ABN 59 009 815 605

ESPERANCE MINERALS LIMITED
AND ITS CONTROLLED ENTITIES

ANNUAL REPORT
FOR THE YEAR ENDED 30 JUNE 2018

DIRECTORS
Alan Beasley (Non-Executive Chairman)
John Rawicki (Executive Director)
Sophia Zhang (Director) – *resigned 7 February 2018*
Anthony Karam (Director) – *appointed 7 February 2018*

COMPANY SECRETARY
John Rawicki

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SYDNEY NSW 2000

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PRINCIPAL PLACE OF BUSINESS
Level 7, 99 Macquarie Street
SYDNEY NSW 2000

SOLICITORS
HWL Ebsworth Lawyers

AUDITORS
RSM Australia Partners

BANKERS
Westpac Banking Corporation

STOCK EXCHANGE LISTING
Esperance Minerals Limited shares are listed on the Australian Stock Exchange (ASX: ESM)

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CHAIRMAN'S LETTER

Dear Shareholder

In December 2016, the Company announced its entry into a binding heads of agreement with the shareholders of unlisted New Zealand Company, Greenenz Group Limited (Greenenz) in relation to a transaction with Greenenz Group Limited NZ (Proposed Transaction).

Greenenz has developed a gasification technology that efficiently recovers high concentrations of precious metals (including gold, silver, and palladium) from electronic waste (e-waste) with patented core componentry in an environmentally-friendly manner. Further, Greenenz has built a portfolio of technology relationships with companies in the UK, Canada, Europe, North America and Asia with an emphasis on processing e-waste.

A due diligence trial on the Greenenz technology was successfully completed and results were provided to the Company in August 2017.

During Q1 2018 Esperance executed a revised agreement ("Placement Agreement") with Greenenz describing the requirements and conditions for the Proposed Transaction to proceed, including Esperance's objective of relisting on the ASX. The structure and key terms of the Placement Agreement were consistent with the ASX In-Principle Advice Application lodged with the ASX in November 2017.

The Proposed Transaction is subject to approval by shareholders of the Company in a general meeting and the Company re-complying with chapters 1 and 2 of the ASX Listing Rules. The Company is currently in the process of arranging the Notice of Annual General Meeting and Prospectus documentation, and will announce the details to market upon ASX approval of the documentation.

The Company believes the Proposed Transaction will create long-term shareholder value and looks forward to the Company's relisting on the ASX.

I look forward to meeting with you all at the annual general meeting.

Yours faithfully,

Alan Beasley
Chairman

Dated at Sydney this 5th day of September 2018

REVIEW OF OPERATIONS

CORPORATE ACTIVITIES

During the year the Company raised a total of $693,000 via the issue of Converting Notes at $0.02 each, of which $40,000 was issued to cover an outstanding debt, and $50,000 was issued upon conversion of an existing loan to the company.

On 7 February 2018 Ms Sophia Zhang resigned as a director of the Company. Mr Anthony Karam was appointed as a director on the same day.

CORPORATE GOVERNANCE STATEMENT

Esperance Minerals Limited ("Esperance"), through its Board and executives, recognises the need to establish and maintain corporate governance policies and practices that reflect the requirements of the market regulators and participants, and the expectations of members and others who deal with Esperance. These policies and practices remain under constant review as the corporate governance environment and good practices evolve.

This statement outlines the main corporate governance practices of Esperance during the financial year against those requirements, which are captured now under the heading Corporate Governance Principles and Recommendations 3rd Edition, published in March 2014 by the ASX Corporate Governance Council. The third edition of the *Principles and Recommendations* take effect on or after 1 July 2014. This report is based on the new 3rd edition.

ASX CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

The Corporate Governance Principles and Recommendations on how to achieve best practice for each principle are set out in a different format to that used previously, with a comment for each recommendation identifying whether Esperance's approach conformed to the principles. It should be noted that Esperance is currently a small cap listed company and that where its processes do not fit the model of the 8 principles, the Board believes that there are good reasons for the different approach being adopted.

Reporting against the 8 Principles, we advise as follows:

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

1.1 A listed entity should disclose:

(a) the respective roles and responsibilities of its board and management; and

(b) those matters expressly reserved to the board and those delegated to management.

The primary responsibilities of Esperance's board include:

- the establishment of long term goals of the company and strategic plans to achieve those goals;
- the review and adoption of the annual business plan for the financial performance of the company and monitoring the results on a monthly basis;
- the appointment of the Managing Director;
- ensuring that the company has implemented adequate systems of internal control together with appropriate monitoring of compliance activities; and
- the approval of the annual and half-yearly statutory accounts and reports.

The board meets on a regular basis, during the year, to review the performance of the company against its goals both financial and non-financial. In normal circumstances, prior to the scheduled monthly board meetings, each board member is provided with a formal board package containing appropriate management and financial report.

The responsibilities of senior management including the Managing Director are contained in letters of appointment and job descriptions given to each appointee on appointment and updated at least annually or as required.

The primary responsibilities of senior management are:

(i) achieve Esperance's objectives as established by the Board from time to time;

(ii) operate the business within the cost budget set by the Board;

(iii) ensure that Esperance's appointees work with an appropriate Code of Conduct and Ethics; and

(iv) ensure that Esperance appointees are supported, developed and rewarded to the appropriate professional standards

1.2 A listed entity should:

(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and

(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

Currently the company does not employ senior executives. The performance of the Executive Chairman and any Executive Directors is reviewed on an annual basis, by the board.

1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

A performance evaluation for each senior executive has taken place in the reporting period in line with the process disclosed.

1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.

The Company Secretary is accountable to the Board and performs all the tasks related to corporate governance. All the directors are able to communicate directly with the Company Secretary.

1.5 A listed entity should:

(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;

(b) disclose that policy or a summary of it; and

(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:

(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or

(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.16

The Company is committed to diversity and recognises the benefits arising from employee and board diversity.

The Company will annually monitor the progress and effectiveness of objectives developed in the policy. Given the size and nature of the Company's workforce the Company has chosen not to implement measurable objectives on which the Company will report.

1.6 A listed entity should:

(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and

(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

The Board undertakes a self-evaluation covering the directors, the chairman and the committees once a year. The recommendations for improvement are discussed and implemented by the Board.

This performance evaluation was undertaken in the current year.

1.7 A listed entity should:

(a) have and disclose a process for periodically evaluating the performance of its senior executives; and

(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

The Company procedures call for a performance evaluation of all senior management once a year and develops an annual plan for the following year as part of the process. As the Company had no senior management this year no performance evaluation was undertaken.

The Esperance Corporate Governance Charter is available on the Esperance web site, and includes sections that provide a board charter. The Esperance board reviews its charter when it considers changes are required.

PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

Esperance operates in a market where it finds that it must regularly seek investor support to raise additional capital. As a consequence, Board members themselves often have a significant interest in the Company. During the major portion of the reporting period, the Esperance Board consisted of two non-executive directors, and one Executive Director. One non-executive Director/Chairman considers himself as independent.

2.1 The board of a listed entity should:

(a) have a nomination committee which:

(1) has at least three members, a majority of whom are independent directors; and

(2) is chaired by an independent director, and disclose:

(3) the charter of the committee;

(4) the members of the committee; and

(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

The Company does not have a formally constituted Nomination and Remuneration Committee due to the overall size of the Board.

2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.

Skills matrix developed and current directors assessed themselves against the matrix. A summary of this information has been included in the Directors' Report.

2.3 A listed entity should disclose:

(a) the names of the directors considered by the board to be independent directors;

(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the

interest, position, association or relationship in question and an explanation of why the board is of that opinion; and

(c) the length of service of each director.

2.4 A majority of the board of a listed entity should be independent directors.

The Company presently has three directors, one of whom is considered independent. The Board believes that it has the right numbers and skills within its board members for the current size of the Company.

2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.

