QUARTERLY ACTIVITIES & CASHFLOW REPORT FOR QUARTER ENDING
31 March 2023

ASX Announcement 26 April 2023

PhosCo is targeting:

- 100% ownership of Chaketma.
- Development of a district-scale phosphate portfolio to support a potential world-class fertilizer hub.

HIGHLIGHTS

Chaketma Phosphate Project

- PhosCo continues meaningful engagement with the Tunisian government regarding the status of the Chaketma Phosphate Project, following the denial of an application for a Mining Concession as announced on 3 January 2023.
- The Company acknowledges the comments on the official page of The Tunisian Ministry of Industry, Mines & Energy on 10 February 2023, stating the importance of Australian-Tunisian relations and the willingness of both countries to work together.
- PhosCo received a favourable court ruling for seizing the 48.99% interest in Chaketma held by its joint venture partner, TMS, for non-payment of damages. Subject to appeal, PhosCo will seek to acquire TMS's seized shares through a court endorsed sales process, with the amount determined to be deducted from the damages owed to PhosCo (A\$6M).
- The Company awaits the anticipated grant of additional permits including the Sekarna Phosphate Project (100% PhosCo) that appears to mirror the stratigraphy and scale of the Chaketma Phosphate Project that lies 10km to the south west and has the potential to create a regional scale phosphate hub.
- The rock phosphate market continues to perform strongly, with the World Bank recording a price increase this month to US\$345/t.

Corporate

- The Company is sufficiently funded, holding cash of approximately A\$1.7M at the end of the March 2023 quarter.
- PhosCo has implemented cost saving measures to ensure it preserves its cash whilst the Chaketma tenement status is resolved, including directors and the interim CFO opting for share-based consideration from 1 April 2023 (subject to shareholder approval), encouraging use of annual leave and other initiatives including curtailing non-essential expenditure.

June 2023 Quarter

Planned Activity

- Continued engagement with the Tunisian government regarding the status of the Chaketma Phosphate tenement.
- Planning for Chaketma Phosphate
 Project bankable feasibility study
 including metallurgical test work, possible
 integration of the Sekarna satellite
 prospect (under application) and option
 studies for processing, logistics and
 downstream integration.





Overview

PhosCo Ltd ('PhosCo or the 'Company') (ASX:PHO) is an ASX-listed company focused on the potential large-scale, world-class development of the Chaketma Phosphate Project in Tunisia.

Chaketma Phosphate Project

- Located in Tunisia:
- 210km SW of Tunis, with access by bitumen road.
- 35km from rail.
- Access to ports near Europe and global trade routes.
- Gas and grid power nearby.
- Scoping Study announced in December 2022¹ based on 146.4Mt @ 20.6% P₂O₅ Resource from two prospects.
- Exploration potential across four additional prospects.
- Experienced technical team with phosphate industry knowledge.
- A resource upgrade was announced on 17 November 2022.

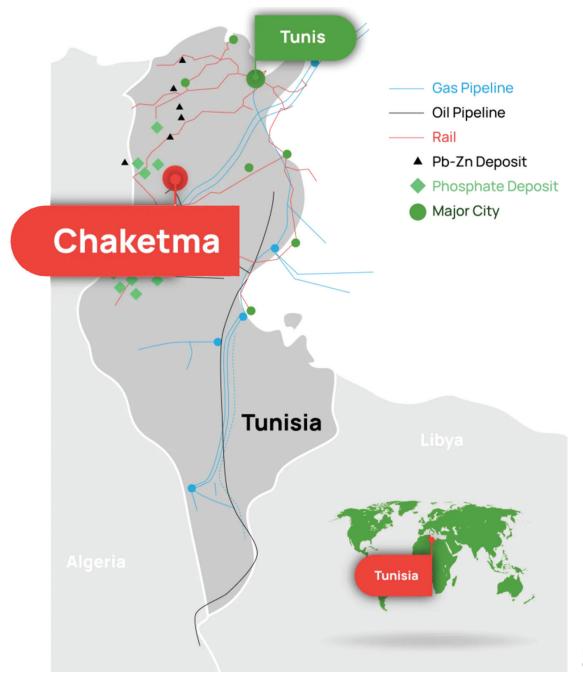


Figure 1 Location of the Chaketma Phosphate Project

^{1.} Refer to ASX announcement dated 9/12/22: 'Scoping Study Confirms Outstanding Economics for Chaketma'.

