

# **White Energy Company Limited**

**ABN 62 071 527 083**

**Annual Financial Report - 30 June 2023**

**White Energy Company Limited**  
**Directors' report**  
**30 June 2023**

Your Directors present their report on the Consolidated Entity (referred to hereafter as the Group or the Company) consisting of White Energy Company Limited (White Energy) and the entities it controlled at the end of, or during, the year ended 30 June 2023.

**Directors and Company Secretary**

The following persons were Directors of White Energy Company Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Brian Flannery  
Vincent O'Rourke  
Keith Whitehouse (appointed 12 December 2022)  
Michael Chapman (appointed 1 June 2023)  
Graham Cubbin (resigned 20 March 2023)

The Company Secretary is David Franks, a position he held the whole of the financial year and up to the date of this report.

**Principal activities**

During the financial year the principal continuing activities of the Group consisted of:

- the ongoing development and exploitation of the Binderless Coal Briquetting technology;
- the evaluation of mining exploration assets; and
- the engagement in legal proceedings against PT Bayan Resources TBK and Bayan International Pte Ltd.

**Dividends**

No amounts have been paid or declared by way of dividend during the current financial year (2022: Nil).

**Operating and financial review**

**Coal technology**

White Energy is the exclusive worldwide licensee of a patented technology for a Binderless Coal Briquetting (BCB) process which is capable of upgrading low cost, low rank coals and coal fines into more valuable, higher energy yielding briquettes. The BCB process also provides an attractive solution for coal producers seeking to maximise mine yield and solve the environmental issues posed by discarded coal fines.

Discussions continue with several mine owners to recover coal from what is currently a waste material which is considered to be an environmental liability, and convert it to a valuable, low moisture coal product.

White Energy operates demonstration and pilot plants at Cessnock (NSW, Australia) as a key testing and training facility. In previous years, coal samples from mines in Australia, South Africa, North America, India and China have been processed at the Cessnock facility to test for their responsiveness to the BCB process.

White Energy and its 49% joint venture partner in the River Energy JV (River Energy), Proterra Investment Partners (Proterra), have been working with coal mine operators in South Africa for several years to establish coal briquetting operations and through extensive testing, briquetting and combustion trials on coals from several South African mines has demonstrated that a saleable export grade coal product can be produced from South African reject tailings.

In South Africa alone, it is estimated that there are over 1 billion tonnes of discard coal in tailings facilities, much of which will eventually need to be reclaimed. River Energy through Proterra continues discussions with coal mine operators in South Africa who have substantial quantities of coal fines which could be briquetted into a marketable coal product for sale in South Africa and internationally. Persistent power shortages and stricter environmental laws are positive drivers for fines processing demand in South Africa. The recent worldwide energy crisis has reinforced the domestic need for affordable coal, whilst transitioning to renewables over the longer term.

Further to an agreement entered into by Proterra with a South African coal producer during the year, White Energy is assisting Proterra in the design of a small pilot plant based in Johannesburg to facilitate a briquetting trial using coal fines from one of the producer's mines and other trials in South Africa. White Energy is providing a briquetting machine and engineering supervision for the pilot plant. White Energy is also assisting Proterra in the design of a small commercial scale demonstration plant to facilitate trials in South Africa.

In June 2023, White Energy and Proterra amended the joint venture agreement for River Energy's BCB business in South Africa. The amendments allow entities nominated by Proterra to be granted BCB sub licences by River Energy, and Proterra are given the exclusive first right to develop BCB projects in South Africa. River Energy will receive additional royalties in return for this arrangement, and will continue to provide their exclusive BCB know-how to support Proterra.

On 20 June 2023, Proterra entered into arrangements with its other joint venture partners to sell down their 100% interest in their BCB company, River Energy South Africa Pty Ltd. This was done to introduce a South African Black Economic Empowerment company and two other investors. This transaction is subject to regulatory approvals in South Africa.

### **Mining Exploration**

White Energy creates further growth opportunities through a pipeline of minerals exploration projects in Australia with Tier 1 potential across copper, zinc, gold, and rare earth elements. The Company's significant point of difference is the breakthrough integration of advanced exploration sciences utilising deep structural analysis and ionic geochemistry to identify and explore potential mineral projects. This approach to exploration was gained with the acquisition of Fiddler's Creek Mining Company Pty Ltd (FCMC).

The acquisition of FCMC completed on 31 May 2023 (see Financial position section for more information). The projects acquired comprise the Tindal copper- zinc- IOCG project near Katherine in the Northern Territory, and the Maranoa copper- gold- cobalt project near Texas in Queensland. Both projects exhibit the key structural attributes required for mineral systems hosting new economy minerals. This transaction represents a significant transaction for White Energy, aligned with the Company's continuing interest in projects that include potential to host iron oxide-copper-gold (IOCG) style of mineralisation, such as the 100% owned Robin Rise project in South Australia, with a broader focus on the burgeoning new economy minerals space. Major supply and demand imbalances for these commodities have already become, and are forecast to be, critical over the coming years.

As many of these mineral deposits are under cover with no outcrop, these projects will be explored through the application of technologically advanced lithospheric-scale structural geophysical analysis integrated with ionic geochemistry. The Company is confident exploration outcomes will be improved by utilising state-of-the-art geophysical techniques and expertise for analysing the structure of the deep crust and upper mantle to define areas with enhanced potential to host large mineral systems. These mineral fairways can then be targeted using advanced interpretation of ionic geochemistry samples to identify subtle indicators of the circulation of hydrothermal, mineralising fluids together with other geophysical and geological techniques in order to define drill targets.

During May 2023 and July 2023, White Energy signed two Research Agreements with INRS (the National Institute for Scientific Research), an applied research university in Quebec, Canada. White Energy is funding research to establish the lithospheric-scale architecture of tenements and surrounds and its controls on mineralisation and the analysis of geochemical data.

#### ***Northern Territory - Tindal Copper- Zinc- IOCG Project (100% White Energy)***

The Tindal project comprises 20 contiguous tenements totalling 10,780 km<sup>2</sup> approximately 80 km south of Katherine in the Northern Territory. The Tindal project lies along the regionally significant Mallapunyah and Daly Waters Fault Zones within the under explored central area of the McArthur Basin. Located within and adjacent to the Beetaloo Sub-basin, a major petroleum province, are historic drillholes that have intersected base metal sulphides, copper and zinc, in Tindal's project area.

Work commenced in June 2023, to analyse the lithospheric-scale architecture of Tindal tenements using seismic tomographic and other geophysical data to precisely map Precambrian lithospheric boundaries to identify geophysical targets for ionic sampling programs that commenced in the 2024 financial year. Subsequent analysis will use advanced interpretation of the ionic geochemistry samples integrated with geophysical data to define drill targets for each area of interest.

The Tindal licences are granted for a term of six years, with the end of term dates ranging from 29 August 2024 to 16 January 2029.

*Queensland - Maranoa Copper- Gold- Cobalt Project (100% White Energy)*

The Maranoa project tenements, EPM27546 and EPM27547, are located near Texas in South East Queensland, an area with a number of historical mines and many commodity metal occurrences that has had very limited modern exploration. Along with a number of new economy mineral occurrences, the Texas area is very structurally complex, with recent company research suggesting it is prospective for porphyry-style copper-gold mineralisation, cobalt and other new economy metals mineralisation.

Prior to its acquisition by the Company on 31 May 2023, an initial site visit to plan a stream sediment sampling program over the tenement areas took place in March 2023, and follow up stream sediment sampling using the very sensitive ionic analysis method took place in June 2023. The results will be analysed in the 2024 financial year. During the initial investigation of the area, an adjacent area was identified which has been investigated for manganese potential. While this potential appeared to be limited, the work had shown that there were strong cobalt anomalies which appeared to be correlated with major structures in the area. As the area was not under licence, an application has been made by Fiddler's Creek in May 2023 for an exploration permit, EPM28794, over the area in May 2023.

The permits EPM27546 and EPM27547 are in place until 14 February 2026. It is a requirement that the area of a permit must be reduced by 50% before the end of five years after the permit was granted.

*South Australia - Copper- IOCG Project (100% White Energy)*

The EL6566 exploration licence lies entirely within the Olympic Dam G9 Structural Corridor located in central South Australia and is adjacent to and within the regional high potential Geoscience Australia IOCG Domain. Age dating and basement geology have identified that the area is similar in age to the mineralisation in the Prominent Hill and Olympic Dam mines, and gravity and magnetic surveys have identified promising structural features. Previous activity has mainly focused on exploration for iron oxide-copper-gold-uranium (IOCGU) style of mineralisation (Robin Rise project), and coal (Lake Phillipson project), which a study by Lurgi GmbH confirmed is suitable for gasification. The tenement also has exploration potential for rare earth elements.

Baseline geochemical surveys were previously carried out in December 2021 for IOCG-style mineralisation that targeted a new zone of interest in the magnetic corridors of the Hilga Mineral Field and historical anomalies from calcrete sampling programs completed in 2012-2013 and 2018. Further surveys were carried out in May 2022 that targeted areas with historical anomalies identified from calcrete sampling programs completed in 2013 - 2014. The geochemical analysis using biochemical (predominately leaf), calcrete and soil sampling was completed during the year.

During May 2023, several pilot ionic geochemical surveys were completed to provide baseline data over both historical geophysical targets and existing calcrete and biochemical survey results. One ionic survey (24 samples) was undertaken to compare against anomalous biochemical results in the magnetic corridor of the Hilga Mineral Field identified in 2011, and initial results appear encouraging for IOCG-style mineralisation. More work will be undertaken to better understand the significance of the results given the limited number of samples and establishment of reliable background geochemical information. Ionic sampling programs will continue to further define areas of interest and assess the geochemical response of additional geophysical targets and to finalise inconclusive calcrete results in the wider EL6566 tenement. The Company is applying the advanced exploration approach used by FCMC in this project area.

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Work continued during the year examining coal gasification and emerging hydrogen opportunities from coal resources located in EL6566. Petroleum Exploration Licence Application PELA674 is for an area located in South Australia adjacent to EL6566 that is considered to have potential for coal gasification.

The EL6566 licence is in place until August 2025. The renewal application for retention lease RL104 was submitted to the South Australian Government in May 2020 for the same period as EL6566.

**Legal dispute**

White Energy's wholly owned subsidiaries, Binderless Coal Briquetting Company Pty Limited (BCBC) and BCBC Singapore Pte Ltd (BCBCS), are currently engaged in legal proceedings against PT Bayan Resources Tbk and Bayan International Pte Ltd (Bayan) in the Singapore International Commercial Court (SICC). The proceedings relate to various disputed matters arising in connection with the company PT Kaltim Supacoal (KSC), which was jointly owned by BCBCS and Bayan, which owned and operated the Tabang coal upgrade plant located at Bayan's Tabang mine in East Kalimantan, Indonesia.

As a result of the SICC dismissing Bayan's counterclaim against BCBCS and BCBC in April 2016, there are no longer any claims against the White Energy Group in these proceedings.

The trial for the third tranche of the proceedings was concluded in January 2021, with the only issues remaining to be determined by the SICC relating to the damages which may be payable to BCBCS.

The claim for damages comprised the following:

- (i) BCBCS claimed for wasted expenditure, being expenses incurred by BCBCS which were rendered futile by reason of Bayan's breach and repudiation of the joint venture;
- (ii) further, BCBCS claimed for loss of the chance of expanding the capacity of the joint venture to at least 3 million tonnes per annum; and
- (ii) interest on any damages award and legal costs.

The SICC released its decision on 7 February 2022 in relation to the third tranche of the proceedings. The SICC found in favour of BCBCS on the majority of the issues for determination. The SICC found in BCBCS' favour on all of the preliminary legal issues including in relation to remoteness and reflective loss.

The SICC also concluded that the technology underlying the BCB process would have worked and that the Tabang Plant would have achieved nameplate capacity of 1 million tonnes per annum by June 2012, and that the upgraded coal produced at Tabang would have been a saleable product.

Notwithstanding the above findings, the SICC dismissed BCBCS' claim for damages for wasted expenditure. The SICC concluded that Bayan would have been able to take steps to put KSC into liquidation, thereby bringing the joint venture to an end before the joint venture would have had sufficient cash flows from which BCBCS could recoup its wasted expenditure.

In relation to BCBCS' claim for loss of chance to expand the project, the SICC took the view that there did not exist a real and substantial chance that Bayan would have agreed to expand the capacity of the Tabang project.

On 7 March 2022, BCBCS filed a notice of appeal in the Singapore Court of Appeal (the Court) in order to appeal certain of the findings made by the SICC in the third tranche of the proceedings. The appeal hearing was held on 17 October 2022.

The Court delivered its judgement on 10 February 2023 and dismissed the appeal. The Court held that Bayan would have been able to call upon its shareholder loans as an unpaid creditor to bring the joint venture to an end, even in circumstances where it had clearly breached the agreement.

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The Court noted that BCBCS was successful in the first and second tranches of the proceedings, in establishing that Bayan acted in breach of its coal supply obligations under the joint venture deed. The Court found that BCBCS was not able to prove that it suffered substantial damages as a consequence. The Court further found that this did not detract from BCBCS' success in establishing Bayan's liability for breach of contract and the Court awarded BCBCS SGD1,000 in nominal damages.

In relation to the costs of the appeal, the Court decided on 4 April 2023 that SGD131,120 was payable by BCBCS based on submissions made by the parties.

On 19 December 2022, the SICC issued its judgement in relation to the costs to be awarded following the three tranches of the proceedings. The SICC noted that the Plaintiffs had succeeded on practically all issues of liability while Bayan only prevailed at the end due to narrow points of causation of loss and quantum. The SICC held that Bayan are entitled to recover from the Plaintiffs costs of SGD2,761,787 and disbursements of SGD1,932,846, totalling SGD4,694,633.

On 3 January 2023, BCBCS filed an application for leave to appeal the decision of the SICC in relation to the costs determination for tranches one to three. On 17 January 2023, Bayan filed its reply submissions. BCBCS filed further submissions on 17 February 2023 and Bayan filed its response on 24 February 2023. On 14 March 2023, the Court made its decision in relation to the application for leave and granted leave to BCBCS to appeal against the SICC's costs order. BCBCS filed a notice to appeal on 28 March 2023. The Appellant's case was filed on 20 June 2023, the Respondent's case was filed on 18 July 2023 and the Appellants replied on 1 August 2023. The Court held a hearing on 4 September 2023 and the judgement is reserved.

In 2012, the Supreme Court of Western Australia (Supreme Court) made freezing orders in favour of BCBCS in respect of Bayan's 56% shareholding in Kangaroo Resources Limited, a publicly listed Australian company (freezing order). The Supreme Court has made orders discharging the freezing order and for the \$2 million security undertaking paid by BCBCS to remain in place, with Bayan to file any application for an inquiry as to damages on the undertaking within 6 weeks of resolution of the Singapore costs appeal.

Bayan has filed a summons in the Supreme Court seeking costs in relation to the freezing order proceedings. At a directions hearing on 27 May 2022, the Supreme Court has ordered that parties file submissions in relation to costs following the SICC's determination in relation to costs.

On 23 January 2023, Bayan filed submissions seeking costs in relation to the freezing order proceedings in Western Australia. BCBCS filed its reply submissions on 30 January 2023. Further submissions were made by Bayan in relation to special costs on 13 February 2023 and BCBCS filed its response on 27 February 2023. Following the parties' submissions, the Supreme Court has ordered that special costs should be awarded to Bayan, with the quantum of costs to be determined by taxation, if not agreed by the parties.

#### **General corporate**

On 31 May 2023, the Company acquired 100% of the issued share capital of Fiddler's Creek Mining Company Pty Ltd (FCMC). FCMC holds mineral exploration tenements for the Tindal project in Northern Territory and the Maranoa project in Queensland. The purchase of FCMC will significantly strengthen White Energy's activities in the Mining Exploration segment, and is aligned with the Company's continuing interest in projects that include potential to host iron oxide-copper-gold-style of mineralisation, with a broader focus on the burgeoning new economy minerals space.

Proceeds from the Group's sale of its 51% interest in Mountainside Coal Company (MCC) are being progressively received. Further instalments of \$2.6 million are due and payable now. These proceeds have been delayed due to the new owner completing their finance arrangements, and this has resulted in the continuing default on payment arrangements entered into. A further impairment of \$1.0 million has been recognised against the asset.

A loan facility of up to \$1.0 million was provided in June 2023 by the Company's Chairman and Chief Executive Officer, Brian Flannery, through his private company, Ilwella Pty Ltd, for general working capital requirements while the Group waited for the Entitlement Offer proceeds (see below).

The Chairman and all Non-executive Directors maintained the significant reductions in the cash component of their remuneration from 2016 / 2017 as part of the Company's ongoing commitment to cost reduction.

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Subsequent to the reporting period in July 2023, the Company undertook an Entitlement Offer that raised proceeds of \$2.8 million, and the funds will be used by the Company to fund ongoing legal proceedings against PT Bayan Resources Tbk and Bayan International Pte Ltd, for general corporate purposes, additional working capital and to repay the loans totalling \$0.5 million provided by Brian Flannery, a director and substantial shareholder of the Company.

The Company has no significant secured corporate debt. Limited-recourse shareholder loans provided to the Group's 51% owned operations in the UK and South Africa by both White Energy and the minority shareholders in proportion to their ownership interests are repayable in January 2025. Recourse to the shareholders is limited to the assets of subsidiaries that are subject to joint venture agreements, with joint shareholder consent customarily given to extend the loans' due dates as required.

**COVID-19**

White Energy continues to maintain appropriate measures to ensure the health and safety of its employees, contractors and the public, in compliance with government directives on COVID-19. Operations have and are continuing normally.

**Financial position and results for year**

The Group had cash reserves of \$0.8 million (30 June 2022: \$0.4 million) excluding restricted cash of \$2.0 million (30 June 2022: \$2.0 million).

The total assets balance decreased to \$10.2 million as at 30 June 2023 from \$11.7 million as at 30 June 2022, largely as a result the losses derived by the Group and the partial impairment of consideration receivables asset, partially offset by the assets recognised with the acquisition of FCMC.

The increase in liabilities to \$54.1 million from \$50.4 million as at 30 June 2022 predominantly reflects an increase in the value of shareholder loans due to the devaluation of the Australian dollar against the US dollar.

The Group's loss before tax for the year ended 30 June 2023 was \$8.1 million (2022: \$7.8 million). The Group's adjusted normalised EBITDA loss for the year ended 30 June 2023 was \$2.7 million (2022: \$2.5 million). The higher normalised EBITDA loss compared to the comparative period in 2022 is primarily due to the costs to acquire FCMC and lower revenue, partly offset by the cost reduction initiatives across the Group.

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The normalised EBITDA loss has been determined as follows:

	30 June 2023 \$'000	30 June 2022 \$'000
<b>Consolidated entity net loss for the year before income tax</b>	<b>(8,136)</b>	<b>(7,800)</b>
<i>Non-cash expenses / (income):</i>		
Depreciation / amortisation	2,084	2,118
Impairment	1,000	800
Loss on disposal of discontinued operations	-	9
Share-based payments	5	50
Other	(410)	(305)
<b>Sub-total – non-cash expenses</b>	<b>2,679</b>	<b>2,672</b>
<i>Other significant items:</i>		
Finance costs	1,935	1,797
Legal costs – litigation	710	560
<b>Sub-total – other significant items</b>	<b>2,645</b>	<b>2,357</b>
<b>Consolidated entity adjusted normalised EBITDA</b>	<b>(2,812)</b>	<b>(2,771)</b>
Non-controlling interests share of normalised EBITDA	93	259
<b>White Energy adjusted normalised EBITDA</b>	<b>(2,719)</b>	<b>(2,512)</b>

Normalised EBITDA is a financial measure which is not prescribed by Australian Accounting Standards and represents the loss under AIFRS adjusted for specific significant items. The table above summarises key items between statutory loss before income tax and normalised EBITDA. The Directors use normalised EBITDA to assess the performance of the Group. The Group's adjusted normalised EBITDA loss (\$2.8 million) reconciles to the segment information EBITDA result for the year (\$3.5 million) disclosed in Note 4(b), after adding back litigation costs (\$0.7 million) which are included in the segment expenses line item and after allowing for rounding.

Normalised EBITDA has not been subject to any specific review or audit procedures by our auditor but has been extracted from the accompanying audited financial report.

**Going concern**

The Group recorded a total comprehensive loss for the year ending 30 June 2023 of \$10,054,000 (2022: \$11,773,000), had net cash outflows from operations of \$3,779,000 (2022: \$2,874,000) and a cash balance excluding restricted cash of \$772,000 (30 June 2022: \$434,000). The Group has net liabilities of \$43,874,000 (30 June 2022: \$38,685,000). In this regard, it should be noted that the Group's external debt comprised limited-recourse shareholder loans (recourse is limited to the assets of subsidiaries that are subject to joint venture agreements, with joint shareholder consent customarily given to extend the loans' due dates as required), trade and other payables and provisions incurred in the ordinary course of business.

The Group has appealed the Singapore International Commercial Court's costs order for approximately \$5 million and the judgement is reserved. The Group has strengthened its financial position since 30 June 2023 by raising \$2.8 million from the Entitlement Offer. The Group has prepared a cash flow forecast to 30 September 2024, which demonstrates the need to raise additional funding to meet the Group's forecast expenditure for the period.



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The Directors are considering a number of actions for raising additional funds and have contemplated funds due to be received, including from one or more of the following sources:

1. Asset sales: The Group is due to receive the remaining \$2.6 million owing for the sale of Mountainside Coal Company Inc.; these proceeds have been delayed due to the Purchaser completing their finance arrangements, and this has resulted in the continuing default on payment arrangements entered into;
2. Additional equity funds: As previously foreshadowed, the Company plans to raise additional equity funds for the ongoing activities of the Group, as required. The Company has been successful in raising equity funds through the issue of new shares recently and in the past;
3. Debt funding for capital projects: The Directors believe, based on past experience, that they can raise third party debt financing to part fund any future project capital expenditure requirements; and
4. Loans from minority shareholders: The Group's 51% owned subsidiaries, River Energy JV Limited and River Energy JV UK Limited continue to have access to funds from their 49% minority shareholder under existing shareholder loan agreements (in conjunction with WEC's 51% contributions) to enable them to meet their debts as and when they fall due.

As the funding actions are yet to be completed, these conditions give rise to a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. The Directors believe that the Group will be successful in raising funds through one or more of the above actions and that the Group will be able to realise its assets and settle its debts as and when they fall due and payable in the normal course of business, and accordingly have prepared the financial statements on a going concern basis.

The Group's independent auditor's report for the year ended 30 June 2023 contains an emphasis of matter paragraph drawing members' attention to the contents of Note 1(a)(vi) of the accompanying financial statements which deals with the Group's going concern assumptions and the basis upon which those financial statements have been prepared. A copy of the independent auditor's report is included with the accompanying financial statements for the year ended 30 June 2023.

**Future prospects**

The Group continues to look for opportunities to increase the worldwide footprint of BCB technology with coal producers seeking to maximise mine yield and solve the environmental challenges posed by discarded coal fines. Discussions will continue with coal mine operators who have substantial quantities of coal fines which could be briquetted into a marketable coal product in Australia, China and South Africa. White Energy's 49% joint venture partner in River Energy, Proterra Investment Partners, is pursuing opportunities on mine sites in South Africa to secure access to fine coal to support BCB projects and is entering into arrangements which may lead to a BCB plant.

In Australia, the focus on exploring for copper and other minerals in the Northern Territory, Queensland and South Australia, and examining coal gasification and emerging hydrogen opportunities from coal resources in South Australia are expected to continue.

The Group will continue to investigate opportunities to invest in coal and other mineral assets.

The judgement for the appeal against the Singapore International Commercial Court's costs order in the legal proceedings against PT Bayan Resources Tbk and Bayan International Pte Ltd is expected in the coming months.

**Principal risks and uncertainties**

The activities of the White Energy Group, as in any business, are subject to risks, some of which are specific to the Group and the coal and mineral exploration industries in general, which may impact on its future financial performance, its business prospects and the value of White Energy shares. The Group has appropriate actions, systems and safeguards for known risks, however, some are outside the control of the Group. The principal risks which may be associated with investment in White Energy include:

- **Financing risk:** The Directors believe that White Energy has sufficient cash reserves to meet its commitments in the near term, however to satisfy forecast expenditure requirements, the Company will require further funding. The Directors believe that a combination of funding sources may be available, including debt funding for specific projects, issues of new equity and asset sales. Execution of the Company's strategy may be impacted by the inability to raise the necessary capital on favourable terms or at all as a result of adverse market conditions and other factors outside the control of the Company. If adequate funds are not available on acceptable terms, the Company may not be able to take advantage of opportunities or otherwise respond to competitive pressures.
- **General economic and business conditions risk:** The operating and financial performance of the Group is influenced by a variety of general economic and business conditions including the levels of consumer confidence and spending, business confidence and investment, employment, inflation, interest rates, foreign exchange rates, commodity prices, access to debt and capital markets, fiscal policy, monetary policy and regulatory policies. A prolonged deterioration in any number of the above factors may have a material adverse impact on the Group's business and financial performance including its ability to fund its activities.
- **Regulatory and country risks:** The Group holds investments in Australia, and conducts business, or seeks to conduct business in this and other countries, and is therefore exposed to the laws governing businesses in those countries. Changes in government regulations including taxation, the repatriation of profits, restrictions on production, export controls, environmental compliance, shifts in the political stability of the country, labour unrest and other adverse political events could adversely affect the Group and its business initiatives in Australia, South Africa, China and other countries.
- **Competition risk:** The coal industry in which the Group is involved is subject to domestic and global competition including from alternative energy sources including gas, solar, wind, uranium, tidal or other energy sources. While the Group will undertake all reasonable due diligence in its business decisions and operations, the Group will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Group's projects and business.
- **Potential acquisitions and divestments risk:** As part of its business strategy, the Group may make acquisitions of, or significant investments in, complementary companies, products or technologies and may make asset divestments. Any such transactions would be accompanied by the risks commonly encountered in making acquisitions of companies, products and technologies, and any divestment activity could result in realising values less than fair value.
- **Management actions risks:** The Directors will, to the best of their knowledge, experience and ability (in conjunction with their management) endeavour to anticipate, identify and manage the risks inherent in the activities of the Group, but without assuming any personal liability, with the aim of eliminating, avoiding and mitigating the impact of risks on the performance of the Group and its securities. This includes risks arising from the Group's reliance on a number of key employees. The Company has in place employment contracts with key employees and has the objective of providing attractive employment conditions to assist in retaining key employees. However, there is no guarantee that the Company can or will retain its key employees.

