

**A-CAP ENERGY LIMITED
AND ITS CONTROLLED ENTITIES**

ACN 104 028 542

**ANNUAL FINANCIAL REPORT
30 JUNE 2020**

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A-Cap Energy Limited and Its Controlled Entities

Principal Place of Business:	52 Ord St West Perth WA 6005												
Registered Office:	Level 38/123 Eagle St Brisbane QLD 4000												
Contact Details:	Telephone +61 401 876 534 Email: info@a-cap.com.au Website: www.a-cap.com.au												
Directors:	<table><tr><td>Paul Anthony Ingram</td><td>(Deputy Chairman, Independent Non-Executive Director)</td></tr><tr><td>Michael Liu</td><td>(Independent Non-Executive Director)</td></tr><tr><td>Jijing Niu</td><td>(Non-Executive Director)</td></tr><tr><td>Mark Syropoulo</td><td>(Independent Non-Executive Director)</td></tr><tr><td>Jiandong He</td><td>(Non-Executive Director)</td></tr><tr><td>Meng Weijun</td><td>(Non-Executive Director)</td></tr></table>	Paul Anthony Ingram	(Deputy Chairman, Independent Non-Executive Director)	Michael Liu	(Independent Non-Executive Director)	Jijing Niu	(Non-Executive Director)	Mark Syropoulo	(Independent Non-Executive Director)	Jiandong He	(Non-Executive Director)	Meng Weijun	(Non-Executive Director)
Paul Anthony Ingram	(Deputy Chairman, Independent Non-Executive Director)												
Michael Liu	(Independent Non-Executive Director)												
Jijing Niu	(Non-Executive Director)												
Mark Syropoulo	(Independent Non-Executive Director)												
Jiandong He	(Non-Executive Director)												
Meng Weijun	(Non-Executive Director)												
Company Secretary:	Malcolm Smartt												
Share Registry:	Advanced Share Registry Services Limited 150 Stirling Highway Nedlands WA 6009 Telephone (08) 9389 8033 Facsimile (08) 9389 7871												
Bankers:	Westpac Banking Corporation 109 St Georges Terrace Perth WA 6000												
Auditors:	William Buck Level 20, 181 William St Melbourne VIC 3000												
Solicitors:	Ashurst Level 38/123 Eagle St Brisbane QLD 4000												
Stock Exchange:	A-Cap Energy Limited is listed on the Australian Securities Exchange (ASX code: ACB), Frankfurt Stock Exchange (FSE code: VUT) and the Botswana Stock Exchange (BSE code: A-CAP).												

	PAGE
DIRECTORS' REPORT	2
AUDITOR'S INDEPENDENCE DECLARATION	21
FINANCIAL REPORT	
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	22
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	23
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	24
CONSOLIDATED STATEMENT OF CASH FLOWS	25
NOTES TO THE FINANCIAL STATEMENTS	26
DIRECTORS' DECLARATION	53
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS	54
CORPORATE GOVERNANCE STATEMENT	58
SHAREHOLDER INFORMATION	59

The Directors present their report on the Consolidated Group consisting of A-Cap Energy Limited ("A-Cap") and the entities it controlled (the "Consolidated Group") at the end of, or during the financial year ended 30 June 2020.

DIRECTORS

Directors of A-Cap Energy Limited during and since the end of the financial year are listed below.

Paul A. Ingram

Deputy Chairman, Member of Audit Committee

B. Applied Sc. (Geology), MAusIMM

Mr Ingram is a geologist with extensive experience in corporate and technical management of exploration and mining companies for over 30 years. He has held senior management positions in a number of successful resource companies in the precious metals sector and energy sector and has managed projects in countries throughout East Asia and in Australia.

During the past 3 years, Mr Ingram has also served as Director of the following ASX listed company:

- Impact Minerals Limited (since July 2009)

Michael Liu

Independent Non-Executive Director, Member of the Audit Committee

MA, MBA

Mr Liu is the current Chairman of East China Capital Investments Ltd and has over 20 years' experience in public company management, corporate investment and finance, and international M&A. In the past 10 years, Mr Liu has overseen several successful acquisitions and divestitures of mining assets including gold, copper, and coal in China and overseas. Mr Liu holds a Master of Arts from the University of New Brunswick and an MBA from The University of British Columbia in Canada and holds Directorships in a number of public companies listed in Canada, UK, and USA.

During the past three years Mr Liu has not served as Director for any other ASX listed companies.

Mr Jijing Niu

Non-Executive Director

MBA

Mr Niu graduated from Hunan University majoring in Economics and Information Management and holds an MBA from Fudan University and an EMBA from Cheung Kong School of Business. Mr Niu brings to the Board a wealth of corporate and investment banking experience, having commenced his investment banking career at United Securities Co., Ltd in 1998. From 2005 Mr Niu joined the Investment Banking Division of Guosen Securities Ltd and was promoted to be the Managing Director of the division until 2015. He was appointed as Chairman of Jiangsu Shengan Resources Group Co Ltd on 8 July 2016.

During the past three years Mr Niu has not served as Director for any other ASX listed companies.

DIRECTORS INFORMATION (CONTINUED)**Mr Mark Syropoulo (appointed 2 December 2019)****Non-Executive Director***BSc (Mathematics and Economics); BSc Hons (Economics)*

Mr Syropoulo has over 40 years' experience in corporate finance, mainly resources and technology. He has been an Independent Corporate Consultant since 1994 and has during that time provided services to entities in the natural resources, information technology, environmental services and investment sectors, principally in Australia, USA and China where he completed six years residence in Shanghai. Mr Syropoulo also has considerable experience in Africa, Europe and Russia.

