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**BLACK CAT SYNDICATE LIMITED**  
**ABN 63 620 896 282**

**Interim Consolidated Financial Report**

**For the Half-Year Ended**  
**31 December 2021**

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### **Directors' Report**

The Directors present their interim consolidated report of Black Cat Syndicate Limited (**Black Cat** or **the Company**) and its controlled entity (**Group**) for the half-year ended 31 December 2021.

#### **DIRECTORS**

The following persons were Directors of Black Cat during the whole of the period and up to the date of this report, (unless otherwise stated):

Paul Chapman	(Non-Executive Chairman)
Gareth Solly	(Managing Director)
Les Davis	(Non-Executive Director)
Philip Crutchfield	(Non-Executive Director)
Tony Polglase	(Non-Executive Director)

#### **COMPANY SECRETARIES**

Mark Pitts  
Dan Travers

#### **PRINCIPAL ACTIVITIES**

The principal activities of the Company during the financial period were mineral exploration, resource development and economic studies at the Company's Bulong and Fingals Gold Projects in Western Australia. There were no significant changes in these activities during the financial period.

#### **REVIEW OF OPERATIONS**

The consolidated net loss after income tax for the half-year was \$1,592,068 (2020: \$776,687).

Operations during the reporting period were primarily focused on gold exploration, resource development and undertaking economic studies at the Group's gold projects in Western Australia.

At the end of the half-year the Group had \$5,663,117 in cash and at call deposits (30 June 2021: \$16,049,091). Capitalised mineral exploration and evaluation expenditure (including acquisition costs) is \$35,181,581 (30 June 2021: \$29,124,255).

#### **SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS**

There have been no significant changes in the state of affairs of the Company and Group during or since the end of the financial period.

#### **MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL PERIOD**

There has not arisen in the interval between the end of the financial period and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Company to affect substantially the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent financial years.

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**Directors' Report**

**AUDITOR'S INDEPENDENCE DECLARATION**

A copy of the Auditor's Independence Declaration as required under Section 307C of the Corporations Act is set out on the following page.

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

Signed at Perth this 15<sup>th</sup> day of March 2022.



**Gareth Solly**  
**Managing Director**

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## AUDITOR'S INDEPENDENCE DECLARATION

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the review of Black Cat Syndicate Limited for the half year ended 31 December 2021, I declare that, to the best of my knowledge and belief, there have been:

- a) no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the review; and
- b) no contraventions of any applicable code of professional conduct in relation to the review.



**Crowe Perth**



**Cyrus Patell**  
Partner

Signed at Perth, 15 March 2022

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**BLACK CAT SYNDICATE LIMITED**  
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**Consolidated Statement of Profit or Loss and Other Comprehensive Income**  
**For the half-year ended 31 December 2021**

	Note	31 December 2021 \$	31 December 2020 \$
Government cash flow assistance grant		-	50,000
Interest income		<b>11,780</b>	12,847
<b>Other income</b>		<b>11,780</b>	62,847
Legal and professional		<b>(15,574)</b>	(53,687)
Employee costs	12	<b>(840,962)</b>	(213,139)
Equity based remuneration	11	<b>(242,143)</b>	(275,063)
Loss on disposal of assets		<b>(1,188)</b>	(26,060)
Depreciation and amortisation		<b>(41,605)</b>	(8,734)
Corporate advisory		<b>(45,000)</b>	(60,000)
Marketing and promotion		<b>(6,944)</b>	(13,718)
Administration and other expenses		<b>(421,147)</b>	(167,797)
Gains/(Losses) on foreign exchange		<b>12,568</b>	(17,163)
Exploration costs expensed		-	-
Travel		<b>(1,853)</b>	(4,173)
<b>Loss before income tax</b>		<b>(1,592,068)</b>	(776,687)
Income tax benefit/(expense)		-	-
<b>Loss for the half-year</b>		<b>(1,592,068)</b>	(776,687)
Other comprehensive income		-	-
<b>Total comprehensive income for the period</b>		<b>(1,592,068)</b>	(776,687)
<b>Loss per share</b>			
Basic loss per share (cents)		<b>(1.1)</b>	(0.7)
Diluted loss per share (cents)		<b>(1.1)</b>	(0.7)

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

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**BLACK CAT SYNDICATE LIMITED**  
**ABN 63 620 896 282**