Alan Beasley was non-Executive Chairman for the year under review. Given his knowledge and experience the Board felt that having Mr Beasley as Chairman was the most appropriate option for the Company given its size and operations.

The Board members are in regular contact with each other as they deal with matters relating to Esperance's business. The board uses a personal evaluation process to review the performance of directors, and at appropriate times the Chairman takes the opportunity to discuss Board performance with individual directors and to give them his own personal assessment. The Chairman also welcomes advice from Directors relating to his own personal performance. The Remuneration & Nomination Committee determines whether any external advice or training is required. The Board believes that this approach is most appropriate for a company of the size and market cap of Esperance.

2.6 A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively

The Company does not provide an induction for all new directors. Relevant courses offered by the Australian Institute of Company Directors are bought to the attention of the Board throughout the year to assist them to maintain their skills.

PRINCIPLE 3: ACT ETHICAL AND RESPONSIBLY

3.1 A listed entity should:

(a) have a code of conduct for its directors, senior executives and employees; and

(b) disclose that code or a summary of it.

Esperance's policies contain a formal code of conduct that applies to all directors and employees, who are expected to maintain a high standard of conduct and work performance, and observe standards of equity and fairness in dealing with others. The detailed policies and procedures encapsulate the Company's ethical standards. The Company is committed to being a socially responsible corporate citizen, using honest and fair business practices to achieve the best outcomes for shareholders.

PRINCIPLE 4: SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

4.1 The board of a listed entity should:

(a) have an audit committee which:

(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and

(2) is chaired by an independent director, who is not the chair of the board, and disclose:

(3) the charter of the committee;

(4) the relevant qualifications and experience of the members of the committee; and

(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

The Company will formally appoint suitable members to the Audit, Corporate Governance and Risk Management committee in due course. The Company has not yet formed these committees due to the recent board restructure and is currently determining which board members are best suited for each role.

Currently, until the individual committees are formed, the Board members work in tandem to provide a forum for the effective communication between the board and external auditors. The Board members individually review:

- the annual and half-year financial reports and accounts prior to their approval by the board;
- the effectiveness of management information systems and systems of internal control; and
- the efficiency and effectiveness of the external audit functions.

The board members meet with and receive regular reports from the external auditors concerning any matters that arise in connection with the performance of their role, including the adequacy of internal controls.

In conjunction with the auditors the Audit, Corporate Governance and Risk Management Committee monitors the term of the external audit engagement partner and ensures that the regulatory limit for such term is not exceeded. At the completion of the term, or earlier in some circumstances, the auditor nominates a replacement engagement partner. The Committee interviews the nominee to assess relevant prior experience, potential conflicts of interest and general suitability for the role. If the nominee is deemed suitable, the committee reports to the Board on its recommendation.

4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively

Before they approve the annual financial statements, the Board receives a declaration each year from the CEO and CFO that, in their opinion, the financial records of the Company have been properly maintained and the financial statements of the Company comply with appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

4.3 A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.

The Company's auditor attends each AGM and is available to answer questions from shareholders relevant to the audit.

PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURES

5.1 A listed entity should:

(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and

(b) disclose that policy or a summary of it

The Esperance board and senior management are conscious of the ASX Listing Rule Continuous Disclosure requirements, which are supported by the law, and take steps to ensure compliance. The company has a policy, which can be summarised as follows:

- the Board, with appropriate advice, to determine whether an announcement is required under the Continuous Disclosure principles;
- all announcements be monitored by the Company Secretary; and
- all media comment to be handled by the Chairman.

At each meeting of the Board, consideration is given as to whether any item covered during the meeting impacts on its continuous disclosure requirements.

PRINCIPLE 6 RESPECT THE RIGHTS OF SHAREHOLDERS

6.1 A listed entity should provide information about itself and its governance to investors via its website.

Esperance provides information to its shareholders through the formal communications processes (e.g. ASX releases, general meetings, annual report, and occasional shareholder letters).

6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.

Investors can communicate with the Company through email or by calling the phone numbers listed on the Company's announcements and ASX website.

6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.

All shareholders receive the Notice of Meeting and Explanatory Statement for the Company's Annual General Meeting. They are able to send in questions they would like addressed at the Meeting and also by attending the meeting will have the ability to talk to any of the resolutions and have their questions answered.

They will also have the opportunity to ask questions of management once the formal part of the meeting has been completed.

6.4 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

Shareholders can send communications to the Company via email and all emails will be responded to.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

7.1 The board of a listed entity should:

(a) have a committee or committees to oversee risk, each of which:

(1) has at least three members, a majority of whom are independent directors; and

(2) is chaired by an independent director, and disclose:

(3) the charter of the committee;

(4) the members of the committee; and

(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.The Company has established policies for the oversight and management of material business risks.

The Board is responsible for the oversight and management of all material business risks. The Board's collective experience will enable accurate identification of the principal risks that may affect the Company's business. Key operational risks and their management will be recurring items for deliberation at Board meetings. The Board monitors the risks and internal controls of Esperance through the Audit and Corporate Governance activities.

As part of the process, Esperance's management formally identifies and assesses the risks to the business, and these assessments are noted by the Audit Committee and the Board.

7.2 The board or a committee of the board should:

(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and

(b) *disclose, in relation to each reporting period, whether such a review has taken place.*

Management is accountable to the CEO and through him to the Board, to ensure that operating efficiency, effectiveness of the risk management procedures, internal compliance control systems and policies and that they are all being monitored. Management have designed and implemented a risk management and internal control system to manage the Company's material business risks and reports to the Board annually on the effective management of those risks.

7.3 A listed entity should disclose:

(a) if it has an internal audit function, how the function is structured and what role it performs; or

(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.

Due to the size of the Company there is no internal audit function. The Board receives an annual report from Management reviewing the risk management procedures of the Company and is able to provide commentary on the report as well as identify any new risks that have emerged and not previously been recorded by the system.

7.4 A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.

The annual report from management covering risk management identifies these risks and how they are being managed and is subject to critical review by the Board.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

8.1 The board of a listed entity should:

(a) have a remuneration committee which:

(1) has at least three members, a majority of whom are independent directors; and

(2) is chaired by an independent director, and disclose:

(3) the charter of the committee;

(4) the members of the committee; and

(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

Due to the recent board restructure Esperance has not yet established a Remuneration and Nomination committee. However, it is a priority for the current board and will be formally established in due course.

8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

The remuneration details of non-executive directors, executive directors and senior management are set out in the Remuneration Report that forms part of the Directors' report. There are no schemes for retirement benefits, other than statutory superannuation for non-executive directors.

8.3 A listed entity which has an equity-based remuneration scheme should:

(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and

(b) disclose that policy or a summary of it.

The remuneration details of non-executive directors, executive directors and senior management are set out in the Remuneration Report that forms part of the Directors' report.

For a small company like Esperance (as measured by its market capitalisation) it is not appropriate to carry a statement on prohibiting transactions in associated products.

A copy of the Remuneration and Nomination committee charter is publicly available on the Esperance web site.

DIRECTORS' REPORT

The Directors of the consolidated entity (referred to hereinafter as the (**Group** or **consolidated entity**) consisting of Esperance Minerals Limited (**Esperance** or the **Company**) and the entities it controlled at the end of, or during, the year ended 30 June 2018 hereby submit the Directors' Report as part of the annual financial report. The Chairman's letter to Shareholders, the Corporate Governance Statement and the Review of Operations and Tenements all form part of the Directors' Report.

DIRECTORS

The Directors of the Group at any time during or since the end of the financial year are:

ALAN BEASLEY
Non-Executive Chairman

Mr. Beasley was appointed to the Esperance Board on 15 July 2016.

Mr. Beasley is a Certified Practising Accountant, (CPA) Fellow of the Governance Institute of Australia, (FGIA) and Fellow of the Australian Institute of Company Directors (FAICD). He graduated with a Bachelor of Economics, (UNE) and completed an Advanced Management Program in International Investment Management, from the Hoover Graduate Business School, Stanford University, USA. He has worked in the Investment Banking and Investment Management industries for over 30 years, with Bankers Trust Australia, Goldman Sachs, BNP Paribas.

