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# **Flinders Mines Limited**

ABN 46 091 118 044

## **Financial Report for the half-year ended 31 December 2019**

# Flinders Mines Limited

## Half-Year Report

### 31 December 2019

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## Corporate Directory

### Board of Directors

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

### Chief Executive Officer

David McAdam

### Joint Company Secretary

Sarah Wilson  
Shannon Coates

### Registered Office

45 Ventnor Avenue  
West Perth WA 6005  
Telephone: 08 9389 4483  
Email: [info@flindersmines.com](mailto:info@flindersmines.com)  
Website: [www.flindersmines.com](http://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](http://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 2019.

### 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	Resignation
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	
David McAdam <sup>1</sup>	Executive Director	19 October 2016	9 July 2019
Shannon Coates	Non-Executive Director	20 June 2018	25 November 2019

<sup>1</sup> Mr McAdam was appointed as Chief Executive Officer on 9 July 2019, previously Mr McAdam was an Executive Director.

### 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 \$4.448m (2018: \$3.409m).

### Review of Operations

#### Corporate

##### *Appointment Non-Executive Director*

As part of the Board renewal process to seek wider Board representation of shareholders, and as announced on 17 June 2019, the Company appointed Mr James Gurry as a Non-Executive Director on 18 September 2019.

##### *PIOP Farm-In Transaction*

As announced on 17 June 2019, the Company established an Infrastructure Committee on 31 May 2019, a committee independent of its largest shareholder, TIO (NZ) Limited ('TIO'), to consider potential future infrastructure and capital alternatives for the Pilbara Iron Ore Project ('PIOP'). PricewaterhouseCoopers completed a review of all potential infrastructure solutions by assessing currently operating ports and proposed ports as well as associated rail infrastructure in the Pilbara region against key criteria, including, timing, current and future port capacity, project approval status, upfront capital expenditure requirements and strategic importance of the PIOP to the potential infrastructure provider.

This independent review found the BBI Group Pty Ltd's ('BBIG') Balla Balla Infrastructure Project to be the most favourable transport option for the PIOP to meet its requirements. Following completion of this review, the Company announced on 2 September 2019, it had negotiated a non-binding Terms Sheet with BBIG to jointly develop the PIOP.

On 28 November 2019, the Company announced it had entered into binding agreements with BBIG in relation to a farm-in incorporated joint venture for the PIOP, subject to shareholder approval, with the Company's largest shareholder, TIO, excluded from voting.

Subsequent to period end, on 30 January 2020, the Company announced that an Extraordinary General Meeting would be held on 3 March 2020 to consider the above transaction.

At the EGM held on 3 March 2020, Shareholders voted in favour of the proposed transaction.

Following shareholder approval of the transaction, the company will progress the terms of the farm in agreement, including:

- The Company will move to complete all its condition precedent to transaction documents;
- Move to form an incorporated joint venture with BBIG to enable commencement of a feasibility study;
- BBIG to spend a minimum of \$15.000m per annum over a 4-year period.

As a result of the positive shareholder vote, \$1.700m in success fees are now payable.

#### *Loan Facility*

On 2 September 2019, the Company announced that it agreed a Loan Facility and Subscription Agreement with PIO Mines Pty Limited, a subsidiary of the Company's largest shareholder. This loan facility was for an amount of \$5.000m, at an interest rate of the 6-month bank bill swap rate (BBSR) with a 2% per annum margin. The loan facility is unsecured and has a maturity of the earlier of 30 April 2020 or within 14 days of the closing of any capital raising the Company may undertake.

On 20 December 2019, the Company announced that the terms of this Loan Agreement were varied to make available a further \$2.000m.

As at 31 December 2019, \$5.000m of this loan was drawn and \$2.000m remained available to draw. This loan was fully drawn in January 2020.

#### *Subscription Agreement*

On 2 September 2019, the Company also entered into a Subscription Agreement with its largest shareholder, TIO. The Company intends to undertake a pro rata rights issue post the shareholder meeting seeking approval for the PIOP Farm-In Transaction, to repay the abovementioned Loan Facility and for working capital purposes.

TIO agreed to subscribe for the number of the Company's shares under the pro rata rights issue equal to the lesser of its pro rata entitlement and \$6.000m, subject to, amongst other things, TIO Board approval once the terms of the rights issue are determined and no later than 30 April 2020.

On 20 December 2019, the Company announced that the terms of this Subscription Agreement were varied, with TIO subscribing to a further \$2.000m (maximum \$8.000m), subject to the same conditions as above.