- **Unforeseen expenses risk:** While the Group is not aware of any expenses that may need to be incurred that have not been taken into account, if such expenses were subsequently incurred, the forecast expenditure requirements of the Group may be adversely affected.
- **Exploration success risk:** The mineral tenements in which the Group has or may have an interest in are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that exploration of the project areas, or any other tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.
- **Operating risks:** The Group's future operations will be subject to operating risks that could result in decreased product production which could reduce its revenues. Such operational difficulties may impact the amount of product produced, increase the cost of production and delay sales revenue. Such difficulties include failure to locate or identify mineral deposits; failure to achieve predicted grades in exploration and mining; operational and technical difficulties encountered in mining; difficulties in commissioning and operating plant and equipment; mechanical failure or plant breakdown; unanticipated metallurgical problems which may affect extraction and production costs; adverse weather conditions; natural disasters; industrial and environmental accidents; industrial disputes; transportation delays; workplace, health and safety issues including those arising from pandemics such as COVID-19; and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.
- **Development and construction risk:** There is a risk that circumstances (including unforeseen circumstances) may cause a delay to project development, exploration milestones or other operating factors, resulting in delays to the receipt of revenues. In addition, the development of new projects by the Group may not materialise, and may exceed the current expected timeframe for completion or cost, for a variety of reasons outside the control of the Group.
- **Technology, general project and intellectual property risks:** Any project is subject to risk, in particular those that rely on a relatively new technology. Emerging new technologies may render the Group's exclusively licensed and proprietary binderless briquetting technology obsolete, or commercialisation of the technology may take longer than anticipated, which hinder the Group's ability to derive future income. The Group's future financial performance may also be impacted by the failure to protect its intellectual property.
- **Resource estimation risk:** The Group reports resource estimates in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, known as the JORC Code. Resource estimates are expressions of judgement based on knowledge, experience and industry practice. There are risks associated with such estimates, including that the material mined may be of a different quality, tonnage or strip ratio from those estimates. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate.
- **Commodity price volatility, gas price volatility and foreign exchange rate risks:** The Group's future financial performance will be impacted through the revenue it derives by future traded commodity prices, traded gas prices and movements in foreign exchange rates which are determined by factors outside the Group's control. The global economy has been adversely impacted by energy shortages caused by a number of factors, which has been exacerbated by the continuing conflict in Ukraine, and uncertainties remain surrounding future traded coal prices and energy prices generally.
- **Environmental risks:** The operations and proposed activities of the Group are subject to State and Federal laws and regulation concerning the environment. As with most exploration projects and mining operations, the Group's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Group is committed to environmental care and aims to carry out its activities in an environmentally responsible and scientifically-sound way that reduces the environmental impact to a practical minimum and ensures compliance with all environmental laws.

- **Title Risks and Native Title risks:** Interests in tenements in Australia are governed by the respective State legislation and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Group could lose title to or its interest in, tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments. The Directors will closely monitor the potential effect of native title claims involving tenements in which the Group has or may have an interest.
- **Climate change risks:** Climate change is creating risks and opportunities for the Group and its customers. Changes in government regulations in the countries the Group operates in could restrict the use of coal and impact the longer term demand for coal and therefore the Group's proprietary BCB technology. The demand for coal could also be impacted by the faster than anticipated adoption of alternative energy sources over the longer term in the transition to a lower carbon economy. Regulatory changes and/or growth of the Group's mining activities may result in additional costs to comply with sustainability reporting standards, and higher operating and capital costs in efforts to reduce carbon emissions. Climate change has the potential to increase the intensity and frequency of extreme weather events that may impact the Group's future operations and those of its customers. The Group has advantages from, and resilience to such risks through the BCB technology which can improve the carbon emission efficiency of sub-bituminous coals and convert large quantities of discarded fine bituminous coal into a saleable product that may otherwise be considered an environmental liability. Joint venture partner, Proterra Investment Partners, are seeking to recover and briquette discarded coal tailings, which, it is believed, would be a good environmental outcome for South Africa. The Group's Lake Philipson coal resource has the potential for coal gasification and emerging hydrogen opportunities from coal. Gas is seen as an important energy source in the transition to a lower carbon economy. The Group creates growth opportunities through a pipeline of gold and new economy minerals exploration projects in Australia that can be used to build and maintain a lower carbon economy.
- **Litigation risk - Bayan:** The Group is involved in a lengthy and complex legal dispute with Bayan. The final outcome of the proceedings is not known or certain. There may be unexpected scenarios which may affect the Group's position in the proceedings. The final judgement was delivered on 10 February 2023 that dismissed BCBCS' appeal in the damages proceedings. BCBCS and BCBC have appealed the decision of the Singapore International Commercial Court in relation to the costs determination for the damages proceedings at a hearing held on 4 September 2023, and the judgement is reserved. The appeal may be unsuccessful. The Company's subsidiaries may be found to be liable to Bayan for costs in connection with the proceedings in Singapore and/or Western Australia. Bayan may attempt to pursue BCBCS for damages in connection with the proceedings in Western Australia.
- **Cyber security risk:** Cyber-attacks are increasing worldwide in frequency and severity. No information technology environment is impenetrable, the Group maintains appropriate actions, systems and safeguards to protect against data breaches and aims to keep to a low risk the adverse consequences arising from a data breach on the Group's business and operations.

#### **Significant changes in the state of affairs**

The financial position and performance of the Group was particularly affected during the reporting period by the acquisition of Fiddler's Creek Mining Company Pty Ltd on 31 May 2023, which resulted in the recognition of a gain on bargain purchase and mineral exploration tenements in the new areas of Northern Territory and Queensland.

There were no other significant changes in the state of affairs of the Group during the financial year.

**Events occurring after the reporting period**

**(a) Issue of ordinary shares**

On 19 July 2023, 23,836,891 shares were issued to current shareholders under a pro rata issue Entitlement Offer under Listing Rule 7.2 Exception 1, at \$0.10 per share raising a total of \$2,837,000. Of these shares 11,183,463 were issued to related parties (3 directors) under Listing Rule 10.12 Exception 1. The proceeds are intended to be used the proceeds to fund ongoing legal proceedings against PT Bayan Resources Tbk and Bayan International Pte Ltd, for general corporate purposes including additional working capital, to repay unsecured loans from an associated entity of Brian Flannery, Chairman and Chief Executive Officer, and to pay the costs of the Entitlement Offer.

**(b) Contingencies - KSC legal dispute**

Refer to the review of operations section for details regarding the KSC legal dispute occurring after the reporting period.

No other significant matters or circumstance have arisen since 30 June 2023 that have significantly affected, or may significantly affect:

- (1) the Group's operations in future financial years; or
- (2) the results of those operations in future financial years; or
- (3) the Group's state of affairs in future financial years.

**Likely developments and expected results of operations**

Additional comments on expected results of certain operations of the Group are included in this annual financial report under the Operating and Financial Review section on pages 1 to 11.

**Environmental regulation**

The Group is committed to environmental care and aims to carry out its activities in an environmentally responsible and scientifically-sound way. In performing exploration activities, some disturbances of the land in the creation of tracks, drill rig pads, sumps and the clearing of vegetation occur. These activities have been managed in a way that has reduced the environmental impact to a practical minimum. Rehabilitation of any land disturbances would occur as soon as is practicable after exploration activity in an area has been completed.

The Group has, as far as the Directors are aware, complied with all statutory requirements relating to its exploration activities.

***Greenhouse gas and energy data reporting requirements***

The Group is not subject to the reporting requirements of either the Energy Efficiency Opportunities Act 2006 and / or the National Greenhouse and Energy Reporting Act 2007, however monitoring of all emissions and energy usage at the Group's Cessnock site is carried out on a regular basis to ensure compliance under the current regulations.

**Information on Directors**

Name:	<b>Brian Flannery</b>
Title:	Chairman and Chief Executive Officer
Qualifications:	BE MINING
Experience and expertise:	Brian Flannery was appointed to the Board and as Managing Director of White Energy on 17 September 2010 and then as Chairman and Chief Executive Officer on 20 March 2023. He was appointed to the Audit and Risk Committee and the Remuneration Committee on 17 December 2021, resigned from the Audit and Risk Committee on 10 March 2023, appointed to the Audit and Risk Committee on 20 March 2023, and resigned from these positions on 1 June 2023. He is a mining engineer with more than 50 years experience in the development, engineering, construction and management of open-cut and underground mining projects in Australia and overseas. Brian Flannery was Managing Director of White Mining Limited prior to its merger with Felix Resources Limited in April 2005. Subsequent to that merger he held the position of Managing Director of Felix Resources Limited and Yancoal Australia Limited until September 2010.
Other current directorships:	None.
Former directorships (last 3 years):	None.
Special responsibilities:	Chairman of Board of Directors and Chief Executive Officer of White Energy.
Interests in shares:	20,346,438 ordinary shares in White Energy.

Name:	<b>Vincent O'Rourke AM</b>
Title:	Non-Executive Director
Qualifications:	B ECON
Experience and expertise:	Vincent O'Rourke joined the Board of White Energy on 29 September 2010. He was appointed Chair of the Audit and Risk Committee on 9 March 2021 and is Chair of the Remuneration Committee. He holds a Bachelor of Economics from the University of New England. He is an Honorary Doctor of the Queensland University of Technology and Griffith University. Vincent O'Rourke brings over 50 years of corporate and railway industry experience spanning operations, finance and business management. He was formerly Queensland Commissioner for Railways and the Chief Executive Officer of Queensland Rail.
Other current directorships:	None.
Former directorships (last 3 years):	None.
Special responsibilities:	Chair of the Audit and Risk Committee and Chair of the Remuneration Committee.
Interests in shares:	244,000 ordinary shares in White Energy.

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Name:	<b>Keith Whitehouse</b>
Title:	Non-Executive Director
Qualifications:	BSc GEOLOGY
Experience and expertise:	Keith Whitehouse joined the Board of White Energy on 12 December 2022. He was appointed to the Audit and Risk Committee on 10 March 2023 and the Remuneration Committee on 20 March 2023. He holds a Bachelor of Science from Victoria University of Wellington, he is a long-standing member of the Australian Institute of Mining and Metallurgy, a Chartered Professional (Geology), and holds a professional certificate in the JORC Code issued by the AusIMM. Keith Whitehouse is a geologist with over 40 years experience covering mineral exploration, the management and processing of exploration and mining related data, the assessment of mineral resources both in Australia and overseas, and executive corporate roles in the resources sector. He is experienced in reporting of technical data under both the JORC Code and NI 43-101 (Canada).
Other current directorships:	Non-Executive Director of Leviathan Gold (Australia) Pty Ltd, a subsidiary of Canadian listed entity Leviathan Gold Ltd.
Former directorships (last 3 years):	None.
Special responsibilities:	Member of the Audit and Risk Committee and Remuneration Committee.
Interests in shares:	1,776,488 ordinary shares in White Energy.

Name:	<b>Michael Chapman</b>
Title:	Non-Executive Director
Qualifications:	Dip MINING ENGINEERING
Experience and expertise:	Michael Chapman joined the Board of White Energy on 1 June 2023. He was appointed to the Audit and Risk Committee and the Remuneration Committee on 1 June 2023. He holds a Diploma of Mining Engineering, Western Australia, a NSW Open Cut Coal Mine Manager's Certificate and QLD Metalliferous Mine Manager's Certificate. Michael Chapman is a mining engineer with over 55 years experience in the exploration, development, engineering, construction and management of open-cut and underground mining projects in Australia and overseas. He was formerly the Chief Operating Officer of White Energy from July 2010 to August 2019. Prior to that he was the Chief Operating Officer at Felix Resources Limited and he has held senior mining positions for a number of operations across Australia and Indonesia and in commodities spanning coal, iron ore, copper and nickel.
Other current directorships:	Non-Executive Director of Diatrema Resources Limited.
Former directorships (last 3 years):	None.
Special responsibilities:	Member of the Audit and Risk Committee and Remuneration Committee.
Interests in shares:	None.

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

**Company Secretary**

The Company Secretary is David Franks B Econ, CA, F Fin, JP. He was appointed as the Company Secretary on 3 February 2005.

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David Franks is a director and principal of the Automic Group. He is a Chartered Accountant, Fellow of the Financial Services Institute of Australia, Fellow of the Governance Institute of Australia, Justice of the Peace, Registered Tax Agent and holds a Bachelor of Economics (Finance and Accounting) from Macquarie University. With over 30 years experience in finance, governance and accounting, Mr Franks has been CFO, Company Secretary and / or Director for numerous ASX listed and unlisted public and private companies, in a range of industries covering energy retailing, transport, financial services, mineral exploration, technology, automotive, software development and healthcare. Apart from White Energy Company Limited, Mr Franks is currently also the Company Secretary for the following ASX Listed entities: Applyflow Limited, COG Financial Services Limited, Cogstate Limited, Dubber Corporation Limited, Evergreen Lithium Limited, Exopharm Limited, IRIS Metals Limited, IXUP Limited, JCurve Solutions Limited, Noxopharm Limited, Nyrada Inc, Omega Oil and Gas Limited and ZIP Co Limited. He was also a Non-Executive Director of JCurve Solutions Limited until 2021.

**Meetings of Directors**

The number of meetings of the Company's Board of Directors ('the Board') and of each Board committee held during the year ended 30 June 2023, and the number of meetings attended by each Director were:

	<b>Meetings of Directors</b>		<b>Audit &amp; Risk Committee</b>		<b>Remuneration Committee</b>	
	Held <sup>(a)</sup>	Attended <sup>(b)</sup>	Held <sup>(a)</sup>	Attended <sup>(b)</sup>	Held <sup>(a)</sup>	Attended <sup>(b)</sup>
<b>Non-executive Directors:</b>						
Graham Cubbin	6	6	4	4	1	1
Vincent O'Rourke	7	7	4	4	1	1
Keith Whitehouse	3	3	1	1	-	-
Michael Chapman	-	-	-	-	-	-
<b>Executive Directors:</b>						
Brian Flannery	7	7	3	3	1	1

(a) Number of meetings held during the time the Director held office or was a member of the committee during the year.

(b) Number of meetings attended.

- Number is zero.

**Retirement, election and continuation in office of Directors**

It is the Board's policy to consider the appointment and retirement of Non-Executive Directors on a case-by-case basis. In doing so the Board must take into account the requirements of the Australian Securities Exchange Listing Rules and the *Corporations Act 2001*.

Clause 8.1(c) of the Constitution requires that a person appointed a Director during the year, as an addition to the existing Directors or to fill a casual vacancy, who is not the Managing Director, holds office until the conclusion of the next AGM following his or her appointment.

Clause 8.1(d) of the Constitution requires that no Director who is not the Managing Director may hold office without re-election beyond the third AGM following the meeting at which the Director was last elected or re-elected.

Clause 8.1(f) of the Constitution requires to the extent that the Listing Rules require an election of Directors to be held and no Director would otherwise be required (by rules 8.1(c) or 8.1(d)) to submit for election or re-election the Director to retire is any Director who wishes to retire and seek re-election.



**White Energy Company Limited**  
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Noting that Brian Flannery as Managing Director with the title Chairman and Chief Executive Officer, as allowed under Clause 9.1(c), is not subject to Clause 8.1(c) and (d) of the Constitution, the following current board member was re-elected by shareholders at the following prior AGM:

2020: Vincent O'Rourke

Therefore under Clause 8.1(d) of the Constitution, Vincent O'Rourke wishes to retire and seek re-election.

Brian Flannery wishes to retire and seek re-election.

Noting that Keith Whitehouse was appointed a Director on 12 December 2022 and Michael Chapman was appointed a Director on 1 June 2023.

Therefore under Clause 8.1(c) of the Constitution, Keith Whitehouse and Michael Chapman wish to retire and seek re-election.

## **Remuneration report (audited)**

The Directors are pleased to present the Company's 2023 remuneration report. The remuneration report is prepared in accordance with section 300A of the *Corporations Act 2001* and has been audited as required by section 308(3C) of the *Corporations Act 2001*.

This report sets out the remuneration information for White Energy's Non-Executive Directors and Executives. Executives for the purpose of this report are Key Management Personnel who are not Non-Executive Directors.

The remuneration report is set out under the following main headings:

- (1) Directors and other Key Management Personnel
- (2) Remuneration governance
- (3) Remuneration of Executives
- (4) Relationship between remuneration and White Energy's performance
- (5) Remuneration of Non-Executive Directors
- (6) Voting and comments made at the Company's 2022 Annual General Meeting
- (7) Share-based compensation
- (8) Additional disclosures relating to Key Management Personnel

### **(1) Directors and other Key Management Personnel**

For the purposes of the 30 June 2023 Financial Report, the Directors and other Key Management Personnel were:

<b>Name</b>	<b>Position</b>
<b>Non-Executive Directors:</b> Graham Cubbin <sup>(1)</sup> Vincent O'Rourke Keith Whitehouse <sup>(2)</sup> Michael Chapman <sup>(3)</sup>	Former Chairman - Independent Non-Executive Director - Independent Non-Executive Director - Independent Non-Executive Director - Independent
<b>Executive Directors:</b> Brian Flannery <sup>(4)</sup>	Chairman and Chief Executive Officer - Not Independent
<b>Other Key Management Personnel:</b> Allan McCarthy	Chief Financial Officer

**White Energy Company Limited**  
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- (1) Graham Cubbin resigned on 20 March 2023.
- (2) Keith Whitehouse was appointed on 12 December 2022.
- (3) Michael Chapman was appointed on 1 June 2023.
- (4) Brian Flannery was appointed as Chairman on 20 March 2023.

Key Management Personnel are defined as those persons having the authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly (and include the Directors of the Company).

## **(2) Remuneration governance**

### **(i) The Remuneration Committee**

The Board has delegated certain responsibilities to the Remuneration Committee which requires formal reporting back to the Board on a timely basis. The ultimate responsibility for the Company's remuneration policy rests with the Board.

The Remuneration Committee is primarily responsible for reviewing and recommending to the Board the following remuneration matters:

- The remuneration of Non-Executive Directors; and
- The remuneration quantum and incentive framework for the Managing Director and Executives.

Members of the Remuneration Committee are appointed, removed and / or replaced by the Board. The Remuneration Committee should consist of at least three Directors who are Non-Executive Directors, and where possible, be comprised of a majority of Independent Non-Executive Directors. The Chairman of the Remuneration Committee will be a Director other than the Chairman of the Board.

The Remuneration Committee was comprised of Vincent O'Rourke (Chair), Keith Whitehouse and Michael Chapman as at 30 June 2023.

The Remuneration Committee comprises a majority of Independent Non-Executive Directors. For the majority of the year the Remuneration Committee included Executive Director, Brian Flannery, as it was considered more appropriate by the Committee to have three members rather than two even if one member was an Executive Director.

The Company's Corporate Governance Statement which can be found on the Company's website: <http://www.whiteenergyco.com/about-us/corporate-governance/>, provides further information on the role of the Remuneration Committee and its composition and structure.

A copy of the Remuneration Committee's charter is included on the Company's website.

### **(ii) Use of external consultants**

The Remuneration Committee seeks advice from independent advisors as required. In June 2023, the Remuneration Committee engaged GRT Lawyers to advise on changes to the regulatory requirements of employee share schemes. GRT Lawyers was paid \$700 for these services. The advice was made free from undue influence by members of the Group's key management personnel. GRT Lawyers were engaged by the Company Secretary, Mr David Franks under delegated authority of the Board, and the advice was provided directly to him. No discussions were held directly with key management personnel. As a consequence, the Board is satisfied that the advice was made free from undue influence from any members of the key management personnel.

In August 2022, the Remuneration Committee engaged Stantons International Securities (Stantons) to value the Incentive Rights issued to eligible employees with effect 1 July 2022 under the Company's Long Term Incentive Plan. Stantons was paid \$1,800 for these services. The valuation was made free from undue influence by members of the Group's key management personnel. Stantons was engaged by the Company Secretary, Mr David Franks under delegated authority of the Board, and the valuation report was provided directly to him. No discussions were held directly with key management personnel. As a consequence, the Board is satisfied that the valuation was made free from undue influence from any members of the key management personnel.

### **(3) Remuneration of Executives**

#### **(i) Policy and framework**

The overall objective of the Company's Executive remuneration arrangements is to ensure that Executives are rewarded for performance, with a remuneration structure that is not only competitive in the market but also reflective of the importance of retaining the Executive within the Company. Given the current stage in the Company's development, the Board considers it imperative that the Company is always in a position to attract and retain key staff members who can make a significant contribution to the business as it expands and delivers on its business strategy.

#### **(ii) Remuneration components**

The Company's Executive remuneration structure can consist of fixed and 'at-risk' components:

<b>Fixed components</b>	<b>Variable 'at-risk' components</b>
Base salary and benefits, including superannuation.	Short-term incentives in the form of cash bonuses (amounts determined based on assessment of the Executive's performance).
	Long-term incentives, through participation in incentive schemes which may be offered from time-to-time.

The remuneration structure allows the Company to provide an appropriate mix of fixed and variable pay components.

#### **(a) Base salary, other monetary and non-monetary benefits**

Executives receive their base salary and benefits structured as a total employment cost package which may be delivered as a combination of cash and prescribed non-cash benefits at the Executive's election.

The remuneration structure allows the Company to provide an appropriate mix of fixed and variable pay components.

Remuneration levels are reviewed annually by the Remuneration Committee after considering each Executive's performance levels and the importance of retaining the Executive within the Company, as well as external market benchmarks for comparable roles to ensure that the Executive's base salary is competitive.

There are no guaranteed base salary increases included in the Executives' employment services contracts. With the former protracted downturn in the resources sector generally and challenging market conditions the former Chairman, Managing Director (now Chairman and Chief Executive Officer) and Non-Executive Directors voluntarily offered to reduce their base salary or Directors' Fees by 20% effective 1 July 2016. To further assist the Company conserve its funds, from 1 April 2017 the Directors' Fees for the Chairman and Non-Executive Directors were reduced to \$40,000 p.a. and the Managing Director agreed to a further significant reduction in his base remuneration. His base remuneration has not changed since that time.

Non-monetary benefits include car parking and phone benefits.

#### **(b) Short-term incentives**

The Company recognises that short-term incentives can be an effective tool to drive the achievement of single-year performance objectives. However, as the Company's current focus is on developing long-term, strategic objectives, no specific short-term incentive opportunities were provided to Executives for the year ended 30 June 2023 and no payments were or are to be made.

**(c) Long-term incentives**

The Company has in place a Long Term Incentive Plan (LTIP) which is designed to align the performance of employees with that of the interests of shareholders and to assist in the retention of experienced personnel.

The LTIP provides for the grant of Performance Rights or Options to eligible employees (Incentive Securities), which may vest subject to the satisfaction of performance, service or other vesting conditions imposed at the time of grant. This provides the Company with broad flexibility so that it can effectively incentivise employees using the most appropriate instrument (which may vary depending on the seniority of the executive, the jurisdiction in which they are issued, or prevailing market and regulatory conditions).

**Long Term Incentive Plan**

The Company's Long Term Incentive Plan for key employees of the Company was re-approved by shareholders at the 2020 Annual General Meeting. The key terms of the LTIP are:

- the Board may in its absolute discretion determine which eligible employees will be invited to participate in a grant of Performance Rights or Options (Incentive Securities), which may vest subject to the satisfaction of performance, service or other vesting conditions imposed at the time of grant;
- on vesting (and exercise, in the case of Options), participants will become entitled to fully paid ordinary shares in the Company. The Board can decide whether to purchase Shares on-market or issue new Shares for the purposes of the LTIP or provide the cash equivalent value of one Share in the Company to the participant (if provided-for under the terms of the grant);
- Incentive Securities may lapse in certain circumstances, including if the participant's employment is terminated for certain acts or the participant acts fraudulently or dishonestly, engages in gross misconduct or is in breach of their obligation to the Company;
- if in the Board's opinion, Incentive Securities vest as a result of the fraud, dishonesty or breach of obligations by the participant or another person, or if there is a material misstatement or omission in the financial statements of a Group company, the Board may determine any treatment in relation to the Incentive Securities (or Shares received on vesting) to ensure no unfair benefit is obtained by the participant;
- where a participant ceases employment in other circumstances, the Incentive Securities will remain 'on foot' or lapse, subject to the Board's discretion to determine that some or all of the unvested Incentive Securities lapse or vest on cessation;
- Incentive Securities may not be traded or hedged, and the Board may impose restrictions on dealing of Shares allocated on vesting of Incentive Securities;
- any Shares issued under the LTIP will rank equally with those traded on the ASX at the time of issue;
- in the event of a takeover bid, scheme of arrangement or similar transaction, the Board may determine whether any or all unvested Incentive Securities vest, having regard to such factors as the Board considers relevant, including performance against the applicable performance conditions; and
- in the event of any capital reorganisation, Incentive Securities may be adjusted having regard to the ASX Listing Rules and on the basis that participants do not receive any advantage or disadvantage from such an adjustment.