He is a director and former director of several listed and unlisted public and private companies including two public charities. He is currently Managing Director of Hudson Investment Group Ltd (ASX: HGL), Founding Chairman of The Hydroponics Company (ASX:THC), Chairman of AFT Corporation Ltd (ASX:AFT). He is a former Non-Executive Chairman of Admiralty Resources NL (ASX: ADY) and Non-Executive Director of Asia Pacific Capital Securities Pty Ltd.

JOHN RAWICKI
Executive Director

Mr Rawicki was appointed to the Esperance Board on 14 March 2016.

John Rawicki has 10 years of stockbroking and corporate finance experience across the healthcare, resources and technology sectors. John is the Managing Director of BlueSky Shareholder Services, which provides investor relations and corporate advisory services to listed companies.

Mr. Rawicki holds a Bachelor of Commerce from the University of Sydney.

SOPHIA ZHANG
Managing Director
(resigned 7 February 2018)

Ms. Zhang was appointed to the Esperance Board on 14 March 2016 and resigned on 7 February 2018

Ms Zhang has 20 years of international sales and marketing experience in healthcare. Ms Zhang currently runs a successful import/export business that markets and distributes Australian healthcare products, in particular Nature's Care and Toplife brands in China.

Ms. Zhang holds a Bachelor of Arts degree from Shen Zhen University of PRC

ANTHONY KARAM
Non-Executive Director
(appointed 7 February 2018)

Mr Karam was appointed to the Esperance Board on 07 February 2018.

Anthony Karam has twenty years' experience as a commercial lawyer. Mr Karam has been engaged as a corporate adviser by a number ASX listed companies and large privately owned businesses. He has held senior board positions with the following ASX listed companies: Director, Chameleon Mining NL (2007- Feb 2012), Director, Cassius Mining Limited (Oct 2014-current), Company Secretary, Panorama Synergy Ltd (2012- Oct 2015).

COMPANY SECRETARY

John Rawicki

DIRECTORS' MEETINGS

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

	Board Meetings		Audit Committee		Remuneration Committee	
Director	Meetings attended	Meetings held whilst in office	Meetings held	Meetings held whilst in office	Meetings attended	Meetings held whilst in office
Mr Rawicki	7	7	7	7	-	-
Ms Zhang	3	3	3	3	-	-
Alan Beasley	7	7	7	7	-	-
Anthony Karam	4	4	4	4	-	-

REMUNERATION REPORT (AUDITED)

This report details the nature and amount of remuneration for each key management person of Esperance Minerals Limited. The *Corporations Act 2001* requires that this report be shown in the Directors' Report and that it be audited. Key management personnel have authority and responsibility for planning, directing, and controlling the activities of the Group. Key management personnel comprise the Directors of the Group. The Group does not have any other specified executives.

Compensation levels for key management personnel are competitively set to attract and retain appropriately qualified and experienced Directors and Executives. The Remuneration Committee obtains independent advice on the appropriateness of compensation packages of the Group given trends in comparable companies both locally and internationally.

OFFICERS' REMUNERATION (AUDITED)

The Board's policy for determining the nature and amount of remuneration for key management personnel of the Group is as follows:

- total compensation for all Directors including Directors' fees, amounted to $56,550 (2017: $100,340).
- the maximum approved total Directors fees is $250,000, which was last voted upon at the 2008 AGM;
- Non-Executive Directors do not receive performance related compensation. Directors' fees cover all main board activities and membership of committees; and
- termination benefits have been determined on a case-by-case basis and are not contractually defined.

The following table provides details of all the Directors and executives of the Group and the nature and amount of the elements of their remuneration for the year ended 30 June 2018.

2018	Short-term Employee Benefits				Post-employment Benefits	Other Long-term Benefits	Termination Benefits	Share Based Payment	Total
	Cash, salary, Directors Fees	Cash profit share, bonuses	Non-cash benefits	Allowance	Super-annuation				
	$	$	$	$	$	$	$	$	$
Mr Rawicki	31,550	-	-	-	-	-	-	-	31,550
Ms Zhang*	25,000	-	-	-	-	-	-	-	25,000
Mr Karam	-	-	-	-	-	-	-	-	-
Mr Beasley	-	-	-	-	-	-	-	-	-
	56,550	-	-	-	-	-	-	-	56,550

*Ms Zhang resigned on 7 February 2018

2017	Short-term Employee Benefits				Post-employment Benefits	Other Long-term Benefits	Termination Benefits	Share Based Payment	Total
	Cash, salary, Directors Fees	Cash profit share, bonuses	Non-cash benefits	Allowance	Super-annuation				
	$	$	$	$	$	$	$	$	$
Mr Rawicki	40,000	-	-	-	-	-	-	-	40,000
Ms Zhang	32,500	-	-	-	-	-	-	-	32,500
Mr Lees*	17,088	-	-	-	-	-	-	-	17,088
Mr Beasley	-	-	-	-	-	-	-	-	-
Mr Palmer**	-	-	-	-	-	-	10,752	-	10,752
	89,588	-	-	-	-	-	10,752	-	100,340

* Mr Lees resigned as director on 15 July 2016, but continued providing Company Secretarial services until 27 July 2016
** Mr Palmer was appointed on 20 April 2016 and resigned on 11 July 2016

OFFICERS' REMUNERATION (CONT'D) (AUDITED)

The remuneration policy of the Group has been designed to remunerate the Directors based upon their skills and contributions to the Group. No performance based remuneration has been granted. No options over share capital have been granted to key management personnel.

Additional Disclosures relating to key management personnel

Shareholding

The number of shares in the Company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Reveived as part of remuneration	Additions	Disposals/ Other	Balance at the end of the year
Mr Rawicki	-	-	-	-	-
Ms Zhang	15,100,000	-	-	-	15,100,000
Mr Beasley	-	-	-	-	-
Mr Karam	-	-	-	-	-
	15,100,000	-	-	-	15,100,000

The tables below set out summary information about the Group's earnings and movements in shareholder wealth for the five years to 30 June 2018.

	30 June 2018 $	30 June 2017 $	30 June 2016 $	30 June 2015 $	30 June 2014 $
Revenue	17	469	3,615	1,056	2,079
Loss before tax	(666,786)	(972,664)	(1,213,901)	(1,398,231)	(562,541)
Loss after tax	(666,786)	(972,664)	(1,213,901)	(1,398,231)	(562,541)
	30 June 2018	**30 June 2017**	**30 June 2016**	**30 June 2015**	**30 June 2014**
Share price start of year	1.2 cents	1.1 cents	3.3 cents	2 cents	2.9 cents
Share price end of year	1.2 cents	1.2 cents	1.1 cents	3.3 cents	2 cents
Interim dividend	-	-	-	-	-
Final dividend	-	-	-	-	-
Basic (loss) / profit per share (cents)	(0.28)	(0.51)	(0.96)	(1.60)	(0.67)
Diluted (loss) / profit per share (cents)	(0.28)	(0.51)	(0.96)	(1.44)	(0.67)

PRINCIPAL ACTIVITIES

The principal activity of the Group during the course of the year was progressing the proposed transaction with Greenenz. Further details of these activities can be found in the Review of Operations and Tenements section.

RESULT AND REVIEW OF OPERATIONS

The consolidated loss after income tax for the year was $666,786 (2017: loss $972,664).

