## Flinders Mines Limited ABN 46 091 118 044

Financial Report for the half-year ended 31 December 2021

## **Contents Page**

Corporate Directory	3
Directors' Report	4
Auditors Independence Report	6
Financial Statements	7
Directors' Declaration	15
Independent Auditor's Report to the Members	16



## **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

Evan Davies

Non-Executive Director

Amy Jiang

Non-Executive Director

Officers

Andrew Whitehead General Manager

### **Joint Company Secretaries**

Sarah Wilson

**Shannon Coates** 

#### **Registered Office**

45 Ventnor Avenue

West Perth WA 6005

AIUO BSM IBUOSIBÓ 10=

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 2021.

#### 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	Independent Non-Executive Chairman	19 October 2016
The Hon. Cheryl Edwardes AM	Independent 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	Independent Non-Executive Director	18 September 2019
Amy Jiang	Non-Executive Director	5 March 2021

#### **Joint Company Secretaries**

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 \$1.002 million (2020: \$0.811 million).

#### **Review of Operations**

#### Corporate

MUO BSM | BUOSJBQ JO-

#### BBIG Non Binding Indicative Offer

As announced in December 2020, the Company 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 PIOP integrated project (Potential Transaction). The Potential Transaction would result in Flinders retaining 100% ownership of its Pilbara Iron Ore Project (PIOP) as well as securing 100% of BBIG's port and rail infrastructure assets, as an integrated project within one public corporate group, Flinders.

Further, Flinders also held initial discussions with BBIG on a staged development approach that would accommodate a potential trucking operation prior to rail using the existing Farm-In Agreement framework.

In the December 2021 half year, these discussions and negotiations continued to be progressed by the independent Non-Executive Directors and Dr Andrew Whitehead, Flinders' General Manager.

There is no guarantee that the Proposed Transaction or any transaction will eventuate from these discussions and negotiations, and if the Proposed Transaction or variations to the existing Farm-In Agreement framework do not eventuate, the existing Farm-In Agreement will remain in place.

#### BBIG Funding Agreement

As announced on 15 January 2021, the Company entered into an agreement with BBIG (Funding Agreement) whereby BBIG agreed to provide funding support of up to \$1.0 million to Flinders for third party costs incurred by Flinders in progressing discussions with BBIG in relation to the Potential Transaction. A transaction was not executed and completed by 31 December 2021, therefore, pursuant to the terms of the Funding Agreement, this \$1.0 million was not repayable to BBIG and has been included in Other Income in the Statement of Comprehensive Income.

#### Shortfall under the Farm-In Agreement

In September 2021, the Company announced that the total annual shortfall amount under the Farm-In Agreement with BBIG was \$7,486,279, with \$5,486,279 paid in November 2021 and \$2.0 million received earlier in June 2021 as a shortfall advance. Under the Farm-In Agreement, BBIG are required to procure an annual feasibility spend of no less than \$15.0 million and where this minimum spend does not occur, the difference is distributed to Flinders.

The amount of \$5,486,279 was received in November 2021.

#### Pilbara Iron Ore Project, Western Australia

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

The first phase of Blacksmith rehabilitation (capping of existing holes) was completed. Water dipping and monitoring activities were also conducted to capture essential monitoring data. Site familiarisation activities were undertaken by members of the team to gain a better understanding of the PIOP areas including mining, heritage and environmental risks.

The Department of Mines Industry Regulation and Safety (DMIRS) provided final approval of a consolidated programme of works (POW) that agglomerates some 20 pre-existing POW's with outstanding rehabilitation obligations, all relating to the PIOP tenements;

The award of contracts and safe mobilisation of contractors for the Blacksmith camp upgrade and rehabilitation programme was the major focus area for July and August 2021. These activities were subsequently suspended in October 2021 due to a bushfire occurring at the PIOP. There were no injuries sustained to any personnel on site and no damage sustained to equipment and facilities at PIOP. Rehabilitation activities are planned to commence again in July 2022, following the cyclone and bushfire season.

During the half year, initial discussions with the Wintawari Guruma Aboriginal Corporation (WGAC) on cultural heritage, social surrounds and the Flinders Native Title Agreement over PIOP commenced.

On 17 August 2021, BBI's extension to the State Rail Agreement (SRA) was passed.

#### Canegrass Project, Western Australia

During the period ended 31 December 2021, the Company engaged CSA Global Pty Ltd to design an exploration programme that included both gold soil sampling and a drilling programme at the Canegrass Project. This work commenced in January 2022.

