilbara Iron Ore	Canegrass	Total
	\$'000	\$'000	\$'000
Segment result	-	-	-
Impairment of assets	-	-	-
Capital expenditure	3,329	214	3,543
31 Dec 19			
Segment result	-	-	-
Impairment of assets	-	-	-
Capital expenditure	1,620	376	1,996
31 Dec 20			
	Pilbara Iron Ore	Canegrass	Total
	\$'000	\$'000	\$'000
Total segment assets	67,078	2,168	69,246
Unallocated assets			15,027
Total assets			<u>84,273</u>
30 Jun 20			
Total segment assets	63,028	1,954	64,982
Unallocated assets			4,553
Total assets			<u>69,535</u>

A reconciliation of segment loss to operating loss before income tax is provided as follows:

	31 Dec 20	31 Dec 19
	\$'000	\$'000
Total segment loss	-	-
Finance income	7	12
Other income	76	-
Administrative expenses	(859)	(4,364)
Finance costs	(35)	(96)
Loss before income tax	<u>(811)</u>	<u>(4,448)</u>

4 Expenses

	31 Dec 20	31 Dec 19
	\$'000	\$'000
Administrative expenses		
Compliance	102	73
Insurance	179	172
Consultants	163	1,867
Administration costs	50	234
Salary and wages	195	398
Legal fees	145	1,586
Occupancy costs	16	25
Other	9	9
	<u>859</u>	<u>4,364</u>

5 Restricted cash

	31 Dec 20	30 Jun 20
	\$'000	\$'000
Restricted cash ¹	1,481	-
	<u>1,481</u>	<u>-</u>

¹ Restricted cash relates to cash held by PIOP Mine Co NL which is the incorporated Joint Venture vehicle under which the Farm-In Agreement with BBI Group Pty Ltd operates. This cash is only available for use to progress the feasibility study of the Pilbara Iron Ore Project.

6 Other assets

	31 Dec 20 \$'000	30 Jun 20 \$'000
Prepayments ¹	766	405
Receivable from BBIG ²	10,557	-
	11,323	405

¹ Prepayments represents the prepaid portion of the Group's insurances and tenement rents.

² A receivable has been recognised in relation to the minimum annual expenditure required under the Farm-In Agreement with BBI Group Pty Ltd of \$15.0 million offset by the actual expenditure incurred on the feasibility study under the Farm-In Agreement.

7 Trade and other payables

	31 Dec 20 \$'000	30 Jun 20 \$'000
Trade payables	65	194
Other payables	194	308
Joint Venture payables ¹	876	-
	1,135	502

¹ Joint Venture payables relates to amounts owing by PIOP Mine Co NL which is the incorporated Joint Venture vehicle under which the Farm-In Agreement with BBI Group Pty Ltd operates.

8 Provision

	31 Dec 20 \$'000	30 Jun 20 \$'000
Current Rehabilitation provision	-	85
Non-Current Rehabilitation provision	666	665
	666	750

9 Borrowings

The Company has a long term \$3.000 million loan facility with PIO Mines Pty Ltd which is due for repayment on 30 June 2022. This loan is unsecured, with capitalised interest quarterly at a rate of BBSW plus a 2% margin.

Accrued interest at 31 December 2020 has been capitalised to the loan totalling \$0.122 million (2019: \$0.032 million).

10 Contributed Equity

	Number of shares	\$'000
Issued shares:		
At 1 Jul 20	4,221,185,881	160,694
Share consolidation (25:1) ¹	(4,052,337,304)	-
As at 31 Dec 20	168,848,577	160,694

¹ At the Annual General Meeting held in November 2020, shareholders approved a share consolidation of 25 to one.

11 Reserves

The PIOP B Class Reserve represents the minimum annual expenditure required under the Farm-In Agreement with BBI Group Pty Ltd.

12 Contingent Assets and Liabilities

The Directors are not aware of any contingent assets or liabilities as at 31 December 2020.

13 Commitments

Exploration Commitments

In order to maintain current rights of tenure to exploration tenements, the Group is required to meet the minimum expenditure requirements specified by various States and Territory Governments. These obligations are subject to renegotiation when application for a mining lease is made and at other times. These obligations are not provided for in this financial report.