Key aspects of the consolidated financial result were as follows:

- professional fees of $210,286 incurred in progressing the transaction with Greenenz;
- New funds of $693,000* were raised by the issue of converting notes (Series F), convertible at $0.02 per share. The key terms of the Series F notes are:
  - each Note has a face value of $0.02
  - Conversion price is 2 cents per ordinary share
  - the Notes will accrue interest at a rate of 5% per annum if not converted at a General Meeting of the Company.
  - the Notes are unsecured.
  - Maturity date: 30 June 2018 (all Series F noteholders have agreed in writing to extend the maturity date to 31 October 2018)

* includes $40,000 in notes that were issued to settle an outstanding debt, and $50,000 from conversion of a loan

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

The shares of the Company were suspended from quotation under listing rule 17.3 on 28 September 2016, until the Company recomplies with Chapter 1 & 2 of the ASX Listing Rules.

In December 2016, the Company announced its entry into a binding heads of agreement with the shareholders of unlisted New Zealand Company, Greenenz Group Limited (Greenenz) (Proposed Transaction).

Greenenz has developed a gasification technology that efficiently recovers high concentrations of precious metals (including gold, silver, and palladium) from electronic waste (e-waste) with patented core componentry in an environmentally-friendly manner. Further, Greenenz has built a portfolio of technology relationships with companies in the UK, Canada, Europe, North America and Asia with an emphasis on processing e-waste.

During Q1 2018 Esperance executed a revised agreement ("Placement Agreement") with Greenenz describing the requirements and conditions for the Proposed Transaction to proceed, including Esperance's objective of relisting on the ASX.

On 31 May 2017, the Company announced that it was continuing a comprehensive due diligence commercial-scale trial of Greenenz's technology. The due diligence trial was successfully completed and results were provided to the Company in August 2017.

On 13 June 2018 the Company entered into a binding Heads of Agreement with Lodge Cottrell Limited and Greenenz Group Limited NZ. Under the terms of the HOA, Lodge Cottrell will provide Esperance with the full range of services relating to the design, manufacture, and where possible, the operation of the e-waste processing plants commissioned by Esperance following (and subject to) successful project feasibility studies and ESM relisting on the ASX. Esperance is now working closely with Lodge Cottrell to finalise the design of a globally compliant emissions system for the e-waste processing plants, as well as developing the requisite detailed manufacturing specifications to enable streamlined efficient assembly of multiple plants.

In the opinion of the Directors, other than the transaction described above, there were no significant changes in the state of affairs of the Company since the end of financial year under review.

DIVIDENDS

No dividends have been paid or declared since the end of the previous financial year to the date of this report.

EVENTS SUBSEQUENT TO REPORTING DATE

In the opinion of the Directors, there have been no events subsequent to year end which would have a material effect on the Group's financial statements at 30 June 2018.

LIKELY FUTURE DEVELOPMENTS

The Company has submitted a draft Notice of 2017 Annual General Meeting to the ASX for review and, subject to feedback from the ASX, expects to hold that meeting in the near future. The Company is also in the process of drafting the Prospectus for the relisting of the Company on the ASX.

DIRECTORS' INTERESTS

The relevant interest of each director in the shares of the Company as notified by the Directors to the Australian Securities Exchange in accordance with s.205G(1) of the *Corporations Act* 2001 at the date of this report is as follows:

	ORDINARY SHARES FULLY PAID
Mr Rawicki	nil
Ms Zhang[1]	15,100,000
Mr Beasley	nil

[1] Relevant interests held in shares registered in the name of SJL Management Pty Limited aft <Zhang Family Trust> of which Ms Zhang is a beneficiary (15,000,000), and 100,000 held in the name of Ms Zhang. Ms Zhang resigned on 7 February 2018.

No Director has a margin loan on any of the above shares.

OPTIONS

There are 130,265,000 options (expiring 31 August 2018 and exercisable at 10 cents) over the Company's shares issued as the result of conversion of convertible notes during the prior year.

INDEMNIFICATION AND INSURANCE OF OFFICERS AND AUDITORS

During or since the end of the financial year, the Company has not, except to the extent permitted by law, indemnified or agreed to indemnify an officer or auditor of the company or of any related body corporate against a liability incurred such as an officer or auditor.

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the company, or to intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or part of those proceedings.

NON-AUDIT SERVICES

During the year RSM Australia Partners provided tax return lodgement services to the Company.

ROUNDING OF AMOUNTS

The Company is of a kind referred to in Class Order 98/100, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Class Order to the nearest dollar.

OFFICERS OF THE COMPANY WHO ARE FORMER PARTNERS OF RSM

There are no officers of the Company who are former partners of RSM.

AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration as required under Section 307C of the *Corporations Act 2001* is set out on page 20 and forms part of the directors' report for the financial year ended 30 June 2018.

AUDITOR

RSM continues in office in accordance with section 327 of the *Corporations Act 2001*. This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the *Corporations Act 2001.*

Signed in accordance with a resolution of the Board

Alan Beasley
Non-executive Chairman

Dated at Sydney this 5th day of September 2018

RSM Australia Partners

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Esperance Minerals Pty Ltd. for the year ended 30 June 2018, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

RSM AUSTRALIA PARTNERS

C J Hume
Partner

Sydney, NSW
Dated: 6 September 2018

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
for the Year Ended 30 June 2018

	Note	2018 $	2017 $
Financial income	**2**	17	469
OTHER INCOME			
Administration expenses		(14,123)	(21,263)
Overseas travelling		(30,595)	(19,259)
Compliance and regulatory expenses		(54,528)	(70,051)
Professional fees		(210,286)	(705,033)
Directors fees and benefits		(56,550)	(98,788)
Finance costs		(300,721)	(58,739)
LOSS BEFORE INCOME TAX		(666,786)	(972,664)
Income tax	**3**	-	-
LOSS FOR THE YEAR		(666,786)	(972,664)
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		(666,786)	(972,664)
Basic and diluted loss per share	**5**	(0.28) cents	(0.51) cents

The consolidated statement of profit and loss and other comprehensive income is to be read in conjunction with the attached notes to the financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at 30 June 2018

	Note	2018 $	2017 $
Current Assets			
Cash and cash equivalents	**12(b)**	298,396	13,658
Accounts receivable		-	3,982
Prepayments		-	5,000
Total Current Assets		298,396	22,640
Non-current Assets			
Office equipment - cost		-	1,598
Total Non-current assets		-	1,598
Total Assets		298,396	24,238
Current Liabilities			
Trade and other payables	**6**	258,882	256,838
Shares application received		-	-
Borrowings	**7**	1,600,291	925,293
Total Current Liabilities		1,859,173	1,182,131
TOTAL LIABILITIES		1,859,173	1,182,131
Net Liabilities		(1,560,777)	(1,157,893)
Equity			
Issued capital	**8**	12,441,611	12,441,611
Reserves	**18**	508,749	244,847
Accumulated losses		(14,511,143)	(13,844,357)
Equity attributable to equity holders of the parent		(1,560,783)	(1,157,899)
Non-controlling interest		6	6
TOTAL EQUITY		(1,560,777)	(1,157,893)

The consolidated statement of financial position should be read in conjunction with the attached notes to the financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
for the Year Ended 30 June 2018

	Note	Issued Capital $	Reserve $	Accumulated Losses $	Non-controlling interest $	Total Equity $
BALANCE AT 30 JUNE 2016		**11,377,154**	**117,907**	**(12,871,693)**	**6**	**(1,376,626)**
Net loss for the year		-	-	(972,664)		(972,664)
Total comprehensive loss for the year		-	-	(972,664)		(972,664)
Issue of shares during this year		1,064,457	-		-	1,064,457
Conversion of convertible notes	18	-	126,940		-	126,940
BALANCE AT 30 JUNE 2017		**12,441,611**	**244,847**	**(13,844,357)**	**6**	**(1,157,893)**
Net loss for the year		-	-	(666,786)	-	(666,786)
Total comprehensive loss for the year		-	-	(666,786)	-	(666,786)
Issue of shares during this year		-	-		-	-
Equity component of convertible notes issue	18	-	263,902		-	263,902
BALANCE AT 30 JUNE 2018		**12,441,611**	**508,749**	**(14,511,143)**	**6**	**(1,560,777)**