**Incentive Options**

Mr Flannery was granted 10 million Incentive Options on 18 November 2016 with an exercise price set at the higher of \$0.20 or 170% of the Share price on the date the Options were granted. As a consequence of the 2018 and 2020 pro-rata Entitlement Offers to shareholders, the exercise price was adjusted to \$0.19363 on 5 June 2020. Each Option granted in respect of the LTIP entitled Mr Flannery to one Share in the Company on payment of the exercise price. There were no prescribed vesting and performance conditions attached to the Options. Mr Flannery was able to exercise the Options at any time from the date the Options were granted until they expired on 18 November 2022.

**Incentive Rights**

Mr McCarthy was granted 1.8 million Incentive Rights on 22 July 2022 for a nil issue and exercise price. Each Right granted in respect of the LTIP entitled Mr McCarthy to one Share in the Company on satisfaction of vesting and performance conditions and would otherwise lapse on 30 June 2023. Mr McCarthy was required to remain an employee of the Company for a continuous period starting on 1 July 2022 and ending on 30 June 2023 inclusive (Service Period). The Company was required to achieve a Total Shareholder Return (TSR) over the Service Period of at least 991%. The TSR was calculated based on movements in the Company's share price and adjusted for the total dividends paid during the Service Period. The starting share price for the Company's share was \$0.011. As a consequence of the 30:1 share consolidation undertaken by the Company on 8 September 2022, the number of rights was reduced from 1,800,000 to 60,000, and the deemed starting share price was increased to \$0.33. The TSR was not achieved and therefore the rights lapsed on 30 June 2023.

**Dealing in shares**

The trading of shares issued to participants under the LTIP are subject to, and conditional upon, compliance with the Company's employee share trading policy. Executives are prohibited from entering into any hedging arrangements over unvested Incentive Securities or Performance Options under the LTIP.

**(iii) Remuneration for year ended 30 June 2023**

The following table shows details of the remuneration received by the executive Key Management Personnel for the current financial year:

	Short-term benefits		Post-employment benefits	Equity-settled share-based payments	
	Cash salary and fees	Non-monetary benefits <sup>(1)</sup>	Super-annuation	Rights	Total
2023	\$	\$	\$	\$	\$
<b>Executive Directors:</b>					
Brian Flannery	120,000	20,832	12,600	-	153,432
<b>Other Key Management Personnel:</b>					
Allan McCarthy <sup>(2)</sup>	255,600	16,718	26,838	1,189	300,345
<b>Total Executive Directors and other Key Management Personnel remuneration</b>	<b>375,600</b>	<b>37,550</b>	<b>39,438</b>	<b>1,189</b>	<b>453,777</b>

(1) Non-monetary benefits include car parking and phone benefits.

(2) Percentage of relative proportion of remuneration related to performance for Mr McCarthy was 0.4%.

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The following table shows details of the remuneration received by the executive Key Management Personnel for the previous financial year:

	Short-term benefits	Post-employment benefits	Equity-settled share-based payments		
	Cash salary and fees	Non-monetary benefits <sup>(1)</sup>	Super-annuation	Rights	Total
2022	\$	\$	\$	\$	\$
<b>Executive Directors:</b>					
Brian Flannery	120,000	18,684	12,000	-	150,684
<b>Other Key Management Personnel:</b>					
Allan McCarthy <sup>(2)</sup>	245,800	15,385	24,580	14,667	300,432
<b>Total Executive Directors and other Key Management Personnel remuneration</b>	<b>365,800</b>	<b>34,069</b>	<b>36,580</b>	<b>14,667</b>	<b>451,116</b>

(1) Non-monetary benefits include car parking and phone benefits.

(2) Percentage of relative proportion of remuneration related to performance for Mr McCarthy was 5%.

**(iv) Service agreements**

Remuneration and other terms of employment for the Managing Director and other Executives are also formalised in service agreements, in the form of a letter of appointment. The Board will revisit the remuneration and other terms of employment when significant developments within the Company occur.

Remuneration packages are reviewed annually by the Remuneration Committee.

Arrangements relating to remuneration of the Company's executives in place for the year ended 30 June 2023 are set out below:

<b>Name:</b>	<b>Brian Flannery</b>
<b>Title:</b>	Chairman and Chief Executive Officer
<b>Term of agreement:</b>	Rolling contract
<b>Details:</b>	Base salary including superannuation \$132,600 Contractual Termination benefits: 6 months base salary

  

<b>Name:</b>	<b>Allan McCarthy</b>
<b>Title:</b>	Chief Financial Officer
<b>Term of agreement:</b>	Rolling contract
<b>Details:</b>	Base salary including superannuation: \$282,438 Contractual Termination benefits: 2 months base salary

Each executive is entitled to car parking at the Company's office.

Mr Flannery is entitled to additional leave entitlements from 1 April 2017, and any entitlements payable upon cessation of employment are payable at the rate existing prior to 31 March 2017 (base salary including superannuation to 31 March 2017: Mr Flannery \$700,800).

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The service agreement contracts outlined above may be terminated in the following circumstances:

- (i) Voluntary termination by the Company: the termination benefit outlined in the table above will apply; and
- (ii) Termination by the Company for cause and without notice: no termination benefits are payable and any granted but unvested Incentive Securities or Performance Options at the date on which notice is given will be forfeited.

**(4) Relationship between remuneration and White Energy's performance**

Performance in respect of the current year and the previous four years is detailed in the table below:

	2023	2022	2021	2020	2019
<b>Total loss for the year (\$'000)</b>	(8,136)	(7,800)	(19,006)	(14,654)	(18,018)
<b>Share price at year end (Cents)</b>	8	1	13	11	11
<b>(Decrease) / Increase in share price (%) <sup>(1)</sup></b>	(73)	(92)	18	-	267
<b>Dividends paid</b>	-	-	-	-	-

The performance of White Energy is reflective of a Company which is still largely in its development phase as its coal production and other mineral projects are yet to reach a stage of prolonged commercial production. During the years noted above, there were no dividends paid or other capital returns made by the Company to its shareholders.

- (i) Change in share price for 2023 adjusted to reflect 30:1 share consolidation undertaken on 2 September 2022.

**(5) Remuneration of Non-Executive Directors**

**(i) Policy and framework**

A Non-Executive Directors' remuneration reflects the demands which are made on, and the responsibilities of, the Non-Executive Director. This remuneration is paid by way of fees, in the form of cash and, where applicable, superannuation benefits.

Non-Executive Directors' fees are reviewed annually by the Board after considering the recommendations of the Remuneration Committee. The Remuneration Committee's recommendations are determined within the maximum aggregate amount approved by shareholders from time to time. Total remuneration for all Company Non-Executive Directors was last voted on by shareholders at the Company's 2009 Annual General Meeting, where it was approved that the Non-Executive Director fee pool was not to exceed \$1,000,000 per annum inclusive of superannuation. This remuneration pool was reconfirmed in the Company's constitution which was approved at the 2014 Annual General Meeting.

The Remuneration Committee ensures that the fees paid to Non-Executive Directors are comparable and competitive with other ASX listed companies to ensure that the Company is able to retain experienced and suitably qualified Non-Executive Directors.

The Chairman of the Board's fees are determined independently to the fees of Non-Executive Directors based on comparative external market roles.

Non-Executive Director fees cover all of the main Board activities and a Non-Executive Director's membership on Board committees.

**(ii) Service agreements**

On appointment to the Board, each Non-Executive Director enters into a service agreement with the Company in the form of a letter of appointment. The letter summarises the Board policies and terms.

**White Energy Company Limited**  
**Directors' report**  
**30 June 2023**

During the year ended 30 June 2017, Directors' fees were adjusted to reflect that the Company's activity levels and size that were lower than in previous periods (by market capitalisation and net assets).

The Directors' commitment to implementing cost cutting initiatives across the group was reflected in a reduction in fees:

<b>Annual fees (excluding superannuation)</b>	<b>12 Months to 30/6/2023</b>	<b>12 Months to 30/6/2022</b>	<b>From 1/4/2017</b>	<b>From 1/7/2016 to 31/3/2017</b>
Chairman <sup>(i)</sup>	\$30,000	\$40,000	\$40,000	\$176,000
Non-Executive Directors	\$40,000	\$40,000	\$40,000	\$51,200

(i) The former Chairman, Mr Graham Cubbin, resigned on 20 March 2023 and his pay period is for 9 months.

All service agreements are rolling contracts with no contractual termination benefits.

**(iii) Remuneration for the year ended 30 June 2023**

The total remuneration paid to the Non-Executive Directors for the year ended 30 June 2023 amounted to \$105,434 as detailed below. For comparison purposes, amounts for the year ended 30 June 2022 are also shown.

	<b>Short-term benefits</b>		<b>Post-employment benefits</b>	
	<b>Cash salary and fees</b>	<b>Non-monetary benefits</b>	<b>Super-annuation <sup>(1)</sup></b>	<b>Total</b>
<b>2023</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>Non-Executive Directors:</b>				
Graham Cubbin <sup>(2)</sup>	30,000	-	3,150	33,150
Vincent O'Rourke	40,000	-	4,200	44,200
Keith Whitehouse <sup>(3)</sup>	22,082	-	2,319	24,401
Michael Chapman <sup>(4)</sup>	3,333	-	350	3,683
<b>Sub-total Non-Executive Directors</b>	<b>95,415</b>	<b>-</b>	<b>10,019</b>	<b>105,434</b>

(1) Non-Executive Directors do not receive any retirement benefits other than their statutory entitlements.

(2) Mr Cubbin resigned on 20 March 2023.

(3) Mr Whitehouse was appointed on 12 December 2022.

(4) Mr Chapman was appointed on 1 June 2023.

Non-Executive Directors do not participate in the Company's Long Term Incentive Plan.



**White Energy Company Limited**  
**Directors' report**  
**30 June 2023**

	Short-term benefits		Post-employment benefits	Total
	Cash salary and fees	Non-monetary benefits	Super-annuation <sup>(1)</sup>	
2022	\$	\$	\$	\$
<b>Non-Executive Directors:</b>				
Graham Cubbin	40,000	-	4,000	44,000
Travers Duncan <sup>(2)</sup>	20,000	-	2,000	22,000
Vincent O'Rourke	40,000	-	4,000	44,000
<b>Sub-total Non-Executive Directors</b>	<b>100,000</b>	<b>-</b>	<b>10,000</b>	<b>110,000</b>

(1) Non-Executive Directors do not receive any retirement benefits other than their statutory entitlements.

(2) Mr Duncan retired and resigned on 17 December 2021.

Non-Executive Directors do not participate in the Company's Long Term Incentive Plan.

**(6) Voting and comments made at the Company's 2022 Annual General Meeting**

The White Energy Remuneration Report resolution was carried by a poll, with the results of the poll and proxy position both in excess of 75% in favour of the resolution. Of valid proxies received, more than 84% of proxies lodged voted in favour of the remuneration report for the 2022 financial year. Comments raised by shareholders during the course of the Annual General Meeting were responded to by the Directors during the meeting.

## (7) Share-based compensation

### Options

The terms and conditions of each grant of Incentive Options affecting the remuneration of Directors and Executives under the LTIP in the current or a future reporting period are as follows:

Grant date	Vesting and exercise date	Expiry date	Value per option at grant date	Vested %	Exercised %	Lapsed %
<b>Incentive Options</b>						
333,334 options at \$5.8020 exercise price <sup>(1)</sup> :						
18/11/2016	Vest upon grant <sup>(1)</sup>	18/11/2022	\$0.0308	100%	-	100.0%

(1) Incentive Options granted in 2016 could be exercised at any time prior to their expiry date. The Board could determine that the options lapse if the option holder ceased to be an employee prior to exercise. The options could be forfeited in other circumstances, including if the employee acted fraudulently or dishonestly or engaged in gross misconduct. The rules of the LTIP and the terms of the grant contain provisions relating to the treatment of the options in the event of a takeover or change of control and in the event of a bonus issue or capital reorganisation. The fair value of the options at grant date was determined using the Black & Scholes option valuation methodology. As a consequence of the 2018 and 2020 pro rata Entitlement Offers to shareholders, the exercise price of the options was adjusted from \$0.20 to \$0.19363 on 5 June 2020. As a consequence of the July 2022 pro rata Entitlement Offer to shareholders, the exercise price of the options was adjusted to \$0.19340 on 29 July 2022. As a consequence of the share consolidation undertaken on 8 September 2022, the exercise price of the options was adjusted to \$5.8020 and the number of the options was reduced from 10,000,000 to 333,334. All of the options lapsed on 18 November 2022.

**White Energy Company Limited**  
**Directors' report**  
**30 June 2023**

**Rights**

The terms and conditions of each grant of Incentive Rights affecting remuneration of the Directors and Executives under the LTIP in the current or a future reporting period are as follows:

<b>Grant date</b>	<b>Vesting date</b>	<b>Expiry date</b>	<b>Value per right at grant date</b>	<b>Vested %</b>	<b>Ordinary Shares Issued %</b>	<b>Lapsed %</b>
<b>Incentive Rights</b>						
60,000 rights at \$0.00 exercise price:	Vesting on 30/06/2023 subject to satisfaction of two vesting conditions - a service condition and a performance condition <sup>(1)</sup>					
01/7/2022		30/06/2023	\$0.0007	-	-	100.00%

(1) Incentive Rights granted in 2022 vested on satisfaction of two vesting conditions on 30 June 2023: Service Condition – the employee must remain continuously employed by the Company or its subsidiary throughout the 1 year period from 1 July 2022 to 30 June 2023 inclusive; and Performance Condition – the Company must achieve a Total Shareholder Return (TSR) of 991% over the 1 year period. This is calculated based on the Company's market-based ordinary share price returns adjusted for any dividends paid during the Service Period. For the purpose of this Performance Condition, the deemed starting share price is \$0.011, the volume weighted average price over the preceding 20 trading days to 30 June 2022. The Board could have determined that the rights lapsed if the rights holder ceased to be an employee prior to vesting. The rights could be forfeited in other circumstances, including if the employee acted fraudulently or dishonestly or engaged in gross misconduct. The rules of the LTIP and the terms of the grant contain provisions relating to the treatment of the rights in the event of a takeover or change of control and in the event of a bonus issue or capital reorganisation. The fair value of the rights at grant date was determined using a Monte Carlo simulation valuation methodology. As a consequence of the 30:1 share consolidation undertaken by the Company on 8 September 2022, the number of rights was reduced to from 1,800,000 to 60,000, and the deemed starting share price increased to \$0.33. The TSR condition was not satisfied and the rights lapsed on 30 June 2023.

**(8) Additional disclosures relating to Key Management Personnel**

**(i) Incentive Option holdings**

The number of Incentive Options in the Company held during the financial year by Directors of White Energy and other Key Management Personnel of the Group, is set out below:

	<b>Balance at the start of year</b>	<b>Options consolidation</b>	<b>Granted during the year as remuneration</b>	<b>Exercised</b>	<b>Lapsed</b>	<b>Balance at the end of the year</b>
<b>2023</b>						
<b>Executive Director:</b>						
Brian Flannery	10,000,000	(9,666,666)	-	-	(333,334)	-

**White Energy Company Limited**  
**Directors' report**  
**30 June 2023**

**(ii) Shareholding**

The number of shares in the Company held during the financial year by each Director of White Energy Company Limited and other Key Management Personnel of the Group, including their personally related parties, are set out below. There were no shares granted during the reporting period as compensation.

	Number at the start of the year	Ordinary Shares issued under entitlement (2)	Ordinary Shares consolidation	Other changes during the year	Number at the end of the year
<b>2023</b>					
<b>Key Management Personnel:</b>					
Graham Cubbin <sup>(1)</sup>	1,800,000	1,800,000	(3,480,000)	(120,000)	-
Brian Flannery	152,598,291	152,598,291	(295,023,363)	-	10,173,219
Vincent O'Rourke	1,830,000	1,830,000	(3,538,000)	-	122,000
Keith Whitehouse	-	-	-	888,244	888,244

(1) Mr Cubbin resigned on 20 March 2023.

(2) Ordinary Shares were issued to Directors under a pro rata Entitlement Offer on 2 September 2022.

**(iii) Incentive Right holdings**

The number of Incentive Rights in the Company held during the financial year by Directors of White Energy and other Key Management Personnel of the Group, is set out below:

	Balance at the start of year	Granted during the year as remuneration	Rights consolidation	Ordinary Shares issued	Lapsed	Balance at the end of the year
<b>2023</b>						
<b>Key Management Personnel:</b>						
Allan McCarthy	-	1,800,000	(1,740,000)	-	(60,000)	-

**(iii) Other transactions with key management personnel and their related parties**

On 31 May 2023, the Company purchased Fiddler's Creek Mining Company Pty Ltd (FCMC). Mr Keith Whitehouse, a Non-Executive Director of White Energy, was issued 888,244 million ordinary shares of the Company as one of the Sellers of FCMC and he is entitled to progressively receive a 25% share of future cash bonuses totalling \$4 million if firstly a Pre-Feasibility Study is completed, and secondly, if a Definitive-Feasibility Study is completed for a mineral resource. The shares are held in escrow for two years. Keith Whitehouse was paid advances totalling \$85,500 as one of the Sellers and the advances were on-advanced to FCMC for the costs of maintaining this company's assets, such as tenement expenditure and administrative costs. The advances are interest free, and are repayable to the Company by way of offset against the first future cash bonus of \$2 million. The terms of this arrangement are the same as for the other non-related party Sellers and are on an arm's length basis.

During the year ended 30 June 2023, Keith Whitehouse, was paid for geological work conducted for White Energy through his private company, Obsidian Minerals Pty Ltd for \$26,790 (2022: \$Nil). This arrangement is based on normal commercial terms and conditions and at the prevailing market rate.

**White Energy Company Limited**  
**Directors' report**  
**30 June 2023**

During the year ended 30 June 2023, Brian Flannery, the Managing Director of White Energy, leased some commercial office space to White Energy for the Company's Brisbane office, and also reimbursed the Company for some part-time secretarial work conducted for his private companies, Ilwella Pty Ltd and KTQ Developments Pty Ltd for a net cost to the Company of \$31,046. These arrangements are based on normal commercial terms and conditions and at the prevailing market rate. During the year ended 30 June 2022, Brian Flannery, the Managing Director of White Energy, leased some commercial office space from White Energy in the Company's Brisbane office, and also reimbursed the Company for some part-time secretarial work conducted for his private companies, Ilwella Pty Ltd and KTQ Developments Pty Ltd for income to the Company of \$172,942. This arrangement is based on normal commercial terms and conditions and at the prevailing market rate.

During the year ended 30 June 2023, Brian Flannery provided a loan facility to the Company of up to \$1,000,000 (2022: \$1,000,000) at the lender's discretion through his private company Ilwella Pty Ltd. A loan drawdown of \$500,000 (2022: \$250,000) was made during the financial year and remained outstanding at the end of the financial year, with interest payable of \$133 (2022: \$1,600). The amounts disclosed in the Group's financial statements as loans from related parties are the amounts lent by key management personnel and are due for repayment by the Company within one year after they were advanced, or on demand, or immediately to repay or offset the loans following receipt and clearance of a capital raising's proceeds. The loans are not secured. The loans' agreements for the 2023 and 2022 financial years are based on normal commercial terms and conditions and included interest at a market rate.

During the year ended 30 June 2022, Brian Flannery and Travers Duncan, a former Chairman and Non-Executive Director of White Energy, reimbursed the Company for some geological work conducted for their private company Rockland Resources Pty Limited for \$23,500. This arrangement is based on normal commercial terms and conditions and at the prevailing market rate.

During the year ended 30 June 2022, employee benefits of \$86,768 were paid to Andromeda Neale, the Business Development Counsel of the Company, who is related to Travers Duncan, a former Chairman and Non-Executive Director of White Energy. This arrangement is based on normal commercial terms and conditions and at the prevailing market rate for a person of her skill and experience.

**This concludes the remuneration report, which has been audited.**

**Shares under option or right**

There were no options or rights held by Directors or other Key Management Personnel at the end of the financial year. No options or rights were granted to the Directors or other Key Management Personnel since the end of the financial year.

**Insurance of officers**

During the financial year, the Company paid an insurance premium in respect of an insurance policy for the benefit of those named and referred to above and the Directors, Secretaries, Executive Officers and employees of any subsidiary bodies corporate as defined in the insurance policy.

In accordance with commercial practice, the insurance policy prohibits disclosure of the terms of the policy including the nature of the liability insured against and the amount of the premium.

**Indemnity and insurance of auditor**

The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

**White Energy Company Limited**  
**Directors' report**  
**30 June 2023**

**Non-audit services**

The Company may decide to employ the auditor on assignments in addition to their statutory audit duties, where the auditor's expertise and experience with the Company and / or the Group are important.

Details of the amounts paid or payable to the auditor (PKF) of the parent entity for audit and non-audit services provided during the financial year are set out in Note 27 to the financial statements. During the year and prior year, PKF did not perform any non-audit services.

**Auditor's independence declaration**

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 30.

**Rounding of amounts**

The Company is of a kind referred to in *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191*, relating to the "rounding off" of amounts in the Directors' Report. Amounts in the Directors' Report have been rounded off in accordance with the instrument to the nearest thousand dollars, or in certain cases, the nearest dollar

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



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Brian Flannery  
Chairman and Chief Executive Officer

28 September 2023  
Brisbane



**Firm Name**

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**Auditor's Independence Declaration under Section 307C of the Corporations Act 2001 to the Directors of White Energy Company Limited**

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2023 there have been:

- (i) no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.

PKF

PKF

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SCOTT TOBUTT  
PARTNER

28 SEPTEMBER 2023  
SYDNEY, NSW

## **White Energy Company Limited**

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**30 June 2023**

Annual Financial Statements – 30 June 2023

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The financial statements are for the consolidated Group consisting of White Energy Company Limited and its subsidiaries. A list of principal subsidiaries is included in Note 31. The financial statements are presented in Australian Dollars, which is White Energy Company Limited's functional and presentation currency.

#### **General information**

White Energy Company Limited is a company limited by shares, incorporated and domiciled in Australia. Its shares are listed on the Australian Securities Exchange (WEC) and also traded on the US based OTC exchange (WECFF). Its registered office and principal place of business are:

##### **Registered office**

Level 5, 126 Phillip Street  
Sydney  
NSW 2000  
Phone +61 2 9299 9690

##### **Principal place of business**

Level 7, 167 Eagle Street  
Brisbane  
QLD 4000  
Phone +61 7 3229 9035

A description of the nature of the Group's operations and its principal activities are included in the Directors' Report on pages 1-29, which is not part of these financial statements.

The financial statements were authorised for issue, in accordance with a resolution of Directors, on 28 September 2023. The Directors have the power to amend and reissue the financial statements.

All press releases, financial reports and other information are available at our investor centre on our website [www.whiteenergyco.com](http://www.whiteenergyco.com)

#### **Corporate Governance Statement**

The Group and the board are committed to achieving and demonstrating the highest standards of corporate governance. The Group has reviewed its corporate governance practices against the Corporate Governance Principles and Recommendations (4<sup>th</sup> edition) published by the ASX Corporate Governance Council.

The 2023 Corporate Governance Statement is dated as at 30 June 2023 and reflects the corporate governance practices in place throughout the 2023 financial year. The 2023 Corporate Governance Statement was approved by the board on 28 September 2023. A description of the Group's current corporate governance practices is set out in the Group's corporate governance statement which can be viewed at: <http://www.whiteenergyco.com/about-us/corporate-governance/>.