Mr Syropoulo has served as an executive or non-executive director on several public companies boards on LSE, AIM, Nazdaq and ASX markets.

During the past three years Mr Syropoulo has not served as Director for any other ASX listed companies.

Mr Jiandong He (appointed 28 February 2020)**Non-Executive Director***B.Eng*

Mr He is one of the founders of the Shenke Slide Bearing Corporation a Chinese listed company. He was appointed as the vice general manager and general manager of the Shenke Slide Bearing Corporation. He is currently the general manager of Shanghai Shenke Slide Bearing company and director and chairman of Singapore Shenke International Investment Pte. Ltd.

During the past three years Mr He has not served as Director for any other ASX listed companies.

Mr Meng Weijun (appointed 28 February 2020)**Non-Executive Director***Ph.D Economics*

Mr Weijun was appointed as the general manager of Zhejiang Jiyang Construction Group, the CEO of Taiyuan Lion Head Cement Co. LTD a Chinese listed company, the Chairman of Zhejiang Long Water Purification Industry Co. LTD. He is the Vice Chairman of Jiangsu Dazhou Biotechnology Co., Ltd, the director of Shanghai Naco Lube Co., Ltd.

During the past three years Mr Weijun has not served as Director for any other ASX listed companies.

Angang Shen (resigned 28 February 2020)**Chairman**

Mr Angang Shen joined the Board of A-Cap in November 2013, bringing with him years of expertise and success in the areas of finance, investment, real estate and mining resources.

John Fisher-Stamp (resigned 19 February 2020)**Independent Non-Executive Director, Chairman of the Audit Committee***FCA, FTIA, GAICD, MIMC*

Mr Fisher-Stamp is a Chartered Accountant and has worked in the resources sector for the past 14 years. Mr Fisher-Stamp has held executive and consulting positions in corporate finance and as CFO. These roles covered compliance with corporate regulations and reporting in Australia, USA, UK and Asia.

Mr Fisher-Stamp's experience extends to Public Practice as a Chartered Accountant and Principal with DKM Group, Brisbane for 8 years and a Partner with Deloitte, Brisbane, Australia for 10 years providing business advisory, corporate taxation and support services.

Mr Chenghu Zhu (resigned 28 February 2020)

Non-Executive Director, Member of the Audit Committee

Mr Zhu is an economist having held senior positions across a successful career in Industry & Commerce. Mr Zhu commenced his career as the manager of Yancheng Longgang Supply and Marketing Corporation from 1980 to 1992 and the General Manager of Yancheng Huaxin Industrial General Corporation from 1992 to 1995. Mr Zhu held a Directorship at Yancheng Suburban Government Corporation from 1995 to 1998. Mr Zhu has held the following senior positions:

- Chairman of Jiangsu Huaxing Investment Group (since 1998)
- Deputy President of Jiangsu Federation of Industry and Commerce (since 2012)
- Deputy Chairman of Yancheng Federation of Industry and Commerce (since 2012)
- President of Yandu Association of Enterprises (since 2012)
- Director of Jiangsu Shengan Resources Group Co Ltd

Interest in the shares of the Company

As at the date of this report, the interests of the Directors in the shares and options of the Company were:

	P Ingram	M Liu	JJ Niu	M Syropoulo	J He	M Weijun
Ordinary Shares	7,949,234	11,362,900	-	-	-	-

Directors' Performance Rights Holdings

As at the date of this report, the number of performance rights held by each Director in the Company were:

Director	As at date of report
P Ingram	4,000,000
M Liu	4,000,000
JJ Niu	4,500,000

COMPANY SECRETARY

Malcolm Smartt

BA (Accounting), Grad Dip Corporate Management, FCPA, FCIS, FCIM

Mr Smartt is a Corporate Consultant to listed and unlisted public companies. He is a qualified Accountant and Company Secretary having had considerable experience in Directorial, Financial and Company Secretary roles with a number of listed companies in the resource sector in Australia, South East Asia and Africa.

DIRECTORS' MEETINGS

The number of meetings of the Company's Board of Directors held during the year ended 30 June 2020, and the numbers of meetings attended by each Director were:

Director	Board of Directors		Audit Committee	
	Held	Attended	Held	Attended
P Ingram	4	4	1	1
M Liu	4	4	1	1
JJ Niu	4	3	N/A	N/A
M Syropoulo ¹	2	2	N/A	N/A
J He ²	2	2	N/A	N/A
M Weijun ²	2	2	N/A	N/A
J Fisher-Stamp ³	2	2	1	1
A Shen ⁴	2	2	N/A	N/A
CH Zhu ⁴	2	2	1	-

¹ Appointed 2 December 2019

² Appointed 28 February 2020

³ Resigned 19 February 2020

⁴ Resigned 28 February 2020

PRINCIPAL ACTIVITIES

The Consolidated Group's principal activities during the year have been:

- Farm-in to the exploration joint venture with Wiluna Mining Limited to acquire a 75% farm-in interest in the nickel, cobalt and associated reserved minerals of the Wiluna Nickel-Cobalt Project, Western Australia.

There were no significant changes in the nature of the Consolidated Group's principal activities during the financial year.

REVIEW OF OPERATIONS

Diversified Minerals Strategy

A-Cap has a clean energy approach towards future energy requirements, diversifying its minerals portfolio focussing on the acquisition of nickel-cobalt laterite projects. The nickel and cobalt battery materials industry is responding to an anticipated demand increase driven predominantly by the new electric vehicle (EV) battery industry. The Wilconi Project represents A-Cap's first nickel-cobalt laterite project.