Initial 46 Year Mine Life at 1.5Mt Product

Post Tax NPV₁₀ US\$657M with IRR of 54%

Phosphate Concentrate Production **68Mt**

Over 46 years

Annual Net Cashflow US\$93.4M Years 1-10 Operating Cost First 10 Years US\$79/t

Phosphate Concentrate Payback After Tax

1.5 years

Development Capital US\$170M

Scoping Study¹ assumes US\$150/t phosphate price (vs current World Bank price of US\$345/t). Several opportunities also identified for further project optimisation.

Chaketma Phosphate Project

On 9 December 2022, PhosCo announced the results of a Scoping Study for the development of a potential large-scale, world-class mining operation at its Chaketma Phosphate Project in Tunisia, strategically located in close proximity to key export markets/end users.

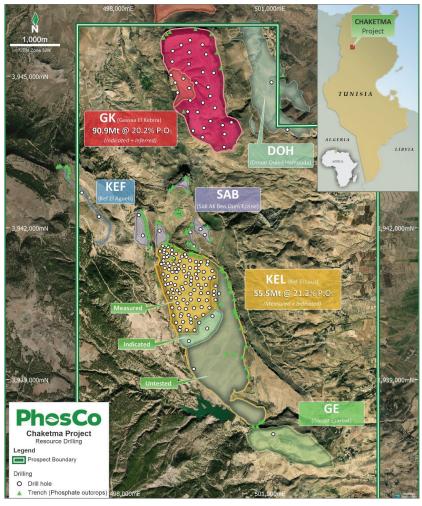


Figure 2 Chaketma Deposits and Resources

1. Refer to ASX announcement dated 9/12/22: 'Scoping Study Confirms Outstanding Economics for Chaketma'.

Key Parameters

- Low risk open-pit mining and processing to deliver 1.5Mtpa of highquality concentrate at greater than 30% P₂O₅ and less than 1% MqO.
- Construction of a facility to process feed tonnages from 2.7Mtpa to 3.5Mpta.
- Production target of 128Mt @ 19.9%
 P₂O₅, from overall 46 year mine life.
- First 18 years of production from KEL Resource with strip ratio of 3.6:1, scheduled from Measured (88%) and Indicated (12%) KEL Resource.

Significant Upside Potential

- Large resource could support higher production rate above 1.5Mtpa to match market demand.
- Nearby deposits identified for lower mining costs, including SAB prospect.
- Mining optimisation for greater utilisation of strip mining.
- Potential to direct ship material in higher grade layer B early in project life.
- Simplified processing via single stage flotation and/or washing.
- Economies of scale, such as extension of a rail connection to site for lower cost logistics yet to be considered.





Chaketma Development Concession

On 3 January 2023, PhosCo announced that on 19 December 2022, Chaketma Phosphates SA (CPSA) received a letter from the Minister of Industry, Mines and Energy (Minister) dated 7 December 2022 whereby the application for a mining concession over the Project did not receive approval.

PhosCo has formally requested the Minister to revisit this decision under Tunisian administrative processes. The Company has engaged with the Tunisian Ministry of Industry, Mines and Energy (Ministry) regarding the permit status for the Chaketma Phosphate Project and notes comments made by the Ministry stating the importance of Australian-Tunisian relations and the willingness of both countries to work together.

The comments come following a meeting that took place between the Australian Ambassador to Tunisia, Her Excellency Ms Jenny Cartmill, and the Tunisian Minister of Industry, Mines and Energy, Her Excellency Neila Nouira Gongi on 10 February 2023.

The English translation of the comments are as follows:

"Towards further strengthening Tunisian-Australian relations in the energy, renewable energy and mining sectors, The Minister of Industry, Mines and Energy, H.E. Neila Nouira Gongi, received on Friday, February 10, at the ministry's headquarters, the Australian Ambassador to Tunisia, Ms Jenny Cartmill."

"This meeting represented an opportunity to strengthen cooperation and partnership relations between the two countries in the sectors under the Ministry's consideration, especially in energy, renewable energy, and mines, and work to develop them."