#### **Events Subsequent to the End of the Reporting Period**

There are no matters or circumstances that have arisen since 31 December 2021 that have significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

#### 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

Independent Non-Executive Chairman

Perth, Western Australia 14 March 2022





# 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 2021 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

14 March 2022

## Flinders Mines Limited Consolidated Statement of Profit or Loss and Other Comprehensive Income For the half-year ended 31 December 2021

	Notes	31 Dec 21 \$'000	31 Dec 20 \$'000
Finance income		4	7
Other income	7	1,000	76
Administrative expenses	4	(1,971)	(859)
Finance costs		(35)	(35)
Loss before income tax	_	(1,002)	(811)
Income tax (expense)/benefit		-	-
Loss for the period	<del>-</del>	(1,002)	(811)
Items that may be reclassified to profit or loss: Other comprehensive income		-	-
Other comprehensive loss for the period attributable to owners of the Company	_	(1,002)	(811)
Loss per share attributable to ordinary equity holders:		Cents	Cents
Basic and diluted loss per share		(0.593)	(0.480)

	Notes	31 Dec 21 \$'000	30 Jun 21 \$'000
Current assets			
Cash and cash equivalents		5,856	2,938
Restricted cash	5	71	747
Trade and other receivables		98	40
Other assets	6	15,358	7,452
Total current assets	<del>-</del>	21,383	11,177
Non-current assets			
Exploration and evaluation		75,937	73,761
Total non-current assets	<del>-</del>	75,937	73,761
Total assets	-	97,320	84,938
Current liabilities			
Trade and other payables	7	540	1,336
Loans and borrowings	8	3,188	3,188
Provisions	9	2,915	1,553
Total current liabilities		6,643	6,077
Non-current liabilities			
Provisions	9	-	2,182
Total non-current liabilities		-	2,182
Total liabilities	-	6,643	8,259
Net assets	- -	90,677	76,679
Equity			
Contributed equity	10	160,694	160,694
Reserves	11	30,000	15,000
Accumulated losses		(100,017)	(99,015)
Total equity	_	90,677	76,679

	Contributed equity	Accumulated losses	PIOP B Class Reserves	Total equity
	\$'000	\$'000	\$'000	\$'000
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
Balance at 1 Jul 21	160,694	(99,015)	15,000	76,679
Loss for the period	-	(1,002)	-	(1,002)
Total comprehensive loss for the period	-	(1,002)	-	(1,002)
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 21	160,694	(100,017)	30,000	90,677

	31 Dec 21 \$'000	31 Dec 20 \$'000
Cash flows from operating activities	<b>4 666</b>	<b>¥</b> 555
Payments to suppliers and employees	(2,429)	(1,533)
Interest received	4	7
Net cash outflow from operating activities	(2,425)	(1,526)
Cash flows from investing activities		
Payments for exploration activities	(2,719)	(3,355)
Net cash outflow from investing activities	(2,719)	(3,355)
Cash flows from financing activities		
Proceeds from issues of PIOP Mine Co NL Class B Shares	7,386	4,443
Proceeds from borrowings	-	-
Net cash inflow from financing activities	7,386	4,443
Net decrease in cash and cash equivalents	2,242	(438)
Cash and cash equivalents at the beginning of the half year	3,685	4,101
Cash and cash equivalents at the end of the half year <sup>1</sup>	5,927	3,663

<sup>&</sup>lt;sup>1</sup> This amount includes \$0.071 million (2020: \$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.

#### 1 Corporate information

The consolidated financial report of Flinders Mines Limited and its subsidiaries (together referred to as the "the "Group") for the half-year ended 31 December 2021 was authorised for issue in accordance with a resolution of the Directors on 14 March 2022.

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 2021.

#### 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 2021.

#### 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 2021

#### d) Changes in Accounting Policy

All relevant new and amended Accounting Standards and Interpretations which became applicable on 1 July 2021 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 Company may require further funding in the next 12 months, after the repayment of the PIO Mines Pty Ltd loan in June 2022. The requirement for further funding would be dependent on the outcome of certain negotiations currently underway with BBI Group Pty Ltd. The Company considers that there are options available for this potential funding, such as an advance on any estimated shortfall under the Farm-In Agreement with BBI Group Pty Ltd. On this basis, the interim financial report has been prepared by adopting the going concern assumption.