**White Energy Company Limited**  
**Consolidated statement of comprehensive income**  
**For the year ended 30 June 2023**

		<b>Consolidated</b>	
	<b>Note</b>	<b>2023</b>	<b>2022</b>
		<b>\$'000</b>	<b>\$'000</b>
<b>Continuing operations</b>			
Revenue from contracts with customers from continuing operations	5	-	90
Other income	6	149	187
Total revenue		<u>149</u>	<u>277</u>
Other net gains	7	410	305
Employee benefits expense	7	(1,556)	(1,693)
Depreciation and amortisation expense	7	(2,084)	(2,118)
Impairment of other assets expense	7	-	(800)
Impairment of financial assets expense	11	(1,000)	-
External advisory fees	7	(1,103)	(820)
Occupancy expenses		(50)	(60)
Travel expenses		(10)	(20)
Plant operating costs		(62)	(44)
Accounting, tax and audit fees		(235)	(352)
Other expenses		(660)	(669)
Finance costs		<u>(1,935)</u>	<u>(1,797)</u>
<b>Loss before income tax from continuing operations</b>		<b>(8,136)</b>	<b>(7,791)</b>
Income tax	8	-	-
<b>Loss for the year from continuing operations</b>		<b>(8,136)</b>	<b>(7,791)</b>
<b>Loss for the year from discontinued operations</b>	9	-	(9)
<b>Loss for the year</b>		<b>(8,136)</b>	<b>(7,800)</b>
<b>Other comprehensive loss</b>			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Exchange differences on translation of foreign operations		<u>(1,918)</u>	<u>(3,973)</u>
Other comprehensive loss for the year, net of tax		<u>(1,918)</u>	<u>(3,973)</u>
<b>Total comprehensive loss for the year</b>		<b><u>(10,054)</u></b>	<b><u>(11,773)</u></b>
<b>Loss for the year is attributable to:</b>			
Non-controlling interest		(1,921)	(1,988)
Owners of White Energy Company Limited	25	<u>(6,215)</u>	<u>(5,812)</u>
<b>Total loss for the year</b>		<b><u>(8,136)</u></b>	<b><u>(7,800)</u></b>
<b>Total comprehensive loss for the year is attributable to:</b>			
Continuing operations		(6,487)	(6,505)
Discontinued operations		-	(9)
Owners of White Energy Company Limited		<u>(6,487)</u>	<u>(6,514)</u>
Non-controlling interests		<u>(3,567)</u>	<u>(5,259)</u>
<b>Total comprehensive loss for the year</b>		<b><u>(10,054)</u></b>	<b><u>(11,773)</u></b>

*The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes*

**White Energy Company Limited**  
**Consolidated statement of comprehensive income**  
**For the year ended 30 June 2023**

		<b>2023</b>	<b>2022</b>
		<b>Cents</b>	<b>Cents</b>
<b>Earnings per share for loss from continuing operations attributable to the ordinary equity holders of White Energy Company Limited</b>			
Basic earnings per share	37	(15.8)	(0.7)
Diluted earnings per share	37	(15.8)	(0.7)
<b>Earnings per share for loss attributable to the ordinary equity holders of White Energy Company Limited</b>			
Basic earnings per share	37	(15.8)	(0.8)
Diluted earnings per share	37	(15.8)	(0.8)

*The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes*

**White Energy Company Limited**  
**Consolidated balance sheet**  
**As at 30 June 2023**

		<b>Consolidated</b>	
	<b>Note</b>	<b>2023</b>	<b>2022</b>
		<b>\$'000</b>	<b>\$'000</b>
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	10	772	434
Trade and other receivables	11	1,132	2,099
Other assets	12	343	414
Total current assets		<u>2,247</u>	<u>2,947</u>
<b>Non-current assets</b>			
Property, plant and equipment	13	37	151
Intangibles	14	1,218	3,215
Exploration assets	15	4,698	3,392
Restricted cash	17	2,000	2,000
Total non-current assets		<u>7,953</u>	<u>8,758</u>
<b>Total assets</b>		<u>10,200</u>	<u>11,705</u>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	18	1,077	1,200
Provisions	19	480	484
Total current liabilities		<u>1,557</u>	<u>1,684</u>
<b>Non-current liabilities</b>			
Other payables	20	52,203	48,351
Provisions	22	314	355
Total non-current liabilities		<u>52,517</u>	<u>48,706</u>
<b>Total liabilities</b>		<u>54,074</u>	<u>50,390</u>
<b>Net liabilities</b>		<u>(43,874)</u>	<u>(38,685)</u>
<b>Equity</b>			
Contributed equity	23	526,197	521,337
Reserves	24	(9,888)	(9,621)
Accumulated losses	25	(521,275)	(515,060)
Equity attributable to the ordinary equity holders of White Energy Company Limited		(4,966)	(3,344)
Non-controlling interests	26	(38,908)	(35,341)
<b>Total equity</b>		<u>(43,874)</u>	<u>(38,685)</u>

*The above consolidated balance sheet should be read in conjunction with the accompanying notes*

**White Energy Company Limited**  
**Consolidated statement of changes in equity**  
**For the year ended 30 June 2023**

<b>Consolidated</b>	<b>Contributed equity \$'000</b>	<b>Reserves \$'000</b>	<b>Accumulated losses \$'000</b>	<b>Non-controlling interests \$'000</b>	<b>Total equity \$'000</b>
<b>Balance as at 1 July 2021</b>	521,337	(8,984)	(509,248)	(30,076)	(26,971)
Loss for the year	-	-	(5,812)	(1,988)	(7,800)
Other comprehensive loss for the year	-	(702)	-	(3,271)	(3,973)
Total comprehensive loss for the year	-	(702)	(5,812)	(5,259)	(11,773)
<b>Transactions with owners in their capacity as owners and other movements:</b>					
Share-based payments (Note 24(b))	-	50	-	-	50
Disposal of discontinued operations (Note 9)	-	15	-	(6)	9
<b>Balance as at 30 June 2022</b>	<b>521,337</b>	<b>(9,621)</b>	<b>(515,060)</b>	<b>(35,341)</b>	<b>(38,685)</b>

<b>Consolidated</b>	<b>Contributed equity \$'000</b>	<b>Reserves \$'000</b>	<b>Accumulated losses \$'000</b>	<b>Non-controlling interests \$'000</b>	<b>Total equity \$'000</b>
<b>Balance as at 1 July 2022</b>	521,337	(9,621)	(515,060)	(35,341)	(38,685)
Loss for the year	-	-	(6,215)	(1,921)	(8,136)
Other comprehensive loss for the year	-	(272)	-	(1,646)	(1,918)
Total comprehensive loss for the year	-	(272)	(6,215)	(3,567)	(10,054)
<b>Transactions with owners in their capacity as owners and other movements:</b>					
Contributions of equity, net of transaction costs (Note 23)	4,270	-	-	-	4,270
Share-based payments (Note 24(b))	-	5	-	-	5
Acquisition of subsidiaries and settlement of liabilities, net of transaction costs (Note 23)	590	-	-	-	590
<b>Balance as at 30 June 2023</b>	<b>526,197</b>	<b>(9,888)</b>	<b>(521,275)</b>	<b>(38,908)</b>	<b>(43,874)</b>

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

**White Energy Company Limited**  
**Consolidated statement of cash flows**  
**For the year ended 30 June 2023**

		<b>Consolidated</b>	
	<b>Note</b>	<b>2023</b>	<b>2022</b>
		<b>\$'000</b>	<b>\$'000</b>
<b>Cash flows from operating activities</b>			
Receipts from customers (inclusive of goods and services tax)		227	486
Payments to suppliers and employees (inclusive of goods and services tax)		(4,049)	(3,362)
		(3,822)	(2,876)
Interest received		43	2
<b>Net cash outflow from operating activities</b>	<b>36</b>	<b>(3,779)</b>	<b>(2,874)</b>
<b>Cash flows from investing activities</b>			
Payment for purchase of subsidiaries, net of cash acquired	34	2	-
Payments for financial assets at amortised cost		(342)	-
Payments for property, plant and equipment		(6)	(10)
Payments for exploration assets		(135)	(123)
Disposal of discontinued operation, net of cash disposed of and disposal costs	9	45	948
Finance lease receivables received		-	88
<b>Net cash (outflow) / inflow from investing activities</b>		<b>(436)</b>	<b>903</b>
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares	23	4,425	-
Proceeds from borrowings		831	360
Share issue transaction costs	23	(107)	-
Repayment of loans		(500)	-
Repayment of lease liabilities		(73)	(148)
Finance charges paid		(27)	(30)
<b>Net cash inflow from financing activities</b>		<b>4,549</b>	<b>182</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>		<b>334</b>	<b>(1,789)</b>
Cash and cash equivalents at the beginning of the financial year		434	2,223
Effects of exchange rate changes on cash and cash equivalents		4	-
<b>Cash and cash equivalents at the end of the financial year</b>		<b>772</b>	<b>434</b>

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

**Note 1. Significant accounting policies**

The principal accounting policies adopted in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

The financial statements comprise the consolidated financial statements of the group consisting of White Energy Company Limited (White Energy, the Company or Parent Entity) and its subsidiaries, together referred to as the Group in this financial report.

**(a) Basis of preparation**

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001*, as appropriate for for-profit oriented entities. White Energy is a for-profit entity for the purposes of preparing the financial statements.

*(i) Compliance with International Financial Reporting Standards (IFRS)*

The consolidated financial statements of the Group also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

*(ii) Historical cost convention*

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income and certain classes of property, plant and equipment.

*(iii) Critical accounting estimates and judgements*

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 2.

*(iv) New and amended standards adopted by the Group*

Certain new and amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (AASB) are mandatory for reporting periods commencing 1 July 2022. These standards and interpretations did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

*(v) New standards and interpretations issued but not yet adopted by the Group*

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2023 reporting periods and have not been early adopted by the group. The Group's assessment of the impact of these new standards and interpretations that are relevant to the Group are set out below.

*- AASB 2021-2 Amendments to Australian Accounting Standards – Disclosure of Accounting Policies and Definition of Accounting Estimates*

(Amendments to AASB 7, AASB 101, AASB 108, AASB 134 & AASB Practice Statement 2, mandatory for the reporting period beginning on 1 July 2023).

*Disclosure of accounting policies (Amendments to AASB 101 and AASB Practice Statement 2)*

The amendments require disclosure of 'material' rather than 'significant' accounting policies and provides guidance on the application of 'material' in this context. The Group is carrying out a review of its accounting policies. The Group expects this will result in a reduction and representation of accounting policies disclosed in future reporting periods.

**Note 1. Significant accounting policies (continued)**

*Definition of accounting estimates (Amendments to AASB 108)*

The amendments introduce the definition of 'accounting estimates' and clarify how companies should distinguish changes in accounting policies from changes in accounting estimates. The distinction is important, because changes in accounting estimates are applied prospectively to future transactions and other future events, but changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period. The Group is continuing to evaluate the impacts of these amendments. The amendments are not expected to significantly affect future periods financial statements.

- AASB 2021-5 *Amendments to Australian Accounting Standards – Deferred Tax related to Assets and Liabilities arising from a Single Transaction* (Amendments to AASB 1 and AASB 112, mandatory for the reporting period beginning on 1 July 2023).

The amendments clarify the accounting for deferred tax on transactions which require the recognition of both assets and liabilities e.g. leases and decommissioning obligations. There is a requirement for companies to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences i.e. the initial recognition exemption is not applied. The Group is currently adhering to these amendments. The amendments are not expected to significantly affect future periods financial statements.

*(vi) Going Concern*

The Group recorded a total comprehensive loss for the year ending 30 June 2023 of \$10,054,000 (2022: \$11,773,000), had net cash outflows from operations of \$3,779,000 (2022: \$2,874,000) and a cash balance excluding restricted cash of \$772,000 (30 June 2022: \$434,000). The Group has net liabilities of \$43,874,000 (30 June 2022: \$38,685,000). In this regard, it should be noted that the Group's external debt comprised limited-recourse shareholder loans (recourse is limited to the assets of subsidiaries that are subject to joint venture agreements, with joint shareholder consent customarily given to extend the loans' due dates as required), trade and other payables and provisions incurred in the ordinary course of business.

The Group has appealed the Singapore International Commercial Court's costs order for approximately \$5 million and the judgement is reserved. The Group has strengthened its financial position since 30 June 2023 by raising \$2.8 million from the Entitlement Offer undertaken in July 2023. The Group has prepared a cash flow forecast to 30 September 2024, which demonstrates the need to raise additional funding to meet the Group's forecast expenditure for the period.

The Directors are considering a number of actions for raising additional funds and have contemplated funds due to be received, including from one or more of the following sources:

1. Asset sales: The Group is due to receive the remaining \$2.6 million owing for the sale of Mountainside Coal Company Inc.; these proceeds have been delayed due to the Purchaser completing their finance arrangements, and this has resulted in the continuing default on payment arrangements entered into;
2. Additional equity funds: As previously foreshadowed, the Company plans to raise additional equity funds for the ongoing activities of the Group, as required. The Company has been successful in raising equity funds through the issue of new shares recently and in the past;
3. Debt funding for capital projects: The Directors believe, based on past experience, that they can raise third party debt financing to part fund any future project capital expenditure requirements; and
4. Loans from minority shareholders: The Group's 51% owned subsidiaries, River Energy JV Limited and River Energy JV UK Limited continue to have access to funds from their 49% minority shareholder under existing shareholder loan agreements (in conjunction with WEC's 51% contributions) to enable them to meet their debts as and when they fall due.

**Note 1. Significant accounting policies (continued)**

As the funding actions are yet to be completed, these conditions give rise to a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. The Directors believe that the Group will be successful in raising funds through one or more of the above actions and that the Group will be able to realise its assets and settle its debts as and when they fall due and payable in the normal course of business, and accordingly have prepared the financial statements on a going concern basis.

**(b) Principles of consolidation**

*(i) Subsidiaries*

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of White Energy as at 30 June 2023 and the results of all subsidiaries for the year then ended.

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The acquisition method of accounting is used to account for the acquisition of subsidiaries by the Group (refer to Note 1(h)). A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the Parent.

Intercompany transactions, balances and unrealised gains on transactions between companies in the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of comprehensive income, statement of changes in equity and balance sheet respectively. Losses incurred by the Group are attributed to the non-controlling interest in full, even if that results in a deficit balance.

There were no associate entities in the Group at any time in the financial periods to which this financial report relates.

*(ii) Changes in ownership interests*

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of White Energy.

When the Group ceases to have control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

**(c) Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (the Board of Directors).



**Note 1. Significant accounting policies (continued)**

**(d) Foreign currency translation**

*(i) Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Australian Dollars, which is White Energy's functional and presentation currency.

*(ii) Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss, except when they are deferred in equity as qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Foreign exchange gains and losses that relate to borrowings are presented in the statement of comprehensive income, within finance costs. All other foreign exchange gains and losses are presented in the statement of comprehensive income on a net basis within gain / (loss) on foreign exchange.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

*(iii) Group companies*

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

**(e) Revenue recognition**

*Revenue from contracts with customers*

Revenue is measured at an amount that reflects the consideration to which the Group is or expects to be entitled in exchange for transferring goods or services to a customer. Revenue is recognised when or as each performance obligation in the contract is satisfied in a manner that reflects the transfer of control to the customer of the goods or services promised. Indicators of control transferring include an unconditional obligation to pay, legal title, physical possession, transfer of risks and rewards and customer acceptance.

**Note 1. Significant accounting policies (continued)**

**(i) Sampling services**

Revenue from a contract to provide Binderless Coal Briquetting (BCB) technology sampling services is recognised at a point in time as the services are rendered and the benefits of this performance are simultaneously received by the customer. Revenue is recognised in the period the service is performed and is usually based on a fixed price for achieving a sampling service contract milestone e.g. delivery of a coal testing report.

*Interest*

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

*Other revenue*

Other revenue is recognised when it is received, when the right to receive payment is established, or over the sub-lease term.

**(f) Income tax**

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill.

Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the Parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

**Note 1. Significant accounting policies (continued)**

**(g) Leases**

The Group leases buildings for office space, equipment and vehicles. Rental contracts are typically made for fixed periods of 1 to 15 years, but may have extension options. The Group also has leases of equipment with lease terms of 12 months or less and leases of office equipment with low-value. The Group applies the short-term lease and lease of low-value assets recognition exemptions for these leases.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

The Group's lease liabilities are included in trade and other payables. Lease liabilities relating to discontinued operations are included in liabilities of disposal groups held for sale.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets and security bonds that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Payments made under short-term leases and leases of low-value assets are charged to profit or loss on a straight-line basis over the period of the lease.

For leases in which the Group acts as lessor, such as the sub-lease of offices, the Group assesses the classification of the sub-lease contracts with reference to the right-of-use asset presented as part of property, plant and equipment, rather than the underlying asset. For the prior year, the Brisbane office lease was assessed to be classified as a finance lease. The Group's finance lease receivables were included in trade and other receivables.

**Right-of-use assets**

Right-of-use assets are measured at cost, less any accumulated amortisation and impairment losses, and adjusted for any remeasurement of lease liabilities. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Plant & equipment including buildings 1 to 20 years.

**Note 1. Significant accounting policies (continued)**

**(h) Business combinations**

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any asset or liability resulting from a contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. On an acquisition by acquisition basis, the Group recognises any non-controlling interests in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

Acquisition related costs are expensed as incurred.

The excess of the consideration transferred, the amount of any non-controlling interests in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in the statement of comprehensive income.

**(i) Impairment of assets**

Goodwill and Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash generating units).

Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period. Exploration assets are reviewed for impairment at the end of each reporting period or on renewal of the tenement.

**(j) Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

**Note 1. Significant accounting policies (continued)**

**(k) Trade and other receivables**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 days and therefore are all classified as current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The classification of financial assets depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

The Group applies the simplified approach to measuring expected credit losses which uses a lifetime expected credit loss allowance for all trade receivables. The expected loss rates are based on the payment profiles of recent year's sales and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 90 days past due.

Impairment losses on trade receivables are presented as net impairment losses within profit or loss. Subsequent recoveries of amounts previously written off are credited against the same line item.

Other receivables and consideration receivables are recognised at amortised cost, less any allowance for expected credit losses.

**(l) Inventory**

Coal and other inventory items are stated at the lower of cost and net realisable value. Costs are assigned based on the average cost per tonne of production or item of inventory and includes direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure. The net realisable value is the estimated selling price in the ordinary course of business less an estimate of selling costs.

**(m) Exploration and evaluation costs**

Exploration and evaluation expenditure on exploration tenements and rights to farm-in are accumulated separately for each area of interest. Such expenditure is comprised of net direct costs and an appropriate portion of related overhead expenditure, but does not include general overheads or administrative expenditure not having a specific nexus with a particular area of interest.

Exploration expenditure for each area of interest is carried forward as an asset provided one of the following conditions is met:

- such costs are expected to be recouped through successful development and exploitation of the area of interest; or
- alternatively, by its sale; or
- exploration activities in the area of interest have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of recoverable mineral resources, and active and significant operations in relation to the area are continuing.

Exploration expenditure that fails to meet at least one of the conditions outlined above is written off or a provision made. When an area of interest is abandoned, any expenditure carried forward in respect of that area is written off.

Expenditure is not carried forward in respect of any area of interest unless the Group's right of tenure to that area of interest is current.

**Note 1. Significant accounting policies (continued)**

No amortisation has been, or will be, charged until the asset is available for use, that is, when the asset has been sufficiently developed so that production is in progress.

**(n) Investments and other financial assets**

*(i) Classification*

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income (FVOCI) or through profit or loss (FVPL); and
- those to be measured at amortised cost. This category is not applicable to equity investments.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows. Generally, the Group does not acquire financial assets for the purpose of selling in the short-term. The Group's business model is primarily that of 'Hold to collect', where assets are held in order to collect contractual cash flows. Refer *Measurement* sub-section below for further details on classification.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or FVOCI. For investments in equity instruments that are not held for trading or contingent consideration recognised in a business combination, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at FVOCI.

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

*(ii) Recognition and derecognition*

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

*(iii) Measurement*

At initial recognition, the Group's management determines the classification and measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest (SPPI).

**Note 1. Significant accounting policies (continued)**

*Debt instruments*

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent SPPI are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains / (losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of comprehensive income.
- **FVOCI:** Assets that are held for collection of contractual cash flows and for selling the financial assets ("Collect and sell"), where the assets' cash flows represent SPPI, are measured at FVOCI e.g. factored trade receivables. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains / (losses). Interest income from these financial assets is included in finance income using the effective interest method. Foreign exchange gains and losses are presented in other gains / (losses) and impairment expenses are presented as separate line item in the statement of comprehensive income.
- **FVPL:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt instrument that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains / (losses) in the period in which it arises.

*Equity instruments*

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other gains / (losses) in the statement of comprehensive income. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

*(iv) Impairment*

The Group assesses on a forward looking basis the expected credit losses (ECLs) associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables and contract assets, the Group applies the simplified approach permitted by AASB 9, which requires ECLs to be recognised from initial recognition of the receivables, refer to Note 1(k) for further details. The general approach is applied to all other financial assets.

The general approach incorporates a review for any significant increase in counterparty credit risk since inception. Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime ECLs that is attributable to a default event that is possible within the next 12 months after the reporting date. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the expected credit loss allowance is based on the asset's lifetime ECLs. The amount of ECLs recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

**Note 1. Significant accounting policies (continued)**

The assessment of ECLs includes assumptions about the risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. The assessment takes into account reasonable and supportable information that is relevant and available without undue cost or effort, and the use of credit enhancements e.g. letters of credit and guarantees.

Impairment testing of trade receivables is described in Note 1(k).

**(o) Property, plant and equipment**

Plant and equipment and leasehold improvements are stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced.

Land is stated at historical cost and is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost or re-valued amounts, net of their residual values, over their estimated useful lives or, in the case of leasehold improvements and certain leased plant and equipment the shorter lease term.

Assets under construction are not depreciated. The determination of the useful life of assets under construction is determined once the plant is fully operational.

The depreciation rate used for each class of depreciable asset is as follows:

- |   |  |
|---|--|
| (i) Plant and equipment including buildings | 2- 20 years  |
| (ii) Leasehold improvements                 | Over the period of the lease (generally 1- 5 years). |

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of comprehensive income.

**(p) Intangible assets**

*(i) Coal technology licences*

Licences have a finite useful life and are carried at cost less accumulated amortisation and impairment losses.

Amortisation is calculated using the straight-line method to allocate the cost of licences over their estimated useful lives, which at present is 17.61 years.

*(ii) Research and development*

Research expenditure is recognised as an expense as incurred. Costs incurred on development projects such as the detailed BCB plant design and Americanisation of the BCB plant design are recognised as intangible assets when it is probable that the project will, after considering its commercial and technical feasibility, be completed and generate future economic benefits and its costs can be measured reliably. The expenditure capitalised comprises all directly attributable costs, including costs of materials, services, direct labour and an appropriate proportion of overheads. Other development expenditures that do not meet these criteria are recognised as an expense as incurred.



**Note 1. Significant accounting policies (continued)**

Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Capitalised development costs are recorded as intangible assets and amortised from the point which the asset is ready for use.

*(iii) Detailed BCB plant design*

The detailed BCB plant design has a finite life and is carried at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method over the estimated useful life which is 10 years. The asset was fully impaired as at 30 June 2017 and is no longer amortised.

*(iv) Americanisation of the BCB plant design*

The Americanisation of the BCB plant design has a finite life and is carried at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method over the estimated useful life which is 10 years. No amortisation has been charged as the asset is not available for use. The asset was fully impaired as at 30 June 2017 and will not be amortised.

**(q) Trade and other creditors**

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest rate method.

**(r) Borrowings**

Borrowings are initially recognised at fair value net of transaction costs incurred. Borrowings are subsequently measured at amortised cost.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in other income or finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

**(s) Borrowing costs**

Borrowing costs are recognised as expenses in the period in which they are incurred, except where they are included in the costs of qualifying assets. Borrowing costs include interest on bank overdrafts, bank fees and charges.

**(t) Provisions**

Provisions for make good obligations are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised in the consolidated statement of comprehensive income as finance costs.

**Note 1. Significant accounting policies (continued)**

**Reclamation Provision**

A provision is made for the expected reclamation costs relating to areas disturbed at mining properties where the Group is legally responsible for such reclamation costs for operations, exploration and development of mineral property activities that have taken place up to reporting date. Provision has been made based on current estimates of costs for site reclamation and remediation, discounted to their present value based on expected future cash flows. Changes in estimates are dealt with on a prospective basis as they arise.

At each reporting date the reclamation provision is remeasured in line with changes in discount rates and the timing or amount of reclamation costs to be incurred. Changes in the provision relating to changes in the estimated reclamation costs are added to or deducted from the reclamation cost asset in mineral properties within property, plant and equipment and the unwinding of the discount is recognised as a finance cost in the statement of comprehensive income as it occurs.

If the change results in a decrease in the provision that exceeds the carrying amount of the asset, the excess asset value is written down and the excess is recognised immediately in the statement of comprehensive income.

**(u) Employee benefits**

*(i) Short-term obligations*

Liabilities for wages and salaries, including non-monetary benefits and accumulating annual leave and sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. All other short-term employee benefit obligations are presented as payables.

*(ii) Other long-term employee benefit obligations*

The liabilities for long service leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service.

Expected future payments are discounted using market yields at the end of the reporting period of high quality corporate bonds with terms and currencies that match, as closely as possible, the estimated future cash outflows. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

*(iii) Share-based payments*

Share-based compensation benefits are provided to eligible employees via the Long Term Incentive Plan. Information relating to these schemes is set out in Note 33.

The fair value of options and rights granted under the Long Term Incentive Plan is recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the options and rights.

The fair value at grant date is independently determined after taking into account the exercise price, the term of the option or right, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option or right.

**Note 1. Significant accounting policies (continued)**

The fair value of the options and rights granted is adjusted to reflect market vesting conditions, but excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options and rights that are expected to become exercisable.

At each reporting date, the entity revises its estimate of the number of options and rights that are expected to become exercisable. The employee benefit expense recognised each period takes into account the most recent estimate.

The impact of the revision to original estimates, if any, is recognised in the statement of comprehensive income with a corresponding adjustment to equity.

Upon the exercise of options and satisfaction of vesting and performance conditions for rights, the proceeds received net of any directly attributable transaction costs are credited directly to equity.

*(iv) Termination benefits*

Termination benefits are payable when employment is terminated before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to either terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal or to providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

**(v) Contributed equity**

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

**(w) Earnings per share**

*(i) Basic earnings per share*

Basic earnings per share is calculated by dividing the loss attributable to equity owners of the Company, excluding any costs of servicing equity other than ordinary shares by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year (if any).

*(ii) Diluted earnings per share*

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of additional ordinary shares that would have been outstanding assuming conversion of all dilutive potential ordinary shares.

**(x) Goods and Services Tax ('GST') and other similar taxes**

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included in other receivables or other payables in the balance sheet.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flows.

**Note 1. Significant accounting policies (continued)**

**(y) Rounding of amounts**

The Company is of a kind referred to in *ASIC Corporations (Rounding in Financial/ Directors' Reports) Instrument 2016/191*, relating to the 'rounding-off' of amounts in the financial statements. Amounts in the financial statements have been rounded off in accordance with that Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

**(z) Parent Entity**

*Financial Information*

The financial information for the Parent Entity, White Energy, disclosed in Note 38 has been prepared on the same basis as the consolidated financial statements except as set out below.

*(i) Investments in subsidiaries, associates and joint venture entities*

Investments in subsidiaries, associates and joint venture entities are accounted for at cost in the financial statements of White Energy. Dividends received from associates are recognised in the Parent Entity's profit or loss when its right to receive the dividend is established.

*(ii) Tax consolidation legislation*

White Energy and its wholly-owned Australian controlled entities have implemented the tax consolidation legislation.

The head entity, White Energy, and the controlled entities in the tax consolidated group account for their own current and deferred tax amounts. These tax amounts are measured as if each entity in the tax consolidated group continues to be a stand-alone taxpayer in its own right.

In addition to its own current and deferred tax amounts, White Energy also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from controlled entities in the tax consolidated group.

The entities have also entered into a tax funding agreement and tax sharing agreement under which the wholly-owned entities fully compensate White Energy for any current tax payable assumed and are compensated by White Energy for any current tax receivable and deferred tax assets relating to unused tax losses or unused tax credits that are transferred to White Energy under the tax consolidation legislation.

