

ACN 123 668 717

Financial Report

For the Half-Year Ended 31 December 2018

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CORPORATE DIRECTORY

Directors Antony B Corel

Roger A Jackson Ian B Mitchell

Company Secretary Ian B Mitchell

Registered OfficeC\- Websters Solicitors and Barristers

Level 11 37 Bligh Street Sydney NSW 2000

Principal Place of BusinessC\- Professional Edge Pty Ltd

Level 7

1 Margaret Street Sydney NSW 2000

Share Register Next Registries

Level 16 1 Market Street Sydney NSW 2000

Auditor BDO East Coast Partnership

Level 11

1 Margaret Street Sydney NSW 2000

Solicitors Websters Solicitors and Barristers

Level 11 37 Bligh Street Sydney NSW 2000

Bankers National Australia Bank

Level 15, Ernst & Young Centre

680 George Street Sydney NSW 2000

Corporate Services Professional Edge Pty Ltd

GPO Box 1458 Sydney NSW 2000

Securities Exchange Listing Ark Mines Ltd shares are listed on the Australian Securities

Exchange (ASX code: AHK)

Website Address www.arkmines.com.au

Your Directors present their report together with the financial statements of Ark Mines Ltd (the "Company" or "Ark") for the financial half-year ended 31 December 2018.

Directors

The names of the Directors, who held office from 1 July 2018 to date of this report, unless otherwise stated, are:

- Antony B Corel
- Roger A Jackson
- Ian B Mitchell

Review of Operations

The Company's prime focus is to become a producer of gold as soon as practicable.

At the commencement of the half-year the Company was party to a letter agreement ("Letter Agreement") with Prodigy Gold NL ("Prodigy") to negotiate an operating agreement ("Operating Agreement") for the exploration and mining of the Old Pirate project area. Notwithstanding the expiration of the 60 day negotiation deadline, both parties continued to actively negotiate the Operating Agreement through the half-year.

The Company believed it had secured an interested investor who was expected to provide sufficient funding for the Company to commence mining at Old Pirate and repay the Chan debt facility ("Chan Facility").

Repayment of the Chan Facility was necessary to release the security over all Company assets which would then be available for new funding initiatives.

On 23 July 2018, the Company announced that the interested investor would not-proceed with the funding.

The Company then engaged in discussions with parties interested to acquire its Mt Porter, Frances Creek, Glencoe and Union Extended projects. Following this, the Company entered into a binding Term Sheet with Territory Iron ("Territory Agreement") to sell its Mt Porter and Frances Creek Projects for \$4.0m plus GST (if applicable) of which \$500k was received during the half-year as a non-refundable deposit.

Of this amount, \$3.75m was to be used to repay the US\$2.6m previously drawn down on the Chan Facility and agreed interest, for which sum Chan agreed to settle on completion of the sale to Territory Iron.

Under the terms of the Chan agreement, the Company agreed to pay Chan the settlement amount in three tranches.

- 1) \$250k on execution of the Territory Agreement;
- 2) \$1.5m on or before 17 December 2018; and
- 3) \$2.0m on or before 6 May 2019.

On 9 October 2018 the Company repaid \$250k of the \$3.75m settlement amount from the \$500k deposit received from Territory Iron. The balance of \$250k was applied to the Company's working capital.

Territory Iron subsequently failed to pay the Company the amount of \$1.5m due on 17 December 2018. As a consequence of the failure of Territory Iron to comply with the terms of the Territory Agreement, the Company has not yet paid the second tranche payment of \$1.5m to Chan. The Company is in discussions with Chan regarding this payment.

As a consequence of the Company being unable to fulfil its obligations to Prodigy, the Letter Agreement for Old Pirate was terminated 30 October 2018.

On 5 March 2019, the Company announced that, with the agreement of Chan, it had terminated the Territory Agreement.

The Company now intends to retain its Mt Porter and Frances Creek tenements, seek a gold loan facility from another financier and apply the proceeds to the repayment of the Chan Facility, the purchase and siting of a suitable plant and the necessary preparation of its Glencoe and other tenements for ore production.

The co-operation of owners of other suitable tenements in the Pine Creek region whose access to production plant has also been delayed is being invited.

At this stage, the Company considers that this is the best strategy to achieve gold production in the near term.

Notwithstanding the finance being sought, one or more small capital raisings may be required in the coming calendar year to provide for the Company's working capital requirements until a gold loan facility can be put in place.

The loss for the Company during the half-year was \$760,158 (2017: \$156,212).