#### 3 Segment Reporting

31 Dec 21	PIOP	Canegrass	Total
	\$'000	\$'000	\$'000
Segment result	-	-	-
Impairment of assets	-	-	-
Capital expenditure	2,157	20	2,177
31 Dec 20			
Segment result	-	-	-
Impairment of assets	-	-	-
Capital expenditure	3,329	214	3,543
31 Dec 21	PIOP	Canegrass	Total
	\$'000	\$'000	\$'000
Total segment assets	73,751	2,257	76,008
Unallocated assets			21,312
Total assets			97,320
30 Jun 21			
Total segment assets	72,271	2,237	74,508
Unallocated assets			10,430
Total assets		<del>-</del>	84,938

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

	31 Dec 21	31 Dec 20
	\$'000	\$'000
Total segment loss	-	-
Finance income	4	7
Other income	1,000	76
Administrative expenses	(1,971)	(859)
Finance costs	(35)	(35)
Loss before income tax	(1,002)	(811)

## 4 Expenses

		31 Dec 20
	\$'000	\$'000
Administrative expenses		
Compliance	134	102
Insurance	385	179
Consultants	630	82
Administration costs	44	50
Salary and wages	392	276
Legal fees	364	145
Occupancy costs	15	16
Other	7	9
	1,971	859

#### 5 Restricted cash

	31 Dec 21	30 Jun 21	
	\$'000	\$'000	
Restricted cash <sup>1</sup>	71	747	
	71	747	•

<sup>&</sup>lt;sup>1</sup> 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 21 \$'000	30 Jun 21 \$'000
Prepayments <sup>1</sup>	667	375
Receivable from BBIG <sup>2</sup>	14,691	7,077
	15,358	7,452

<sup>&</sup>lt;sup>1</sup> Prepayments represents the prepaid portion of the Group's insurances.

#### 7 Trade and other payables

	31 Dec 21	30 Jun 21
	\$'000	\$'000
Trade and other payables <sup>1</sup>	139	300
BBI Advance <sup>2</sup>	-	1,000
Joint Venture payables <sup>3</sup>	401	36
	540	1,386

<sup>&</sup>lt;sup>1</sup> Included in Trade and other payable is an amount of \$0.03 million in accrued interest associated with the PIO Mines Pty Ltd loan which is due for repayment on 30 June 2022.

As at 31 December 2021, no agreement was executed or completed with BBIG to the period to 31 December 2021, as such, this amount was recognised in Other Income in the Statement of Comprehensive Income.

<sup>3</sup> 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 BBIG operates.

#### **Borrowings**

The Company has a long term \$3.0 million loan facility with PIO Mines Pty Ltd which is due for repayment on 30 June 2022. This loan is unsecured, with capitalised interest annually at a rate of BBSW plus a 2% margin.

Accrued interest at 31 December 2021 has been capitalised to the loan totalling \$0.188 million (30 June 2021: \$0.188 million).

#### 9 **Provision**

	31 Dec 21 \$'000	30 Jun 21 \$'000
Current Rehabilitation provision	2,915	1,553
Non-Current Rehabilitation provision	-	2,182
	2,915	3,735

#### 10 **Contributed Equity**

	Number of shares	\$'000
Issued shares:		
At 1 Jul 20	168,848,577	160,694
At 31 Dec 20	168,848,577	160,694
At 1 Jul 21	168,848,577	160,694
As at 31 Dec 21	168,848,577	160,694

#### 11 Reserves

The PIOP B Class Reserve represents the minimum annual expenditure required under the Farm-In Agreement with BBI Group Pty Ltd. The Farm-In Agreement is now in the second anniversary year of its operation and as such an additional \$15.0 million has been recognised in this reserve.

<sup>&</sup>lt;sup>2</sup> 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.

<sup>&</sup>lt;sup>2</sup> Represents funding that BBI Group Pty Ltd (BBIG) provided to support up to \$1.0 million of 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. The funding was only repayable if an agreement was executed by 31 December 2021 and subsequently completed, with payment due on the latter of the completion date and 31 December 2021.

#### 12 **Contingent Assets and Liabilities**

The Directors are not aware of any contingent assets or liabilities as at 31 December 2021.

#### 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 year ending 30 June 2023 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 2021, 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 2020: \$70,000).

Refer to Note 7 for details of the Funding Agreement with BBI Group Pty Ltd.

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.

#### **Events Occurring after the Reporting Period** 15

There are no matters or circumstances that have arisen since 31 December 2021 that have significantly affected. or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

## **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 2021 are in accordance with the *Corporations Act 2001*, including:
  - giving a true and fair view of its financial position as at 31 December 2021 and performance for the half year ended on that date;
  - (ii) complying with Accounting Standards AASB 134 Interim Financial Reporting and the Corporations Regulations 2001.
- b) 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

St. F. Wark

Neil Warburton Independent Non-Executive Chairman

Perth, Western Australia 14 March 2022



## 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 2021 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 2021;
- 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; and
- 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 these requirements.

### 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; and
- 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.

KPMG, an Australian partnership and a member firm of the KPMG global organisation of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee. All rights reserved. The KPMG name and logo are trademarks used under license by the independent member firms of the KPMG global organisation. Liability limited by a scheme approved under Professional Standards Legislation



## 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 2021 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.

**KPMG** 

R Gambitta Partner

Perth

14 March 2022