Wilconi Project

In September 2019, independent geological resource specialists, Mining Plus Pty Ltd (Mining Plus) were commissioned by A-Cap using historical and recent drilling data to estimate the Wilconi resource to the latest JORC standard. The work involved utilising results of 443 drillholes and 18,425 assays to create the updated resource model. Geological modelling of the high cobalt-nickel zone from the underlying dominantly nickel zone helped discriminate the cobalt rich areas of the resource.

REVIEW OF OPERATIONS (CONTINUED)

Wilconi Project (continued)

By dividing the zones based both on the background magnesium content as well as selected cut-off grades, the resource geologists defined ore shells that geologically and metallurgically better reflect the practical conditions for future mining. The overall global inferred resource of 78.8 million tonnes grading 0.74% nickel and 0.07% cobalt has been divided into an overlying cobalt dominant zone (29 million tonnes) and an underlying nickel dominant zone (49.7 million tonnes).

Ongoing metallurgical testwork objectives are intended to define the Wilconi ore body's preferred ore processing method, processing technology and flow sheet design. The company will ensure the selection of its preferred processing method and flow sheet design is cost effective in terms of capital investment and operating expenditures. Additionally, the preferred processing method will need to meet best practice environmental standards in processing and ore refuse management.

Following the completion of a metallurgical drill sampling programme early April 2019, (refer ASX announcement dated 30 April 2019), representative ore samples were prepared and sent for external minerals assay and then delivered to selected labs for metallurgical atmospheric leach testing. The results of the testwork clearly demonstrate that the Wilconi ore reacts favourably to a variety of different leaching solutions used in the industry.

In January 2020, leach tests completed at the Australian Nuclear Science and Technology Organisation (ANSTO) in New South Wales showed that high cobalt recoveries (83%) could be achieved at room temperature using low levels of sulfuric acid and sulfur dioxide. At slightly higher temperatures and under more acidic conditions nickel recoveries were over 90%. Refer ASX announcement dated 29th January 2020 for further information.

In April 2020 metallurgical testwork continued with Simulus Laboratories (Perth) evaluating the "baked acid" method, where acid is added to dry ore and baked prior to leaching of the metals with water. The aim of the tests were to determine if high metal recoveries could be achieved while reducing acid consumption. Tests were conducted over a range of acid doses, baking temperatures, baking times and sodium sulphate addition. Results of the baked acid tests showed that high cobalt (72-80%) and nickel (73-80%) recoveries could be achieved with modest acid consumptions. The addition of sodium sulphate prior to leaching significantly improved cobalt and nickel recoveries to between 88 and 92%. Refer ASX announcement dated 27th April 2020 for further information.

Metallurgical testwork is on-going, aimed at identifying the optimum processing method, targeting the highest cobalt and nickel recoveries while minimising capital and operating costs. To continue the metallurgical testing programme more sample representative of ores across the deposit are required. Drilling has been planned to collect these bulk samples in the 2nd half 2020. A programme of work (POW) has been approved by the Department Mines Industry Regulation and Safety (DMIRS) for the drilling and access to the drill sites have been prepared.

In-house modelling of the geology, structure, laterite profile and nickel – cobalt geochemistry of the resource was conducted to get a better understanding on the controls on mineralisation. Results identified near surface (<10m) higher grade areas and thicker zones of mineralisation localised along steep structures, "keels" that will be the focus of exploration when drilling recommences.

BPL Environmental (Perth, WA) were approached to detail what government environmental approvals would be required as part of a feasibility study and approvals pathway through to mining. The BPL report included a list of technical studies required, anticipated timing and costs.

REVIEW OF OPERATIONS (CONTINUED)

Letlhakane Uranium Project

The Letlhakane Uranium Project, located in Botswana, is one of the world's largest undeveloped Uranium Deposits. A Mining Licence designated ML 2016/16L was granted on 12 September 2016 and is valid for 22 years. The Department of Environmental Affairs formally approved the Letlhakane Uranium Project's Environmental Impact Statement on 13 May 2016. Provisional surface rights were granted on 6 June 2016.

The Company's Letlhakane Uranium Project remains an important project asset within the diversified minerals strategy. While the nuclear industry is confident in the long-term fundamentals of uranium and nuclear power, there is less certainty in the short term with industry expectation that the market will gradually move towards balance from calendar year 2025.

On Tuesday 20 August 2019, the Company received confirmation by letter from the Botswana Minister of Mineral Resources, Green Technology and Energy Security, that the amendment was approved. The amended date for the commencement of the pre-construction and construction period is 30th October 2021.

A-Cap is keeping its Letlhakane Uranium Project on a low-cost strategy with a small team in Botswana to keep the licence in good stead and keep communicating the project to the local communities. There has been some upward movement in the uranium price this financial year which is a positive sign of a forecast supply constraints in the coming years.

The Company has reduced the carrying value of the Letlhakane Uranium Project during the half-year ended 31 December 2019 to \$25 million. Given the continued low uranium price and decline in the Company's share price, the Company undertook a review of the carrying value and based on past exploration expenditure, status of the uranium market and comparative valuations of similar projects; has assessed the recoverable amount at \$25 million, resulting in a write-down of \$27.6 million during the year.