**Consolidated Statement of Financial Position**  
**As at 31 December 2021**

Note	31 December 2021 \$	30 June 2021 \$
<b>Current assets</b>		
Cash and cash equivalents	5,663,117	16,049,091
Trade and other receivables	234,806	214,443
<b>Total current assets</b>	<b>5,897,923</b>	16,263,534
<b>Non-current assets</b>		
Bonds and deposits	44,920	44,920
Right of use assets	161,123	194,458
Property, plant and equipment	4,899,220	2,724,193
Capitalised mineral exploration and evaluation expenditure	35,181,581	29,124,255
<b>Total non-current assets</b>	<b>40,286,844</b>	32,087,826
<b>Total assets</b>	<b>46,184,767</b>	48,351,360
<b>Current liabilities</b>		
Trade and other payables	1,000,755	1,795,457
Employee entitlements	214,433	207,642
Lease liabilities	59,555	58,033
<b>Total current liabilities</b>	<b>1,274,743</b>	2,061,132
<b>Non-current liabilities</b>		
Lease liabilities	102,083	132,362
<b>Total non-current liabilities</b>	<b>102,083</b>	132,362
<b>Total liabilities</b>	<b>1,376,826</b>	2,193,494
<b>Net assets</b>	<b>44,807,941</b>	46,157,866
<b>Equity</b>		
Issued capital	50,435,467	50,435,467
Accumulated losses	(7,165,774)	(5,573,706)
Share based payments reserve	1,538,248	1,296,105
<b>Total equity</b>	<b>44,807,941</b>	46,157,866

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

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**BLACK CAT SYNDICATE LIMITED**  
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**Consolidated Statement of Changes in Equity**  
**For the half-year ended 31 December 2021**

	Issued Capital	Accumulated Losses	Share Based Payments Reserve	Total
	\$	\$	\$	\$
<u>Half-year ended 31 December 2020</u>				
Balance at the start of the financial period	14,395,187	(3,278,232)	909,328	12,026,283
Comprehensive loss for the financial period	-	(776,687)	-	(776,687)
Share issued (net of costs)	17,233,609	-	-	17,233,609
Movement in share-based payments reserve in respect of options vested	-	-	275,063	275,063
Transfer in reserves in respect of options exercised	-	14,660	(14,660)	-
Balance at the end of the financial period	31,628,796	(4,040,259)	1,169,731	28,758,268
<u>Half-year ended 31 December 2021</u>				
Balance at the start of the financial period	50,435,467	(5,573,706)	1,296,105	46,157,866
Comprehensive loss for the financial period	-	(1,592,068)	-	(1,592,068)
Share issued (net of costs)	-	-	-	-
Movement in share-based payments reserve in respect of options vested	-	-	242,143	242,143
Transfer in reserves in respect of options exercised	-	-	-	-
Balance at the end of the financial period	50,435,467	(7,165,774)	1,538,248	44,807,941

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

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**BLACK CAT SYNDICATE LIMITED**  
**ABN 63 620 896 282**

**Consolidated Statement of Cash Flows**  
**For the half-year ended 31 December 2021**

Note	31 December 2021 \$	31 December 2020 \$
<b>Cash flows from operating activities</b>		
Government cash flow assistance grant	-	50,000
Interest paid	(3,477)	-
Interest received	11,780	12,847
Payments to suppliers and employees	(1,527,528)	(607,415)
	<b>(1,519,225)</b>	<b>(544,568)</b>
<b>Cash flows from investing activities</b>		
Proceeds on disposal of assets	1,180	-
Payments for property, plant and equipment	(2,452,559)	(66,925)
Payments for project acquisitions	(38,043)	(855,574)
Payments for exploration costs	(6,250,531)	(4,964,391)
	<b>(8,739,953)</b>	<b>(5,886,890)</b>
<b>Cash flows from financing activities</b>		
Payments for financing repayments	(110,384)	-
Payments for lease liability repayments	(28,980)	-
Proceeds from the issue of shares	-	10,359,326
Payments for costs associated with issues of shares	-	(786,061)
	<b>(139,364)</b>	<b>9,573,265</b>
<b>Net (decrease)/increase in cash held</b>	<b>(10,398,542)</b>	<b>3,141,807</b>
<b>Cash at the beginning of the period</b>	<b>16,049,091</b>	<b>2,868,148</b>
Effect of foreign exchange on cash assets	12,568	(17,163)
<b>Cash at the end of the period</b>	<b>5,663,117</b>	<b>5,992,792</b>

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

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**Notes to the Interim Financial Statements  
For the half-year ended 31 December 2021**

**Note 1 Basis of preparation of half-year report**

**Statement of compliance**

The half-year financial report is a general purpose financial report prepared in accordance with the *Corporations Act 2001* and AASB 134 *Interim Financial Reporting*. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 *Interim Financial Reporting*. The half-year report does not include notes of the type normally included in an annual financial report and shall be read in conjunction with the 30 June 2021 annual financial statements.