The Company will update the market when it receives any formal correspondence from the Ministry or the administration.

The Tunisian mining code provides a range of protections for permit holders, including an exclusive right for the exploration permit holder to apply for a mining concession, subject to compliance with the requirements set out in the mining code.

Importantly, CPSA has fulfilled all commitments relating to the required research and studies and has complied with the conditions specified in the mining code and specific technical matters requested.

Given the ongoing engagement with the Tunisian government PhosCo has opted not to seek suspension of the Minister's decision. PhosCo is also protected by Tunisian investment law and international treaties that Tunisia has adopted addressing investments in certain sectors, including those made by foreign investors.



Figure 3 H.E. Ms Jenny Cartmill meets with H.E. Neila Nouira Gongi, Tunis.



Seizure of TMS' interest in Chaketma

On 3 January 2023, PhosCo announced that the First Instance Court in Tunisia has ruled in favour of PhosCo seizing the 48.99% interest in Chaketma held by its joint venture partner, TMS. This ruling is for non-payment of A\$6M damages owed by TMS to PhosCo and is a positive step towards PhosCo acquiring 100% of Chaketma. PhosCo has initiated an appeal of this decision to ensure optimal execution of the ruling in a timely manner. PhosCo will seek to acquire TMS' seized shares and achieve 100% ownership of Chaketma through the sales process, with the amount determined to be deducted from the damages owed to PhosCo.

PhosCo has a 50.99% interest in CPSA, the operating company holding the Project. TMS holds a 48.99% interest in CPSA and has failed to pay TND12.9M (A\$6M) in damages from an arbitral award issued in November 2017 and enforced in Tunisia in September 2019.

Consequently, PhosCo commenced various seizure actions in the Tunisian courts over TMS assets including the 48.99% CPSA interest to offset the unpaid damages awarded in PhosCo's favour. PhosCo has been seeking seizure orders of TMS' interest in CPSA since early 2021.

The First Instance Court has approved PhosCo's application to seize TMS' interest in CPSA and commence a court endorsed sales process and transfer of TMS' interest in CPSA to PhosCo for non-payment of damages.

PhosCo's objective through this procedure is to increase its interest in the Chaketma Phosphate Project to 100%. Subject to the court's approval, any determined amount will be applied towards discharging some of TMS' unpaid damages and costs owed to PhosCo.

Sekarna Application

On 11 July 2022, PhosCo announced that an Exploration Permit application to be held 100% by PhosCo has been lodged with the Tunisian Department of Mines over the Sekarna Phosphate Project (Sekarna). The application covers over 128km² in area and is located 10km northeast of Chaketma.

PhosCo's Tunisian exploration team observed phosphate in outcrop below the upper Eocene cap rock exposed by steep-sided mesa topography. No exploration targeting phosphate has been carried out over Sekarna. The phosphate mineralisation was investigated by A Zaier (1999), a PhD student who studied and documented phosphate deposits of the central and western basin of Tunisia.

Historic diamond drilling by Reminex Exploration in 2007 that targeted lead zinc mineralisation intersected phosphate over an interval of 8 metres in drill hole SRLE3. The phosphate was not analysed. A 2011 geological paper on lead-zinc mineralisation at Sekarna reported phosphate grades of between 19.7% and 27.8% P₂O₅ in five core samples (Garnit et al 2011).

Field inspection by PhosCo's Tunisian team traced the phosphate unit, which was exposed in outcrop with mapped thicknesses of between 5m to more than 20m for 2.7km along the margin of the Rohia Graben.

The application process is well advanced and awaits official grant.