CORPORATE ACTIVITY

- From 1 September 2019, the board of directors voluntarily suspended directors fees and director associated service fees until the completion of a capital raising.
- The repayment date of the short-term accommodation facility of A\$500,000 from Mr Angang Shen has been extended requiring repayment of all principal and capitalised interest on or before 28 March 2021.
- The Company secured a further short-term accommodation facility from Mr Angang Shen of A\$200,000 on 25 September 2019, repayable in 12 months at an interest rate of 10% p.a. The repayment of this facility has been extended to 25 September 2021.
- The Company secured a loan of A\$500,000 from Shenke International Investment Pty Ltd which was drawn down on 7 January 2020.

LIKELY DEVELOPMENTS

Likely developments in the operations of the consolidated group and the expected results of those operations in future years have not been included in this report as the inclusion of such information is likely to result in unreasonable prejudice to the consolidated group.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

- On 28 February 2020, the Company held a general meeting of shareholders whereby the following resolutions were passed:
 - o Resolution 1 – Approval of the Acquisition of shares in the Company by Singapore Shenke International Investment Pty Ltd
 - o Resolution 2 – Appointment of Mr Jiangdong as a Director
 - o Resolution 3 – Appointment of Mr Meng Weijun as a Director
- The approval of the acquisition of shares was for 357,786,934 shares currently held by Jiangsu Shengan Resources Group and the transfer is subject to several conditions that should be fulfilled in the near future. Until these conditions are fulfilled, the shares are held under a voluntary escrow.

There have been no other significant changes in the state of affairs during this financial year.

FINANCIAL RESULTS

The consolidated loss for the year attributable to the members of the Consolidated Group was \$29,052,604 (2019: \$8,700,450).

The net assets of the Consolidated Group for the financial year ended 30 June 2020 was \$20,648,698 (2019: \$48,454,552).

DIVIDENDS

As the Company's principal activities are minerals exploration it has not as yet paid any dividends and does not see any short-term return to shareholders via dividend payments.

ENVIRONMENTAL ISSUES

The Consolidated Group's exploration activities in Botswana are governed by the Botswana Mines and Mineral Act 1999 and the Botswana Environmental Assessment Act 2011. The Department of Environmental Affairs formally approved A-Cap's Environmental Impact Statement for the Letlhakane Uranium Project on 13 May 2016 in accordance with Section 12 (1a) of the Botswana Environmental Assessment Act, No.10, of 2011.

The Department of Mines, Industry Regulation and Safety (DMIRS) ensures the responsible development of Western Australia's (WA) mineral, petroleum and geothermal resources. This includes regulating industry to ensure environmental compliance and implementation of best practice environmental management. Environmental approvals for exploration activities are granted in accordance with the [Mining Act 1978](#) and include a Programme of Work, submitted when a company plans to disturb the ground with mechanised equipment to explore or prospect for minerals.

To the best of the Directors' knowledge, the Group has adequate systems in place to ensure compliance with the requirements of the applicable environmental legislation and is not aware of any breach of those requirements during the financial year and up to the date of the Directors' Report.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

- On 17 July 2020, the Company and Mr Angang Shen entered into a Deed of Variation to extend the repayment date of the A\$500,000 loan to 28 March 2021.
- On 20 July 2020, the Company and Mr Angang Shen entered into a Deed of Variation to extend the repayment date of the A\$200,000 loan to 25 September 2021.
- On 22 July 2020, Singapore Shenke International Investment Pte Ltd advanced the Company A\$100,000 as a working capital loan.
- On 26 August 2020, the Company and Singapore Shenke International Investment Pte Ltd entered into Loan Agreement for US\$100,000. The loan is unsecured and at an interest rate of 10% p.a. The principal and interest are repayable at the earliest of the completion of the next round of capital raisings or 12 months from the drawdown date.
- On 25 September 2020, the Company and Singapore Shenke International Investment Pte Ltd entered into Loan Agreement for A\$120,000. The loan is unsecured and at an interest rate of 10% p.a. The principal and interest are repayable at the earliest of the completion of the next round of capital raisings or 12 months from the drawdown date.

Other than the matters discussed above, there has not arisen in the interval between the end of the financial year and the date of this report, any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Company to affect the operations of the Consolidated Group, the results of these operations or the state of affairs of the Consolidated Group in subsequent years.

REMUNERATION REPORT - AUDITED

Remuneration Policy

Executive Director Remuneration

The remuneration policy of A-Cap Energy Limited has been designed to align Executive Director and executive objectives with shareholder and business objectives by providing a fixed remuneration component and offering specific long-term incentives. The Board of A-Cap Energy Limited believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best executives and Executive Directors to run and manage the Consolidated Group, as well as create goal congruence between Directors, executives and shareholders.

The Board's policy for determining the nature and amount of remuneration for Board members and senior executives of the Consolidated Group is as follows:

- The remuneration policy, setting the terms and conditions for the Executive Directors and other senior executives was developed internally based on industry-wide benchmarks, and approved by the Board based on the research and information provided.
- All executives receive a base salary (which is based on factors such as length of service and experience).
- The Board reviews executive packages annually by reference to executive performance and remuneration packages for similar positions in comparable companies.

Directors and executives receive a superannuation guarantee contribution in compliance with government requirements. All remuneration paid to Directors and executives is valued at the cost to the Company and expensed.