The funding amounts are determined by reference to the amounts recognised in the wholly-owned entities' financial statements.

The amounts receivable / payable under the tax funding agreement are due upon receipt of the funding advice from the head entity, which is issued as soon as practicable after the end of each financial year. The head entity may also require payment of interim funding amounts to assist with its obligations to pay tax instalments.

Assets or liabilities arising under tax funding agreement or tax sharing agreement with the tax consolidated entities are recognised as current amounts receivable from or payable to other entities in the Group. Any difference between the amounts assumed and amounts receivable or payable under the tax funding agreement are recognised as a contribution to (or distribution from) wholly-owned tax consolidated entities.

**(aa) Non-current assets (or disposal groups) held for sale and discontinued operations**

Non-current assets or disposal groups (groups of assets and liabilities) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as assets arising from employee benefits, financial assets and investment property that are carried at fair value.

**Note 1. Significant accounting policies (continued)**

An impairment loss is recognised for any initial or subsequent write down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current assets is recognised at the date of derecognition.

Non-current assets are not depreciated or amortised while they are classified as held for sale.

Non-current assets classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit or loss and the assets and liabilities of the discontinued operations are presented separately from the other assets and liabilities in the balance sheet.

**(ab) Comparatives**

Comparative information has been reclassified where appropriate to enhance comparability.

**Note 2. Critical accounting estimates and judgements**

The Group makes estimates concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. Estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances. The Group also needs to exercise judgement in applying the Group's accounting policies.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year and areas that involve a high degree of judgement or complexity are discussed below.

**(a) Impairment of Assets**

*(i) Coal technology and cash generating unit (CGU)*

Where an intangible asset is subject to amortisation, the Group tests for impairment only when an event or change in circumstances indicates that the carrying value may not be recoverable.

The coal technology CGU had the following intangible assets with finite useful lives subject to amortisation as at 30 June 2023:

- Coal technology license: is being amortised over the license term of 17.61 years.

An independent valuation of the coal technology business prepared during the year ended 30 June 2023 supported the carrying value of the assets in the coal technology CGU. The carrying values of the intangible assets and details of the valuation methodology are disclosed in Note 14.

In addition to the intangible assets identified above, the coal technology CGU also includes items of plant and equipment and inventory against which an impairment charge was recognised in a previous financial year.

**Note 2. Critical accounting estimates and judgements (continued)**

By their nature there is inherent uncertainty in the value of technology related assets such as the coal technology and this uncertainty in the value will remain until such time as the coal technology is operated on a commercial scale. The critical assumption affecting the recoverable amount of the intangible assets referred to above is the successful commercialisation of coal fines upgrading opportunities utilising the BCB technology. Refer to Note 14(a) for details of these assumptions.

In assessing whether the coal technology CGU's carrying value may not be recoverable, the potential impact of climate change risks and opportunities on demand for the coal technology and the future cash flows modelled was considered. These were taken account when determining the industry risk measure input into the calculation of the discount rate applied to those future cash flows, and the input into the calculation of the discount rate to allow for the possibility of opportunities being delayed, not going ahead and the risk of contract terms being materially different than projected.

*(ii) Mining exploration and cash generating unit (CGU)*

Exploration expenditure is reviewed annually for impairment if events or changes in circumstances indicate the carrying value may not be recoverable or there is a reversal of a previous impairment. For each area of interest carried forward as an asset, at least one of the conditions set out in Note 1(m) must continue to be met. These conditions include whether the carried forward costs are expected to be recovered through successful development and exploitation of the area of interest or by its sale. Climate change risks and opportunities were included in this assessment. These risks and opportunities include the potential impact of climate change on forecast selling prices for thermal coal and gas and demand for these commodities.

If there are indicators of impairment or reversal of impairment, an exercise is undertaken to determine the recoverable amount in accordance with the accounting policy outlined in Note 1(i). The recoverable amount of the mining exploration CGU is determined based on fair value less costs of disposal calculations. These calculations require the use of assumptions.

The review of indicators of impairment or reversal of impairment for the year ended 30 June 2023 concluded that the recoverable amount of the mining exploration CGU supported the carrying value of \$4,698,000. The critical assumption affecting the recoverable amount of the mining exploration CGU is the future development potential of EL6566, including the coal gasification commercialisation opportunities. Refer to Note 15(a) for further details of these assumptions and the potential impact of changes to the assumptions.

**(b) Going concern**

The Group prepared this financial report on a going concern basis, which contemplates the realisation of its assets and settlement of its debts as and when they fall due and payable in the normal course of business, and that the Group will have access to additional funds in the next 12 months. Refer to Note 1(a)(vi).

**(d) Allowance for expected credit losses**

The allowance for expected credit losses assessment requires a degree of estimation and judgement. For trade receivables it is based on the lifetime expected credit losses, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include recent sales experience and historical collection rates. For other receivables considered to be a low credit risk the allowance for expected credit losses is limited to the expected credit losses over the next 12 months for a particular debtor. For consideration receivables the allowance for expected credit losses is measured using the lifetime expected loss rate of 100% based on the continuing default of the debtor on payment plans entered into. Refer to Note 11(a) for further details.

**Note 3. Financial risk management**

The Group's activities expose it to a variety of financial risks. These include market risk (including foreign exchange risk, price risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on liquidity and cash flow management.

Risk management is carried out by management under policies approved by the Board of Directors, who evaluate financial risks in close co-operation with the Group's Key Management Personnel.

**Note 3. Financial risk management (continued)**

**(a) Market risk**

*(i) Foreign exchange risk*

The Group operates internationally and is exposed to foreign exchange risk arising from currency exposures, primarily with respect to the US Dollar and Singapore Dollar.

Foreign exchange risk arises from future commercial transactions and recognising assets and liabilities denominated in a currency that is not the entity's functional currency. Functional currencies of Group entities include Australian Dollar and US Dollar.

The Group seeks to limit its exposure to transactional foreign exchange risk by maintaining bank accounts denominated in currencies relevant to local operations – predominantly US Dollars. Foreign exchange risks for expected future foreign currency commitments can be limited by holding funds in foreign currency bank accounts.

The Group's exposure to foreign currency risk of financial assets and liabilities at the end of the reporting period, expressed in Australian Dollars, was as follows:

	2023 (\$'000)			2022 (\$'000)		
	USD	SGD	GBP	USD	SGD	GBP
<b>Assets</b>						
Cash and cash equivalents	59	-	-	154	-	-
Trade and other receivables	2,626	-	-	2,571	-	-
<b>Liabilities</b>						
Trade and other payables -						
Current	-	(64)	(40)	-	(399)	(34)
<b>Total assets / (liabilities)</b>	2,685	(64)	(40)	2,725	(399)	(34)

*Sensitivity*

Based on the Group's foreign-denominated financial assets and liabilities above, had the relevant functional currency weakened / strengthened by 10% against the above currencies with all other variables held constant, the impact on the Group's profit and equity would be:

	2023 +10%	(\$'000) -10%	2022 +10%	(\$'000) -10%
AUD vs USD	(244)	298	(248)	303
AUD vs SGD	5	(6)	36	(44)
USD v SGD	1	(1)	1	(1)
USD v GBP	(4)	4	(3)	3

The analysis is conducted in relation to base exchange rates of: AUD/USD \$0.6630 (2022: \$0.6889); AUD/SGD \$0.8986 (2022: \$0.9584), USD/SGD \$1.3554 (2022: \$1.3912) and USD/GBP \$0.7919 (2022: \$0.8232).

*(ii) Price risk*

The Group is not currently exposed to commodity price risk arising from the sale of coal and other minerals, as the Group has no operating mines.

**Note 3. Financial risk management (continued)**

*(iii) Interest rate risk*

The Group's main exposure to interest rate risk during the year arose from movements in the interest rates received on its bank accounts and term deposits. The Group's external borrowings were at fixed interest rates which were determined on the draw down date.

The Group manages interest rate risk by holding a large portion of the Group's cash and cash equivalents in fixed short-term deposits after forecasting its cash management needs. Interest payable on each shareholder loan and related party loan drawdown is at a fixed rate.

The Group's exposure to interest rate risk for all classes of financial assets and liabilities, including financial assets and liabilities of disposal groups held for sale at the reporting date is set out below:

**At 30 June 2023**

	Floating interest rate \$'000	Fixed interest maturing in less than 12 months \$'000	Fixed interest maturing in more than 12 months \$'000	Non-interest bearing \$'000	Carrying amount assets / liabilities \$'000
<b>Financial assets</b>					
Cash and cash equivalents	713	-	-	59	772
Restricted cash	-	-	-	2,000	2,000
Trade and other receivables	-	-	-	1,132	1,132
<b>Total financial assets</b>	<u>713</u>	<u>-</u>	<u>-</u>	<u>3,191</u>	<u>3,904</u>
<b>Financial liabilities</b>					
Trade and other payables	-	(527)	(52,203)	(550)	(53,280)
<b>Net financial assets / (liabilities)</b>	<u>713</u>	<u>(527)</u>	<u>(52,203)</u>	<u>2,641</u>	<u>(49,376)</u>

**As at 30 June 2022**

	Floating interest rate \$'000	Fixed interest maturing in less than 12 months \$'000	Fixed interest maturing in more than 12 months \$'000	Non-interest bearing \$'000	Carrying amount assets / liabilities \$'000
<b>Financial assets</b>					
Cash and cash equivalents	279	-	-	155	434
Restricted cash	-	-	-	2,000	2,000
Trade and other receivables	-	-	-	2,099	42,099
<b>Total financial assets</b>	<u>279</u>	<u>-</u>	<u>-</u>	<u>4,254</u>	<u>44,533</u>
<b>Financial liabilities</b>					
Trade and other payables	-	(416)	(48,351)	(784)	(49,551)
<b>Net financial assets / (liabilities)</b>	<u>279</u>	<u>(416)</u>	<u>(48,351)</u>	<u>3,470</u>	<u>(45,018)</u>



**Note 3. Financial risk management (continued)**

*Sensitivity*

The Group's fixed rate financial assets and liabilities are not considered to be subject to interest rate risk as neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates. If interest rates had increased or decreased by 100 basis points from the year end rates with all other variables held constant and financial asset balances subject to floating interest rates were maintained for a full year, the cash balances and post-tax profit or loss would be \$7,000 higher / \$7,000 lower (2022 changes of 100 bps: \$3,000 higher / \$3,000 lower).

**(b) Credit risk**

Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables and committed transactions.

For cash and cash equivalents, the Group manages its credit risk by only depositing its funds with reputable banks and financial institutions and spreads its deposits across several banks in a number of countries.

For trade receivables, management assesses the credit worthiness of customers before sales are made. This assessment typically includes consideration of the customer's financial position and past experiences with the customer. In the majority of cases, credit terms of 30 days are offered to customers. For other receivables, they have been assessed to be low credit risk based on a low risk of default and the debtors having a strong capacity to meet their contractual cash flow obligations in the near term.

The Group applies the AASB 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets. For all other receivables the general approach is applied to measuring expected credit losses expected which uses a 12 month expected loss allowance, or a lifetime expected loss allowance if the credit risk for other receivables has increased significantly since initial recognition.

Further information on credit risk in relation to trade and other receivables including a detailed analysis of the Group's allowance for expected credit losses is provided in Note 11(a).

The carrying amount of financial assets at the reporting date, represents the maximum credit exposure.

The maximum exposure to credit risk at the reporting date was:

	<b>Note</b>	<b>2023 \$'000</b>	<b>2022 \$'000</b>
Cash and cash equivalents	10	772	434
Trade and other receivables	11	1,132	2,099
Restricted cash	17	2,000	2,000
		<u>3,904</u>	<u>4,533</u>

**(c) Liquidity risk**

The Group's exposure to liquidity risk would arise where the Group does not hold sufficient cash reserves or have access to uncommitted credit facilities to meet supplier and other payment obligations when they fall due.

The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The Group ensures that there are sufficient cash funds available to meet the expenses incurred. Where forecasts indicate a future funding requirement, management has and will continue to conduct initiatives such as capital raising to meet such demands.

**Note 3. Financial risk management (continued)**

*(i) Financing arrangements*

Funding for certain Group companies is provided from White Energy and other minority shareholders pursuant to shareholder funding agreements. There is no specific facility limit available, with drawdown requests being considered for approval by White Energy and the minority shareholders in relation to approved budgets and forecasts.

The Group utilises leases for the provision of plant and equipment used in its operations. Applications for new leases are assessed on a case-by-case basis.

*(ii) Maturities of financial liabilities*

The tables below analyse the Group's remaining contractual maturity for its financial liabilities held as at reporting date.

The amounts disclosed in the table are the expected contracted undiscounted cash flows.

The contractual cash flows disclosed below as trade and other payables includes \$55,210,000 (2022: \$53,014,000) payable by non-wholly-owned subsidiaries to minority shareholders with a carrying amount of \$52,203,000 (2022: \$48,293,000). Further information on shareholder loans can be found in Note 20(a).

	Less than 6 months \$'000	Less than 12 months \$'000	Between 1 and 5 years \$'000	Total contractual cash flows \$'000
<b>Contractual maturities of financial liabilities</b>				
<b>As at 30 June 2023</b>				
<b>Non-derivatives</b>				
Trade and other payables	1,077	-	55,210	56,287
Total non-derivatives	1,077	-	55,210	56,287

	Less than 6 months \$'000	Less than 12 months \$'000	Between 1 and 5 years \$'000	Total contractual cash flows \$'000
<b>Contractual maturities of financial liabilities</b>				
<b>As at 30 June 2022</b>				
<b>Non-derivatives</b>				
Trade and other payables	1,119	88	53,072	54,279
Total non-derivatives	1,119	88	53,072	54,279

**Note 4. Segment information**

**(a) Description of segments**

Management has determined the operating segments based on the reports reviewed by the Board of Directors that are used to make strategic decisions.

The Board of Directors considers the business from both a business line and a geographic perspective as outlined below.

The Board of Directors has identified two reportable business line segments: coal technology and mining exploration.

The coal technology segment has the exclusive licence to patented BCB technology developed by the consortia led by CSIRO which processes relatively poor quality coal into a higher quality product.

The mining exploration segment holds tenements near: Coober Pedy, South Australia; Texas, Queensland; and Daly Waters, Northern Territory.

The Group's business sectors operate in five main geographical areas:

- (i) Australia: The home country of the main operating entity. The areas of operation are the coal technology and mining exploration business lines.
- (ii) Asia: Comprises operations carried on in Indonesia, China and Singapore. The area of operation is the coal technology business line.
- (iii) South Africa and Mauritius (South Africa): The area of operation is the coal technology business line in the South African market. Currently undertaking marketing activities and feasibility studies.
- (iv) United Kingdom (UK): An investment holding company that operates in the area of the coal technology business line.

**(b) Segment information provided to the Board of Directors**

The Board of Directors regularly reviews the financial performance of the Group for the reportable segments below. The Board does not review assets and liabilities of each segment.

**Note 4. Segment information (continued)**

**Segment information by business line**

Consolidated - 2023	Coal technology \$'000	Mining exploration \$'000	Inter- segment \$'000	Total \$'000
<b>Revenue</b>				
Sales to external customers	-	-	-	-
Inter-segment revenue	3,350	-	(3,350)	-
	3,350	-	(3,350)	-
Other income	106	-	-	106
Interest income	43	-	-	43
<b>Total revenue</b>	<b>3,499</b>	<b>-</b>	<b>(3,350)</b>	<b>149</b>
<b>EBITDA (*)</b>	(194)	(5)	(3,323)	(3,522)
Depreciation	(12)	-	-	(12)
Amortisation	(2,569)	-	497	(2,072)
Interest expense	(3,708)	-	1,773	(1,935)
Other non-cash (expenses) / gains	(278)	-	576	298
Foreign exchange gains	107	-	-	107
Impairment of financial assets expense	(1,000)	-	-	(1,000)
<b>Loss before income tax</b>	<b>(7,654)</b>	<b>(5)</b>	<b>(477)</b>	<b>(8,136)</b>
Income tax	-	-	-	-
<b>Loss for the year</b>	<b>(7,654)</b>	<b>(5)</b>	<b>(477)</b>	<b>(8,136)</b>

The segment information above can be further disaggregated by geographical area as outlined below:

Consolidated - 2023	Australia \$'000	Asia \$'000	South Africa \$'000	UK \$'000	Inter- segment \$'000	Total \$'000
Sales to external customers	-	-	-	-	-	-
Inter-segment revenue	3,350	-	-	-	(3,350)	-
	3,350	-	-	-	(3,350)	-
Other income	106	-	-	-	-	106
Interest income	43	-	-	-	-	43
<b>Total revenue</b>	<b>3,499</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(3,350)</b>	<b>149</b>
<b>EBITDA (*)</b>	15	(25)	(79)	(110)	(3,323)	(3,522)
Depreciation	(12)	-	-	-	-	(12)
Amortisation	(2,072)	-	(405)	(92)	497	(2,072)
Interest expense	(23)	-	(1,323)	(2,362)	1,773	(1,935)
Impairment of financial assets expense	(1,000)	-	-	-	-	(1,000)
Other non-cash (expenses) / gains	(278)	-	-	-	576	298
Foreign exchange gains / (losses)	109	-	-	(2)	-	107
<b>Loss before income tax</b>	<b>(3,261)</b>	<b>(25)</b>	<b>(1,807)</b>	<b>(2,566)</b>	<b>(477)</b>	<b>(8,136)</b>
Income tax	-	-	-	-	-	-
<b>Loss for the year</b>	<b>(3,261)</b>	<b>(25)</b>	<b>(1,807)</b>	<b>(2,566)</b>	<b>(477)</b>	<b>(8,136)</b>

\* EBITDA and loss for year includes income and expenses attributable to non-wholly-owned subsidiaries.

**Note 4. Segment information (continued)**

**Segment information by business line**

<b>Consolidated - 2022</b>	<b>Coal technology \$'000</b>	<b>Mining exploration \$'000</b>	<b>Inter- segment \$'000</b>	<b>Total \$'000</b>
<b>Revenue</b>				
Sales to external customers	90	-	-	90
Inter-segment revenue	3,201	-	(3,201)	-
	3,291	-	(3,201)	90
Other income	185	-	-	185
Interest income	2	-	-	2
<b>Total revenue</b>	<b>3,478</b>	<b>-</b>	<b>(3,201)</b>	<b>277</b>
<b>EBITDA (*)</b>	<b>(152)</b>	<b>(4)</b>	<b>(3,175)</b>	<b>(3,331)</b>
Depreciation	(14)	-	-	(14)
Amortisation	(2,734)	-	630	(2,104)
Interest expense	(3,435)	-	1,638	(1,797)
Other non-cash (expenses) / gains	(17)	-	3	(14)
Foreign exchange gains	260	-	-	260
Impairment of other assets expense	-	(800)	-	(800)
Discontinued operations	12	-	(3)	9
<b>Loss before income tax</b>	<b>(6,080)</b>	<b>(804)</b>	<b>(907)</b>	<b>(7,791)</b>
Income tax	-	-	-	-
<b>Loss for the year</b>	<b>(6,080)</b>	<b>(804)</b>	<b>(907)</b>	<b>(7,791)</b>

The segment information above can be further disaggregated by geographical area as outlined below:

<b>Consolidated 2022</b>	<b>Australia \$'000</b>	<b>Asia \$'000</b>	<b>South Africa \$'000</b>	<b>UK \$'000</b>	<b>Inter- segment \$'000</b>	<b>Total \$'000</b>
Sales to external customers	90	-	-	-	-	90
Inter-segment revenue	3,201	-	-	-	(3,201)	-
	3,291	-	-	-	(3,201)	90
Other income	185	-	-	-	-	185
Interest income	2	-	-	-	-	2
<b>Total revenue</b>	<b>3,478</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(3,201)</b>	<b>277</b>
<b>EBITDA (*)</b>	<b>36</b>	<b>(27)</b>	<b>(57)</b>	<b>(108)</b>	<b>(3,175)</b>	<b>(3,331)</b>
Depreciation	(14)	-	-	-	-	(14)
Amortisation	(2,104)	-	(376)	(254)	630	(2,104)
Interest expense	(31)	-	(1,223)	(2,181)	1,638	(1,797)
Impairment of other assets expense	(800)	-	-	-	-	(800)
Other non-cash (expenses) / gains	(5)	(12)	-	-	3	(14)
Foreign exchange gains	260	-	-	-	-	260
Discontinued operations	-	12	-	-	(3)	9
<b>Loss before income tax</b>	<b>(2,658)</b>	<b>(27)</b>	<b>(1,656)</b>	<b>(2,543)</b>	<b>(907)</b>	<b>(7,791)</b>
Income tax	-	-	-	-	-	-
<b>Loss for the year</b>	<b>(2,658)</b>	<b>(27)</b>	<b>(1,656)</b>	<b>(2,543)</b>	<b>(907)</b>	<b>(7,791)</b>

\* EBITDA and loss for year includes income and expenses attributable to non-wholly-owned subsidiaries.

**Note 4. Segment information (continued)**

**(c) Other segment information**

*(i) Segment revenue*

Sales between segments are carried out at arm's length and are eliminated on consolidation. The revenue from external parties reported to the Board of Directors is measured in a manner consistent with that in the statement of comprehensive income.

Segment revenue reconciles to the statement of comprehensive income revenue as follows:

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
Total segment revenue	149	277
Total revenue from continuing operations	<u>149</u>	<u>277</u>

*(ii) Reconciliation to consolidated loss for the year*

The segment information loss before income tax reconciles to the statement of comprehensive income loss before income tax for the year as follows:

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
Loss before income tax – segment information from continuing operations	8,136	7,791
Loss before income tax from discontinued operations	-	9
Consolidated loss before income tax	<u>8,136</u>	<u>7,800</u>

**Note 5. Revenue from contracts with customers**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>From continuing operations</b>		
Proceeds from sale of briquetting machine	-	90

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>Timing of revenue recognition</b>		
Recognised at a point in time	-	90

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**Note 6. Other income**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
Interest income calculated using the effective interest rate method	43	2
Other items	106	185
Other income	149	187

**Note 7. Material profit or loss items**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>(a) Loss before income tax from continuing operations includes the following specific expenses:</b>		
<i>Depreciation and amortisation expense</i>		
Depreciation expense - Property, plant and equipment	12	14
Amortisation expense - Right-of-use assets - Buildings	75	107
Amortisation expense - Intangible assets	1,997	1,997
Total depreciation and amortisation expense	2,084	2,118
<i>Impairment of other assets</i>		
Exploration and evaluation assets	-	800
<i>External advisory fees</i>		
Consulting, external management and professional fees	393	260
Litigation costs	710	560
Total external advisory fees	1,103	820
<i>Superannuation expense</i>		
Defined contribution superannuation expense	151	147
<i>Employee benefits expense excluding superannuation</i>		
Employee benefits expense excluding superannuation	1,405	1,546
Total employee benefits expense	1,556	1,693
<b>(b) Other net gains</b>		
Net foreign exchange gain	107	260
Net gain on finance lease receivables and lease liabilities	202	88
Net loss on disposal of property, plant and equipment	(133)	(43)
Gain on bargain purchase	576	-
Loss on remeasurement from reclassification of financial assets at amortised cost to fair value through profit or loss	(342)	-
Total net gains	410	305

**Note 8. Income tax**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>(a) Income tax credit</b>		
Current tax	(1,475)	(1,444)
Deferred tax	1,587	1,496
Adjustments for current tax of prior periods	(112)	(52)
	<u>-</u>	<u>-</u>
Aggregate income tax	-	-
	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
Deferred income tax (revenue) / expense included in income tax comprises:		
(Increase) / Decrease in deferred tax assets (Note 16)	(1)	282
Increase / (Decrease) in deferred tax liabilities (Note 21)	1	(282)
	<u>-</u>	<u>-</u>
<b>(b) Numerical reconciliation of income tax and tax at the statutory rate</b>		
Loss before income tax from continuing operations	(8,136)	(7,791)
Loss before income tax from discontinued operations	-	(9)
	<u>(8,136)</u>	<u>(7,800)</u>
Tax at the statutory tax rate of 30%	(2,441)	(2,340)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Non-deductible interest	449	414
Non-deductible legal fees	234	162
Sundry items	105	(323)
	<u>(1,653)</u>	<u>(2,087)</u>
Adjustments for current tax of prior periods	(112)	(52)
Difference in overseas tax rates	556	532
Tax losses and timing differences not brought to account (refer to Note 8(c) and 8(d))	1,209	1,607
	<u>-</u>	<u>-</u>
Income tax	-	-
	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>(c) Tax losses not recognised</b>		
Unused tax losses for which no deferred tax asset has been recognised	169,874	163,672
	<u>47,013</u>	<u>45,384</u>



**Note 8. Income tax (continued)**

The above potential tax benefit for tax losses has not been recognised in the balance sheet. These tax losses can only be utilised in the future if the continuity of ownership test is passed, or failing that, the same or similar business tests are passed.

Included in the tax losses that have not been recognised in the balance sheet are tax losses of \$7,949,000 (2022: \$7,435,000) with a potential tax benefit of \$1,192,000 (2022: \$1,115,000) that expire over a five year period.

**(d) Unrecognised temporary differences**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
Temporary differences for which a deferred tax asset has not been recognised:		
Tax Losses	169,874	163,672
Capital tax losses	28,140	28,149
Unrealised loss on intercompany loans	165,007	164,895
	<u>363,021</u>	<u>356,716</u>
Unrecognised deferred tax assets relating to the above temporary differences	104,958	103,716

**Note 9. Discontinued operations**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>Loss from discontinued operations</b>		
PT Kaltim Supacoal Singapore Pte. Ltd. <sup>(a)</sup>	-	(9)

**(a) PT Kaltim Supacoal Singapore Pte. Ltd.**

On 10 January 2022, the Group's dormant subsidiary PT Kaltim Supacoal Singapore Pte. Ltd. was derecognised further to this company being voluntarily struck off from registration in Singapore.

