

ABN 12 003 344 287

& ITS CONTROLLED ENTITIES

# **Appendix 4E**

## **Preliminary final report**

Year ended 30 June 2014

### For announcement to the market

Revenues from ordinary activities	Down	-497.78%	to	\$ (92,206)
(Loss) from ordinary activities after tax attributable to members	Down	40.02%	to	\$ (2,692,636)
Net (loss) for the period attributable to members	Down	40.02%	to	\$ (2,692,636)

The 2014 financial year showed a consolidated loss of \$2.7m compared to a loss of \$4.4m in 2013, a 40% improvement. The decrease in the loss is largely due to a reduction from operating activities including doubtful debts of \$1.3m from the previous year.

Charter Pacific Corporation Limited
ABN 12 003 344 287

No final dividend has been declared for the current year and no dividend was declared or paid for the previous year.

The net tangible (net liability)/asset (NTA) per security as at 30 June 2014 was (\$0.012) (2013:\$0.002).

Whilst the Group's financial statements are still in the process of being audited and the content of the Group's annual report has not yet been finalised, it is likely to contain a going concern note similar to Note 7 of this report. If this is the case, the independent audit report which will accompany the annual report, is likely to contain an emphasis of matter paragraph drawing attention to the Group's ability to continue as a going concern.

### **INDEX**

	Page
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	3
CONSOLIDATED STATEMENT OF PROFIT OR LOSS & OTHER COMPREHENSIVE INCOME	
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	5
CONSOLIDATED STATEMENT OF CASH FLOWS	6
CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	

## **CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2014**

AS AT 50 JUNE 2014	Note	2014 \$	2013 \$
ASSETS		*	•
Cash and cash equivalents		350,596	561,839
Trade and other receivables		13,382	11,201
Prepayments		13,488	278,767
Financial assets at fair value through profit or loss		2	267,817
Total current assets		377,468	1,119,624
Investments in equity accounted investees	2	-	_
Exploration and evaluation expenditure	3	2,262,060	1,810,939
Plant and equipment		65,751	89,549
Total non-current assets		2,327,811	1,900,488
Total assets		2,705,279	3,020,112
LIABILITIES			
Trade and other payables		1,391,840	154,970
Loans and borrowings	4	1,691,636	1,144,515
Employee benefits		1,342,308	1,504,385
Total current liabilities		4,425,784	2,803,870
Total liabilities		4,425,784	2,803,870
NET (LIABILITIES)/ASSETS		(1,720,505)	216,242
EQUITY			
Issued capital		26,763,109	26,015,307
Reserves		1,850,052	1,850,350
Accumulated losses		(30,359,716)	(27,667,080)
Total (deficiency)/equity attributable to equity holders of			
the Company		(1,746,555)	198,577
Non-controlling interest		26,050	17,665
TOTAL (DEFICIENCY)/EQUITY		(1,720,505)	216,242

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS & OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2014

FOR THE YEAR ENDED 30 JUNE 2014	Note	2014	2013
		\$	\$
Revenue	5	(92,206)	23,180
Other income	5	154,000	23,105
Expenses			
Depreciation and amortisation expenses		(25,463)	(51,967)
Rent and occupancy costs		(138,216)	(305,906)
Professional fees		(361,311)	(413,491)
Travel expenses		(49,623)	(87,571)
Shareholder reports and registry costs		(48,603)	(53,540)
Personnel expenses		(1,800,789)	(1,755,705)
Provision for doubtful debts		-	(999,195)
Other operating expenses		(321,012)	(363,176)
Net operating loss before share-based payments and			
impairment losses		(2,683,223)	(3,984,266)
Share–based payments		-	(240,000)
Impairment losses		(9,413)	(169,545)
Results from operating activities		(2,692,636)	(4,393,811)
Loss before equity accounting and income tax		(2,692,636)	(4,393,811)
Share of net losses of equity accounted investees	2		(95,485)
Loss before income tax for the year		(2,692,636)	(4,489,296)
Income tax (expense)/benefit			
Loss after income tax for the year		(2,692,636)	(4,489,296)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Foreign exchange translation		(298)	
Other comprehensive income for the period, net of income tax		(298)	
Total comprehensive loss for the year		(2,692,934)	(4,489,296)
Loss for the year is attributable to:			
Non-controlling interest		(1,633)	_
Owners of Charter Pacific Corporation Limited		(2,691,003)	(4,489,296)
		(2,692,636)	(4,489,296)
Loss per share			
Basic loss per share	6	(0.019)	(0.040)
Diluted loss per share	6	(0.019)	(0.040)
•			