PhesCo



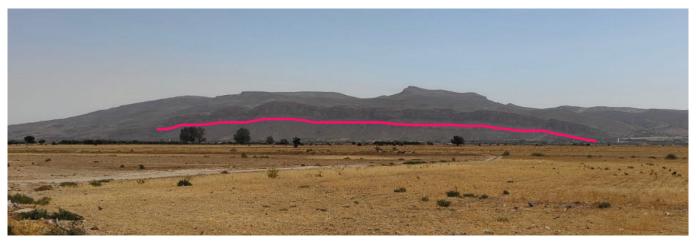
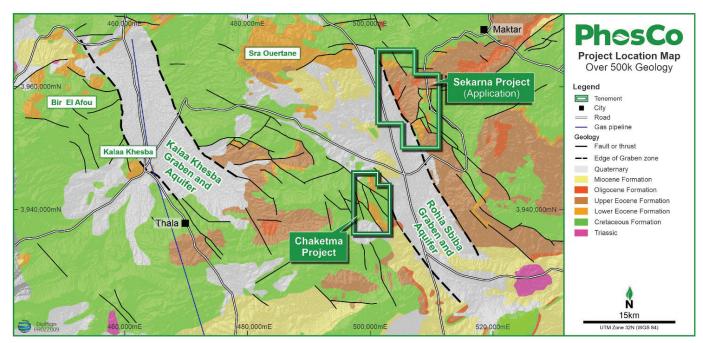


Figure 4 Sekarna - Mesa - Phosphate layer at base of the limestone cap



 $\textbf{Figure 5} \ \ \textbf{Sekarna application in relation to Chaketma}$



Figure 6 Sekarna - Western side viewed from Rohia Graben

PhesCo



Northern Tunisia Base and Precious Metals Applications Update

In April 2022, PhosCo lodged two Exploration Permit applications in Northern Tunisia. The applications cover over 424km² and 244km² respectively targeting copper, gold, lead and zinc. The interpretation is that the Tunisian nappe zone is the extension and eastern termination of Iberian Pyrite Belt along the Mediterranean coast through Morocco and Algeria.

The application process is well advanced and awaits official grant.

Zeflana Base Metals Project

During the quarter PhosCo advised the Ministry of the intention to relinquish the Ain El Bouma and Zaouiet Sidi Mbarek base metal tenements. These early-stage prospects were relinquished due to the extensive cover encountered in auger drilling and to focus on PhosCo's phosphate projects. PhosCo remains committed to the more prospective Northern Tunisian base and precious metals prospects (as noted above) where mineralisation is outcropping and historical technical work is more advanced.

Corporate update

PhosCo held cash and cash equivalents of approximately A\$1.7M at the end of the March 2023 quarter.

PhosCo continues to closely monitor the Company's cash position and has taken additional steps to

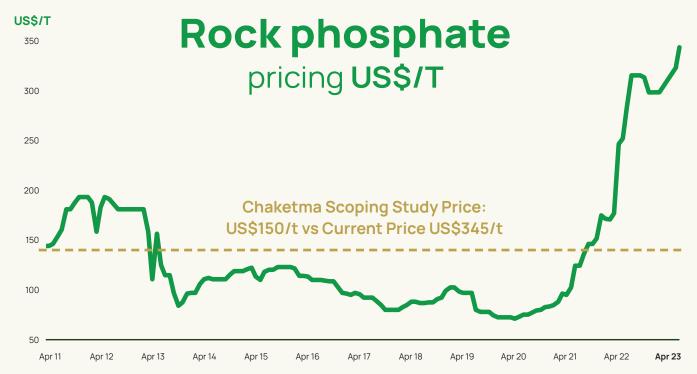
Phosphate Market Update

Phosphate is a critical fertilizer that underpins the world's food supply. The price of rock phosphate has risen substantially, from US\$88/t in February 2021 to US\$345/t in April 2023. According to studies, the continued supply of phosphate fertilizers that underpin global food production is an imminent crisis with some regions including the European Union declaring phosphate a critically strategic commodity. The conflict in Ukraine has further exacerbated this crisis, with Ukraine and Russia key players in the fertilizer market.

conserve the cash position. This includes directors and the CFO accruing their fees in full to be paid in shares in lieu of cash, subject to shareholder approval, from 1 April 2023. The Company continues to review other areas of the business for potential cost saving initiatives.

Payments to related parties and their associates during the quarter as outlined in Section 6 of the accompanying Appendix 5B to this quarterly activity report were \$55,000. These payments are related to components of director salaries paid during the March 2023 quarter.

This announcement is authorised for release to the market by the Board of Directors of PhosCo Ltd.