DIRECTORS' REPORT

For the half-year ended 31 December 2018

Subsequent Events

The review of operations discussed above covers the period of the half-year ending 31 December 2018 and up to the date of this report. Details of all events that occurred specifically between 31 December 2018 and the date of this reported are shown in note 17 to the financial statements.

<u>Auditor's Independence Declaration</u>

The auditor's independence declaration for the half-year ended 31 December 2018 has been received and a copy is reproduced on page 4.

Rounding

The amounts contained in this report and in the half-year financial report have been rounded to the nearest dollar (where rounding is applicable) unless otherwise indicated.

This Report is made in accordance with a resolution of the Board of Directors and signed on behalf of the Board by:

Antony B Corel

Chairman

AUDITOR'S INDEPENDENCE DECLARATION

For the half-year ended 31 December 2018



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DECLARATION OF INDEPENDENCE BY GARETH FEW TO THE DIRECTORS OF ARK MINES LIMITED

As lead auditor for the review of Ark Mines Limited for the half-year ended 31 December 2018, I declare that, to the best of my knowledge and belief, there have been:

- No contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the review; and
- 2. No contraventions of any applicable code of professional conduct in relation to the review.

Gareth Few Partner

BDO East Coast Partnership

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the half-year ended 31 December 2018

	Note	December 2018	December 2017
		\$	\$
Revenue from ordinary activities		1.40	0.004
Interest income		140	2,896
Total revenue		140	2,896
Less: Expenses			
Accounting and secretarial expenses		34,877	34,119
ASX listing costs		8,185	12,488
Audit fees		24,100	23,651
Consulting fees		3,740	3,700
Depreciation		1,993	1,993
Directors' fees		102,750	102,748
Insurance		6,499	10,352
Legal fees		4,167	10,481
Share registry costs		6,713	8,060
Travel and accommodation expenses		5,530	37,347
Write off of deposit on Old Pirate project		50,000	-
Other expenses from ordinary activities		20,223	21,143
Total expenses		268,777	266,082
Loss from operating activities		(268,637)	(263,186)
Recovery of environmental bond		10,000	-
Net foreign exchange gains		56	(69,026)
Fair value movement of derivative liability		(456,416)	245,598
Finance costs		(45,161)	(69,598)
Profit before income tax		(760,158)	(156,212)
Income tax expense		-	-
Loss from continuing operations after income tax		(760,158)	(156,212)
Other comprehensive loss for the year		-	-
Total comprehensive loss for the year		(760,158)	(156,212)
Earnings per share			
Basic - cents per share		(1.55)	(0.32)
Diluted - cents per share		(1.55)	(0.32)

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

STATEMENT OF FINANCIAL POSITION

As at 31 December 2018

	Note	December 2018	June 2018
		\$	\$
urrent assets			
Cash and cash equivalents		89,390	17,598
Trade and other receivables	3	34,526	118,730
nvironmental bonds	4	122,259	121,060
payments		44,410	20,383
ssets		290,585	277,771
rrent assets			
talised exploration and evaluation expenditure	5	3,347,534	3,219,053
nt and equipment		8,967	10,959
urrent assets		3,356,501	3,230,012
		3,647,086	3,507,783
abilities			
and other payables	6	769,053	576,008
sit received	7	500,000	
liabilities		1,269,053	576,008
liabilities			
ngs	8	750,000	750,000
tive liability	9	6,181,880	5,975,464
rrent liabilities		6,931,880	6,725,464
		8,200,933	7,301,472
		(4,553,847)	(3,793,689)
ntributed equity	10	9,876,131	9,876,131
cumulated losses		(14,429,978)	(13,669,820)
•		(4,553,847)	(3,793,689)

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

STATEMENT OF CASH FLOWS

For the half-year ended 31 December 2018

	Note	December 2018	December 2017
		\$	\$
Cash flows from operating activities			
Payments to suppliers and employees		(111,531)	(174,851)
Interest received		140	2,896
Interest and finance costs and exchange losses		(45,105)	(138,624)
Net cash used in operating activities		(156,496)	(310,579)
Cash flows from investing activities			
Payment for exploration and evaluation expenditure		(30,513)	(363,007)
Payment for option to acquire adjoining tenements		-	(15,000)
Proceeds from Mt Porter and Frances Creek sale deposit		500,000	-
Proceeds from refunds of (payments for) environmental bonds		8,801	(836)
Net cash used in investing activities		478,288	(378,843)
Cash flows from financing activities			
Payment for repayment of loans		(250,000)	
Net cash provided by financing activities		(250,000)	
Net increase in cash held		71,792	(689,422)
Cash at the beginning of the period		17,598	1,527,648
Cash at the end of the period		89,390	838,226