Non-Executive Director Remuneration

The Board's policy is to remunerate Non-Executive Directors at market rates for time, commitment and responsibilities. The Board determines payments to the Non-Executive Directors and reviews their remuneration annually, based on market practice, duties and accountability. The maximum aggregate directors' fees (currently set at \$400,000 p.a. as of the 2016 Annual General Meeting) that can be paid to Non-Executive Directors is subject to approval by shareholders at the Annual General Meeting. Fees for Non-Executive Directors are not linked to the performance of the Consolidated Group. The maximum aggregate fees exclude consulting fees paid to Non-Executive Director's for work outside the scope of their role as Non-Executive Directors. Consulting fees paid to Non-Executive Directors are in a Non-Executive capacity and do not impair the independence of Non-Executive Directors.

A Director Long Term Incentive Plan (DLTIP) was approved by Shareholders at the 2018 Annual General Meeting, designed to provide long term incentives through the issue of Performance Rights to eligible Directors, subject to shareholder approval in order to assist in the motivation and retention of those Directors. The terms of the DLTIP are set out in detail in the remuneration report. To align Directors' interests with shareholder interest, the Directors are encouraged to hold shares in the Company. Directors performance rights are issued in accordance with resolutions passed at the Company's Annual General Meeting.

REMUNERATION REPORT – AUDITED (CONTINUED)

Company Performance, Shareholders Wealth and Directors' and Executives Remuneration

Remuneration of Directors is not impacted by the following

- (i) Dividends paid by the Company to its shareholders during the year;
- (ii) Changes in share price at which shares in the Company are traded between the beginning and the end of the year;
- (iii) Any return of capital by the Company to its shareholders during the year that involves cancellation of shares in the Company and payments to shareholders that exceeds the price at which shares in that class are being traded at the time when the shares are cancelled; and
- (iv) Any other relevant matter.

Key Management Personnel (other than Directors) Remuneration Policy

The Board's policy for determining the nature and amount of remuneration of key management (other than directors) for the group follows.

The remuneration structure for key management personnel (other than directors) is based on a number of factors, including length of service and particular experience of the individual concerned. The contracts for service between the Company and key management personnel are on a continuing basis, the terms of which are not expected to change in the immediate future. Upon retirement, key management personnel are paid employee benefit entitlements accrued at the date of retirement.

For the reporting year, director and executive remuneration packages included performance-based remuneration relating to the issue of performance rights and unlisted options. Performance rights and options issued are commensurate with the level of responsibility held by the director or executive, and aligns the long-term goals and objectives between shareholders, directors and executives.

Service Agreements

As at the date of this report, the Company has the following service agreements with Directors. All the fees under these service agreements have been voluntarily suspended from 1 September 2020:

Paul Anthony Ingram

Entity:	Fabian Entertainment Pty Ltd
Related party:	Mr Ingram is a director and major shareholder of Fabian Entertainment Pty Ltd and a beneficiary of the Paul Ingram Family Trust.
Fee:	US\$5,000 per month
Terms of payment:	Monthly invoice issued at the start of each month, 100% settled in cash within 14 days.
Notice period:	30 days

Mr Ingram's service agreement is for the provision of corporate advisory services to A-Cap including capital markets, business development, project technical support and market making.

REMUNERATION REPORT – AUDITED (CONTINUED)**Michael Liu**

Entity:	V & D Investments
Related party:	Mr Liu is a director and major shareholder of V & D Investments.
Fee:	US\$5,000 per month
Terms of payment:	Monthly invoice issued at the start of each month, 100% settled in cash within 14 days.
Notice period:	30 days

Mr Liu's service agreement is for the provision of corporate advisory services to A-Cap including capital markets, investor liaison and market making.

John Fisher-Stamp (resigned 19 February 2020)

Entity:	Catus Pty Ltd
Related party:	Mr Fisher-Stamp is a director and major shareholder of Catus Pty Ltd and a beneficiary of the Innovation Trust
Fee:	US\$5,000 per month
Terms of payment:	Monthly invoice issued at the start of each month, 100% settled in cash within 14 days.
Notice period:	30 days

Mr Fisher-Stamp's service agreement is for the provision of corporate advisory services to A-Cap including capital markets, finance, disclosure documents, commercial and contractual advice, key functional responsibilities commensurate with a CFO.

Angang Shen (resigned 28 February 2020)

Fee:	US\$5,000 per month
Terms of payment:	Monthly invoice issued at the start of each month, 100% settled in cash within 14 days.
Notice period:	30 days

Mr Shen's service agreement is for the provision of capital markets advisory and support services to be performed in China and Hong Kong.

No executive is entitled to any termination benefits as defined under the Corporations Act 2001.

Use of Remuneration Consultants

Due to the size and nature of the organisation, the Company has not engaged remuneration consultants to review and measure its policy and strategy. The Board reviews remuneration strategy periodically and may engage remuneration consultants in future to assist with this process.

Voting and comments made at the company's 2018 Annual General Meeting ('AGM')

At the 2019 AGM held on 29 November 2019, the remuneration report was passed by the required majority.