Financial information relating to the discontinued operations for the period is set out below (100%):

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>Loss before income tax</b>	-	-
Income tax	-	-
<b>Loss for the year</b>	-	-
Loss on disposal after income tax (refer to (c) below)	-	(9)
Income tax	-	-
Loss on disposal after income tax	-	(9)
<b>Loss for the year from discontinued operations</b>	-	(9)

**Note 9. Discontinued operations (continued)**

**(b) Details of the derecognition of subsidiary**

*Details of the derecognition of PT Kaltim Supacoal Singapore Pte. Ltd:*

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
Total disposal consideration	-	-
Carrying amount of net liabilities disposed	-	-
Reclassification of foreign currency translation reserve (refer to Note 24)	-	(15)
Reclassification of non-controlling interest	-	6
<b>Loss on disposal before income tax</b>	-	(9)
Income tax	-	-
<b>Loss on disposal after income tax</b>	-	(9)

**Note 10. Current assets - cash and cash equivalents**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
Cash at bank and on hand	772	434

**(a) Risk exposure**

The Group's exposure to interest rate risk is discussed in Note 3(a)(iii). The maximum exposure to credit risk at the reporting date is the carrying amount of each class of cash and cash equivalents mentioned above.

**(b) Bank guarantees**

At 30 June 2023, bank guarantees exist which have been issued as security for property bonds in the amount of \$Nil (2022: \$62,000).

**Note 11. Current assets - Trade and other receivables**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
Trade receivables	52	52
Less: Allowance for expected credit losses <sup>(a)</sup>	(47)	(47)
	5	5
Consideration receivables <sup>(e)</sup>	2,626	2,571
Less: Allowance for expected credit losses <sup>(a)</sup>	(1,499)	(499)
Total consideration receivables	1,127	2,072
Finance lease receivables <sup>(f)</sup>	-	22
	1,132	2,099

**Note 11. Current assets - Trade and other receivables (continued)**

**(a) Allowance for expected credit losses**

*(i) Trade receivables*

The Group applies the AASB 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

The expected loss rates are based on the payment profiles of recent year's sales and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

On this basis, the loss allowance was determined as follows for trade receivables:

	Expected credit loss rate		Carrying amount		Allowance for expected credit losses	
	2023	2022	2023	2022	2023	2022
Consolidated	%	%	\$'000	\$'000	\$'000	\$'000
Not overdue	1%	1%	5	5	-	-
Over 6 months overdue	100%	100%	47	47	47	47
			<u>52</u>	<u>52</u>	<u>47</u>	<u>47</u>

Movements in the allowance for expected credit losses for trade receivables and consideration receivables (refer Note 11(a)(iii) below) are as follows:

	Consolidated	
	2023	2022
	\$'000	\$'000
Opening balance	546	546
Additional provisions recognised for lifetime expected credit losses	<u>1,000</u>	<u>-</u>
Closing balance	<u>1,546</u>	<u>546</u>

The creation and release of the allowance for expected credit losses has been included in impairment of financial assets expense in the statement of comprehensive income.

*(ii) Consideration receivables*

Consideration receivables at amortised cost are due and payable. The Group considers there to have been a significant increase in credit risk since initial recognition in April 2021. An allowance for expected losses of \$1,499,000 has been recognised (2022: \$499,000) and this reduces the carrying value of consideration receivables. The loss allowance is based on the expected loss rate of 100% (2022: 30%), and the difference between the instalments due in accordance with the contract to sell subsidiary Mountainside Coal Company Inc. and all the cash flows that the Group expects to receive, and this includes cash flows from the sale of collateral held. The loss rate in 2023 is based on the continuing default on payment arrangements entered into. The expected loss rate in 2022 was based on the Standard & Poors' Average Cumulative Default Rates for the US (using data from 1981 to 2020), for a CCC/C rated bond that has a one year term.

**(b) Foreign exchange, interest rate and liquidity risk**

Information about the Group's exposure to foreign exchange risk, interest rate risk and liquidity risk is provided in Note 3.

**Note 11. Current assets - Trade and other receivables (continued)**

**(c) Fair value and credit risk**

The maximum exposure to credit risk at the reporting date is the carrying amount of each class of receivables mentioned above. Refer to Note 3 for more information on the risk management policy of the Group.

**(d) Risk exposure**

The Group's exposure to credit risk is discussed in Note 3(b). The maximum exposure to credit risk at the reporting date is the carrying amount of each class of receivable mentioned above.

**(e) Consideration receivables**

Consideration for the sale of subsidiary Mountainside Coal Company Inc. (MCC) on the 15th of April 2021 is being progressively received. The remaining consideration receivables of \$2,626,000 (USD1,741,000) are due and payable now. These proceeds have been delayed due to the Purchaser of MCC completing their finance arrangements, and this has resulted in the continuing default on payment arrangements entered into. Collateral has been provided by the Purchaser by a mortgage over certain plant and equipment of MCC, and by a guarantee from a parent company of the Purchaser.

**(f) Finance lease receivables arrangements**

The Group sub-leased a building for office space until 30 June 2022. The sub-lease was terminated on 1 July 2022.

Minimum lease payments receivable on finance leases, including the discounted lease payments to be received are as follows:

	Consolidated	
	2023	2022
	\$'000	\$'000
Within one year	-	22
Less: Future finance charges	-	-
Net recognised as assets	-	22
Finance lease receivables are presented in the balance sheet as follows:		
Finance lease receivables - current	-	22

*Profit or loss information*

Total income earned from finance lease receivables during the year was \$Nil (2022: \$2,100).

**Note 12. Current assets - Other assets**

	Consolidated	
	2023	2022
	\$'000	\$'000
Prepayments	323	394
Deposits	20	20
	343	414

**Note 13. Non-current assets - Property, plant and equipment**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
Leasehold improvements - at cost or fair value	154	154
Less: Accumulated depreciation and impairment	(154)	(154)
	-	-
Plant and equipment - at cost or fair value	15,972	15,959
Less: Accumulated depreciation and impairment	(15,960)	(15,941)
	12	18
Right-of-use-assets - buildings -at cost	100	413
Less: Accumulated amortisation	(75)	(280)
	25	133
	37	151

*Reconciliations*

Reconciliations of the net book values are set out below:

<b>Consolidated</b>	<b>Plant and Equipment \$'000</b>	<b>Leasehold improvements \$'000</b>	<b>Right-of-use assets - Buildings \$'000</b>	<b>Total \$'000</b>
Balance at 1 July 2021	23	-	283	306
Additions	9	-	-	9
Disposals	-	-	(43)	(43)
Amortisation of assets	-	-	(107)	(107)
Depreciation expense	(14)	-	-	(14)
Balance at 30 June 2022	18	-	133	151
Additions	6	-	100	106
Disposals	-	-	(133)	(133)
Amortisation of assets	-	-	(75)	(75)
Depreciation expense	(12)	-	-	(12)
Balance at 30 June 2023	12	-	25	37

**(a) Leases**

This note provides information for leases where the Group is a lessee. For leases where the Group is a lessor, refer to Note 11(f). With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability.

*(i) Right-of-use assets*

The Group leased a building for its office space until 30 June 2022. The lease was terminated on 1 July 2022. On 1 July 2022, the Group signed a building sub-lease with KTQ Developments Pty Ltd, the private company of Chairman and Chief Executive Officer, Brian Flannery, for the office space that was previously leased by the Group from a non-related party. This arrangement is based on normal commercial terms and conditions and at the prevailing market rate. The agreement is for a period for 16 months and expires on 31 October 2023. Leased assets may not be used as a security for borrowing purposes.

**Note 13. Non-current assets - Property, plant and equipment (continued)**

The right-of-use assets are included in the same line item as where the corresponding underlying assets would be presented if they were owned.

*(ii) Lease liabilities*

Lease liabilities are presented in the balance sheet as follows:

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
Current (refer to Note 18)	27	168
Non-current (refer to Note 20)	-	58
	<u>27</u>	<u>226</u>

The lease liabilities were secured by the related underlying assets and a security bond until the lease was terminated on 1 July 2022. From 1 July 2022, the sub-lease agreement does not contain any covenants or security. The undiscounted maturity analysis of lease liabilities relating to Buildings at 30 June 2023 is as follows:

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
Less than one year	27	166
One to five years	-	58
Total undiscounted lease liabilities	<u>27</u>	<u>224</u>

*(iii) Lease payments not recognised as a liability*

The Group does not recognise a lease liability for short-term leases (leases of expected term of 12 months or less) or for leases of low-value assets. Payments made under such leases are expenses on a straight-line basis. In addition, certain variable lease payments are not permitted to be recognised as lease liabilities and are expensed as incurred.

The expenses relating to payments not included in the lease liability are as follows:

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
Short-term leases (included in plant operating costs and exploration assets expenditure)	22	25
Leases of low-value assets (included in other expenses)	3	4
	<u>25</u>	<u>29</u>

*(iv) Profit or loss and cash flow information*

The interest expense in relation to leasing liabilities included in finance costs for the year was \$7,000 (2022: \$16,000).

The total cash outflow for leases in the year was \$105,000 (2022: \$192,000).

There have been no sale and lease back transactions in the current year and prior year.

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**Note 14. Non-current assets - Intangibles**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
Coal technology licence - at cost	55,983	55,983
Less: Accumulated amortisation and impairment	(54,765)	(52,768)
	<u>1,218</u>	<u>3,215</u>

*Reconciliations*

Reconciliation of the net book values are set out below:

<b>Consolidated</b>	<b>Coal technology licence \$'000</b>
Balance at 1 July 2021	5,212
Amortisation expense <sup>(1)</sup>	<u>(1,997)</u>
Balance at 30 June 2022	3,215
Amortisation expense <sup>(1)</sup>	<u>(1,997)</u>
Balance at 30 June 2023	<u><u>1,218</u></u>

**(1) Amortisation expense**

Amortisation of \$1,997,000 (2022: \$1,997,000) is included in the depreciation and amortisation expense in the statement of comprehensive income. The coal technology licence for BCB technology has a finite life and is amortised over its useful life of 17.6 years.

**(a) Key assumptions used for impairment assessments and calculations**

The intangible assets form part of the coal technology cash generating unit (CGU).

*Coal technology CGU*

As in prior years, the Company appointed an independent valuation firm to perform a valuation of the recoverable amount of the Company's coal technology assets. The valuation concluded that the recoverable amount exceeded the 30 June 2023 carrying value of \$1,218,000.

The valuation was performed with reference to the net present value of opportunities for deployment of the binderless coal briquetting technology being pursued by the Group. The Group has several identified opportunities which it is progressing, enabling the valuer to utilise discounted cash flow projections of these specific projects as the foundation to the valuation. Building on this, the valuer then ascribed risk discounts to allow for the probability of the opportunities being delayed, not going ahead and the risk of contract terms being materially different than projected, and then extrapolated those values across the broader market for the BCB technology.

The recoverable amount of the coal technology CGU was determined based on fair value less costs of disposal calculations and is classified as a level 3 fair value.

**Note 14. Non-current assets - Intangibles (continued)**

A post-tax discount rate of 16.5% p.a. (2022: 15.4% p.a.) was used in the discounted cash flow model. Other key assumptions used in determining the discounted cash flows included royalties per tonne of coal processed and fees. The valuer assumed one project on this basis. This was converted at an USD / AUD exchange rate of \$0.68. Other key assumptions used in 2022 in determining the discounted cash flows included capital costs for the initial establishment of the technology at the customer's premises, revenue and fixed operating costs per tonne of coal processed. The valuer assumed several projects on this basis. This was converted at an USD / AUD exchange rate of \$0.69. The change in key assumptions used in 2023 compared to 2022, was due to amendments to the River Energy Joint Venture agreement during 2023 that give joint venture partner, Proterra, the first right to develop BCB technology projects in South Africa, with returns to the Group based on royalties and fees rather than from developing and operating BCB technology projects.

Based on the carrying value of the coal technology assets of \$1,218,000, if the assumed discount rate was increased by 10% with all other variables held constant, the impact on the carrying value would be a reduction of \$174,000 (2022: \$751,000), and if the assumed exchange rate was increased by 10% with all other variables held constant, the impact on the carrying value would be a reduction of \$145,000 (2022: \$122,000).

Further information on the coal technology CGU can be found in Note 2(a)(i). In addition to the intangible assets identified above, the coal technology CGU also includes items of plant and equipment and inventory against which an impairment charge was recognised in a previous financial year.

**Note 15. Non-current assets - Exploration assets**

*Reconciliations*

Reconciliations of exploration assets carrying amounts are set out below:

	<b>Coober Pedy, SA, EL6566 <sup>(1)</sup></b>	<b>Coober Pedy, SA, EL6566 <sup>(1)</sup></b>	<b>Coober Pedy, SA, PELA674 <sup>(1)</sup></b>	<b>Daly Waters, NT <sup>(2)</sup></b>	<b>Daly Waters, NT <sup>(2)</sup></b>	<b>Texas, QLD <sup>(3)</sup></b>	<b>Texas, QLD <sup>i3)</sup></b>	
<b>Consolidated</b>	<b>Exploration tenement \$'000</b>	<b>Exploration rights \$'000</b>	<b>Exploration tenement \$'000</b>	<b>Exploration tenements \$'000</b>	<b>Exploration rights \$'000</b>	<b>Exploration tenements \$'000</b>	<b>Exploration rights \$'000</b>	<b>Total \$'000</b>
Balance at 1 July 2021	1,375	2,690	4	-	-	-	-	4,069
Additional expenditure	123	-	-	-	-	-	-	123
Impairment of assets	(800)	-	-	-	-	-	-	(800)
Balance at 30 June 2022	698	2,690	4	-	-	-	-	3,392
Additional expenditure	102	-	-	43	-	37	-	182
Additions through business combinations (Note 34)	-	-	-	-	1,084	-	40	1,124
Balance at 30 June 2023	<u>800</u>	<u>2,690</u>	<u>4</u>	<u>43</u>	<u>1,084</u>	<u>37</u>	<u>40</u>	<u>4,698</u>



**Note 15. Non-current assets - Exploration assets (continued)**

- (1) South Australia rights, including EL6566 a large sub-bituminous coal deposit with certified JORC resources and further exploration potential for other minerals including copper, gold, iron ore and rare earth elements, and PELA674 (application) located immediately south of EL6566 with exploration potential for petroleum and hydrocarbon minerals (EL6566 and PELA674 are referred to together as EL6566 below);
- (2) Northern Territory rights, comprising 20 contiguous exploration licences (15 granted and 5 applications), with exploration potential for a number of minerals including copper and zinc; and
- (3) Queensland rights, comprising EPM27546, EPM27547 and EPM28974 (application), with exploration potential for a number of minerals including copper, gold and cobalt.

**Key assumptions used for impairment assessments and calculations**

(a) The Group's mining exploration CGU is comprised of mining exploration rights in three areas: South Australia, Northern Territory and Queensland.

The Northern Territory and Queensland exploration assets were acquired with the acquisition of Fiddler's Creek Mining Company Pty Ltd on 31 May 2023 (refer Note 34).

*South Australia exploration assets*

For the review of indicators of impairment or reversal of impairment for South Australia exploration assets undertaken for the year ended 30 June 2023, the Directors formed the view that the recoverable amount of coal resources was consistent with the prior year, as a coal development project was not materially advanced during the year, and there were no other indicators of impairment or reversal of impairment identified. In the prior year, the Directors concluded that the recoverable amount of the mining exploration CGU had fallen to \$3,392,000, requiring an impairment charge of \$800,000 against the CGU assets as at 30 June 2022. The recoverable amount was based on the low-point of the valuer's indicative valuation as at 30 June 2021 for coal resources.

No indicators of impairment or reversal of impairment were identified for South Australia exploration assets relating to other minerals as at 30 June 2023.

The recoverable amount determined by the valuer as at 30 June 2021 was based on fair value less costs to sell calculations that gave a range of indicative values which represent the price that would be paid for EL6566 in an arm's length transaction, adjusted for incremental costs that would be directly attributable to the disposal of the asset.

The indicative valuation was performed with reference to a number of valuation techniques which included:

- (i) The price that would be paid for EL6566 in an arm's length transaction was determined on a value per tonne of coal resources basis as at 30 June 2020. The value per tonne of coal resources was primarily calculated with reference to the development potential of EL6566, in particular the opportunity to supply coal gasification products to the domestic energy market. This value per tonne was then adjusted for changes to the market value of listed companies with early stage coal gasification development projects, expected costs to develop EL6566, and the general characteristics of the coal quality and infrastructure present at EL6566. A risk and time value adjustment was applied to determine the indicative value (5 years at 35% p.a.). As at 30 June 2021, the valuer increased the risk and time value adjustment (10 years at 35%); and
- (ii) An assessment of the prospectivity to date for other minerals, which was applied as a multiplier to relevant and effective past exploration expenditure on EL6566.

**Note 15. Non-current assets - Exploration assets (continued)**

The recoverable amount of the South Australia exploration assets CGU was determined based on fair value less costs of disposal calculations and is classified as a level 3 fair value.

The EL6566 carrying value was written down to equal the estimated recoverable value as at 30 June 2021. Any adverse change to the coal and gas markets would impact the recoverable amount and could result in the carrying amount to exceed the recoverable amount. For example, if the value per tonne of resources assumption was 10% higher the recoverable amount would increase by \$300,000 (2022: \$300,000) and if the value per tonne of resource assumption was 10% lower the recoverable amount would decrease by \$300,000 (2022: \$300,000). Any further adverse change to the development timeline would impact the recoverable amount and could result in the carrying amount to exceed the recoverable amount. For example, a decrease in the time value adjustment by three years would increase the recoverable amount by \$2,300,000 (2022: \$2,300,000) and an increase in the time value adjustment by 3 years would reduce the recoverable amount by \$900,000 (2022: \$900,000).

*Northern Territory and Queensland exploration assets*

The Northern Territory and Queensland exploration assets were acquired on 31 May 2023. Exploration programs are being undertaken to identify the exploration potential for minerals in these areas.

No impairment indicators were identified in the review of Northern Territory and Queensland exploration assets undertaken during the year ended 30 June 2023.

Further information on the mining exploration CGU can be found in Note 2(a)(ii).

**Note 16. Non-current assets - Deferred tax**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
<i>Deferred tax assets</i>		
The balance comprises temporary differences attributable to:		
Tax losses - other	47,013	45,384
Property, plant and equipment	1,348	1,348
Intangibles	2,210	2,470
Trade and other payables	1,068	1,501
Trade and other receivables	2,947	2,647
Other	68	95
	<u>54,654</u>	<u>53,445</u>
Deferred tax assets not brought to account:		
Tax losses	(47,013)	(45,384)
Other	(6,259)	(6,680)
Set-off of deferred tax liabilities pursuant to set-off provisions (refer to Note 21)	<u>(1,382)</u>	<u>(1,381)</u>
	<u>(54,654)</u>	<u>(53,445)</u>
Net deferred tax assets	<u>-</u>	<u>-</u>
Deferred tax assets expected to be recovered within 12 months	823	494
Amount expected to be settled after more than 12 months	<u>559</u>	<u>887</u>
	<u>1,382</u>	<u>1,381</u>
<i>Movements:</i>		
<b>Opening balance</b>	1,381	1,663
Intangibles	(260)	(260)
Trade and other payables	(433)	(130)
Trade and other receivables	300	-
Other balances and transactions	(27)	(66)
Other deferred tax balances not brought to account	<u>421</u>	<u>174</u>
<b>Closing balance</b>	<u>1,382</u>	<u>1,381</u>

**Note 17. Non-current assets - Restricted cash**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
Restricted cash - security bond <sup>(a)</sup>	<u>2,000</u>	<u>2,000</u>

**(a) Restricted cash - security bond**

The Supreme Court of Western Australia holds a \$2,000,000 security bond from the Company, on behalf of its subsidiary BCBC Singapore Pte Ltd, in support of freezing orders made against Bayan Resources Tbk's shareholding in Kangaroo Resources Limited.

**Note 18. Current liabilities - Trade and other payables**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
Trade payables	358	319
Lease liabilities <sup>(a)</sup>	27	166
Loans from related parties <sup>(b)</sup>	500	250
Accrued interest on related party loans <sup>(b)</sup>	-	2
Other payables	192	463
	<u>1,077</u>	<u>1,200</u>

**(a) Lease liabilities**

For information on the Group's leasing activities refer to Note 13(a).

**(b) Loans from related parties**

Key management person Brian Flannery, the Chairman and Chief Executive Officer of White Energy, has loaned to the Company \$500,000 as at 30 June 2023 (2022: \$250,000) through his private company Ilwella Pty Ltd. The loans are not secured. The loan's agreements are based on normal terms and conditions and bear interest at a market rate.

**(c) Risk exposure**

Information about the Group's exposure to foreign exchange risk is provided in Note 3(a)(i).

**Note 19. Current liabilities - Provisions**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
Employee provisions <sup>(a)</sup>	<u>480</u>	<u>484</u>

**Movements in provisions during the year ended 30 June 2023 are set out below:**

<b>Consolidated - 2023</b>	<b>Employee \$'000</b>
Carrying amount at the start of the year	484
Additional provisions recognised	92
Amounts transferred from non-current (refer to Note 22)	41
Amounts used	<u>(137)</u>
Carrying amount at the end of the year	<u>480</u>

**(a) Employee provisions**

The provision for employee benefits includes accrued annual leave, vesting sick leave and long service leave. For long service leave it covers all unconditional entitlements where employees have completed the required period of service and also those where the employees are entitled to pro-rata payments in certain circumstances.

The Company expects all annual leave to be taken within 12 months of the respective service being provided, so annual leave obligations are classified as short-term employee benefits.

**Note 20. Non-current liabilities - Other payables**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
Loans from shareholders - Black River <sup>(a)</sup>	33,821	32,470
Accrued interest on shareholder loans - Black River <sup>(a)</sup>	18,382	15,823
Lease liabilities <sup>(b)</sup>	-	58
	<u>52,203</u>	<u>48,351</u>

Refer to Note 3 for further information on financial risk management.

**(a) Loans from shareholders**

White Energy and the 49% minority shareholder in its River Energy operations have jointly funded those businesses through shareholder loans. The amounts disclosed in the Group's financial statements as loans from shareholders are the amounts contributed by the 49% minority shareholder which attract interest and are due for repayment by the relevant Group subsidiary at future dates in accordance with the terms of the relevant shareholder loan agreements. The loans are not secured, with recourse to the minority shareholder limited to 49% of the assets of the relevant Group subsidiary, and with joint shareholder consent customarily given to extend the loans' due dates as required.

**(b) Lease liabilities**

For information on the Group's leasing activities refer to Note 13(a).

**Note 21. Non-current liabilities - Deferred tax**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
<i>Deferred tax liabilities</i>		
The balance comprises temporary differences attributable to:		
Exploration assets recognised on the acquisition of South Australian Coal Limited and other capitalised exploration assets <sup>(a)</sup>	1,205	1,018
Other balances and transactions	170	323
Property, plant and equipment - right-of-use assets	7	40
	<u>1,382</u>	<u>1,381</u>
Set-off of deferred tax assets pursuant to set-off provisions (refer to Note 16)	<u>(1,382)</u>	<u>(1,381)</u>
Net deferred tax liabilities	<u>-</u>	<u>-</u>
Deferred tax liabilities expected to be settled within 12 months	7	37
Deferred tax liabilities expected to be settled after more than 12 months	<u>1,375</u>	<u>1,344</u>
	<u>1,382</u>	<u>1,381</u>
<i>Movements:</i>		
<b>Opening balance</b>	1,381	1,663
Exploration assets recognised on the acquisition of South Australian Coal Limited and other capitalised exploration assets <sup>(a)</sup>	187	(203)
Property, plant and equipment - right-of-use assets	(33)	(45)
Other balances and transactions	<u>(153)</u>	<u>(34)</u>
<b>Closing balance</b>	<u>1,382</u>	<u>1,381</u>

**(a) South Australian Coal Limited - SAC**

Deferred tax liabilities have arisen in respect of temporary differences between the accounting base and tax base of exploration assets. When the exploration assets are amortised for accounting purposes, the accounting depreciation is added back as a temporary difference in the income tax calculations reducing the deferred tax liability. The deferred tax liability recognised is not expected to result in the payment of income taxes.

**Note 22. Non-current liabilities - Provisions**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
Employee provisions <sup>(a)</sup>	<u>314</u>	<u>355</u>

**Note 22. Non-current liabilities - Provisions (continued)**

**(a) Employee Provisions**

The provision for employee benefits includes accrued annual leave, vesting sick leave and long service leave. For long service leave it covers all unconditional entitlements where employees have completed the required period of service and also those where the employees are entitled to pro-rata payments in certain circumstances.

The company expects all annual leave to be taken within 12 months of the respective service being provided, so annual leave obligations are classified as short-term employee benefits.

**Movements in employee provisions during the year ended 30 June 2023 are set out below:**

<b>Consolidated - 2023</b>	<b>Employee \$'000</b>
Carrying amount at the start of the year	355
Amounts transferred to current (refer to Note 19)	(41)
Carrying amount at the end of the year	<u>314</u>

**Note 23. Equity - Contributed equity**

	<b>Consolidated</b>		
	<b>2023</b>	<b>2022</b>	<b>2023</b>
	<b>Shares</b>	<b>Shares</b>	<b>\$'000</b>
			<b>2022</b>
			<b>\$'000</b>
Ordinary shares - fully paid <sup>(a)</sup>	<u>44,569,291</u>	<u>774,478,719</u>	<u>526,197</u>
			<u>521,337</u>

**(a) Ordinary shares - fully paid**

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the company in proportion to the number of and amounts paid on the shares held.