The consolidated statement of changes in equity is to be read in conjunction with the attached notes to the financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS
for the Year Ended 30 June 2018

	Note	2018 $	2017 $
CASH FLOWS FROM OPERATING ACTIVITIES			
Payments to suppliers and employees		(322,261)	(1,322,526)
Interest received		17	
Other receipts		3,982	469
NET CASH USED IN OPERATING ACTIVITIES	**12(a)**	(318,262)	(1,322,057)
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for Property, Plant & Equipment		-	1,598
NET CASH USED IN INVESTING ACTIVITIES		-	1,598
CASH FLOWS FROM FINANCING ACTIVITIES			
Issue of shares		-	391,842
Proceeds from borrowings		-	50,000
Issue of convertible notes		603,000	652,000
NET CASH PROVIDED BY FINANCING ACTIVITIES		603,000	1,093,842
Net increase /(decrease) in cash held		284,738	(226,617)
Cash at the beginning of the financial year		13,658	240,275
CASH AT THE END OF THE FINANCIAL YEAR	**14(b)**	298,396	13,658

The consolidated statement of cash flows is to be read in conjunction with the attached notes to the financial statements.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Esperance Minerals Limited (**Esperance** or the **Company**) is a company domiciled in Australia. The financial statements of Esperance and its controlled entities (the **Group**) are for the year ended 30 June 2018.

The Company is a for-profit entity.

The financial statements were approved by the Board of Directors on 30 July 2018.

BASIS OF PREPARATION

The financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*. The financial statements comprise the consolidated financial statements of the Group.

Accounting Standards include Australian equivalents to International Financial Reporting Standards ('A-IFRS'). Compliance with A-IFRS ensures that the financial statements comply with International Financial Reporting Standards ('IFRS'). Material accounting policies adopted in the preparation of those financial statements are presented below. They have been consistently applied unless otherwise stated. The financial statements have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of certain non-current assets, financial assets, and financial liabilities. The financial statements are presented in Australian dollars which is the Group's functional and presentation currency.

(A) GOING CONCERN

The financial statements have been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and liabilities in the normal course of business.

The consolidated entity's statement of profit or loss and other comprehensive income for the year ended 30 June 2018 reflected a net loss of $666,786 and net current liabilities and a deficiency of net assets of $1,560,777 at that date. The consolidated entity's consolidated statement of cash flows for the year ended 30 June 2018 reflected net cash used in operating activities of $318,262. Further, the consolidated entity was suspended from quotation under ASX listing rule 17.3 on 28 September 2016 and will continue to remain suspended until the consolidated entity is able to demonstrate compliance with Chapter 1 & 2 of the ASX listing rules.

The Directors believe that the consolidated entity will be able to continue as a going concern and that it is appropriate to adopt that basis of accounting in the preparation of the financial report after consideration of the following factors:

- The directors are working closely with the ASX to have the consolidated entity relisted;
- As disclosed in an ASX Announcement on 13 June 2018, Esperance Minerals Limited ("ESM") has entered into a binding Heads of Agreement ("HOA") with Lodge Cottrell Limited and Greenenz Group Limited. Under the HOA, Lodge Cottrell will provide Esperance with the full range of services relating to the design, manufacture, and where possible, the operation of e-waste processing plants commissioned by Esperance following (and subject to) successful project feasibility studies and ESM relisting on the ASX. If successful, the acquisition will assist in the company being relisted and the generation of trading revenues and profits;
- The Directors are confident that the consolidated entity will be able to source additional funding. As stated in Note 7, the company has raised $693,000 in Convertible Note Funding during the year;
- As stated in Note 7, the consolidated entity has $100,000 remaining in undrawn funds in respect of the Series B Convertible Note.

However, should the consolidated entity be unsuccessful in the above, there is a material uncertainty which may cast significant doubt as to whether the consolidated entity would be able to continue as a going concern and therefore, whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

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

(B) PRINCIPLES OF CONSOLIDATION

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) (referred to as 'the Group' in these financial statements). Control is achieved when the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of the acquisition and up to the effective date of disposal as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group. All intra-group transactions, balances, income and expenditure are eliminated in full on consolidation.

Non-controlling interests, being that portion of the profit or loss and net assets of subsidiaries attributable to equity interests held by persons outside the Group, are shown separately within the Equity section of the consolidated Statement of Financial Position and in the consolidated Statement of Profit and Loss and Other Comprehensive Income.

(C) INCOME TAX

Income tax expense comprises current and deferred tax. Income tax expense is recognised in profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date. Current tax liabilities/ (assets) are therefore measured at the amounts expected to be paid to/ (recovered from) the relevant taxation authority.

Deferred tax expense reflects movements in deferred tax asset and liability balances during the year as well as unused tax losses.

Current and deferred income tax expense is charged or credited to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability. Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available, against which the benefits of the deferred tax asset can be utilised.

(D) FINANCIAL INSTRUMENTS

Financial instruments, incorporating financial assets and financial liabilities, are recognised when the Group becomes a party to the contractual provisions of the instrument. Trade date accounting is adopted for financial assets that are delivered within timeframes established by marketplace convention.

Financial instruments are initially measured at fair value plus transaction costs where the instrument is not classified as at fair value through profit or loss. Transaction costs related to instruments classified as at fair value through profit or loss are expensed to profit or loss immediately. Financial instruments are classified and measured as set out below.

De-recognition

Financial assets are derecognised where the contractual rights to receipt of cash flows expire or the asset is transferred to another party whereby the Group no longer has any significant continuing involvement in the risks and rewards associated with the asset. Financial liabilities are derecognised if the Group's obligations specified in the contract are discharged, cancelled or expire.

(D) FINANCIAL INSTRUMENTS (CONTINUED)

Classification and Subsequent Measurement

i) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost using the effective interest rate method.

ii) Financial liabilities

Non-derivative financial liabilities are subsequently measured at amortised cost using the effective interest rate method.

(E) CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts are shown within short-term borrowings in current liabilities on the statement of financial position.

(F) SHARE CAPITAL

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any related income tax benefit.

(G) REVENUE AND OTHER INCOME

Financial Income comprises interest income. Interest income is recognised in profit or loss as it accrues, using the effective interest rate method.

Other income is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably.

(H) IMPAIRMENT

The carrying amount of non-financial assets are reviewed each reporting date to determine whether there is any indication of impairment. If any such indications exist, the assets recoverable amount is estimated.

An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in profit or loss.

Calculation of recoverable amount

The recoverable amount of receivables is calculated as the present value of estimated future cash flows, discounted at the original effective interest rate.

The recoverable amount of other assets is the greater of their net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset.

(I) GOODS AND SERVICES TAX (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the taxation authority. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the statement of financial position.

(J) PARENT ENTITY INFORMATION

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 13.

(K) CURRENT AND NON-CURRENT CLASSIFICATION

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

(L) TRADE AND OTHER RECEIVABLES

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

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectable are written off by reducing the carrying amount directly. A provision for impairment of trade receivables is raised when there is objective evidence that the consolidated entity will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation and default or delinquency in payments (more than 60 days overdue) are considered indicators that the trade receivable may be impaired. The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

Other receivables are recognised at amortised cost, less any provision for impairment.

(M) TRADE AND OTHER PAYABLES

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

(N) BORROWINGS

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

The component of the convertible notes that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs.

On the issue of the convertible notes the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond and this amount is carried as a non-current liability on the amortised cost basis until extinguished on conversion or redemption. The increase in the liability due to the passage of time is recognised as a finance cost. The remainder of the proceeds are allocated to the conversion option that is recognised and included in shareholders' equity as a convertible note reserve, net of transaction costs. The carrying amount of the conversion option is not remeasured in the subsequent years. The corresponding interest on convertible notes is expensed to profit or loss.

(O) FINANCE COSTS

Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

(P) ROUNDING OF AMOUNTS

The company is of a kind referred to in Class Order 98/100, issued by the Australian Securities and Investments

Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Class Order to the nearest dollar.