REMUNERATION REPORT – AUDITED (CONTINUED)

Key Management Personnel

The directors and other key management personnel of the Consolidated Group during or since the end of the financial year were:

Mr Paul Anthony Ingram	Deputy Chairman, Independent Non-Executive Director
Mr Michael Liu	Independent Non-Executive Director
Mr Jijing Niu	Non-Executive Director
Mr Mark Syropoulo	Independent Non-Executive Director, appointed 2 December 2019
Mr Jiandong He	Non-Executive Director, appointed 28 February 2020
Mr Meng Weijun	Non-Executive Director, appointed 28 February 2020
Mr John Fisher-Stamp	Independent Non-Executive Director, resigned 19 February 2020
Mr Angang Shen	Chairman, Non-Executive Director, resigned 28 February 2020
Mr Chenghu Zhu	Non-Executive Director, resigned 28 February 2020
Mr Harry Mustard	Exploration Manager
Mr Nicholas Yeak	Group Financial Controller & Company Secretary, resigned 21 October 2019

Directors

Name	Short-term Benefits			Long-term benefits	Post-employment benefits	Share-based payments	Total	Relative proportion of remuneration linked to performance	
	Salary & Fees \$	Consulting Fees \$	Annual Leave \$	Long Service leave \$	Superannuation \$	Performance Rights \$		Fixed %	Performance based %
30 June 2020									
P Ingram	7,610	14,383	-	-	723	-	22,716	100	-
M Liu	8,334	14,473	-	-	-	-	22,807	100	-
JJ Niu	8,334	-	-	-	-	-	8,334	100	-
M Syropoulo	-	-	-	-	-	-	-	100	-
J He	-	-	-	-	-	-	-	100	-
M Weijun	-	-	-	-	-	-	-	100	-
J Fisher-Stamp	7,610	14,383	-	-	723	-	22,716	100	-
A Shen	8,334	14,473	-	-	-	-	22,807	100	-
CH Zhu	8,334	-	-	-	-	-	8,334	100	-
Total	48,556	57,712	-	-	1,446	-	107,714	100	-
30 June 2019									
A Shen	50,004	83,423	-	-	-	77,637	211,064	63	37
P Ingram	45,662	83,526	-	-	4,338	62,110	195,636	68	32
J Fisher-Stamp	45,662	83,526	-	-	4,338	62,110	195,636	68	32
M Liu	50,004	83,564	-	-	-	62,110	195,678	68	32
JJ Niu	50,004	-	-	-	-	69,874	119,878	52	58
CH Zhu	50,004	-	-	-	-	69,874	119,878	52	58
Total	291,340	334,039	-	-	8,676	403,715	1,037,770	61	39

REMUNERATION REPORT – AUDITED (CONTINUED)

Executives

Name	Short-term Benefits			Long-term Benefits	Post-employment benefits		Share-based payments	Relative proportion of remuneration linked to performance		
	Salary \$	Consulting Fees \$	Annual leave \$	Long service leave \$	Superannuation \$	Termination benefits \$	Options \$	Total \$	Fixed %	Performance Based %
30 June 2020										
H Mustard	-	126,000	-	-	-	-	19,847	145,847	86	14
N Yeak	51,412	-	41,144	38,549	4,884	-	-	135,989	100	-
Total	51,412	126,000	41,144	38,549	4,884	-	19,847	281,836	93	7
30 June 2019										
P Thomson*	54,449	-	-	-	-	-	-	54,449	100	-
A Jones**	107,074	-	19,676	-	-	-	-	126,750	100	-
H Mustard***	-	191,739	-	-	-	-	13,761	205,500	93	7
N Yeak****	161,207	-	-	3,441	15,675	-	13,761	194,084	93	7
Total	322,730	191,739	19,676	3,441	15,675	-	27,522	580,783	95	5

* Mr Thomson retired as Chief Executive Officer on 8 August 2018. The service agreement with his company Raba-Rax Solutions (Pty) Ltd ended on 30 September 2018.

** Mr Jones ceased being a key management personnel of the Company following his resignation from his position as Operations Manager based in Francistown, Botswana on 9 December 2018. Mr Jones is engaged as a consultant of the Company from 15 January 2019.

*** Mr Mustard holds the position of Exploration Manager, entering into a service agreement with the Company from 10 August 2018.

**** Mr Yeak's salary includes an annual leave adjustment of (\$3,792).

Performance Rights Issued as part of remuneration of Key Management Personnel

26,000,000 performance rights were issued to directors as part of remuneration during the 2019 financial year, pursuant to the A-Cap Director Long Term Incentive Plan approved by shareholders at the 2018 AGM (2018: Nil). These performance rights remain on issue as at the balance date and the date of this report.

Name	Balance 1 July 19	Granted	Forfeited	Exercised	Balance 30 June 20	Unvested	Fair Value at Grant Date \$	Expiry Date
A Shen	5,000,000	-	(5,000,000)	-	-	-	\$151,334	n/a
P Ingram	4,000,000	-	-	-	4,000,000	4,000,000	\$121,067	18/12/2021
J Fisher-Stamp	4,000,000	-	(4,000,000)	-	-	-	\$121,067	n/a
M Liu	4,000,000	-	-	-	4,000,000	4,000,000	\$121,067	18/12/2021
JJ Niu	4,500,000	-	-	-	4,500,000	4,500,000	\$136,201	18/12/2021
CH Zhu	4,500,000	-	(4,500,000)	-	-	-	\$136,201	n/a

Refer Note 13 of the Financial Report for vesting conditions. No rights had vested as at the reporting date.

Options Issued as part of remuneration of Key Management Personnel

6,000,000 unlisted options were issued to key management personnel as part of remuneration during the 2019 financial year, pursuant to the A-Cap Executive and Consultant Share Option Plan approved by shareholders at the 2018 AGM (2018: Nil). These options were forfeited on resignation of the key management personnel in the 2020 financial year.

REMUNERATION REPORT – AUDITED (CONTINUED)

Grant Date	Vesting Period	Number of Options	Exercise Price	Fair Value of Options at Grant Date \$	Expiry Date
18/12/2018	Vesting Period 1	1,500,000	\$0.115	\$24,375	17/06/2022
18/12/2018	Vesting Period 2	1,500,000	\$0.115	\$24,375	17/06/2022
18/12/2018	Vesting Period 3	3,000,000	\$0.115	\$48,750	17/06/2022

Refer Note 13 of the Financial Report for vesting conditions. No options had vested as at the reporting date.