Source: World Bank Phosphate Price (F.O.B. North Africa)





List of Tenements Held

Mining Tenement	Location	Beneficial Percentage held	Interest acquired/farm-in during the quarter	Interest disposed/farm-out during the quarter
Chaketma	Tunisia	50.99%*	-	-
Zeflana	Tunisia	100%	-	-
Ain El Bouma	Tunisia	100%#	-	-
Zaouiet Sidi Mbarek	Tunisia	100%#	-	-
Djebba	Tunisia	100%	-	-
Djebba 2	Tunisia	100%	-	-

^{*} The Chaketma Phosphate Exploration Permit was 100% held by CPSA. As announced on 3 January 2023, PhosCo's application to seize TMS' interest was successful which is the first step to PhosCo potentially securing 100% of CPSA.

On 13 November 2020, PhosCo announced that it had recovered its interest in CPSA following the transfer by the court appointed expert as outlined in the arbitration award returning PhosCo's interest in Chaketma and payment of damages and costs amongst other matters. In addition, on 11 October 2021, PhosCo announced that is has assumed operational and management control over Chaketma Phosphate SA (CPSA), holder of the Chaketma Phosphate Project as a 50.99% shareholder of CPSA. Although PhosCo has recovered the 50.99% interest, the Company notes that various actions related to the enforcement of the arbitration orders remain before the courts, including clarification of the financial state of CPSA and will include status of the CPSA equity.

In late 2017 CPSA, owned 50.99% by PhosCo Limited, applied to convert the Chaketma exploration permit to a mining concession ahead of the February 2018 deadline. The exploration permit has been in good standing whilst the Chaketma mining concession application has been under consideration by the Director General for Mining (Direction Générale des Mines) (DGM) in Tunisia.

CPSA's concession application was originally submitted on 5 December 2017, with DGM declining this application on 31 August 2018. The bulk of CPSA's feasibility work submitted to the Tunisian Government in support of the application was accepted by the Tunisian government, but the application was ultimately declined by DGM due to the lack of financial capability of TMS (who illegally held the Project 100% at the time), with reference also made to the arbitral award returning PhosCo's 50.99% interest in the share capital of CPSA.

As announced on 20 September 2022, following engagement with DGM which requested an updated finance plan for the Project proving the capability to finance the development, CPSA lodged a request in September 2022 to reconsider the application. This request was supported by an updated economic and financial study to develop Chaketma, demonstrating the financial capability to finance the Project.

On 19 December 2022 CPSA received the Minister's Decision rejecting the application and terminating the validity of CPSA's exploration permit.

PhosCo is engaging with the Minister on the Chaketma tenement status including formally seeking to revisit this decision under Tunisian administrative processes. The Company will update the market when it receives any formal correspondence from the Ministry or the administration.

PhosCo advised the Ministry of the intention to relinquish the Ain El Bouma and Zaouiet Sidi Mbarek base metal tenements.

Chaketma Phosphate Project Global Mineral Resources

Chaketma	JORC 2012	Mt	% P ₂ O ₅
KEL (March 2022)	Measured	49.1	21.3
KEL (March 2022)	Indicated	6.4	20.3
	Total	55.5	21.2
OK (November 2000)	Indicated	83.7	20.2
GK (November 2022)	Inferred	7.2	20.1
	Total	90.9	20.2
	Measured	49.1	21.3
Global Resources	Indicated	90.1	20.2
	Inferred	7.2	20.1
	Total	146.4	20.6

Refer to ASX announcement dated 15/3/22: 'Phosphate Resource Update Delivers 50% Increase at KEL' and ASX announcement dated 17/11/22: '90% Conversion of Inferred to Indicated Resources at GK'.

All figures are rounded to reflect appropriate levels of confidence. Apparent differences may occur due to rounding.

This announcement is authorised for release to the market by the Board of Directors of PhosCo Ltd.

For further information please contact:

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⁻ All Mineral Resources are reported in accordance with the 2012 JORC Code

⁻ The Mineral Resource is reported at a cut off grade of 10% P₂O₅

Appendix 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity				
PHOSCO LTD				
ABN	Quarter ended ("current quarter")			
82 139 255 771	31 March 2023			

Con	solidated statement of cash flows	Current quarter \$A'000	Year to date (9 months) \$A'000
1.	Cash flows from operating activities		
1.1	Receipts from customers	-	-
1.2	Payments for		
	(a) exploration & evaluation	-	-
	(b) development	-	-
	(c) production	-	-
	(d) staff costs	(157)	(480)
	(e) administration and corporate costs	(432)	(1,589)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	11	30
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Government grants and tax incentives	-	-
1.8	Other (provide details if material)	-	-
1.9	Net cash from / (used in) operating activities	(578)	(2,039)