(Q) EARNINGS PER SHARE

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of any dilutive potential ordinary shares, which comprise convertible notes and share options.

(R) USE OF ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires management to make judgements, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Deferred Tax Assets not brought to Account

The carrying amount of deferred income tax assets is reviewed at each balance date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

(S) APPLICATION OF NEW AND REVISED ACCOUNTING STANDARDS

Standards and Interpretations affecting the reported results or financial position
There are no new, revised or amending Standards and Interpretations adopted in these financial statements affecting the reported results or financial position.

(T) NEW ACCOUNTING STANDARDS AND INTERPRETATIONS ISSUED NOT YET EFFECTIVE

Standards and Interpretations in issue not yet adopted

The AASB has issued new and amended Accounting Standards and Interpretations that have mandatory application dates for future reporting periods. The Group has decided against early adoption of these standards. The following table summarises those future requirements, and their impact on the Group:

Standard Name	Effective date for entity	Requirements	Impact
AASB 9 Financial Instruments and amending standards AASB 2010-7 / AASB 2012-6	1 January 2018	Changes to the classification and measurement requirements for financial assets and financial liabilities. New rules relating to derecognition of financial instruments.	The directors have assessed the reporting requirements for AASB 9 in future periods and have concluded that the changes are unlikely to have a material impact on the financial report.
AASB 16 Leases	1 January 2019	The standard replaces AASB 117 'Leases' and for lessees will eliminate the classifications of operating leases and finance leases.	The directors have assessed the reporting requirements for AASB 16 in future periods and have concluded that the changes are unlikely to have a material impact on the financial report.

(S) NEW ACCOUNTING STANDARDS AND INTERPRETATIONS ISSUED NOT YET EFFECTIVE(CONTINUED)

AASB 15 Revenue from Contracts with Customers	1 January 2018	The standard provides a single standard for revenue recognition. The core principle of the standard is that an entity will recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.	The directors have assessed the reporting requirements for AASB 15 in future periods and have concluded that the changes are unlikely to have a material impact on the financial report.

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2. INCOME

	2018 $	2017 $
FINANCIAL INCOME		
Interest income – other sources	17	469

3. INCOME TAX

	2018 $	2017 $
(a) Loss before tax	(666,786)	(972,664)
Prima facie tax (credit) / expense on loss before income tax using corporate rate of 27.5% (2017: 28.5%)	(183,366)	(267,482)
Difference from income tax expense due to:		
Current year losses not brought to account	183,366	267,482
Income tax attributable to consolidated entity	-	-
(b) Balance of franking account at year end	-	-

4. DEFERRED TAX ASSETS AND LIABILITIES

	2018 $	2017 $
Deferred tax assets – not recognised		
Deferred tax assets arising from tax losses not recognised calculated at 27.5%:		
Tax losses - Revenue	3,655,755	3,472,389
Capital losses	554,292	554,292
	4,210,047	4,026,681

5. EARNINGS PER SHARE

The calculation of basic earnings and diluted earnings per share at 30 June 2018 was based on the loss attributable to ordinary shareholders of $666,786 (*2017:* $972,643) and the weighted average number of ordinary shares outstanding during the financial year ended 30 June 2018 of 236,373,492 (*2017:* 191,615,917), calculated as follows:

	2018 Cents	2017 Cents
Basic and diluted (loss) / earnings per share	(0.28)	(0.51)
Weighted average number of ordinary shares:		
Fully paid ordinary shares used in calculation of basic and diluted (loss) / earnings per share	236,373,492	191,615,917

130,265,000 options were not included in earnings per share because they were anti-dilutive.

6. TRADE AND OTHER PAYABLES

	2018 $	2017 $
Current		
Other creditors and accruals	258,882	256,838
	258,882	256,838

7. BORROWINGS

	2018 $	2017 $
Current		
Series A Convertible Notes	180,000	180,000
Series B Convertible Notes	120,000	120,000
Series E Convertible Notes	652,000	652,000
Series F Convertible Notes	693,000	-
Less: Effective interest unwinding	(44,709)	(76,707)
Series C Convertible Notes	-	540,000
Less: Converted to equity	-	(540,000)
Loan Proceeds	-	50,000
	1,600,291	925,293

During the 2014 year the Company issued the following convertible notes:

- Series A – being notes in connection with the payment of certain due diligence costs associated with the Brazilian project with a face value of $330,000; and
- Series B – being notes in connection with the ongoing funding of the Company with a face value $570,000.

Both notes (the combines notes referred to as "**Notes**") involve various shareholders, including a company that is associated with the former Chairman, Mr Kris Knauer.

As at 30 June 2018, the Series B note has been drawn to $470,000 and $100,000 remains undrawn.

The key terms of the Notes are as follows:

- conversion price of the lesser of 5 cents per ordinary share, or the 5 day volume weighted average price ("**VWAP**") of the Company's ordinary shares on the ASX immediately prior to the issue of a conversion notice by the Noteholder to the Company;
- the Notes cannot be converted until after 31 August 2014 and then at any time up to the Maturity Date of 31 August 2018;
- for each share issued on conversion, the Noteholder will be issued with 1 free option to subscribe for an additional ordinary share in the Company exercisable on or before 31 August 2018 at an exercise price of 10 cents per Company share (**Options**);
- the Notes will accrue interest at a rate of 10% per annum; and
- the Notes are unsecured.

The funds raised from the Series B note has been used for current working capital and the evaluation of potential new projects for the company.

The shareholders not associated with the Series A and B Notes approved the terms of their conversion on the 30 April 2014.

On March 29 2016, $110,000 of the Series A Note and $190,000 of the Series B Note and $48,400 of accrued convertible note interest was converted at the 5 day VWAP of $0.01212189 per share, resulting in the issue of 28,741,384 ordinary shares and 28,741,384 options (10c strike, 31/8/2018 expiry).

On 7 May 2015 the Company announced that it raised $540,000 to be subscribed for a Series C convertible notes. The term of the notes subject to shareholder approval in future shareholder meeting. Its terms were:

- conversion price of the lessor of 2 cents per ordinary share, or the 5 day volume weighted average price (“**VWAP**”) of the Company’s ordinary shares on the ASX immediately prior to the issue of a conversion notice by the Noteholder to the Company;
- for each share issued on conversion, the Noteholder will be issued with 1 free option to subscribe for an additional ordinary share in the Company exercisable on or before 31 August 2018 at an exercise price of 10 cents per Company share (**Options**);
- the Notes will accrue interest at a rate of 8% per annum;
- the Notes are unsecured; and
- The approval of issuing has been obtained in the Extraordinary General Meeting from shareholders on 20 July 2016, and the notes were converted into 27,000,000 shares in the Company, with the shares being issued on 25 July 2016.

On 11 January 2017 and 18 April 2017 the Company announced it had raised $303,000 and $349,000 respectively via the issue of Series E converting notes. The term of the notes subject to shareholder approval in future shareholder meeting. Its terms are:

- conversion price of 2 cents per ordinary share
- the Notes will accrue interest at a rate of 5% per annum if shareholders do not approve the conversion of the Notes;
- the Notes are unsecured
- the Company will seek Shareholder approval in a General Meeting of Shareholders, for the conversion of the Notes into new Ordinary Shares. If shareholders do not approve the conversion of the Notes, the Company must pay interest at 5% per annum on the face value of the Notes until the maturity date, 31 October 2018.

During 2018 the Company raised $693,000 via the issue of Series F converting notes. The term of the notes subject to shareholder approval in future shareholder meeting. Its terms are:

- conversion price of 2 cents per ordinary share
- the Notes will accrue interest at a rate of 5% per annum if shareholders do not approve the conversion of the Notes;
- the Notes are unsecured
- the Company will seek Shareholder approval in a General Meeting of Shareholders, for the conversion of the Notes into new Ordinary Shares. If shareholders do not approve the conversion of the Notes, the Company must pay interest at 5% per annum on the face value of the Notes until the maturity date, 31 October 2018.