STATEMENT OF CHANGES IN EQUITY

For the half-year ended 31 December 2018

	Note	Issued capital	Acc. losses	Total
		\$	\$	\$
December 2018				
Balance at 1 July 2018		9,876,131	(13,669,820)	(3,793,689)
Total comprehensive income for the year		-	(760,158)	(760,158)
Balance at 31 December 2018		9,876,131	(14,429,978)	(4,553,847)
December 2017				
Balance at 1 July 2017		9,876,131	(13,022,813)	(3,146,682)
Total comprehensive income for the year			(156,212)	(156,212)
Balance at 31 December 2017		9,876,131	(13,179,025)	(3,302,894)

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

For the half-year ended 31 December 2018

1 Corporate Information

Ark Mines Limited is a public company, listed on the Australian Securities Exchange, incorporated and domiciled in Australia. The Company's operations comprise exploration for and evaluation of mineral resources.

2 Significant Accounting Policies

These financial statements for the half-year reporting period ended 31 December 2018 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001. This financial report covers Ark Mines Limited and was authorised for issue in accordance with a resolution of Directors on 13 March 2019. For the purpose of preparing the financial statements, Ark Mines is a for-profit entity.

These financial statements do not include all the notes of the type normally included in annual financial statements and therefore cannot be expected to provide as full an understanding of the financial performance, financial position and financing and investing activities of the Company as the annual financial report. The half-year financial report should be read in conjunction with the annual financial report of Ark Mines Limited as at 30 June 2018 and any public announcement made by the Company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

a) Basis of preparation

The half-year financial report has been prepared on the historical cost basis except as disclosed in the notes to the financial statements.

b) Significant accounting policies

The half-year financial report has been prepared using the same accounting policies as used in the annual financial report for the year ended 30 June 2018.

c) New, revised or amending Accounting Standards and Interpretations adopted

The Company has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board that are mandatory for the current reporting period.

AASB 9 Financial Instruments

The Company adopted this standard from 1 July 2018 however the impact of adoption is not material.

Any new, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted. The Company's assessment of these new standards and interpretations is that they will result in no significant changes to the amounts recognised or matters disclosed in this half-year report.

d) Fair value

Due to their short term nature, the Directors considered the carrying amounts of cash, current receivables and current payables to approximate their fair value.

December

June

		2018	2018
3	Trade and Other Receivables		
	Deposit for Old Pirate operating agreement	-	50,000
	GST Recoverable	24,107	58,387
	Receivables other	10,419	10,343
	Total	34,526	118,730
4	Environmental Bonds		
	EL 23237 Frances Creek	5,171	5,171
	ML 23139 Mt Porter Mining Management Plan bonds	80,744	79,545
	ML 29679 Glencoe	36,344	36,344
	Total	122,259	121,060

For the half-year ended 31 December 2018

		December 2018	June 2018
5	Exploration and Evaluation Expenditure	\$	\$
	Balance at the beginning of the period	3,219,053	2,585,041
	Capitalised during the period	128,481	634,012
	Balance at the end of the period	3,347,534	3,219,053
6	Trade and Other Payables		
	Trade creditors	312,642	113,730
	Deferred directors' fees	442,862	454,778
	Other	13,549	7,500
	Total	769,053	576,008
7	Deposits Received		
	Deposit received from Territory Iron	500,000	<u> </u>
	Total	500,000	

On 20 July 2018 the Company entered into a binding Term Sheet with Territory Iron to sell its Mt Porter and Frances Creek projects for \$4.0m plus GST (if applicable) of which \$500k was received on 31 July 2018 as a non-refundable deposit.

At the end of the half-year, Territory Iron was in breach of certain of its obligations under Term Sheet.

Since the end of the half-year the Company has terminated this agreement.

8 Borrowings - Non-current		
Interest bearing loan from related party	750,000	750,000
Total	750,000	750,000

For the half-year ended 31 December 2018

		December 2018	June 2018
		\$	\$
9	Derivative Liability		
	Gold loan facility	6,431,880	5,975,464
	Repaid in cash	(250,000)	
	Total	6,181,880	5,975,464

On 5 October 2018 the Company entered into a Forbearance Agreement ("Agreement") with Chan Investments Ltd ("Chan") where amongst other things, Chan agreed to accept \$3.75m in full and final settlement of all of the monies owed to it under the financing facility it entered into with the Company on 4 August 2016 ("Financing Facility").