#### *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***

In addition to the above corporate activity, the Company undertook a Scoping Study in December 2019 and January 2020, with results released on 7 January 2020. This Scoping Study identifies a viable and significant open cut mining opportunity at the PIOP. Refer to the announcement 'Pilbara Iron Ore Project (PIOP) Scoping Study Results' on the Company's website for further information.

#### ***Canegrass, Western Australia***

The Company engaged CSA Global Pty Ltd to design and execute an exploration program with the objective to collect metallurgical drill samples from the Vanadium Titanium Magnetite ('VTM') Mineral Resource, complete preliminary metallurgical testwork on the VTM samples and continue the evaluation of the gold potential.

The program included on ground activities including soil sampling and three RC drill holes (294m total).

#### Soil sampling programme

In November 2019, Flinders completed a soil sampling programme on E58/236 targeting gold mineralisation along a structural trend north of the Honeypot gold prospect. A total of 29 soil samples were collected at 40m spacing along two W-E oriented lines 1km apart. In addition, 23 soil samples were collected in the north of E58/521 targeting VTM mineralisation. The results of these soil sampling activities showed no anomalous results were observed.

#### Drill programme

In December 2019, Flinders completed three Reverse Circulation Percussion (RCP) drill holes.

- E58/236 – 1 drill hole 126m
- E58/232 - 1 drill hole 60m (Kinks)
- E58/282 – 1 drill hole 108m (Fold Nose)

The purpose was to collect Resource Grade samples for metallurgical test work. The drill holes were collared on a previously cleared drill section and adjacent to known mineralisation. The assays (147 samples) for this drilling have not yet been received from the laboratory for analysis.

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

On 6 January 2020, the Company received the remaining \$2.000m under its short-term loan facility with PIO Mines Pty Ltd, making this short-term loan facility fully drawn.

On 7 January 2020, the Company announced a Scoping Study had been completed on the Pilbara Iron Ore Project.

On 30 January 2020, the Company announced an Extraordinary General Meeting would be held on 3 March 2020 to consider the proposed PIOP Farm-In transaction with BBIG. Shareholders voted in favour of the proposed transaction, with the results announced on 3 March 2020.

**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  
10 March 2020

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

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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 2019 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

10 March 2020

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**Flinders Mines Limited**  
**Consolidated Statement of Profit or Loss and Other Comprehensive Income**  
**For the half-year ended 31 December 2019**

	Notes	31 Dec 19 \$'000	31 Dec 18 \$'000
Finance income		12	36
Other income		-	5
Administrative expenses	4	(4,364)	(3,429)
Finance costs		(96)	(21)
<b>Loss before income tax</b>		<b>(4,448)</b>	<b>(3,409)</b>
Income tax (expense)/benefit		-	-
<b>Loss for the period</b>		<b>(4,448)</b>	<b>(3,409)</b>
<i>Items that may be reclassified to profit or loss:</i>			
Other comprehensive income		-	-
<b>Other comprehensive loss for the period attributable to owners of the Company</b>		<b>(4,448)</b>	<b>(3,409)</b>
<b>Loss per share attributable to ordinary equity holders:</b>		Cents	Cents
Basic and diluted loss per share		(0.128)	(0.099)

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 2019**

	Notes	31 Dec 19 \$'000	30 Jun 19 \$'000
<b>Current assets</b>			
Cash and cash equivalents		1,184	1,700
Trade and other receivables		210	83
Other current assets		678	379
<b>Total current assets</b>		2,072	2,162
<b>Non-current assets</b>			
Exploration and evaluation		63,122	61,126
Plant and equipment		-	1
<b>Total non-current assets</b>		63,122	61,127
<b>Total assets</b>		65,194	63,289
<b>Current liabilities</b>			
Trade and other payables		1,993	672
Loans and borrowings	5	5,000	-
<b>Total current liabilities</b>		6,993	672
<b>Non-current liabilities</b>			
Loans and borrowings		3,032	3,000
<b>Total non-current liabilities</b>		3,032	3,000
<b>Total liabilities</b>		10,025	3,672
<b>Net assets</b>		55,169	59,617
<b>Equity</b>			
Contributed equity	6	147,064	147,064
Accumulated losses		(91,895)	(87,447)
<b>Total equity</b>		55,169	59,617

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

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**Flinders Mines Limited**  
**Consolidated Statement of Changes in Equity**  
**For the half-year ended 31 December 2019**