The Group is a for profit entity for financial reporting purposes under Australian Accounting Standards.

**Basis of preparation**

The consolidated financial statements have been prepared on the basis of historical cost, except for the revaluation of certain non-current assets and financial instruments. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

These accounting policies are consistent with those previously disclosed in the 30 June 2021 annual financial statements unless otherwise stated.

The half-year financial report was approved by the Board of Directors on 15 March 2022.

***New or amended Accounting Standards and Interpretations Adopted***

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

**Critical accounting estimates**

The preparation of financial statements in conformity with Australian equivalents to International Financial Reporting Standards (AIFRS) requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies.

The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 2.

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**Notes to the Interim Financial Statements**  
**For the half-year ended 31 December 2021**

**Note 1           Basis of preparation of half-year report (continued)**

**Principles of consolidation**

The financial statements of subsidiary companies are included in the consolidated financial statements from the date control commences until the date control ceases. The financial statements of subsidiary companies are prepared for the same reporting period as the parent company, using consistent accounting policies.

Inter-entity balances resulting from transactions with or between controlled entities are eliminated in full on consolidation. Investments in subsidiary companies are accounted for at cost in the individual financial statements of the Company.

**Note 2           Critical accounting estimates and judgements**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

Accounting for capitalised exploration and evaluation expenditure

There is some subjectivity involved in the carrying forward as capitalised or writing off to the income statement exploration and evaluation expenditure, however, management give due consideration to areas of interest on a regular basis and are confident that decisions to either write off or carry forward such expenditure reflect fairly the prevailing situation.

Accounting for share based payments

The values of amounts recognised in respect of share-based payments have been estimated based on the fair value of the equity instruments granted. Fair values of options issued are estimated by using an appropriate option pricing model. There are many variables and assumptions used as inputs into the models. If any of these assumptions or estimates were to change, this could have a significant effect on the amounts recognised.

**Note 3           Segment information**

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors in assessing performance and determining the allocation of resources. Reportable segments disclosed are based on aggregating operating segments, where the segments have similar characteristics. The Group's sole activity is mineral exploration and resource development wholly within Australia, therefore it has aggregated all operating segments into the one reportable segment being mineral exploration.

The reportable segment is represented by the primary statements forming these financial statements.

**Note 4           Dividends**

No dividends were paid or proposed during the period.

The Company has no franking credits available as at 31 December 2021 or 31 December 2020.

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Notes to the Interim Financial Statements  
For the half-year ended 31 December 2021

**Note 5 Capitalised mineral exploration and evaluation expenditure**

	Period to 31 December 2021 \$	Period to 31 December 2020 \$
Balance at 1 July	29,124,255	10,030,732
Acquisition of exploration assets	38,043	8,515,919
Capitalised costs for the period	6,019,283	5,105,777
<b>Balance at 31 December</b>	<b>35,181,581</b>	<b>23,652,428</b>

The recoverability of the carrying amount of the exploration and evaluation assets is dependent upon successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Grants receivable in relation to undertaking exploration activities reduce the asset or expense recognised in respect of the relevant activity.

**Note 6 Contingencies**

There has been no material change to the contingent assets or liabilities since 30 June 2021.

**Note 7 Commitments**

There has been no material change to commitments since 30 June 2021.

**Note 8 Events occurring after the reporting date**

There has not arisen in the interval between the end of the financial period and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Company to affect substantially the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent financial years.

**BLACK CAT SYNDICATE LIMITED**  
**ABN 63 620 896 282**

**Notes to the Interim Financial Statements**  
**For the half year ended 31 December 2021**

**Note 9 Issued capital**

	<i>Issue price</i>	<b>31 Dec 2021 No.</b>	<b>31 Dec 2021 \$</b>	31 Dec 2020 No.	31 Dec 2020 \$
<b><i>Share movements during the period</i></b>					
Balance at 1 July		<b>140,807,811</b>	<b>50,435,467</b>	87,947,952	14,395,187
Share issued on exercise of options <sup>1</sup>	\$0.20	-	-	1,576,631	315,326
Share issued on exercise of options <sup>1</sup>	\$0.22	-	-	200,000	44,000
Shares issued to acquire Fingals and Rowe's Find gold projects	\$0.91	-	-	8,417,962	7,660,345
Placement shares issued	\$0.82	-	-	12,195,122	10,000,000
Placement shares issued		-	-	-	-
Less share issue costs		-	-	-	(786,062)
<b>Balance at 31 December</b>		<b>140,807,811</b>	<b>50,435,467</b>	110,337,667	31,628,796

<sup>1</sup>Shares issued on the exercise of options (refer note 10).