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2014

	Issued capital \$	Option issue reserve \$	Fair value reserve \$	Foreign currency translation reserve \$	Accumulated losses	Non- controlling interest \$	Total equity \$
Balance at 1 July 2012	24,285,307	1,854,846	(4,496)		(23,177,784)	_	2,957,873
Total comprehensive							
income for the year							
Loss for the year	-	-	-	-	(4,489,296)	-	(4,489,296)
Other comprehensive income Foreign currency translation differences	_	_	-	_	-	-	_
Total other comprehensive						·	
income							
Total comprehensive (loss)							
for the year	<u>-</u> _				(4,489,296)		(4,489,296)
Transactions with owners, re	ecorded direc	tly in					
Contributions by and distribu	tions to owner	S					
Shares issued, net of							
transaction costs	1,730,000						1,730,000
Non-controlling interest						17,665	17,665
Total transactions with owners	1 720 000						1 747 665
	1,730,000						1,747,665
Balance at 30 June 2013	26,015,307	1,854,846	(4,496)		(27,667,080)	17,665	216,242
Balance at 1 July 2013	26,015,307	1,854,846	(4,496)		(27,667,080)	17,665	216,242
Total comprehensive							
income for the year							
Loss for the year	-	-	-	-	(2,692,636)	-	(2,692,636)
Other comprehensive							
income Foreign currency translation differences				(200)			(200)
Total other comprehensive			<u>-</u>	(298)		<del></del>	(298)
income	_	_	_	(298)	_	_	(298)
Total comprehensive (loss)							(== 5)
for the year	_	_	_	(298)	(2,692,636)	_	(2,692,934)
Transactions with owners, re	ecorded direc	tly in					
Contributions by and distributions issued, net of		_					
transactions costs Value of conversion rights on convertible notes	734,424	-	-	-	-	-	734,424
	13,378						13,378
Non-controlling interest						8,385	8,385
Total transactions with owners	7/7 902						756 107
Balance at 30 June 2014	747,802	1 954 946	(4.406)	(200)	(20.250.716)	26.050	756,187
balance at 30 June 2014	26,763,109	1,854,846	(4,496)	(298)	(30,359,716)	26,050	(1,720,505)

## CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2014

	2014	2013
	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash receipts in the course of operations	16,200	141,420
Cash payments in the course of operations	(1,145,329)	(2,526,228)
Cash used in operations	(1,129,129)	(2,384,808)
Interest paid	(16,311)	(15,154)
Interest received	4,203	21,583
Net cash used in operating activities	(1,141,237)	(2,378,379)
CASH FLOWS FROM INVESTING ACTIVITIES		
Payment for property, plant and equipment	(1,044)	(8,149)
Proceeds from sale of property, plant and equipment	-	29
Repayment of loans from other entities	142,400	1,901,170
Exploration and evaluation expenditure	(468,738)	(1,134,851)
Proceeds from sale of investments	171,215	
Net cash (used in)/from investing activities	(156,167)	758,199
CASH FLOWS FROM FINANCING ACTIVITIES		
Capital raised	526,751	-
Proceeds from convertible notes	392,000	-
Proceeds from secured loans	230,000	1,075,000
Repayments on loan funds	(62,590)	-
Interest on convertible note funds	-	(16,961)
Lease payments		(58,905)
Net cash from financing activities	1,086,161	999,134
Net decrease in cash and cash equivalents	(211,243)	(621,046)
Cash and cash equivalents at 1 July	561,839	1,182,885
Cash and cash equivalents at 30 June	350,596	561,839

### CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 1. OPERATING SEGMENTS

The Group comprises the following main operating segments:

- corporate services the provision of company secretarial/accounting services;
- investments investments in listed and unlisted companies to deliver significant returns in future years through capital appreciation and/or interest on loan funds advanced;
- share trading the purchase and sale of listed investment securities to generate short–term profits;
- exploration and evaluation the exploration of iron ore and gold permits.

There is little or no integration between the four segments, other than shared operating costs and corporate assets.

Information regarding the result of each reportable segment is included below. Performance is measured based on segment profit before income tax as included in the internal management reports that are reviewed by the Managing Director. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of each segment in comparison to market conditions and past performance.

### **Geographical segments**

The corporate services, investment and share trading segments operate in Australia. The exploration and evaluation segment operates in Mauritania.

The Group does not have any significant revenues outside of Australia.