	<b>Contributed equity \$'000</b>	<b>Accumulated losses \$'000</b>	<b>Total equity \$'000</b>
<b>Balance at 1 Jul 18</b>	138,859	(81,977)	56,882
Loss for the period	-	(3,409)	(3,409)
Total comprehensive loss for the period	-	(3,409)	(3,409)
<b>Transactions with owners in their capacity as owners:</b>			
Contributions of equity, net of costs and tax	8,192	-	8,192
<b>Balance as at 31 Dec 18</b>	<b>147,051</b>	<b>(85,386)</b>	<b>61,665</b>
<b>Balance at 1 Jul 19</b>	147,064	(87,447)	59,617
Loss for the period	-	(4,448)	(4,448)
Total comprehensive loss for the period	-	(4,448)	(4,448)
<b>Transactions with owners in their capacity as owners:</b>			
Contributions of equity, net of costs and tax	-	-	-
<b>Balance as at 31 Dec 19</b>	<b>147,064</b>	<b>(91,895)</b>	<b>55,169</b>

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

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**Flinders Mines Limited**  
**Consolidated Statement of Cash Flows**  
**For the half-year ended 31 December 2019**

Notes	31 Dec 19 \$'000	31 Dec 18 \$'000
<b>Cash flows from operating activities</b>		
Payments to suppliers and employees	(3,637)	(1,664)
Interest expense	-	(131)
Interest received	12	36
<b>Net cash outflow from operating activities</b>	<b>(3,625)</b>	<b>(1,759)</b>
<b>Cash flows from investing activities</b>		
Payments for exploration activities	(1,891)	(1,953)
<b>Net cash outflow from investing activities</b>	<b>(1,891)</b>	<b>(1,953)</b>
<b>Cash flows from financing activities</b>		
Proceeds from issues of shares	-	8,275
Transaction costs	-	(45)
Proceeds from borrowings	5,000	-
Repayment of borrowings	-	(5,000)
<b>Net cash inflow from financing activities</b>	<b>5,000</b>	<b>3,230</b>
Net decrease in cash and cash equivalents	(516)	(482)
Cash and cash equivalents at the beginning of the year	1,700	3,301
<b>Cash and cash equivalents at the end of the year</b>	<b>1,184</b>	<b>2,819</b>

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 2019 was authorised for issue in accordance with a resolution of the Directors on 10 March 2020.

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 Consolidated Entity as at and for the year ended 30 June 2019.

### **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 2019.

### **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 2019, 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 2019 and have been adopted by the Group. These included:

- AASB 16 Leases;
- AIFRIC 23 Uncertainty over Income Tax Treatments;
- Annual Improvements 2015-2017;
- Amendments to AASB 119 - Employee benefits on plan amendment, curtailment or settlement.

The adoption of these amendments did not have any 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 liabilities of \$4.921m and incurred a net loss for the half year to 31 December 2019 of \$4.448m, with net operating cash outflows of \$3.625m and cash net outflows from investing operations of \$1.891m. On 3 March 2020, shareholders voted in favour of the proposed transaction with BBI Group Pty Ltd, refer to note 10 for further information regarding the impact of the proposed transaction. A twelve-month cash flow forecast shows that the Group will need to raise additional funds to meet its minimum operating expenditure and exploration commitments and to repay its borrowings (refer below).

As announced on 20 December 2019, the Group varied its unsecured short-term loan with PIO Mines Pty Ltd, a subsidiary of its major shareholder TIO (NZ) Limited (‘TIO’), for an additional \$2.000m to be available in January 2020. This loan is now fully drawn at \$7.000m and due to be repaid at the earlier of 30 April 2020 and 14 days post the closing of any capital raising.

The Group has also entered a subscription agreement with TIO for up to \$8.000m, where TIO has agreed to subscribe for the number of Flinders shares under a pro-rata rights issue, to be undertaken post the Extraordinary General Meeting held on 3 March 2020, equal to the lesser of its pro rata entitlement and \$8.000m divided by the issue price, subject to (amongst other things), final TIO Board approval of the terms of the rights issue and the launch of the rights issue no later than 30 April 2020.

The terms of the rights issue have not yet been determined and there exists a risk that the funds received may not be sufficient to enable the Group to meet its obligations for the next 12 months. If insufficient funds are received, then the Group will need to raise additional funds to meet its going concern obligations.