**Note 10 Options**

During the current and comparative financial period the following movements in options over unissued shares occurred:

	<b>31 December 2021 No.</b>	31 December 2020 No.
Options on issue at 1 July	<b>13,283,147</b>	14,492,778
Options exercised <sup>1</sup>	-	(1,576,631)
Options exercised <sup>2</sup>	-	(200,000)
Options issued to employees pursuant to the Company's Incentive Option Plan or with shareholder approval ( <i>note 11</i> )	<b>1,719,000</b>	812,000
<b>Options on issue at the start of the financial period</b>	<b>15,002,147</b>	13,528,147

<sup>1</sup> Options exercisable at \$0.20 each and expiring 17 January 2023 exercised during the prior period (refer note 9).

<sup>2</sup> Options exercisable at \$0.22 each and expiring 31 July 2022 exercised during the prior period (refer note 9).

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**Notes to the Interim Financial Statements**  
**For the half year ended 31 December 2021**

**Note 11 Share based payments**

1,719,000 options issued to employees and officers during the period (*refer Note 10*) have been valued using the Black Scholes option valuation model using the following inputs:

Number of Options Issued	1,719,000
Share price at grant date	\$0.56
Exercise price	\$0.83
Grant date	9 Nov 2021
Expiry date	8 Nov 2025
Risk free rate	1.3%
Volatility	47.7%
<b>Fair value of options issued</b>	<b>\$242,143</b>

**Note 12 Employee costs**

Employee costs of \$840,962 (2020: \$213,19) are inclusive of fees, salaries, superannuation and other employee related expenses and are stated after an allocation to exploration costs of \$1,017,936 (2020: \$591,349).

**Note 13 Property, plant and equipment**

	Motor Vehicles and Field Equipment \$	Office Equipment \$	Mill capital \$	Total \$
Cost at 1 July 2021	116,271	75,934	2,572,832	2,765,037
Additions	-	11,604	2,211,073	2,222,677
Disposed	-	(31,000)	-	(31,000)
<b>Cost at 31 December 2021</b>	<b>116,271</b>	<b>56,538</b>	<b>4,783,905</b>	<b>4,956,714</b>
Accumulated depreciation at the start of the financial year	(27,439)	(13,405)	-	(40,844)
Depreciation expense at 1 July 2021	(9,048)	(7,916)	-	(16,964)
Depreciation on assets disposed	-	315	-	315
<b>Accumulated depreciation at 31 December 2021</b>	<b>(36,487)</b>	<b>(21,007)</b>	<b>-</b>	<b>(57,493)</b>
Net book value at 1 July 2021	88,832	62,529	2,572,832	2,724,193
<b>Net book value at 31 December 2021</b>	<b>79,785</b>	<b>35,531</b>	<b>4,783,905</b>	<b>4,899,220</b>

No items of property, plant and equipment have been pledged as security by the Group.

Mill Capital relates to acquisition and related costs relating to mill and associated infrastructure acquired in respect of the Group's Kal East Gold Project proposed processing plant.

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**Directors' Declaration**

The Directors of Black Cat Syndicate Limited ("the Consolidated Entity") declare that:

- (a) the interim financial statements and notes set out on pages 6 to 14 are in accordance with the Corporations Act 2001, including:
  - (i) complying with Australian Accounting Standard AASB 134 – *Interim Financial Reporting*, and the Corporations Regulations 2001; and
  - (ii) give a true and fair view of the financial position as at 31 December 2021 and of the performance for the period ended on that date of the Consolidated Entity.
- (b) there are reasonable grounds to believe that the Consolidated Entity 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 Directors.

Signed at Perth this 15<sup>th</sup> day of March 2022.



**Gareth Solly**  
**Managing Director**

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## INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF BLACK CAT SYNDICATE LIMITED AND ITS CONTROLLED ENTITY

### Report on the Half-Year Financial Report

#### *Conclusion*

We have reviewed the half-year financial report of Black Cat Syndicate Limited and its controlled entity (the Group), which comprises the consolidated statement of financial position as at 31 December 2021, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and the consolidated statement of cash flows for the half-year ended on that date, condensed notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of Black Cat Syndicate Limited and its controlled entity does not comply with the *Corporations Act 2001* including:

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

#### *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 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 (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.

#### *Responsibility of the Directors for the Financial Report*

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

#### *Auditor's Responsibility for the Review of the 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 is not in accordance 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.



**Crowe Perth**



**Cyrus Patell**  
Partner

Signed at Perth, 15 March 2022