8. ISSUED CAPITAL

	2018 $	2017 $
236,373,492 (2017: 236,373,492) Fully paid ordinary shares:	12,441,611	12,441,611

	2018 $	2017 $	2018 No.	2017 No.
(a) Movement in fully paid ordinary shares				
Opening balance	12,441,611	11,377,154	236,373,492	165,348,222
Movement during the year	-	1,064,457	-	71,025,270
Closing balance	12,441,611	12,441,611	236,373,492	236,373,492

(b) Terms of Issue:

(i) Fully paid ordinary shares

Ordinary shares participate in dividends and are entitled to one vote per share at shareholders meetings. In the event of winding up the company, ordinary shareholders rank after creditors and are entitled to any proceeds of liquidation in proportion to the number of shares held.

(ii) Options

There are 130,265,000 options (exercisable at 10 cents) over the Company's shares that expire on 31 August 2018. Unless converted to ordinary shares, the options do not participate in dividends. Options are not entitled to one vote at shareholders meetings. In the event of winding up the company, option holders are not entitled to any proceeds of liquidation.

9. SEGMENT INFORMATION

The Group operates in a single segment. Since December 2016, the Company has been evaluating and progressing a transaction in the industrial technology sector focused on the processing of electronic waste.

10. FINANCIAL RISK MANAGEMENT

Financial Risk Management Policies

The Group's financial instruments consist mainly of deposits with banks and trade and other payables. The Group does not use derivative financial instruments to hedge exposure to financial risks.

(i) Treasury Risk Management

There have been no changes in the Group's approach to capital management during the year. The Group is not subject to any externally imposed capital requirements.

(ii) Capital Management

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future developments of the business. Refer to Note 1(A) regarding the Company and the Group's ability to continue as going concerns.

(iii) Financial Risk Exposures and Management

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

10. FINANCIAL RISK MANAGEMENT (CONT'D)

Interest rate risk

The Group does not enter into interest rate swaps, forward rate agreements, or interest rate options to manage cash flow risks associated with interest rates on borrowings that are floating, or to alter interest rate exposures arising from mismatches in repricing dates between assets and liabilities.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group manages liquidity risk by monitoring forecast cash flows and ensuring that adequate unutilised borrowing facilities are maintained. Refer to Note 1(A) regarding the Company and the Group's ability to continue as going concerns.

The tables that follow reflect an undiscounted contractual maturity analysis for financial assets and liabilities.

Cash flows from financial assets reflect management's expectation as to the timing of realisation. Actual timing may therefore differ from that disclosed. The timing of cash flows presented in the table to settle financial liabilities reflect the earliest contractual settlement dates and do not reflect management's expectations that banking facilities will roll forward.

	Within 1 year		1 to 5 years		Over 5 years		Total	
	2018	**2017**	**2018**	**2017**	**2018**	**2017**	**2018**	**2017**
Financial liabilities – due for payment:								
Trade and other payables	258,882	256,838	-	-	-	-	258,882	256,838
Borrowings	1,600,291	925,293	-	-	-	-	1,600,291	925,293
	1,859,173	1,182,131	-	-	-	-	1,859,173	1,182,131
Financial assets – cash flows realisable								
Cash and cash equivalents	298,396	13,658	-	-	-	-	298,396	240,275
Accounts Receivable	-	3,982					-	33,707
Prepayments	-	5,000					-	5,000
	298,396	22,640	-	-	-	-	298,396	22,640

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. There is negligible credit risk on financial assets, excluding investments, since there is no exposure to individual customers or countries and the Group's exposure is limited to the amount of cash, short-term investments and receivables which have been recognised in the statement of financial position.

Price risk

Although the Group does not currently hold any mining leases, should it enter into any agreements for mining leases the Group will be exposed to commodity price risk. Changes in market price for commodities impact the economic viability of the mining leases. The Group has not entered into any hedges in relation to these commodities. It is not possible to quantify the effect on profit or equity of any change in commodity prices.

11. PARENT ENTITY DISCLOSURES

Set out below is the supplementary information about the Parent Entity.

	2018	2017
Financial position	**$**	**$**
Assets		
Current assets	298,396	22,640
Non-current assets	7	14
Total assets	298,403	22,654
Liabilities		
Current liabilities	1,859,173	1,182,131
Total liabilities	1,859,173	1,182,131
Equity		
Issued capital	12,441,611	12,441,611
Reserves	508,749	244,847
Accumulated losses	(14,511,130)	(13,844,336)
Total equity	(1,560,770)	(1,157,879)
Financial performance		
Loss for the year	(666,794)	(972,643)
Other comprehensive income	-	-
Total comprehensive loss	(666,794)	(972,643)

12. CASH FLOW INFORMATION

	2018 $	2017 $
(a) Reconciliation of cash flows from operations with loss after income tax		
Loss after income tax	(666,786)	(972,664)
Non cash flows in operating activities:		
Depreciation expenses	1,598	-
Unwinding effective interests on convertible notes	263,902	-
Changes in assets and liabilities:		
• Increase / (Decrease) in payables	74,042	(374,118)
• Decrease in receivables	8,982	24,725
Net Cash Used in Operating Activities	(318,262)	(1,322,057)
(b) Reconciliation of cash and cash equivalents		
Cash at bank	298,396	13,658
(c) Credit Standby Arrangements with Banks		
Overdraft facility limit	25,000	25,000
Amount utilised	-	-
	25,000	25,000

13. RELATED PARTY TRANSACTIONS

KEY MANAGEMENT PERSONNEL COMPENSATION IS AS FOLLOWS:

	2018 $	2017 $
Short-term employee benefits	56,550	89,588
Post-employment benefits	-	10,752
	56,550	100,340

Information regarding individual Directors' compensation is provided in the remuneration report section of the Directors' report.

There were no other material contracts involving Directors' interests existing at year end.

OTHER KEY MANAGEMENT PERSONNEL TRANSACTIONS:

There were no transactions with other key management personnel.

MOVEMENT IN SHARES

The movement during the reporting period in the number of ordinary shares in Esperance Minerals held directly, indirectly, or beneficially, by each key management person, including their related parties, is as follows:

Director	Held at 30 June 2016	Purchases	Sales	Other	Held at 30 June 2017	Purchases	Sales	Other	Held at 30 June 2018
Fully Paid Ordinary Shares									
Mr Rawicki	-	-	-	-	-	-	-	-	-
Ms Zhang[1]	15,100,000[1]	-	-	-	15,100,000	-	-	-	15,100,000
Mr Karam	-	-	-	-	-	-	-	-	-
Mr Beasley	-	-	-	-	-	-	-	-	-

[1] Relevant interest held in shares registered in the name of SJL Management Pty Limited atf <Zhang Family Trust> of which Sophia Zhang is a beneficiary

No Director has a margin loan on any of the above shares.

TRANSACTIONS WITH RELATED PARTIES

For the year ended 30 June 2018, $25,000 in directors fees for Sophia Zhang was paid to Crowdfunding Asset Management Group Pty Ltd, a company owned and controlled by Sophia Zhang.

During the year the Company transferred ownership of a subsidiary company, Perfection Australia Group Pty Ltd and registered trademarks in Australia and China to Ms Zhang. These dormant items related to the previous healthcare business opportunities that the Company previously explored. No consideration was given by Ms Zhang in respect of this transfer. The original cost to the Company in respect of this was approximately $7500.

14. SUBSIDIARIES

Subsidiary	Country of incorporation	Ownership interest 2018 %	 2017 %
Dingo Resources Pty Limited	Australia	70	70
Perfection Australia Group Pty Ltd	Australia	0[1]	100

Under the terms of the shareholders agreement with the outside equity shareholder in Dingo Resources Pty Limited the Company is responsible for all funding of the exploration and mining costs. Accordingly, there is no allocation of the loss to the outside equity holders.