- The options are unlisted but upon exercise will rank equally in all respects with the fully paid ordinary shares in the Company
- The options tabled above are performance related
- No option holder has the right under the options to participate in any other share issue of the Company or any other entity
- No options vested or were exercised during the financial year to 30 June 2020 and subsequent to the reporting date.

Number of Shares held by Key Management Personnel

2020	Balance 1.7.2019	Remuneration	Net Change Other ¹	Balance 30.6.2020
Directors				
P Ingram	7,949,234	-	-	7,949,234
M Liu	11,362,900	-	-	11,362,900
JJ Niu	-	-	-	-
M Syropoulo	-	-	-	-
J He	-	-	-	-
M Weijun	-	-	-	-
J Fisher-Stamp	6,367,868	-	(6,367,868)	-
A Shen	173,341,278	-	(173,341,278)	-
CH Zhu	-	-	-	-
Executives				
H Mustard	-	-	-	-
N Yeak	-	-	-	-
Total	198,921,280	-	-	19,312,134

¹ Forfeited on resignation

Director Long Term Incentive Plan

A resolution to establish a Director Long Term Incentive Plan (DLTIP) was approved by Shareholders at the 2018 Annual General Meeting held on 22 November 2018. The Director LTI Plan superseded the A-Cap Directors Share Plan that was previously approved by shareholders at the Annual General Meeting of A-Cap Energy Limited held on the 16th November 2015 (**Old Plan**).

REMUNERATION REPORT – AUDITED (CONTINUED)

The DLTIP is designed to provide long term incentives through the issue of Performance Rights to eligible Directors, subject to shareholder approval in order to assist in the motivation and retention of those Directors. The Performance Rights will entitle eligible Directors to Shares, subject to certain performance measures (vesting conditions) being met. The Director LTI Plan seeks to:

- i. link the reward of Directors to the performance of the Company and the creation of shareholder value; and
- ii. align the interests of Directors more closely with those of shareholders.

The Director LTI Plan operates as follows:

- All non-executive and independent directors of the Company are eligible to participate in the Director LTI Plan. The board may also determine any other director of the Company to be eligible
- The Board will make an offer to eligible directors to participate in the Director LTI Plan by providing an offer document. Upon acceptance of the offer by the director (Participant), the Company will issue the director the number of Performance Rights specified in the offer document. The Performance Rights are granted at a nil issue price and for nil consideration.
- The Performance Rights will be subject to performance measures which will be outlined in the offer document. The performance measures will be linked to certain milestones in the market capitalisation of the Company. The Performance Rights will be allocated between four equal tranches between each of the four performance measures.
- Once the performance measures attached to each Performance Right are met, the Performance Right will vest and the Director will be entitled to Shares in the Company, the number of which will be equal to the number of Performance Rights which have vested. Following the vesting of the Performance Rights, the Company will, at the Company's discretion, either issue new Shares to directors or acquire Shares on the ASX for the benefit of directors under the Director LTI Plan.
- The Performance Rights issued are subject to adjustment in certain circumstances, including in the event of the Company making a pro rata entitlement offer of new Shares, a pro rata bonus issue, subdividing or consolidating its Shares, making a return of capital to shareholders, cancelling share capital or reorganising its share capital.
- A Participant may retain its Performance Rights and entitlement to be issued Shares, subject to the terms of the Director LTI Plan if the Participant ceases office as a director of the Company in circumstances where the Participant is a good leaver. A Participant will be a vested leaver if they are not a non-vested leaver. A Participant will be a non-vested leaver if they are disqualified or prohibited from being a director under the Corporations Act, the constitution, or if the Board determines the Participant is a non-vested leaver. If a Participant is a non-vested leaver, then all Performance Rights held by that Participant will automatically lapse, unless the Board determines otherwise.
- The Director LTI Plan will be administered by the Board who, subject to the ASX Listing Rules, may amend or vary the plan.

REMUNERATION REPORT – AUDITED (CONTINUED)

- In the event of any reorganisation of the issued ordinary share capital of the Company, the number of Shares to be delivered in respect of each Vested Right or the amount payable, if any, by a Participant in respect of Shares to be delivered to a Participant will be reorganised in the manner specified in the ASX Listing Rules as applicable at the time of the reorganisation.
- A Participant cannot participate in new issues of Shares or other securities to holders of Shares unless the Shares in respect of the Vested Rights held by the Participant have been issued, or purchased and transferred, as applicable, to and registered in the name of, the Participant before the record date for determining entitlements to the new issue.

A-Cap Executive and Consultant Share Option Plan

A resolution to establish the A-Cap Executive and Consultant Share Option Plan (ESOP) was approved by Shareholders at the 2018 AGM held on 22 November 2018. The ESOP superseded the A-Cap Share Option Plan (Old Share Plan) previously approved at the AGM of A-Cap Energy Limited on 16 November 2015.

The purpose of the ESOP is to provide certain employees and executives, as determined by the Board, an opportunity to accept an offer from the Company to acquire an option to acquire Shares. Such an employee incentive scheme assists the Company with recruitment, reward, retention and motivation of certain employees and executives of the Company.