## **CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

## 1. OPERATING SEGMENTS (CONTINUED)

	CODDODAT	F (FD)///CFC	TAIN (FCT	MENTS	CHARET	DADING		ATION &	<b>TO</b>	
	CORPORAT 2014	2013	INVEST 2014	2013	SHARE T 2014	2013	EVALU 2014	2013	TO <sup>1</sup> 2014	2013
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Total external revenue		173,192	4,297	90,422	(96,503)	(240,434)			(92,206)	23,180
Inter–segment revenue	<u>-</u>									
Interest expense									-	-
Depreciation and amortisation	(155)	(1,182)							(155)	(1,182)
Reportable segment profit before										
income tax	(709)	(26,450)		90,422	(96,503)	(240,434)			(97,212)	(176,462)
Share of loss of equity accounted										
investees	-	-	-	(95,485)	-	-	-	-	-	(95,485)
Other material non-cash items:										
Impairment of loans to and investments in associates										
Impairment of available–for–sale	-	-	-	-	-	-	-	-	-	-
investments	_	_	_	_	_	_	_	-	_	_
Reportable segment assets	-	6,175	-	786,781	2	267,817	2,262,060	1,810,939	2,262,062	2,871,712
Investment in associates										
Capital expenditure								484,543		484,543
Reportable segment liabilities		1,000								1,000

### CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### 1. **OPERATING SEGMENTS (CONTINUED)**

Reconciliations of reportable segment revenues, profit or		
loss, assets and liabilities	2014	2013
Revenues	\$	\$
Total revenue for reportable segments	(92,206)	23,180
Other revenue	154,000	23,105
Consolidated revenue	61,794	46,285
Profit or loss		
Total profit or loss for reportable segments	(97,212)	(176,462)
Unallocated amounts: other corporate expenses	(2,595,424)	(4,312,834)
Consolidated loss before income tax	(2,692,636)	(4,489,296)
Assets		
Total assets for reportable segments	2,262,062	2,871,712
Other corporate assets	443,217	148,400
Consolidated total assets	2,705,279	3,020,112
Liabilities		
Total liabilities for reportable segments	-	1,000
Other corporate liabilities	4,425,784	2,802,870
Consolidated total liabilities	4,425,784	2,803,870

#### 2. **EQUITY ACCOUNTED INVESTEES**

The Group's share of losses in its equity accounted investees for the year was \$Nil (2013:\$95,485).

There was no equity accounted investees during the 2014 financial year.

During the financial year ending 30 June 2013 the Company's shares in Monteray Mining Group Ltd were reclassified as listed equity securities held for trading as the ownership percentage held by Charter Pacific reduced to 14.80% from 30.36%, and Kevin Dart resigned as a director and Steve Cole resigned as company secretary of Monteray Mining Group in May 2013.

### CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3. EXPLORATION AND EVALUATION EXPENDITURE

2014 2013 \$ \$

Costs carried forward in respect of area of interest in:

- Exploration and evaluation phases

 2,262,060
 1,810,939

 2,262,060
 1,810,939

 1,810,939
 628,405

 484,543
 697,991

 2,262,060
 1,810,939

Opening balance
Acquisitions during the year
Expenditure during the year
Closing balance

Ultimate recoupment of these costs is dependent on successful development and commercial exploration or alternatively sale of respective areas of interest.

On 30 May 2014 the Company announced that its 70% owned subsidiary, Legleitat Iron Mauritanie SA (LIM), had been granted a mining permit 2138 C1 for an advanced Hematite deposit containing direct shipping iron ore in Mauritania. The permit is 995km<sup>2</sup>.

The permit is granted by decree under the provisions of the Mining Code for a period of thirty (30) years and can be renewed several times for a period of ten (10) years each time. Renewal is granted upon request provided the holder complies with the Mining Code.

Approximately US\$45M has been spent on this Hematite deposit to date by the previous operator on resource drilling, pre-stripping of minesite, port preparation and haulroad build.

In February 2011 a resource estimate was completed by SRK Consulting Pty Ltd (SRK) in accordance with the JORC 2004 Code reporting an Inferred Resource of 12.2 million tonnes (Mt) @ 59%Fe (CaFe grade 62.7%Fe)\* (at a 54%Fe cut-off)\*\*. Preliminary assessments indicate the potential to support a 1Mtpa shipped operation for +10 years.

Legleitat Iron Mauritanie, a Mauritanian company, is 70% owned by Charter Pacific, 10% owned by WAFA Mining & Petroleum (our Mauritanian incountry partner) and 20% free carried ownership by the Mauritanian Government.

The acquisition cost of US\$10M over 5 years is made up as follows:

Initial payment on issue of Presidential Decree US\$3M by Charter Pacific

1st year after operation US\$2M payable by WAFA Mining & Petroleum,

2nd year after operation US\$2M payable by Charter Pacific,

3rd year after operation US\$2M payable by WAFA Mining & Petroleum,

4th year after operation US\$1M payable by Charter Pacific.