Subject to any rights or restrictions attached to any class of shares, at a meeting of shareholders each shareholder is entitled to vote, may vote in person, or by proxy or attorney or, being a corporation, by representative duly authorised under the *Corporations Act 2001*, and has one vote on a show of hands and one vote per fully paid share on a poll. Ordinary shares have no par value.

**(b) Movements in ordinary share capital**

<b>Details</b>	<b>Date</b>	<b>Shares</b>	<b>Issue price</b>	<b>\$'000</b>
Balance	1 July 2021	<u>774,478,719</u>		<u>521,337</u>
Balance	30 June 2022	774,478,719		521,337
Share issue under Entitlement Offer <sup>(i)</sup>	9 August 2022	442,532,753	\$0.100	4,425
Share consolidation (30:1)	2 September 2022	(1,176,442,181)	\$0.000	-
Share issue to acquire subsidiaries <sup>(ii)</sup>	31 May 2023	3,000,000	\$0.092	276
Share issue to settle liabilities <sup>(iii)</sup>	31 May 2023	1,000,000	\$0.320	320
Less: Transaction costs arising on share issues		<u>-</u>	<u>\$0.000</u>	<u>(161)</u>
Balance	30 June 2023	<u>44,569,291</u>		<u>526,197</u>

**Note 23. Equity - Contributed equity (continued)**

*(i) Issue of ordinary shares*

On the 9<sup>th</sup> of August 2022, 442,532,753 shares were issued to current shareholders under a pro rata issue Entitlement Offer under Listing Rule 7.2 Exception 1, at \$0.10 per share raising a total of \$4,425,000. Of these shares, 156,228,291 shares were issued to related parties (3 directors) under Listing Rule 10.12 Exception 1.

On the 31<sup>st</sup> of May 2023, 3,000,000 shares were issued to new shareholders to acquire Fiddler's Creek Mining Company Pty Ltd and its two subsidiaries, at \$0.092 per share totalling \$276,000 (refer to Note 34). Of these shares 888,244 were issued to a related party (1 director) under Listing Rule 10.12 Exception 12.

On the 31<sup>st</sup> of May 2023, 1,000,000 shares were issued to new shareholders to settle certain liabilities previously assumed with the acquisition of Fiddler's Creek Mining Company Pty Ltd, at \$0.32 per share totalling \$320,000 (refer to Note 34).

**(b) Capital risk management**

The Group's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to maintain a low cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The capital risk management policy remains unchanged from the 2022 Annual Report.

**Note 24. Equity - Reserves**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
Foreign currency translation <sup>(i)</sup>	(17,055)	(16,783)
Share-based payments <sup>(iii)</sup>	7,167	7,162
	<u>(9,888)</u>	<u>(9,621)</u>

**(a) Nature and purpose of reserves**

*(i) Foreign currency translation*

Exchange differences arising on translation of foreign controlled entities are taken to the foreign currency translation reserve, as described in Note 1(d). The reserve is recognised in the profit or loss portion of the statement of comprehensive income when the investment is disposed of.

*(ii) Share-based payments*

The share-based payments reserve is used to recognise:

- the grant date fair value of options issued to employees but not exercised; and
- the grant date fair value of incentive rights issued to employees but shares are not yet issued.



**Note 24. Equity - Reserves (continued)**

The share-based payments reserve does not include the fair value of options and incentive rights which have lapsed as a result of a non-market related service condition not being met.

**(b) Movements in reserves**

Movements in each class of reserve during the current and previous financial year are set out below:

<b>Consolidated</b>	<b>Share-based payments \$'000</b>	<b>Foreign currency translation \$'000</b>	<b>Total \$'000</b>
Balance at 1 July 2021	7,112	(16,096)	(8,984)
Foreign currency translation differences arising during the year	-	(702)	(702)
Disposed of with subsidiary undertakings (refer to Note 9(c))	-	15	15
Incentive rights expense	50	-	50
Balance at 30 June 2022	7,162	(16,783)	(9,621)
Foreign currency translation differences arising during the year	-	(272)	(272)
Incentive rights expense	5	-	5
Balance at 30 June 2023	<u>7,167</u>	<u>(17,055)</u>	<u>(9,888)</u>

**Note 25. Equity - Accumulated losses**

	<b>Consolidated</b>	
	<b>2023 \$'000</b>	<b>2022 \$'000</b>
Accumulated losses at the beginning of the financial year	(515,060)	(509,248)
Loss attributable to the members of White Energy	<u>(6,215)</u>	<u>(5,812)</u>
Accumulated losses at the end of the financial year	<u>(521,275)</u>	<u>(515,060)</u>

**Note 26. Equity - Non-controlling interests**

	<b>Consolidated</b>	
	<b>2023 \$'000</b>	<b>2022 \$'000</b>
Share capital	9,071	9,071
Reserves	(3,818)	(2,172)
Accumulated losses	<u>(44,161)</u>	<u>(42,240)</u>
	<u>(38,908)</u>	<u>(35,341)</u>

**Note 27. Remuneration of auditors**

During the financial year the following fees were paid or payable to the auditor of White Energy Company Limited and its related practices and non-related audit firms:

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
<b>(a) PKF(NS) Audit &amp; Assurance</b>		
<i>(i) Audit and other assurance services <sup>(1)</sup></i>		
Audit or review of the financial statements	131,169	101,160
Total remuneration of PKF(NS) Audit & Assurance	<u>131,169</u>	<u>101,160</u>
<b>(b) Network firms of PKF(NS) Audit &amp; Assurance</b>		
<i>(i) Audit and other assurance services</i>		
Audit or review of the financial statements	40,032	37,432
Total remuneration of related practices of PKF(NS) Audit & Assurance	<u>40,032</u>	<u>37,432</u>
<b>Total auditors' remuneration</b>	<u>171,201</u>	<u>138,592</u>

(1) The audit or review of the financial statements fee for the year ended 30 June 2023 includes \$18,137 (2022: \$410) that relates to the prior period.

**Note 28. Contingencies**

**(a) Contingent assets and liabilities – KSC legal dispute**

White Energy's wholly owned subsidiaries, Binderless Coal Briquetting Company Pty Ltd (BCBC) and BCBC Singapore Pte Ltd (BCBCS), are currently engaged in legal proceedings against PT Bayan Resources Tbk and Bayan International Pte Ltd (Bayan) in the Singapore International Commercial Court (SICC). The proceedings relate to various disputed matters arising in connection with the company PT Kaltim Supacoal (KSC), which was jointly owned by BCBCS and Bayan, and which owned and operated the Tabang coal upgrade plant located at Bayan's Tabang mine in East Kalimantan, Indonesia.

As a result of the SICC dismissing Bayan's counterclaim against BCBCS and BCBC in April 2016, there are no longer any claims against the White Energy Group in these proceedings.

The trial for the third tranche of the proceedings was concluded in January 2021, with the only issues remaining to be determined by the SICC relating to the damages which may be payable to BCBCS.

The claim for damages comprised the following:

- (i) BCBCS claimed for wasted expenditure, being expenses incurred by BCBCS which were rendered futile by reason of Bayan's breach and repudiation of the joint venture;
- (ii) further, BCBCS claimed for loss of the chance of expanding the capacity of the joint venture to at least 3 million tonnes per annum; and
- (iii) interest on any damages award and costs.

**Note 28. Contingencies (continued)**

The SICC released its decision on 7 February 2022 in relation to the third tranche of the proceedings. The SICC found in favour of BCBCS on the majority of the issues for determination. The SICC found in BCBCS' favour on all of the preliminary legal issues including in relation to remoteness and reflective loss.

The SICC also concluded that the technology underlying the BCB process would have worked and that the Tabang Plant would have achieved nameplate capacity of 1 million tonnes per annum by June 2012, and that the upgraded coal produced at Tabang would have been a saleable product.

Notwithstanding the above findings, the SICC dismissed BCBCS' claim for damages for wasted expenditure. The SICC concluded that Bayan would have been able to take steps to put KSC into liquidation, thereby bringing the joint venture to an end before the joint venture would have had sufficient cash flows from which BCBCS could recoup its wasted expenditure.

In relation to BCBCS' claim for loss of chance to expand the project, the SICC took the view that there did not exist a real and substantial chance that Bayan would have agreed to expand the capacity of the Tabang project.

On 7 March 2022, BCBCS filed a notice of appeal in the Singapore Court of Appeal (the Court) in order to appeal certain of the findings made by the SICC in the third tranche of the proceedings. The appeal hearing was held on 17 October 2022.

The Court delivered its judgement on 10 February and has dismissed the appeal. The Court held that Bayan would have been able to call upon its shareholder loans as an unpaid creditor to bring the joint venture to an end, even in circumstances where it had clearly breached the agreement.

The Court noted that BCBCS was successful in the first and second tranches of the proceedings, in establishing that Bayan acted in breach of its coal supply obligations under the joint venture deed. The Court found that BCBCS was not able to prove that it suffered substantial damages as a consequence. The Court further found that this did not detract from BCBCS' success in establishing Bayan's liability for breach of contract and the Court awarded BCBCS SGD1,000 in nominal damages.

In relation to the costs of the appeal, the Court decided on 4 April 2023 that SGD131,120 was payable by BCBCS based on submissions made by the parties.

On 19 December 2022, the SICC issued its judgement in relation to the costs to be awarded following the three tranches of the proceedings. The SICC noted that the Plaintiffs had succeeded on practically all issues of liability while Bayan only prevailed at the end due to narrow points of causation of loss and quantum. The SICC held that Bayan was entitled to recover from the Plaintiffs costs of SGD2,761,787 and disbursements of SGD1,932,846.20 totalling SGD 4,694,633.20.

On 3 January 2023, BCBCS filed an application for leave to appeal the decision of the SICC in relation to the costs determination for tranches one to three. On 17 January 2023, Bayan filed its reply submissions. BCBCS filed further submissions on 17 February 2023 and Bayan filed its response on 24 February 2023. On 14 March 2023, the Court made its decision in relation to the application for leave and granted leave to BCBCS to appeal against the SICC's costs order. BCBCS filed a notice to appeal on 28 March 2023. The Appellant's case was filed on 20 June 2023, the Respondent's case was filed on 18 July 2023 and the Appellants replied on 1 August 2023. The Court held a hearing on 4 September 2023 and the judgement is reserved.

In 2012, the Supreme Court of Western Australia (Supreme Court) made freezing orders in favour of BCBCS in respect of Bayan's 56% shareholding in Kangaroo Resources Limited, a publicly listed Australian company (freezing order). The Supreme Court has made orders discharging the freezing order and for the \$2 million security undertaking paid by BCBCS to remain in place, with Bayan to file any application for an inquiry as to damages on the undertaking within 6 weeks of resolution of the Singapore costs appeal.

**Note 28. Contingencies (continued)**

Bayan has filed a summons in the Supreme Court seeking costs in relation to the freezing order proceedings. At a directions hearing on 27 May 2022, the Supreme Court has ordered that parties file submissions in relation to costs following the SICC's determination in relation to costs.

On 23 January 2023, Bayan filed submissions seeking costs in relation to the freezing order proceedings in Western Australia. BCBCS filed its reply submissions on 30 January 2023. Further submissions were made by Bayan in relation to special costs on 13 February 2023 and BCBCS filed its response on 27 February 2023. Following the parties' submissions, the Supreme Court has ordered that special costs should be awarded to Bayan, with the quantum of costs to be determined by taxation, if not agreed by the parties.

**Note 29. Commitments**

**(a) Exploration work**

*South Australia*

Under the terms of exploration license EL6566, White Energy's wholly-owned subsidiary, South Australian Coal Pty Ltd (SAC) has certain obligations to perform minimum exploration work and incur minimum expenditure of \$5,580,000 (30 June 2022: \$5,580,000) on the area by 8 August 2025. As at 30 June 2023, \$5,066,000 remains to be expended (30 June 2022: \$5,286,000).

The Antakirinja Matu-Yankunytjatjara people in 2011 became recognised as a native title holder over the area on which EL6566 is situated and has an agreement with SAC which authorises certain exploration activities by reference to the mining authorities which preceded the current tenements. The court decision recognised the Antakirinja Matu-Yankunytjatjara people's non-exclusive rights to hunt, fish, live, camp, gather and use the natural resources, undertake cultural activities including relating to births and deaths, conduct ceremonies and meetings, and protect places of cultural and religious significance on the land.

Native title claims may limit the ability of SAC and others to explore and develop an area including the SAC tenements. An Aboriginal site covering a small area of EL6566 is listed in the Register of Aboriginal Sites and Objects. Pursuant to the Aboriginal Heritage Act 1988 (SA), it is an offence to damage, disturb or interfere with any Aboriginal site or Aboriginal object without the authority of the Minister for Environment and Heritage.

SAC has an ongoing agreement in place with the Antakirinja Matu-Yankunytjatjara people to conduct cultural heritage clearances prior to and after the completion of any exploration work conducted.

EL6566 is located in the Woomera Prohibited Area (WPA) which has been declared a prohibited area under Part VII of the Defence Force Regulations 1952 (Cth) and is used for the testing of war material. SAC has signed a Deed of Access agreement with the Department of Defence (DOD) to enter all of EL6566 which expires on 20 December 2028. In the agreement the DOD reserves the right to exclude SAC from approximately 45% and 55% of the tenement area during nominated times, for a maximum period of 70 and 56 days respectively, each year. SAC continues to have open and ongoing discussions with the DOD and the South Australian government to ensure minimal disturbance to its business activities in relation to EL6566.

*Northern Territory*

Under the terms of various exploration licenses, collectively GR492 and GR607, White Energy's wholly-owned subsidiary, Fiddler's Creek Mining Company Pty Ltd (FCMC) has certain obligations to perform minimum exploration work and incur minimum expenditure of: \$665,000 (30 June 2022: N/A) on GR492 by 29 August 2024. As at 30 June 2023, \$492,000 remains to be expended; and \$973,000 (30 June 2022: N/A) on GR607 by 31 December 2025. As at 30 June 2023, \$825,000 remains to be expended.

**Note 29. Commitments (continued)**

In the Northern Territory there are three main processes used to address native title matters:

(i) there is a right to negotiate; (ii) the expedited procedure; or (iii) the negotiation of an Indigenous Land Use Agreement (ILUA). Generally, the type of mineral title being applied for determines the process to be followed.

Exploration licence applications normally use the expedited procedure, as it is considered that mineral exploration is: not likely to directly interfere with the activities of the native title holders; not likely to interfere with areas or sites of particular significance to the native title holders; and not likely to involve major disturbance to land or waters subject to native title. If these criteria are considered to be met, the responsible government department notifies potentially affected parties of their intention to utilise the expedited process, and a public notice is made giving any native title party affected by the application a four month period of time to object to the use of the expedited procedure through the Native Title Tribunal (NTT). The NTT then decides if the grant of an exploration licence can proceed under the expedited process or whether the application must be handled under the right to negotiate process.

All of the current exploration licences held by FCMC have been approved following the expedited process. Objections were made to the use of the expedited process for a number of the applications, and the NTT held that the expedited process was appropriate in all cases. Under the expedited process, when the exploration licence is granted and work other than reconnaissance work is to take place, i.e. drilling and trenching, the licence holder is required to meet the native title claimants to explain the exploration activities and to have regard to any aspect of the proposed activities which raise concern. Holders of an exploration licence must take steps to identify and protect sacred sites and significant archaeological sites. To date all work on the licences has been limited to reconnaissance work.

FCMC has a number of exploration licence applications which must follow the right to negotiate process due to the application being over areas of aboriginal freehold (EL32806, EL33066, EL33067 and EL33068), or because the NTT has held that the expedited process is not appropriate (EL32749). Under the right to negotiate the relevant parties are required to negotiate in good faith to reach an agreement on procedures to be followed when accessing the area covered by the application, areas to be excluded, costs and compensation to be paid to the holders of the Native Title and in the case of Aboriginal freehold, the freeholders. For the applications over areas of Aboriginal freehold, arrangements are being made with the freeholders and the Northern Lands Council (NLC) for meetings later this calendar year to discuss the applications with the freeholders. In the case of the application which the NTT ruled was to be subject to the right to negotiate, a proposal covering access has been received from the NLC and has been informally discussed by management with representatives of the NLC; formal discussion will begin in the near term.

*Queensland*

Under the terms of exploration permits for minerals: EPM27546; and EMP27547, White Energy's wholly-owned subsidiary, FCMC has certain obligations to perform minimum exploration work and incur minimum expenditure of: \$227,000 (30 June 2022: N/A) on EPM27546 by 15 February 2024. As at 30 June 2023, \$141,000 remains to be expended; and \$223,000 (30 June 2022: N/A) on EMP27547 by 15 February 2024. As at 30 June 2023, \$154,000 remains to be expended.

In Queensland, all applicants for mineral titles are required to nominate a native title process to be followed when the application for a permit is submitted. For EPM applications these are: exclusion of native title affected land from the application, and this can only be used where less than 10% of the application area is affected by native title; the expedited process; a right to negotiate; or negotiation or acceptance of an ILUA.

The EPM's held by FCMC were granted under the expedited procedure process. Under this process, certain low impact activities can be carried out on the permit area after notification as required by Native Title Protection Conditions (NTPC). Other work, which may have more impact on the land requires notification, inspection, or monitoring as prescribed by the NTPC. All work conducted to date has been low impact work, and appropriate notifications as required by the NTPC have been made prior to work starting.

**Note 30. Related party transactions**

**(a) Parent entity**

White Energy Company Limited is the parent entity.

**(b) Subsidiaries**

Interests in subsidiaries are set out in Note 31.

**(c) Key Management Personnel Compensation**

	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Short-term employee benefits	509,754	514,536
Post-employment benefits	49,457	46,580
<b>Total</b>	<b>559,211</b>	<b>561,116</b>

Detailed remuneration disclosures relating to key management personnel are provided in the remuneration report included in the Directors' report on pages 16 to 28.

**(d) Other Transactions with Key Management Personnel**

On 31 May 2023, the Company purchased Fiddler's Creek Mining Company Pty Ltd (FCMC). Mr Keith Whitehouse, a Non-Executive Director of White Energy, was issued 888,244 million ordinary shares of the Company as one of the Sellers of FCMC and he is entitled to progressively receive a 25% share of future cash bonuses totalling \$4 million if firstly a Pre-Feasibility Study is completed, and secondly, if a Definitive-Feasibility Study is completed for a mineral resource. The shares are held in escrow for two years. Keith Whitehouse was paid advances totalling \$85,500 as one of the Sellers and the advances were on-advanced to FCMC for the costs of maintaining this company's assets, such as tenement expenditure and administrative costs. The advances are interest free, and are repayable to the Company by way of offset against the first future cash bonus of \$2 million. The terms of this arrangement are the same as for the other non-related party Sellers and are on an arm's length basis.

During the year ended 30 June 2023, Keith Whitehouse, was paid for geological work conducted for White Energy through his private company, Obsidian Minerals Pty Ltd, for \$26,790 (2022: \$Nil). This arrangement is based on normal commercial terms and conditions and at the prevailing market rate.

During the year ended 30 June 2023, Brian Flannery, the Managing Director of White Energy, leased some commercial office space to White Energy for the Company's Brisbane office, and also reimbursed the Company for some part-time secretarial work conducted for his private companies, Ilwella Pty Ltd and KTQ Developments Pty Ltd for a net cost to the Company of \$31,046. These arrangements are based on normal commercial terms and conditions and at the prevailing market rate. During the year ended 30 June 2022, Brian Flannery, the Managing Director of White Energy, leased some commercial office space from White Energy in the Company's Brisbane office, and also reimbursed the Company for some part-time secretarial work conducted for his private companies, Ilwella Pty Ltd and KTQ Developments Pty Ltd for net income to the Company of \$172,942. This arrangement is based on normal commercial terms and conditions and at the prevailing market rate.

During the year ended 30 June 2023, Brian Flannery provided a loan facility to the Company of up to \$1,000,000 (2022: \$1,000,000) at the lender's discretion through his private company Ilwella Pty Ltd. A loan drawdown of \$500,000 (2022: \$250,000) was made during the financial year and remained outstanding at the end of the financial year, with interest payable of \$133 (2022: \$1,600). The amounts disclosed in the Group's financial statements as loans from related parties are the amounts lent by key management personnel and are due for repayment by the Company within one year after they were advanced, or on demand, or immediately to repay or offset the loans following receipt and clearance of a capital raising's proceeds. The loans are not secured. The loans' agreements for the 2023 and 2022 financial years are based on normal commercial terms and conditions and included interest at a market rate.

**Note 30. Related party transactions (continued)**

During the year ended 30 June 2022, Brian Flannery and Travers Duncan, a former Chairman and Non-Executive Director of White Energy, reimbursed the Company for some geological work conducted for their private company Rockland Resources Pty Limited for \$23,500. This arrangement is based on normal commercial terms and conditions and at the prevailing market rate.

During the year ended 30 June 2022, employee benefits of \$86,768 were paid to Andromeda Neale, the Business Development Counsel of the Company, who is related to Travers Duncan, a former Chairman and Non-Executive Director of White Energy. This arrangement is based on normal commercial terms and conditions and at the prevailing market rate for a person of her skill and experience.

**(e) Loans from related parties**

	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>Loans from Black River</b>		
Movements:		
<b>Beginning of the year</b>	48,293	42,441
Loans advanced	81	110
Interest charged	1,911	1,766
Exchange rate movement	1,918	3,976
<b>End of year</b>	<u>52,203</u>	<u>48,293</u>
<b>Loans from Key Management Personnel</b>		
Movements:		
<b>Beginning of the year</b>	252	-
Loans advanced	750	250
Loans repaid	(500)	-
Interest charged	4	2
Interest paid	(6)	-
<b>End of the year</b>	<u>500</u>	<u>252</u>
<b>Advances to Key Management Personnel</b>		
Movements:		
<b>Beginning of the year</b>	-	-
Advances classified as financial assets at amortised cost	86	-
Loss on remeasurement from reclassification of financial assets from amortised cost to fair value through profit or loss	(86)	-
<b>End of the year</b>	<u>-</u>	<u>-</u>

There were no advances or loans provided to Key Management Personnel during the 2022 year.

**(f) Guarantees**

White Energy has provided guarantees in respect of property bonds amounting to \$Nil (2022: \$62,000).

**Note 31. Interests in subsidiaries**

**(a) Principal subsidiaries**

The consolidated financial statements incorporate the assets, liabilities and results of all subsidiaries in accordance with the accounting policy described in Note 1(b). The Group's principal subsidiaries at 30 June 2023 are set out below:

Name	Country of incorporation / Principal place of business - Principal activities	Ownership interest held by the Group <sup>(1)</sup>	
		2023 %	2022 %
Amerod Exploration Pty Ltd	Australia - Mining investment	100.00%	100.00%
White Energy Technology Limited	Australia - Coal technology	100.00%	100.00%
Binderless Coal Briquetting Company Pty Limited	Australia - Coal technology	100.00%	100.00%
South Australian Coal Pty Ltd	Australia - Mining exploration	100.00%	100.00%
White Energy Coal North American Inc.	USA - Coal technology	100.00%	100.00%
BCBC Singapore Pte Ltd	Singapore - Coal technology	100.00%	100.00%
Fiddlers Creek Mining Company Pty Ltd	Australia - Mining exploration	100.00%	-
River Energy JV UK Limited	United Kingdom - Coal technology	51.00%	51.00%
River Energy JV Limited	Mauritius - Coal technology	51.00%	51.00%

(1) Each of the subsidiaries above have capital consisting solely of ordinary shares that are held directly by the Group. The ownership interest is the equity holding held by the Group and also equals the voting rights held by the Group. Where less than 100% of the equity is held by the Group, the balance of the ownership interest is held by non-controlling interests.

**(b) Non-controlling interests (NCI)**

Summarised financial information for the Group's principal non-controlling interests in subsidiaries is set out below. The amounts disclosed for each subsidiary are before inter-company eliminations.

Summarised balance sheet	River Energy JV UK Limited 2023 \$'000	River Energy JV UK Limited 2022 \$'000	River Energy JV Limited 2023 \$'000	River Energy JV Limited 2022 \$'000
Total assets	91	438	1,012	1,396
Total liabilities	(63,084)	(58,295)	(36,938)	(34,206)
<b>Net liabilities</b>	<b>(62,993)</b>	<b>(57,857)</b>	<b>(35,926)</b>	<b>(32,810)</b>
Accumulated non-controlling interests	(39,938)	(37,421)	(17,530)	(16,003)

  

Summarised statement of comprehensive income	River Energy JV UK Limited 2023 \$'000	River Energy JV UK Limited 2022 \$'000	River Energy JV Limited 2023 \$'000	River Energy JV Limited 2022 \$'000
<b>Loss allocated to non-controlling interests</b>	<b>(1,388)</b>	<b>(1,971)</b>	<b>(885)</b>	<b>(549)</b>



**Note 31. Interests in subsidiaries (continued)**

	River Energy JV UK Limited	River Energy JV UK Limited	River Energy JV Limited	River Energy JV Limited
	2023	2022	2023	2022
<b>Summarised cash flows</b>				
Cash flows from operating activities	(116)	(91)	(75)	(68)
Cash flows from financing activities	119	138	48	87
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>3</b>	<b>47</b>	<b>(27)</b>	<b>19</b>

**Note 32. Deed of cross guarantee**

White Energy Company Limited and White Energy Technology Limited are parties to a deed of cross guarantee under which each company guarantees the debts of the other. By entering into the deed, the wholly-owned entity has been relieved from the requirement to prepare a Financial Report and Directors' Report under *ASIC Corporations (Wholly-owned companies) Instrument 2016/785* (as amended) issued by the Australian Securities and Investments Commission.

The above companies represent a 'Closed Group' for the purposes of the Instrument, and as there are no other parties to the deed of cross guarantee that are controlled by White Energy Company Limited, they also represent the 'Extended Closed Group'.

**Consolidated statement of comprehensive income and summary of movements in consolidated accumulated losses**

Set out below is the consolidated statement of comprehensive income and a summary of movements in accumulated losses for the year ended 30 June 2023 of the Closed Group consisting of White Energy Company Limited and White Energy Technology Limited.