1 During the year the Company transferred ownership of a subsidiary company, Perfection Australia Group Pty Ltd to Sophia Zhang (Note 13).

15. AUDITORS' REMUNERATION

	2018 $	2017 $
Auditing and reviewing financial reports – RSM Australia Partners	20,545	30,200

For the year ended 30 June 2018 the auditor appointed is RSM Australia Partners.

16. COMMITMENTS AND CONTINGENCIES

As at 30 June 2018 there are no contingencies that affect the company and consolidated entity.

Capital expenditure commitments of the company and consolidated entity as at 30 June 2018

17. EVENTS SUBSEQUENT TO BALANCE DATE

There have been no events subsequent to year end which would have a material effect on the Group's financial statements at 30 June 2018.

18. RESERVES

Share premium reserve
The share premium reserve records items recognised as expenses on valuation of the equity component on convertible notes issued (note 8).

	2018 $	2017 $
Share premium reserve	508,749	244,847

	2018 $	2017 $
(a) Movement in share premium reserve		
Opening balance	244,847	117,907
Equity component on convertible notes	263,902	126,940
Transfer to share capital of converted notes	-	-
Closing balance	508,749	244,847

DIRECTOR'S DECLARATION

The Directors of Esperance Minerals Limited declare that:

(a) based on the matters set out in Note 1(A), in the directors' opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable;

(b) in the directors' opinion, the attached financial statements and notes thereto are in accordance with the Corporations Act 2001, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the consolidated entity;

(c) in the directors' opinion, the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board, as stated in note 1 to the financial statements; and

(d) the directors have been given the declarations required by s.295A of the Corporations Act 2001.

Signed in accordance with a resolution of the Board of directors made pursuant to S295 (5) of the Corporations Act 2001.

A Beasley

Alan Beasley
Chairman

Dated at Sydney this 5th day of September 18.

RSM Australia Partners

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INDEPENDENT AUDITOR'S REPORT
To the Members of Esperance Minerals Limited

Disclaimer of Opinion

We were engaged to audit the financial report of Esperance Minerals Limited and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2018, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the financial report, including a summary of significant accounting policies, and the declaration by those charged with governance.

We do not express an opinion on the accompanying financial report of the Group. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on this financial report.

Basis for Disclaimer of Opinion

Going concern

The consolidated entity's consolidated statement of profit or loss and other comprehensive income for the year ended 30 June 2018 reflected a net loss of $666,786. The consolidated statement of financial position reflectednet current liabilities and a deficiency of net assets of $1,560,777 at that date. The consolidated entity's consolidated statement of cash flows for the year ended 30 June 2018 reflected net cash used in operating activities of $318,262. Further, the consolidated entity was suspended from quotation under ASX listing rule 17.3 on 28 September 2017 and will continue to remain suspended until the consolidated entity is able to demonstrate compliance with Chapter 12 of the ASX listing rules. As stated in Note 1, these events or conditions, along with other matters as set forth in Note1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

We have been unable to obtain sufficient appropriate audit evidence as to whether the consolidated entity may be able to raise sufficient capital to fund its operations, and to have its suspension from quotation on the ASX lifted, hence removing significant doubt of its ability to continue as a going concern within 12 months of the date of this auditor's report.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2018 but does not include the financial report and the auditor's report thereon.

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

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

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

Responsibilities of the Directors for the Financial Report

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

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

Auditor's Responsibilities for the Audit of the Financial Report

Our responsibility is to conduct an audit of the financial report in accordance with Australian Auditing Standards and to issue an auditor's report. However, because of the matter described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the financial report.

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_responsibilities/ar2.pdf.
This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 14 to 16 of the directors' report for the year ended 30 June 2018.

In our opinion, the Remuneration Report of Esperance Minerals Limited, for the year ended 30 June 2018, complies with section 300A of the Corporations Act 2001.

Responsibilities

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

RSM AUSTRALIA PARTNERS

C J HUME
Partner

Sydney, NSW
Dated: 6 September 2018

SHAREHOLDER INFORMATION

At 30 JUNE 2018

THE NUMBER OF SHAREHOLDERS AND THE DISTRIBUTION OF THEIR HOLDINGS IN EACH CLASS OF QUOTED SECURITIES WAS AS FOLLOWS:

	Fully Paid	Options
1 - 1,000	656	-
1,001 - 5,000	277	-
5,001 - 10,000	50	-
10,001 - 100,000	89	-
100,001 and over	109	42
	1,181	42

SHAREHOLDERS WITH HOLDINGS LESS THAN A MARKETABLE PARCEL OF 11,628 SHARES:

993

THE TWENTY LARGEST SHAREHOLDERS HOLD:

Fully Paid	Options
65.5%	44.20%

SUBSTANTIAL SHAREHOLDERS:

	Share Holding	
BNP Paribas Nominees Pty Ltd	17,559,151	7.43%
SJL Management Pty Ltd	15,000,000	6.35%
Andrew Murray Gregor	12,000,000	5.08%

TOP TWENTY HOLDERS OF FULLY PAID SHARES

	Number	%
BNP PARIBAS NOMINEES PTY LTD	17,559,151	7.43%
SJL MANAGEMENT PTY LTD	15,000,000	6.35%
MR ANDREW MURRAY GREGOR	12,000,000	5.08%
PAN INVESTMENTS GROUP PTY LTD	10,000,000	4.23%
ABROCARD PTY LTD	10,000,000	4.23%
SANPEREZ PTY LTD	9,875,000	4.18%
MONEYBUNG PTY LTD	8,400,000	3.55%
CITICORP NOMINEES PTY LIMITED	7,749,522	3.28%
O'CONNELL STREET HOLDINGS PTY	7,150,000	3.02%
HSBC CUSTODY NOMINEES	7,138,880	3.02%
MR YOUNG-TAE HAN	6,599,629	2.79%
MR KEIRAN JAMES SLEE	5,315,295	2.25%
MR YOUNG TAE HAN	5,118,153	2.17%
MR ALEXANDER NAUM &	5,070,000	2.14%
Q SUPA PTY LTD	5,000,000	2.12%
YAN SU HUA INVESTMENT TRUST	5,000,000	2.12%
TRAYBURN PTY LTD	4,467,480	1.89%
MR JODET DURAK	4,387,616	1.86%
PITT STREET ABSOLUTE RETURN	4,350,000	1.84%
MS BOZENA RAWICKA	3,658,000	1.55%
	153,844,726	65.10%

SHAREHOLDER INFORMATION

At 30 JUNE 2018

TOP HOLDERS OF OPTIONS - UNQUOTED

	Number	%
Abrocard Pty Ltd	10,000,000	7.6%
Sanperez Pty Ltd	8,000,000	6.1%
Pitt Street Absolute Return Fund Pty Limited	7,500,000	5.7%
O'Connell Street Holdings Pty Ltd	7,150,000	5.4%
Mr Andrew Murray Gregor	7,000,000	5.3%
Pan Investment Group Pty Ltd	5,000,000	3.8%
Yan Su Hua Investment Trust	5,000,000	3.8%
Ms Bozena Rawicka	3,317,159	2.5%
Mr Jodet Durak	3,000,000	2.3%
Chenyang Yan	2,660,000	2.0%
Mn Jeffery Pty Limited	2,500,000	1.9%
Mr Keiran James Slee	2,000,000	1.5%
Yongyuen Ji	1,500,000	1.1%
Penting Pty Ltd	1,500,000	1.1%
Mr Michael Noel Jeffery	1,500,000	1.1%
Mr Ian Barrie Murie & Mrs Tania Murie	1,500,000	1.1%
Mr Young-Tae Han	1,400,371	1.1%
Durak Investment Corporation Pty Ltd	1,400,000	1.1%
Mr Stephen Sharratt	1,200,000	0.9%
	74,127,530	55.4%

VOTING RIGHTS:

All ordinary shares carry one vote per share without restriction.

Option holders have no voting rights.