The minimum level of exploration expenditure expected in the half-year ending 30 June 2021 for the Group is approximately \$0.230 million relating to the Group's Canegrass project only. These obligations are expected to be fulfilled in the normal course of operations. The minimum level of exploration expenditure required for the Group's Pilbara Iron Ore Project of \$1.115 million is required to be met under the obligations of the Farm-In Agreement with BBI Group Pty Ltd.

14 Related party transactions

Other transactions with related parties

For the period ended 31 December 2020, the Group paid Director Fees to TIO (NZ) Limited, its major shareholder, for Director services provided by Mr M Wolley and Mr E Davies. The total value of these services was \$70,000 (HY 2019: \$119,000).

Refer to Note 15 for details of the Funding Agreement with BBI Group Pty Ltd, provided subsequent to half-year end.

Refer to Note 8 for details of the loan facility with PIO Mines Pty Ltd, a subsidiary of the major shareholder, TIO (NZ) Limited.

The above transactions are all entered into under arm's length terms and conditions and in the normal course of business.

15 Events Occurring after the Reporting Period

On 15 January 2021, the Group announced that it had entered into a Funding Agreement with BBI Group Pty Ltd (BBIG) whereby BBIG have agreed to provide funding of up to \$1.0 million to the Company for third party costs incurred by the Company in progressing discussions with BBIG in relation to the potential ownership restructuring opportunity of the infrastructure associated with the Pilbara Iron Ore Project (Transaction).

The funding is to be provided in three equal instalments in January, March and April 2021. The January and March 2021 instalments have already been received. The funding is only repayable if a Transaction is executed and completed with BBIG on the later of the completion date and 31 December 2021.

On 5 March 2021, the Company announced the appointment of Ms Amy Jiang, as a nominee Non-Executive Director of the Company's second largest shareholder, OCJ Investment (Australia) Pty Ltd.

Directors' Declaration

In accordance with a resolution of the Directors of Flinders Mines Limited, I state that:

1. In the opinion of the Directors:
 - a) The financial statements and notes of Flinders Mines Limited for the half-year ended 31 December 2020 are in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of its financial position as at 31 December 2020 and performance;
 - (ii) complying with Accounting Standards AASB 134 Interim Financial Reporting and the *Corporations Regulations 2001*.
 - b) With reference to note 2(e), there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

On behalf of the Board



Neil Warburton
Non-Executive Chairman

Perth, Western Australia
16 March 2021

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Independent Auditor's Review Report

To the shareholders of Flinders Mines Limited

Conclusion

We have reviewed the accompanying **Half-year Financial Report** of Flinders Mines Limited.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the Half-year Financial Report of Flinders Mines Limited does not comply with the *Corporations Act 2001*, including:

- giving a true and fair view of the **Group's** financial position as at 31 December 2020 and of its performance for the half-year ended on that date; and
- complying with *Australian Accounting Standard AASB 134 Interim Financial Reporting* and the *Corporations Regulations 2001*.

The **Half-year Financial Report** comprises:

- Consolidated statement of financial position as at 31 December 2020
- Consolidated statement of profit or loss and other comprehensive income, Consolidated statement of changes in equity and Consolidated statement of cash flows for the Half-year ended on that date
- Notes 1 to 15 comprising a summary of significant accounting policies and other explanatory information
- The Directors' Declaration.

The **Group** comprises Flinders Mines Limited and the entities it controlled at the Half-year's end or from time to time during the Half-year.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Financial Report* section of our report.

We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the *Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Material uncertainty related to going concern

We draw attention to Note 2(e), "Going Concern" in the Half-year Financial Report. The events or conditions disclosed in Note 2(e), indicate a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern and, therefore, whether it will realise its assets and discharge its liabilities in the normal course of business, and at the amounts stated in the Half-year Financial Report. Our conclusion is not modified in respect of this matter.

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Responsibilities of the Directors for the Half-year Financial Report

The Directors of the Company are responsible for:

- the preparation of the Half-year Financial Report that gives a true and fair view in accordance with *Australian Accounting Standards* and the *Corporations Act 2001*
- such internal control as the Directors determine is necessary to enable the preparation of the Half-year Financial Report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities for the Review of the Half-year Financial Report

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

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

KPMG

R Gambitta
Partner

Perth

16 March 2021

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