The Agreement contemplated the sale of the Company's Mt Porter and Frances Creek projects for \$4.0m following which, as a condition of the Agreement the Company agreed to pay the \$3.75m settlement amount in three tranches:

- 1) \$250k on execution of the Agreement and paid on 9 October 2018;
- 2) \$1.5m on or before 17 December 2018 and outstanding; and
- 3) \$2.0m on or before 6 May 2019.

As a consequence of the failure of Territory Iron to comply with the terms of the Binding Term Sheet under which it agreed to acquire the Company's Mt Porter and Frances Creek projects, the Company has not yet made the second tranche payment of \$1.5m to Chan.

The Company intends to pay this tranche as soon as practicable and is in discussions with Chan, however while the Agreement remains in default, the liability to Chan is determined by the Financing Facility.

Under the terms of the Financing Facility and the agreed amendment of 27 October 2016, repayment is not required before 8 months after gold production commences. This is not expected within the next 12 months and as a consequence, the liability has been classified as non-current.

10	Contributed Equity		
	No options over unissued ordinary shares were issued during the period.		
	Ordinary Shares Number	No.	No.
	Balance at the beginning of the period	49,129,509	49,129,509
	Shares issued during the period	-	-
	Balance at the end of the period	49,129,509	49,129,509
	Ordinary Shares Value	\$	\$
	Balance at the beginning of the period	9,876,131	9,786,131
	Shares issued during the period	-	-
	Balance at the end of the period	9,876,131	9,876,131

For the half-year ended 31 December 2018

11 Commitments

Exploration Expenditure Commitments

The Company is required to meet minimum committed expenditure requirements to maintain current rights of tenure to exploration licences. These obligations may be subject to re-negotiation, may be farmed-out or may be relinquished and have not been provided for in the statement of financial position. A summary of aggregate commitments is as follows:

	December 2018	June 2018
Within 1 year	-	9,635
More than 1 year but not later than 5 years	16,849	19,270
More than 5 years but not later than 10 years	-	-
Total	16,849	28,905

12 Going Concern

The Company has not earned any operating revenue for the period and incurred a net loss after tax of \$760,158 (2017: \$156,212) for the half-year. It has had net cash outflows from operating activities of \$156,496 (2017: \$310,579). These conditions give rise to material uncertainty which may cast significant doubt over the Company's ability to continue as a going concern.

The ongoing viability of the Company and the recoverability of its non-current assets are dependent on the successful and timely development of a gold producing tenement and/or sale of assets and future capital raisings.

The Company is currently party to a Forbearance Agreement with Chan Investments Ltd ("Chan") which the Company has breached. Under the terms of this agreement, Chan has the right to exercise security for the recovery of amounts owed to it under the Facility Agreement it entered into with the Company. The Company intends to rectify its breach as practicable and is in discussions with Chan which it has assumed will be successfully concluded.

To support its ongoing activities, the Company is in negotiations with other financiers and is seeking a gold loan facility with a view to funding:

- The repayment of Chan.
- The purchase and installation a suitable gold processing plant on a suitable site on its tenements.
- The necessary preparation of its Glencoe and other tenements for ore production.

The co-operation of owners of other suitable tenements in the Pine Creek region whose access to production plant has also been delayed is being invited.

In the interim however, the Company will consider one or more small capital raisings if necessary to provide working capital until a gold loan facility is achieved. The Company has a history of successful small capital raisings and raised a further \$66k to support its working capital needs on 30 January 2019.

On the basis of the above, Directors are of the opinion that the financial statements can be prepared on a going concern basis and that the Company will be able to pay its debts as and when they fall due.

Should this not be achieved the Company may be required to realise its assets and discharge its liabilities other than in the normal course of business and at amounts different to those stated in the financial statements.

The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount of liabilities that might result should the Company be unable to continue as a going concern and meet its debts as and when they fall due.

For the half-year ended 31 December 2018

13 Fair Value Measurement

The estimated fair value of financial instruments has been determined by the Company using available market information and appropriate valuation methods.

The estimates presented are not necessarily indicative of the amounts that will ultimately be realised by the Company upon maturity or disposal. The use of different market assumptions and/or estimation methods may have a material effect on the estimated fair value amounts.

For cash and cash equivalents, trade and other receivables and trade and other payables, the carrying amounts approximate fair value, because of the short maturity and nature of these instruments, and therefore fair value information is not included in this note.