2.	Ca	sh flows from investing activities		
2.1	Pa	yments to acquire or for:		
	(a)	entities	-	-
	(b)	tenements	-	-
	(c)	property, plant and equipment	-	(3)
	(d)	exploration & evaluation	(408)	(950)
	(e)	investments	-	-
	(f)	other non-current assets	-	-

Con	solidated statement of cash flows	Current quarter \$A'000	Year to date (9 months) \$A'000
2.2	Proceeds from the disposal of:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)		
	Cash acquired	-	(17)
2.6	Net cash from / (used in) investing activities	(408)	(970)

3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	-	-
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	-	2,904
3.4	Transaction costs related to issues of equity securities or convertible debt securities	-	(21)
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (provide details if material)	-	-
3.10	Net cash from / (used in) financing activities	-	2,883

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	2,666	1,809
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(578)	(2,039)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(408)	(970)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	-	2,883

Page 2

Con	solidated statement of cash flows	Current quarter \$A'000	Year to date (9 months) \$A'000
4.5	Effect of movement in exchange rates on cash held	(6)	(9)
4.6	Cash and cash equivalents at end of period	1,674	1,674

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1	Bank balances	1,674	2,666
5.2	Call deposits	-	-
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	1,674	2,666

6.	Payments to related parties of the entity and their associates	Current quarter \$A'000
6.1	Aggregate amount of payments to related parties and their associates included in item 1	55
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-
	if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include nation for, such payments.	le a description of, and an

7.	Financing facilities Note: the term "facility' includes all forms of financing arrangements available to the entity. Add notes as necessary for an understanding of the sources of finance available to the entity.	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
7.1	Loan facilities	-	-
7.2	Credit standby arrangements	-	-
7.3	Other (please specify)	-	-
7.4	Total financing facilities	-	-
7.5	Unused financing facilities available at qu	arter end	-
7.6 Include in the box below a description of each facility above, including the rate, maturity date and whether it is secured or unsecured. If any additional facilities have been entered into or are proposed to be entered into after quinclude a note providing details of those facilities as well.		itional financing	
	N/A		

8.	Estimated cash available for future operating activities	\$A'000
8.1	Net cash from / (used in) operating activities (item 1.9)	(578)
8.2	(Payments for exploration & evaluation classified as investing activities) (item 2.1(d))	(408)
8.3	Total relevant outgoings (item 8.1 + item 8.2)	(986)
8.4	Cash and cash equivalents at quarter end (item 4.6)	1,674
8.5	Unused finance facilities available at quarter end (item 7.5)	-
8.6	Total available funding (item 8.4 + item 8.5)	1,674
8.7	Estimated quarters of funding available (item 8.6 divided by item 8.3)	1.70
	Note: if the entity has reported positive relevant outgoings (ie a net cash inflow) in item 8	2 answer item 8 7 as "N/A"

Note: if the entity has reported positive relevant outgoings (ie a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.

- 8.8 If item 8.7 is less than 2 quarters, please provide answers to the following questions:
 - 8.8.1 Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?

Answer: The entity has already reduced level of net operating activity compared with the 31 March 2023 quarterly cash flow report, including reduced technical work programs and implementing of a cashflow management strategy which is expected to result in significant cost savings.

8.8.2 Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?

Answer: The entity has no immediate plans to raise further funds. The entity will consider the nature, size and timing of any potential further fundraising activities based on ongoing engagement with the Tunisian Ministry of Industry, Mines & Energy on the Chaketma Phosphate Project and applications for additional permits in Tunisia, including the Sekarna Phosphate Project.

8.8.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer: The entity expects to be able to continue to meet its operations and meet its business objectives as a result of the actions contemplated in items 8.8.1 and 8.8.2 above..

Note: where item 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 above must be answered.

Compliance statement

- This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Date:	26 April 2023
Authorised by:	The Board(Name of body or officer authorising release – see note 4)

Notes

- This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
- 2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, AASB 6: Exploration for and Evaluation of Mineral Resources and AASB 107: Statement of Cash Flows apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
- 3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
- 4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
- 5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.