**Note 32. Deed of cross guarantee (continued)**

**(a) Consolidated statement of comprehensive income (Closed Group)**

	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>Restated <sup>(d)</sup></b>
<b>Statement of comprehensive income</b>		<b>\$'000</b>
Revenue from continuing operations	177	391
Net impairment (losses) / gains on financial assets	(1,174)	201
Foreign exchange gain	7	31
Net gain on finance lease receivables and lease liabilities	202	-
Net loss on disposal of property, plant and equipment	(133)	-
Loss on remeasurement from reclassification of financial assets at amortised cost to fair value through profit or loss	(342)	-
Employee benefits expense	(1,542)	(1,675)
Depreciation and amortisation expense	(1,644)	(2,118)
External advisory fees	(1,064)	(771)
Occupancy expenses	(49)	(60)
Travel expenses	(10)	(20)
Accounting, tax and audit fees	(178)	(296)
Other expenses	(593)	(617)
Finance costs	(24)	(31)
<b>Loss before income tax</b>	<b>(6,364)</b>	<b>(4,965)</b>
Income tax	-	-
<b>Loss for the year</b>	<b>(6,364)</b>	<b>(4,965)</b>
<b>Other comprehensive loss</b>		
Other comprehensive loss for the year	-	-
<b>Total comprehensive loss for the year</b>	<b>(6,364)</b>	<b>(4,965)</b>

**Note 32. Deed of cross guarantee (continued)**

**(b) Summary of movements in consolidated accumulated losses (Closed Group)**

	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>Restated <sup>(d)</sup></b>
<b>Equity - accumulated losses</b>		
Accumulated losses at the beginning of the financial year	(523,626)	(518,661)
Loss for the year	(6,364)	(4,965)
Accumulated losses at the end of the financial year	<u>(529,990)</u>	<u>(523,626)</u>

**(c) Consolidated balance sheet (Closed Group)**

Set out below is the balance sheet as at 30 June 2023 of the Closed Group consisting of White Energy Company Limited and White Energy Technology Limited.

	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>Restated <sup>(d)</sup></b>
<b>Balance sheet</b>		
<b>Current assets</b>		
Cash and cash equivalents	694	331
Trade and other receivables	229	400
	<u>923</u>	<u>731</u>
<b>Non-current assets</b>		
Other Receivables	6,540	7,210
Other financial assets	276	-
Property, plant and equipment	37	151
Intangibles	955	2,511
Exploration assets	4	4
	<u>7,812</u>	<u>9,876</u>
<b>Total assets</b>	<u>8,735</u>	<u>10,607</u>
<b>Current liabilities</b>		
Trade and other payables	987	1,145
Provisions	480	484
	<u>1,467</u>	<u>1,629</u>
<b>Non-current liabilities</b>		
Other payables	3,580	3,750
Provisions	314	355
	<u>3,894</u>	<u>4,105</u>
<b>Total liabilities</b>	<u>5,361</u>	<u>5,734</u>
<b>Net assets</b>	<u>3,374</u>	<u>4,873</u>
<b>Equity</b>		
Contributed equity	526,197	521,337
Reserves	7,167	7,162
Accumulated losses	(529,990)	(523,626)
<b>Total equity</b>	<u>3,374</u>	<u>4,873</u>

**Note 32. Deed of cross guarantee (continued)**

**(d) Restatement of comparatives to exclude certain non-members of the Closed Group**

The 2022 comparatives have been restated to exclude amounts relating to Binderless Coal Briquetting Company Pty Limited, Coking BCB Pty Limited, White Investments North America Pty Limited and White Manufacturing Pty Limited that were incorrectly included as members of the Closed Group in prior periods.

**Note 33. Share based payments**

**Long term Incentive Plan**

The Company's Long Term Incentive Plan (LTIP) for key employees of the Company was approved by shareholders at the 2020 Annual General Meeting. The key terms of the LTIP are:

- The Board may in its absolute discretion determine which eligible employees will be invited to participate in a grant of Performance Rights or Options (Incentive Securities), which may vest subject to the satisfaction of performance, service or other vesting conditions imposed at the time of grant;
- On vesting (and exercise, in the case of Options), participants will become entitled to fully paid ordinary shares in the Company. The Board can decide whether to purchase Shares on-market or issue new Shares for the purpose of the LTIP or provide the cash equivalent value of one Share in the Company to the participant (if provided-for under the terms of the grant);
- Incentive Securities may lapse in certain circumstances, including if the participant's employment is terminated for certain acts or the participant acts fraudulently or dishonestly, engages in gross misconduct or is in breach of their obligations to the Company;
- If in the Board's opinion, Incentive Securities vest as a result of the fraud, dishonesty or breach of obligations by the participant or another person, or if there is a material misstatement or omission in the financial statements of a Group company, the Board may determine any treatment in relation to the Incentive Securities (or Shares received on vesting) to ensure no unfair benefit is obtained by the participant;
- Where a participant ceases employment in other circumstances, the Incentive Securities will remain 'on foot', subject to the Board's discretion to determine that some or all of the unvested Incentive Securities lapse or vest on cessation;
- Incentive Securities may not be traded or hedged, and the Board may impose restrictions on dealing of Shares allocated on vesting of Incentive Securities;
- Any Shares issued under the LTIP will rank equally with those traded on the ASX at the time of issue;
- In the event of a takeover bid, scheme of arrangement or similar transaction, the Board may determine whether any or all unvested Incentive Securities vest, having regard to such factors as the Board considers relevant, including performance against the applicable performance conditions; and
- In the event of any capital reorganisation, Incentive Securities may be adjusted having regard to the ASX Listing Rules and on the basis that participants do not receive any advantage or disadvantage from such an adjustment.

**Note 33. Share based payments (continued)**

Set out below is the summary of the options and rights granted under the plan. The number of options and rights in the Company held during the financial year is set out below:

<b>2023</b>			<b>Balance at the start of the year after adjustments<sup>(1), (2)</sup></b>	<b>Granted during the year</b>	<b>Exercised, lapsed or forfeited during the year</b>	<b>Balance at the end of the year</b>
<b>Grant date</b>	<b>Exercise Price</b>	<b>Expiry Date</b>	<b>Number</b>	<b>Number</b>	<b>Number</b>	<b>Number</b>
18/11/2016	\$5.8020 <sup>(1)</sup>	18/11/2022	333,334	-	(333,334)	-
1/7/2022	\$0.00 <sup>(2)</sup>	30/06/2023	233,335	-	(233,335)	-

(1) All of the Incentive Options had vested and were exercisable at the beginning of the year. At grant date the options had a fair value of \$0.0308 per option. As a consequence of the 2018 and 2020 pro-rata Entitlement Offers to shareholders, the exercise price was adjusted to \$0.19363 from \$0.20 on 5 June 2020. As a consequence of the July 2022 pro rata Entitlement Offer to shareholders, the exercise price of the options was adjusted to \$0.19340 on 29 July 2022. As a consequence of the share consolidation undertaken on 8 September 2022, the exercise price of the options was adjusted to \$5.8020 and the number of the options was reduced from 10,000,000 to 333,334. All of the options lapsed on 30 November 2022.

(2) The Incentive Rights vested on satisfaction of two vesting conditions on 30 June 2023: Service Condition – the employee must remain continuously employed by the Company or its subsidiary throughout the year from 1 July 2022 to 30 June 2023 inclusive; and Performance Condition – the Company must achieve a Total Shareholder Return (TSR) of 991% over the year. This is calculated based on the Company's market-based ordinary share price returns adjusted for any dividends paid during the Service Period. For the purpose of this Performance Condition, the deemed starting share price is \$0.11. At grant date the rights had a fair value of \$0.044 per right. As a consequence of the 30:1 share consolidation undertaken by the Company on 8 September 2022, the number of rights was reduced from 7,000,000 to 233,335, and the deemed starting share price increased to \$0.33. The rights lapsed on 30 June 2023 due to the Performance Condition not being satisfied.

<b>2022</b>			<b>Balance at the start of the year</b>	<b>Granted during the year</b>	<b>Exercised, lapsed or forfeited during the year</b>	<b>Balance at the end of the year</b>
<b>Grant date</b>	<b>Exercise price</b>	<b>Expiry Date</b>	<b>Number</b>	<b>Number</b>	<b>Number</b>	<b>Number</b>
18/11/2016	\$0.19363 <sup>(1)</sup>	18/11/2022	10,000,000	-	-	10,000,000
1/7/2019	\$0.00 <sup>(2)</sup>	30/06/2022	3,400,000	-	(3,400,000)	-

(1) All of the Incentive Options had vested and were exercisable at the end of the year. As at 30 June 2022, the remaining term to expiry was 0.4 years. At grant date the options had a fair value of \$0.0308 per option. As a consequence of the 2018 and 2020 pro-rata Entitlement Offers to shareholders, the exercise price was adjusted to \$0.19363 from \$0.20 on 5 June 2020.

(2) The Incentive Rights had two vesting conditions on 30 June 2022: Service Condition – the employee must remain continuously employed by the Company or its subsidiary throughout the 3 year period from 1 July 2019 to 30 June 2022 inclusive; and Performance Condition – the Company must achieve a Total Shareholder Return (TSR) of 120% over the 3 year period. This was calculated based on the Company's market-based ordinary share price returns adjusted for any dividends paid during the Service Period. For the purpose of this Performance Condition, the deemed starting share price was \$0.10. The rights lapsed on 30 June 2022 due to the Performance Condition not being satisfied. At grant date the rights had a fair value of \$0.044 per right.

**Note 34. Business combinations**

**(a) Summary of Acquisition of Fiddlers Creek Mining Company Pty Ltd (FCMC)**

On 31 May 2023, the Company acquired 100% of the issued share capital of Fiddler's Creek and its two subsidiaries Maranoa Resources Pty Ltd and Tindal Investments Pty Ltd. FCMC holds mineral exploration tenements for the Tindal project in Northern Territory and the Maranoa project in Queensland. The purchase of FCMC will significantly strengthen White Energy's activities in the Mining Exploration segment, and is aligned with the Company's continuing interest in projects that include the potential to host iron oxide-copper-gold mineralisation, with a broader focus on the burgeoning new economy minerals space.

Details of the purchase consideration, the net assets acquired and gain on bargain purchase are as follows:

	<b>Consolidated 2023 \$'000</b>
<b>Purchase consideration</b>	
Ordinary shares issued <sup>(i)</sup>	276
Contingent consideration <sup>(ii)</sup>	-
Advances to Sellers <sup>(iii)</sup>	-
	<hr/>
Total purchase consideration	<u>276</u>

(i) The fair value of the 3,000,000 shares issued as part of the consideration paid for FCMC of \$276,000 was based on the published share price for White Energy on the completion date, 31 May 2023, of \$0.092 per share. Issue costs of \$6,000 which were directly attributable to the issue of the shares have been treated as a deduction from equity. All of the ordinary shares issued for consideration are held in escrow for either one (1,455,690 shares) or two (1,544,310 shares) years.

(ii) The contingent consideration relates to future cash bonuses totalling \$4 million based on the milestones set out below:

- a. On the completion of a Pre-Feasibility Study for a mineral resource, payment of a \$2 million cash bonus within 30 days of the milestone being achieved; and
- b. on the completion of a Definitive Feasibility Study for a mineral resource, a further \$2 million cash bonus within 30 days of the milestone being achieved. The fair value of both cash bonuses has been estimated to be \$Nil based on the low assumed probability of the studies being completed in the future.

(iii) During the period between 12 December 2022 and 31 May 2023, in accordance with the Share Sale and Purchase Agreement (SSPA), White Energy made advances to the Sellers of FCMC totalling \$342,000 to be on-advanced to FCMC for the costs of maintaining this company's assets, such as tenement expenditure and administrative costs. The advances are interest free, and are repayable to White Energy by way of offset against the first future cash bonus of \$2 million (refer (ii) above). Non-Executive Director of White Energy, Mr Keith Whitehouse, was paid 25% of the advances as a seller of FCMC (\$85,500). The terms for his advances are the same as for the other non-related party Sellers and are on an arm's length basis. The fair value of the advances has been estimated to be \$Nil based on the low assumed probability of a pre-feasibility study being completed in the future that would enable the advances offset against the first cash bonus of \$2 million. The reclassification of the advances from the amortised cost measurement category into the fair value through profit or loss measurement category on 31 May 2023, resulted in a fair value loss on financial assets of \$342,000.

**Note 34. Business combinations (continued)**

The assets and liabilities recognised as part of the acquisition are as follows:

	Fair Value \$'000
Cash	2
Other receivables	10
Prepayments	76
Exploration assets	1,124
Trade and other payables	(360)
Net identifiable assets acquired	<u>852</u>
Gain on a bargain purchase <sup>(iv)</sup>	<u>(576)</u>
Net assets acquired	<u><u>276</u></u>

(iv) The gain on a bargain purchase of \$576,000 has been recognised in other net gains in the Consolidated Statement of Comprehensive Income. The gain is mainly attributable to the drop of the fair value of shares issued as consideration between the date the SSPA was entered into on 12 December 2022 and the date of completion on 31 May 2023.

There were no acquisitions in the year ending 30 June 2022.

**(b) Revenue and profit contribution**

The acquired business contributed consolidated revenue of \$Nil and consolidated loss of \$2,000 to the Company for the period 1 June 2023 to 30 June 2023. If the acquisition had occurred on 1 July 2022, consolidated revenue and consolidated loss for the year ended 30 June 2023 would have been \$Nil and \$104,000 respectively.

**(c) Purchase consideration - cash flow**

	Consolidated 2023 \$'000
Cash consideration	-
Less cash balances acquired	<u>(2)</u>
Net inflow of cash - investing activities	<u><u>(2)</u></u>

*Acquisition-related costs*

Acquisition-related costs totalling \$157,000 (2022: \$Nil) that were not directly attributable to the issue of shares are included in external advisory fees, accounting, tax and audit fees and other expenses in the Consolidated Statement of Comprehensive Income and in operating cash flows in the Consolidated Statement of Cash Flows.

**(d) Transactions recognised separately from the asset acquisition**

Immediately after the acquisition completed on 31 May 2023, one million ordinary shares were issued to settle other liabilities totalling \$320,000. The share price of \$0.32 per share was based the Volume-Weighted Average Price in November 2022 of the published share price for White Energy as specified in the SSPA. The shares are held in escrow for two years.

**Note 35. Events occurring after the reporting period**

**(a) Issue of ordinary shares**

On 19 July 2023, 23,836,891 shares were issued to current shareholders under a pro rata issue Entitlement Offer under Listing Rule 7.2 Exception 1, at \$0.10 per share raising a total of \$2,384,000. Of these shares 11,183,463 were issued to related parties (3 directors) under Listing Rule 10.12 Exception 1. The proceeds are intended to be used the proceeds to fund ongoing legal proceedings against PT Bayan Resources Tbk and Bayan International Pte Ltd, for general corporate purposes including additional working capital, to repay unsecured loans from an associated entity of Brian Flannery, Chairman and Chief Executive Officer, and to pay the costs of the Entitlement Offer.

**(b) Contingencies - KSC legal dispute**

Refer to Note 28(a) for details regarding the KSC legal dispute occurring after the reporting period.

No other matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

**Note 36. Reconciliation of loss after income tax to net cash outflow from operating activities**

**(a) Reconciliation of loss after income tax to net cash outflow from operating activities**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
Loss after income tax for the year	(8,136)	(7,800)
Adjustments for:		
Share-based payments	5	50
Foreign exchange differences	(102)	(242)
Finance costs	1,935	1,797
Depreciation and amortisation expense	2,084	2,118
Impairment expense	1,000	800
Net loss on disposal of discontinued operations	-	9
Net loss on disposal of property, plant and equipment	133	43
Net gain on finance lease receivables and lease liabilities	(202)	(88)
Gain on bargain purchase	(576)	-
Loss on remeasurement from reclassification of financial assets from amortised cost to fair value through profit or loss	342	-
Change in operating assets and liabilities:		
Decrease in trade and other receivables	-	52
Decrease/(Increase) in prepayments	148	(53)
Increase/(Decrease) in trade and other payables	(364)	354
Increase/(Decrease) in other provisions	(46)	86
Net cash outflow from operating activities	<u>(3,779)</u>	<u>(2,874)</u>

**(b) Non-cash Investing and financing activities**

The Group recognised right-of-use assets of \$100,000 (2022: \$Nil).



**Note 36. Reconciliation of loss after income tax to net cash outflow from operating activities (continued)**

**(c) Reconciliation of liabilities arising from financing activities**

	Loans from shareholders (i)	Lease liabilities (ii)	Loans from related parties (iii)	Financing liabilities total
	\$'000	\$'000	\$'000	\$'000
<b>2023</b>				
Opening balance	32,470	224	250	32,944
Foreign exchange movement	1,270	-	-	1,270
Other non-cash changes	-	(124)	-	(124)
Cash flows	81	(73)	250	258
Closing balance	<u>33,821</u>	<u>27</u>	<u>500</u>	<u>34,348</u>
	Loans from shareholders (i)	Lease liabilities (ii)	Loans from related parties (iii)	Financing liabilities total
	\$'000	\$'000	\$'000	\$'000
<b>2022</b>				
Opening balance	29,647	372	-	30,019
Foreign exchange movement	2,713	-	-	2,713
Cash flows	110	(148)	250	212
Closing balance	<u>32,470</u>	<u>224</u>	<u>250</u>	<u>32,944</u>

(i) Loans from shareholders are classified as non-current (refer to Note 20).

(ii) Closing lease liabilities as at 30 June 2023 includes liabilities of \$27,000 (2022: \$166,000) from Note 18 and \$Nil (2022: \$58,000) from Note 20 which have been classified as current and non-current respectively.

(iii) Loans from related parties are classified as current (refer to Note 18).

**Note 37. Earnings per share**

**(a) Basic and diluted earnings per share**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
<i>Earnings per share for loss from continuing operations</i>		
Loss for the year from continuing operations	(8,136)	(7,791)
Non-controlling interests for loss from continuing operations	<u>1,921</u>	<u>1,988</u>
Loss for the year attributable to the ordinary equity holders of White Energy Company Limited	<u>(6,215)</u>	<u>(5,803)</u>
	<b>Cents</b>	<b>Cents</b>
Basic earnings per share for loss from continuing operations	(15.8)	(0.7)
Diluted earnings per share for loss from continuing operations	(15.8)	(0.7)

**White Energy Company Limited**  
**Notes to the consolidated financial statements**  
**30 June 2023**

**Note 37. Earnings per share (continued)**

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
<i>Earnings per share for loss from discontinued operations</i>		
Loss for the year from discontinued operations attributable to the ordinary equity holders of White Energy Company Limited	-	(9)
	<b>Cents</b>	<b>Cents</b>
Basic earnings per share for loss from discontinued operations	-	-
Diluted earnings per share for loss from discontinued operations	-	-
	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
<i>Earnings per share for loss</i>		
Loss for the year	(8,136)	(7,800)
Non-controlling interests	1,921	1,988
Loss for the year attributable to the ordinary equity holders of White Energy Company Limited	(6,215)	(5,812)
	<b>Cents</b>	<b>Cents</b>
Basic earnings per share for loss	(15.8)	(0.8)
Diluted earnings per share for loss	(15.8)	(0.8)
	<b>Number</b>	<b>Number</b>
<b>(b) Weighted average number of ordinary shares used as the denominator</b>		
Weighted average number of ordinary shares used in calculating basic earnings per share	39,332,786	774,478,719
Weighted average number of ordinary shares used in calculating diluted earnings per share	39,332,786	774,478,719

*Information concerning the classification of securities*

As there are no amounts unpaid on ordinary shares, and options and rights outstanding are antidilutive, no adjustment is necessary in the determination of diluted loss per share.

**Note 38. Parent entity information**

**(a) Summary financial information**

The individual financial statements for the Parent Entity show the following aggregate information:

**Summarised balance sheet**

	<b>Parent</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$'000</b>	<b>\$'000</b>
Total current assets	923	709
Total assets	8,867	9,830
Total current liabilities	1,467	1,628
Total liabilities	5,384	5,758
Equity		
Contributed equity	526,197	521,337
Share-based payments	7,167	7,162
Accumulated losses	(529,881)	(524,427)
Total equity	3,483	4,072
<b>Loss for the year</b>	(5,454)	(3,505)
<b>Total comprehensive loss for the year</b>	(5,454)	(3,505)

**(b) Guarantees entered into by the Parent Entity**

The Parent Entity has provided bank guarantees as security for property bonds in the amount of \$Nil (2022: \$62,000). No liability was recognised by the Parent Entity or the Group in relation to these guarantees.

**White Energy Company Limited**  
**Directors' declaration**  
**30 June 2023**

In the Directors' opinion:

- (a) the financial statements and notes set out on pages 31 to 98 are in accordance with the *Corporations Act 2001*, including:
- (1) complying with Australian Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
- (2) giving a true and fair view of the Group's financial position as at 30 June 2023 and of its performance for the financial year ended on that date; and
- (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
- (c) at the date of this declaration, there are reasonable grounds to believe that the members of the extended Closed Group identified in Note 32 will be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee described in Note 32.

Note 1(a) confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Directors have been given the declarations required by section 295A of the *Corporations Act 2001*.

This declaration is made in accordance with a resolution of Directors.



Brian Flannery  
Chairman and Chief Executive Officer

28 September 2023  
Brisbane

**Firm Name**

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## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF WHITE ENERGY COMPANY LIMITED

#### Report on the Audit of the Financial Report

#### Opinion

We have audited the accompanying financial report of White Energy Company Limited (the 'Company'), which comprises the consolidated statement of financial position as at 30 June 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the Company and the consolidated entity comprising the Company and the entities it controlled at the year-end or from time to time during the financial year (together the 'Group').

In our opinion, the financial report of White Energy Company Limited is in accordance with the Corporations Act 2001, including:

- i) Giving a true and fair view of the Group's financial position as at 30 June 2023 and of its performance for the year ended on that date; and
- ii) Complying with Australian Accounting Standards and the Corporations Regulations 2001.

#### Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Independence

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

#### Material Uncertainty Related to Going Concern

We draw attention to Note 1(a)(vi) to the financial report, which indicates that the Group incurred a total comprehensive loss after tax of \$10,054,000 in the year to 30 June 2023 and had net cash outflows from operations of \$3,779,000. As at that date, the Group had net liabilities of \$43,874,000. The Group's ability to continue as a going concern and meet its debts as and when they fall due is dependent upon the matters described in Note 1(a)(vi) to the financial report. These conditions indicate that a material uncertainty exists that may cast significant doubt as to the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

### 1. Carrying value of capitalised exploration cash generating unit

Why significant	How our audit addressed the key audit matter
<p>As at 30 June 2023 the carrying value of exploration assets was \$4,698,000 (2022: \$3,392,000), as disclosed in Note 15. Note 15 shows additional assets of \$1,124,000 recognised following a business combination, as disclosed in Note 34, during the year ended 30 June 2023.</p> <p>The Group's accounting policy in respect of exploration and evaluation expenditure is outlined in Note 1(m). Significant judgement is required:</p> <ul style="list-style-type: none"> <li>• in determining whether facts and circumstances indicate that the exploration and evaluation assets should be tested for impairment in accordance with Australian Accounting Standard AASB 6 Exploration for and Evaluation of Mineral Resources ("AASB 6"); and</li> <li>• in estimating the recoverable value of exploration assets.</li> </ul> <p>We consider this to be a key audit matter due to the significant carrying value of capitalised exploration assets at 30 June 2023, and the degree of judgement required in assessing the recoverable amount of the assets.</p>	<p>Our work included, but was not limited to, the following procedures:</p> <ul style="list-style-type: none"> <li>• obtaining a detailed understanding of the acquired exploration assets;</li> <li>• assessing the competency and objectivity of the independent valuation expert and the scope of their work;</li> <li>• assessing the appropriateness of the valuation methodology employed by the external expert and evaluating the key assumptions used in determining the fair values;</li> <li>• assessing the fair value valuation of the assets and liabilities acquired through business combination;</li> <li>• assessing whether there are indicators of impairment;</li> <li>• evaluating management's methodology for determining the recoverable amount of exploration assets and considering whether it was consistent with the Australian Accounting Standards and our understanding of the nature of the mining exploration CGU's assets;</li> <li>• considering the appropriateness of the indicative valuation methodology and the key inputs to the valuation against available market information;</li> <li>• reviewing management's sensitivity analysis on key assumptions such future coal and gas prices estimates and the development timeline; and</li> <li>• assessing the appropriateness of the related disclosures in Note 15.</li> </ul>

## Other Information

Other Information is financial and non-financial information in the annual report of the Group which is provided in addition to the Financial Report and the Auditor's Report. The directors are responsible for Other Information in the annual report.

The Other Information we obtained prior to the date of this Auditor's Report was the directors' report. The remaining Other Information is expected to be made available to us after the date of the Auditor's Report.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, the auditor does not and will not express an audit opinion or any form of assurance conclusion thereon, with the exception of the Remuneration Report.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we 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.

We are required to report if we conclude that there is a material misstatement of this Other Information in the Financial Report and based on the work we have performed on the Other Information that we obtained prior the date of this Auditor's Report we have nothing to report.

## Directors' Responsibilities 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 Group's ability 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 Group or to cease operations, or have no realistic alternative but to do so.

## Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individual or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

## Auditor's Responsibilities for the Audit of the Financial Report (cont'd)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and other related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Group financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on the Remuneration Report

### Opinion

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2023.

In our opinion, the Remuneration Report of White Energy Company Limited for the year ended 30 June 2023, 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.

A handwritten signature in black ink that reads "PKF".

PKF

A handwritten signature in black ink that reads "STobutt".

SCOTT TOBUTT  
PARTNER

28 SEPTEMBER 2023  
SYDNEY, NSW