14 Segment Information

The Company has identified its operating segment based on internal reports that are reviewed and used by the chief operating decision maker in assessing performance and in determining the allocation of resources. Management has identified exploration and evaluation of mineral resources as the Company's only operating segment as this is its principal activity.

15 Dividends

The Company has not declared or paid a dividend during the half-year.

16 Seasonality

The Company's activities have not been subject to seasonal trends.

17 Subsequent Events

On 30 January 2019 the Company placed 2,000,000 fully paid ordinary shares under its Listing Rule 7.1A share issue capacity to a sophisticated investor at an issue price \$0.033 per share to raise \$66,000 for working capital, pending refinancing of its existing loan arrangements.

On 5 March 2019 the Company announced that it had terminated the agreement for the sale of its Mount Porter and Frances Creek tenements to Territory Iron Pty and that it now intended to retain these tenements and seek a gold loan facility from another financier to repay Chan, acquire and install suitable gold processing plant and undertake the necessary preparation of its Glencoe and other tenements for ore production.

The Company said that the co-operation of owners of other suitable tenements in the Pine Creek region whose access to production plant has also been delayed was being invited.

The Directors of the Company declare that:

In their opinion:

- the attached financial statements and notes thereto comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes thereto give a true and fair view of the Company's financial position as at 31 December 2018 and of its performance for the financial half-year ended on that date; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors made pursuant to section 303(5) of the Corporations Act 2001.

Antony Corel

Director

INDEPENDENT AUDITOR'S REVIEW REPORT

For the half-year ended 31 December 2018



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INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Ark Mines Limited

Report on the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of Ark Mines Limited (the Company), which comprises the statement of financial position as at 31 December 2018, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the half-year then ended, notes comprising a statement of significant accounting policies and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of the Company is not in accordance with the *Corporations Act 2001* including:

- Giving a true and fair view of the company's financial position as at 31 December 2018 and of its financial performance for the half-year ended on that date; and
- (ii) Complying with Accounting Standard AASB 134 Interim Financial Reporting and Corporations Regulations 2001.

Emphasis of matter - Material uncertainty relating to going concern

We draw attention to Note 12 in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern and therefore the Company may be unable to realise its assets and discharge its liabilities in the normal course of business. Our conclusion is not modified in respect of this matter.

Directors' responsibility for the Half-Year Financial Report

The directors of the company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act* 2001 and 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.

Auditor's responsibility

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 Company's financial position as at 31 December 2018 and its performance for the half-year ended on that date and complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001. As the auditor of the Company, 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.

Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's review report.

BDO East Coast Partnership

Gareth Few Partner

SCHEDULE OF TENEMENTS

As at 13 March 2019

Licence	Title name	Interest	Minero	ıl Grant da	ate Expiry date	Status
ML 29679	Glencoe	100%	Gold	27 September 2012	26 September 2022	Current
ML 23839	Mt. Porter	100%	Gold	2 February 2005	1 February 2030	Current
EL 23237	Frances Creek South	100%	Gold	8 December 2003	7 December 2018	Renewal lodged
ELR 116	Mt. Porter	100%	Gold	12 September 1990	11 September 2021	Current
ML 24727	Frances Creek	100% - Gold rights only	Gold	5 April 2007	4 April 2032	Current
ML 25087	Frances Creek	100% - Gold rights only	Gold	24 April 2007	23 April 2032	Current
ML 25088	Frances Creek	100% - Gold rights only	Gold	24 April 2007	23 April 2032	Current
ML 25529	Frances Creek	100% - Gold rights only	Gold	22 December 2010	21 December 2035	Current
ML 27225	Frances Creek	100% - Gold rights only	Gold	17 August 2012	16 August 2037	Current
ML 27226	Frances Creek	100% - Gold rights only	Gold	21 January 2014	20 January 2039	Current
ML 27227	Frances Creek	100% - Gold rights only	Gold	20 October 2011	19 October 2036	Current
ML 27228	Frances Creek	100% - Gold rights only	Gold	26 September 2011	25 September 2036	Current
ML 27229	Frances Creek	100% - Gold rights only	Gold	20 October 2011	19 October 2036	Current
ML 27230	Frances Creek	100% - Gold rights only	Gold	21 January 2014	20 January 2039	Current
EL 10137	Frances Creek	100% - Gold rights only	Gold	10 July 2002	9 July 2020	Current
MA 389	Frances Creek	100% - Gold rights only	Gold	15 November 1993	14 November 2018	Renewal lodged