At this stage, these additional funding requirements have not 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 19	Pilbara Iron Ore \$'000	Canegrass \$'000	Total \$'000
Segment result	-	-	-
Impairment of assets	-	-	-
Capital expenditure	1,620	376	1,996
Total segment assets	61,511	1,611	63,122
Unallocated assets			2,072
Total assets			65,194

  

31 Dec 18	Pilbara Iron Ore \$'000	Canegrass \$'000	Total \$'000
Segment result	-	-	-
Impairment of assets	-	-	-
Capital expenditure	1,362	455	1,830
Total segment assets	59,295	999	60,294
Unallocated assets			3,526
Total assets			63,820

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

	31 Dec 19 \$'000	31 Dec 18 \$'000
<b>Total segment loss</b>	-	-
Finance income	12	36
Profit/(loss) on disposal of assets	-	1
Other income	-	4
Administrative expenses	(4,364)	(3,429)
Finance costs	(96)	(21)
<b>Loss before income tax</b>	<b>(4,448)</b>	<b>(3,409)</b>

### 4 Revenue and Expenses

	31 Dec 19 \$'000	31 Dec 18 \$'000
<b>Administrative expenses</b>		
Compliance	73	115
Insurance	172	167
Consultants	1,867	2,387
Administration costs	234	67
Salary and wages	398	462
Legal fees	1,586	199
Occupancy costs	25	19
Other	9	13
	4,364	3,429

### 5 Borrowings

On 2 September 2019, the Company entered into a Loan Facility with PIO Mines Pty Limited ('PIO'), a subsidiary of the Company's largest shareholder, for an unsecured \$5.000m facility. The key terms are as follows:

- Interest rate of 6-month Bank Bill Swap Rate plus a 2% per annum margin;
- Interest repayable on repayment date;
- Repayable at the earlier of 30 April 2020 or 14 days post the closing of any capital raising.

On 20 December 2019, this Loan Facility agreement was varied to make available an additional \$2.000m on the same terms and conditions as above.

As at 31 December 2019, \$5.000m of this facility was drawn, with the remaining \$2.000m drawn on 6 January 2020.

**5 Borrowings (continued)**

The Company also has a long term \$3.000m loan facility with PIO 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.

**6 Contributed Equity**

	<b>Number of shares</b>	<b>\$'000</b>
<b>Issued shares:</b>		
At 1 Jul 19	3,485,170,081	147,064
<b>As at 31 Dec 19</b>	3,485,170,081	147,064

**7 Contingent Assets and Liabilities**

The Directors are not aware of any contingent assets as at 31 December 2019.

As at 31 December 2019, certain consultants would be due success fees if shareholders voted in favour of the proposed PIOP Farm-In Agreement with BBI Group Pty Ltd. Subsequent to year end, shareholders did vote in favour of the proposed transaction and as such \$1.700m in success fees have become payable.

**8 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 2020 for the Group is approximately \$1.331m. These obligations are expected to be fulfilled in the normal course of operations.

**9 Related party transactions**

*Other transactions with related parties*

For the period ended 31 December 2019, 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 \$119,000 (HY 2018: \$119,000).

For the period ended 31 December 2019, the Group received Company Secretarial services from Evolution Corporate Services, a company of which former Director Ms Coates is a director of. The total value of these services was \$55,452 (HY 2018: \$38,540).

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

Refer to Note 5 for details of the loan facilities with PIO Mines Pty Ltd, a subsidiary of the major shareholder, TIO (NZ) Limited.

**10 Events Occurring after the Reporting Period**

On 6 January 2020, the Company received the remaining \$2.000m under its short-term loan facility with PIO Mines Pty Ltd, making this short-term loan facility fully drawn.

On 7 January 2020, the Company announced a Scoping Study had been completed on the Pilbara Iron Ore Project.

On 30 January 2020, the Company announced an Extraordinary General Meeting would be held on 3 March 2020 to consider the proposed PIOP Farm-In transaction with BBIG. Shareholders voted in favour of the proposed transaction, with the results announced on 3 March 2020.

Following shareholder approval of the transaction, the company will progress the terms of the farm in agreement, including:

- The Company will move to complete all its condition precedent to transaction documents;
- Move to form an incorporated joint venture with BBIG to enable commencement of a feasibility study;
- BBIG to spend a minimum of \$15.000m per annum over a 4-year period.

As a result of the positive shareholder vote, \$1.700m in success fees are now payable.

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## 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 2019 are in accordance with the *Corporations Act 2001*, including:
    - (i) giving a true and fair view of its financial position as at 31 December 2019 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  
10 March 2020

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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 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 2019 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 2019
- 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 10 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.

## Material uncertainty related to going concern – emphasis of matter

We draw attention to Note 2(e), "Going Concern" in the Half-year Financial Report. The 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.

## 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*
- for such internal control as the Directors determine is necessary to enable the preparation of the Half-year Financial Report that is free from material misstatement, whether due to fraud or error.

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## Auditor's responsibility 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. We conducted our review in accordance with *Auditing Standard on Review Engagements ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the Half-year Financial Report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the Group's financial position as at 31 December 2019 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*. As auditor of Flinders Mines Limited, *ASRE 2410* requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

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

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

KPMG

R Gambitta  
Partner

Perth

10 March 2020