The acquisition has not been brought to account as grant of the permit is dependent on the payment of the initial \$US3M by Charter Pacific.

- \* CaFe "Calcined Iron" grade of the ore and is determined by the formula CaFe = Fe% / ((100-LOI)/100).
- \*\* Inferred Mineral Resource estimated by SRK Consulting Pty Ltd under JORC 2004 Code in February 2011. A resource estimate was completed by SRK Consultants Pty Ltd that reported a JORC 2004 Code Inferred Mineral Resource of 12.2Mt at Fe grade of 59.0% using a Fe cut-off grade of 54%Fe, see Appendix 1. No new information is currently available to update the resource using JORC 2012 Code.
- \*\*\* The production targets expressed are aspirational in nature and are derived from studies conducted on the Inferred Mineral Resource, therefore it is uncertain at this stage that sufficient quantity of material will be defined as the resource is upgraded in confidence to Indicated and Measured to support these targets. It is Charter Pacific's intention to conduct further drilling and analysis to upgrade the resource confidence and conduct scoping and feasibility studies.

### CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 3. EXPLORATION AND EVALUATION EXPENDITURE

### **Competent Persons Statement**

The above Mineral Resource estimation is reported in accordance with The Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the 'JORC 2004 Code') and makes references to "Measured", "Indicated" and "Inferred" resources conforming to those terms as defined in the JORC 2004 Code. The JORC 2004 Code sets out minimum standards, recommendations and guidelines for the Public Reporting in Australasia of Exploration Results, Mineral Resources and Ore Reserves.

The Mineral Resource has not been updated to comply with the JORC 2012 Code on the basis that the Mineral Resource has not materially changed since last reported.

Mr Daniel Guibal, a fulltime employee of SRK Consulting (Australasia) Pty Ltd and a Fellow of the Australasian Institute of Mining and Metallurgy, has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration to qualify as Competent Person as defined in the 2004 edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'.

## **About SRK Consulting**

SRK is an independent, international group providing specialised consultancy services. Among SRK's clients are many of the world's mining companies, exploration companies, financial institutions, EPCM and construction firms and government bodies.

Formed in Johannesburg in 1974, the SRK Group now employs some 1,600 staff internationally in over 50 permanent offices in 20 countries on 6 continents. A broad range of internationally recognised associate consultants complements the core staff. In Australia, SRK employs over 100 people in offices located in Brisbane, Melbourne, Newcastle, Perth and Sydney.

The SRK Group's independence is ensured by the fact that it is strictly a consultancy organisation, with ownership by staff. SRK does not hold equity in any project. This permits SRK's consultants to provide clients with conflict-free and objective support on crucial issues.

### CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 4. LOANS AND BORROWINGS

	Nominal		CONSOLIDATED		
	Interest	Years to	2014	2013	
	Rate	Maturity	\$	\$	
Current					
Finance lease liabilities	7.24%	1 year	-	5,170	
Convertible note (i)	7.00%	< 1 year	-	16,841	
Secured loans (ii)	7.00%	< 1 year	1,076,568	-	
Convertible note (iii)	8.00%	< 1 year	381,562	-	
Secured loans (iv)	7.00%	< 1 year	233,506	1,122,504	
			1,691,636	1,144,515	
(i) Convertible note					
Opening balance			16,841	_	
Proceeds from issue of	convertible	note	-	-	
Repayments			(10,461)	-	
Rights Issue			(6,380)	-	
Accrued interest				16,841	
Liability as at 30 June				16,841	
(ii) Secured loans					
Opening balance			1,122,504	_	
Proceeds from loans			_,,	1,075,000	
Repayments			(58,781)	_,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
Rights Issue			(60,639)	-	
Accrued interest			73,484	47,504	
Liability as at 30 June			1,076,568	1,122,504	
(iii) Convertible note					
Proceeds from loans			392,000	-	
Equity component			(13,378)	-	
Accrued interest			2,940	-	
Liability as at 30 June			381,562		
(iv) Secured loans					
Proceeds from loans			230,000	_	
Accrued interest			3,506	_	
Liability as at 30 June			233,506		
Liability as at 50 Julie			233,300		

Convertible notes totalling \$392,000 were raised during 2014 and loan funds totalling \$230,000 were provided to the Company for working capital purposes. The convertible notes are to be repaid at the end of 12 months and the applicable interest rate is 8% per annum. The secured loans have no fixed date of repayment and an applicable interest rate of 7% per annum.

### CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 5. REVENUE

	2014	2013
	\$	\$
Realised gains on investments held for trading	(861)	-
Unrealised change in value of investments held for		
trading	(95,642)	(240,434)
Professional fees	-	172,300
Finance income	4,297	91,314
Total revenue	(92,206)	23,180
OTHER INCOME	2014	2012
	2014	2013
	\$	\$
Rental income from property sublease	-	3,055
Net gain on sale of property, plant and equipment	-	29
Recovery of impaired loan	154,000	-
Other		20,021
Other income	154,000	23,105

## 6. EARNINGS PER SHARE Basic earnings per share

The calculation of basic and diluted earnings per share at 30 June 2014 was based on the loss attributable to ordinary shareholders of (\$2,692,636) (2013:(\$4,489,296)) and a weighted average number of ordinary shares outstanding of 138,136,027 (2013:112,644,833), calculated as follows:

Loss attributable to ordinary shareholders	2014	2013
	\$	\$
Net loss for the year	(2,692,636)	(4,489,296)
Net loss attributable to ordinary shareholders	(2,692,636)	(4,489,296)
Weighted average number of ordinary shares		
Issued ordinary shares at 1 July	122,355,210	98,855,210
Effect of shares issued	15,780,817	13,789,623
Weighted average number of ordinary shares at 30 June	138,136,027	112,644,833
Basic and diluted loss per share	\$ (0.019)	\$ (0.040)

The average market value of the Company's shares for purposes of calculating the dilutive effect of share options was based on quoted market prices for the period that the options were outstanding.

### CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 7. GOING CONCERN

The consolidated entity has incurred a loss after tax for the year ended 30 June 2014 of \$2,692,636 and had net cash outflows from operating activities of \$1,141,237. The ability of the consolidated entity to continue as a going concern is dependent upon a number of factors, one being the continuation and availability of funds. These conditions indicate a material uncertainty that may cast doubt about the consolidated entity's ability to continue as a going concern.

The financial statements have been prepared on the basis that the consolidated entity is a going concern, which contemplates the continuity of normal business activity, realisation of assets and settlement of liabilities in the normal course of business for the following reasons:

- Directors are implementing plans to introduce new cornerstone investors to the Company to raise sufficient funds to meet budgeted cash outflows for operations. Directors are also implementing plans to attract joint venture partners for its Mauritanian investments to raise sufficient funds to meet budgeted cash outflows for operations.
- The Company has received letters of support from current and retired Directors confirming that the outstanding Directors entitlements and retirement benefits will not be demanded from the Company within the next 12 months unless the Company raises sufficient capital to meet its operational requirements.
- The Company has received letters of financial support from the Director, Company Secretary and staff (loan holders) confirming that demand of loan funds and unpaid interest as at 30 June 2014 will not be made on the Company within the next 12 months unless the Company raises sufficient capital to meet its operational requirements.
- As at 30 June 2014, the consolidated entity had cash and cash equivalents of \$350,596.
- The consolidated entity's indicative cash flow forecast for the next twelve months includes significant cash out flows in relation to exploration and evaluation expenditure, which if need be, can be deferred or eliminated by the sale, joint venture or relinquishment of mining tenements. The consolidated entity has discretion over the quantum and timing of this type of expenditure.
- The Board is of the opinion that, subject to satisfactory market conditions, the Company will be able to access equity capital markets to raise sufficient funds for its ongoing operations, as and when required.
- Management of the consolidated entity will actively manage the current level of discretionary expenditures in line with the funds available to the consolidated entity.
- Included in trade and other receivables is an amount of \$908,021 owed by Conquest Agri Limited. The Company has a doubtful debt for this amount in view of the current position of Conquest Agri Limited. The Directors have been in discussion with the related party and are being kept abreast of a number of potential opportunities which may result in the recapitalisation of the related entity, and ensure sufficient funds are available to repay the remaining outstanding balance to the consolidated entity.
- During the year ended 30 June 2014, the consolidated entity received funds from convertible notes and secured loans from related parties totalling \$622,000 to manage the cash flows requirements. This is indicative of an underlying level of support for the operations carried out by the consolidated entity.

Based on the above, the Directors are satisfied that, adequate plans are in place and that the Company will have sufficient cash flows for 12 months from date of this report. On this basis the financial report has been prepared on the going concern basis.

This financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessarily incurred should the consolidated entity not continue as a going concern.

### 8. EVENTS SINCE THE END OF THE FINANCIAL YEAR

On 31 July 2014 5,500,000 shares were issued at \$0.04 per issue in lieu of payment of professional fees.

Other than the above, there has not arisen in the interval between the end of the financial year and the date of this report any other item, transaction or event of a material and unusual nature likely to affect significantly the operations of the Group, the results of those operations, or the state of affairs of the Group, in future financial years.