In summary, the ESOP operates as follows:

- The following persons are eligible participants for the purpose of the ESOP:
 - a full or part time employee of the Company or an associated body corporate;
 - a contractor, consultant or casual employee of the Company or an associated body corporate, who is or might reasonably be expected to be engaged in work the number of hours that are the pro-rata equivalent of 40% or more of a comparable full-time position; and
 - any other person that the Board resolves to be an eligible participant.
- On issuing an offer inviting an eligible participant to participate in the ESOP, the Board will determine the terms of the options proposed to be issued, including any vesting conditions, the exercise price, the exercise period and any other terms or conditions that will apply to the options.
- The Company will not be permitted to issue options under the ESOP if the number of Shares issued under any employee incentive scheme of the Company, together with the number of Shares that would be issued on the exercise of issued options, issued within the previous 3 years, exceeds 5% of the issued outstanding Shares.
- Options are non-transferrable except with the prior written consent of the Board or where required by law in certain circumstances. The options will not be quoted on the ASX.
- The Board may impose any restriction as to disposal or other dealing by an eligible participant for a period in respect of the Shares issued as part of the terms and conditions of the grant of the options and may implement any procedure it considers appropriate that complies with the ASX Listing Rules to ensure the Eligible Participants' compliance with the restrictions.

REMUNERATION REPORT – AUDITED (CONTINUED)

- There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders of the Company during the currency of the Options.
- The options issued are subject to adjustment in certain circumstances, including in the event of the Company making a pro rata entitlement offer of new Shares, a pro rata bonus issue, subdividing or consolidating its Shares, making a return of capital to shareholders, cancelling share capital or reorganising its share capital.
- An eligible participant may retain its Options and entitlement to be issued Shares, subject to the terms of the ESOP if the eligible participant ceases employment by or engagement with the Company in circumstances where the Eligible Participant is good leaver. An eligible participant will be a good leaver if they cease employment on the basis of retirement, redundancy or voluntary resignation or if the eligible participant dies or suffers total and permanent disability.
- If an eligible participant is a bad leaver, then all Options held by that eligible participant will automatically lapse, unless the Board determines otherwise. An Eligible Participant will be a bad leaver if they cease to be an eligible participant and they are not a good leaver, including where the eligible participant's employment is terminated for cause or the Board determines in its absolute discretion to be a bad leaver.
- The Board will manage and administer the ESOP for the Company and may amend the ESOP at any time, subject to certain exceptions (such as where the amendment would reduce existing rights, and where required otherwise by the ASX Listing Rules).
- If at any time the capital of the Company is reorganised, the terms of the Options will be changed in a manner required by the ASX Listing Rules at the time of the reorganisation or, subject to the Corporations Act and the ASX Listing Rules, as determined by the Board or the shareholders of the Company.

Number of Options Held by Key Management Personnel

2020	Balance 1.7.2019	Remuneration	Options Exercised	Options Expired During the Year	Net Change Other ¹	Balance 30.6.2020	Vested and exercisable 30.6.2020	Unvested and unexercisable 30.6.2020
Executives								
H Mustard	3,000,000	-	-	-	-	3,000,000	-	3,000,000
N Yeak	3,000,000	-	-	-	(3,000,000)	-	-	-
Total	6,000,000	-	-	-	-	3,000,000	-	3,000,000

¹ Forfeited on resignation

There are no options held by Directors during the year ended 30 June 2020.

There have been no other transactions involving equity instruments other than those described in the remuneration report. For details of other Key Management Personnel transactions, refer to Note 21: Related Party Information.

REMUNERATION REPORT – AUDITED (CONTINUED)

Company Performance and its Consequences on Shareholder Wealth

It is currently not possible to accurately determine the Company's performance using generally accepted measures such as profitability and total shareholder return, as the Company is a minerals exploration company with no operating revenue. This assessment will be developed if and when the Company progresses into the mining production phase. The table below shows the gross revenue, losses and loss per share for the last five years for the Company:

		2020	2019	2018	2017	2016
Revenue and other income	\$	97,148	19,991	94,960	214,171	993,060
Net loss	\$	29,052,604	8,700,450	1,457,842	2,762,418	1,307,836
Loss per share	cents	3.33	1.00	0.17	0.33	0.23
Share price at year end	\$	0.007	0.031	0.046	0.051	0.039

OPTIONS ON ISSUE

No unlisted options were issued as part of remuneration during the year (2019: 9,000,000).

At the date of this Report, the unissued ordinary shares of the Company under option are as follows:

Grant Date	Date of Expiry	Exercise Price	Number of Options
18/12/18	17/06/2022	11.5c*	4,250,000
Total			4,250,000

* Refer Note 13 of the Financial Report for vesting conditions. No options vested during the period.

The options are unlisted and subject to vesting conditions and the terms of the A-Cap Executive and Consultant Share Option Plan.

This concludes the remuneration report which has been audited.

INDEMNIFICATION AND INSURANCE OF DIRECTORS, OFFICERS AND AUDITORS

The Company has agreed to indemnify the current directors and officers of the Company against all liabilities to another person (other than the Company or a related body corporate) that may arise from their designated position of the Company, except where the liability arises out of conduct involving a lack of good faith. The agreement stipulates that the Company will meet to the maximum extent permitted by law, the full amount of any such liabilities, including costs and expenses.

The Company paid a premium during the year in respect of a director and officer liability insurance policy, insuring the directors of the Company, the company secretary, and all executives of the Company against a liability incurred as such a director, secretary or executive officer to the extent permitted by the Corporations Act 2001.

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.

The amount paid for the indemnification of directors, officers and auditors cannot be disclosed due to commercial confidential reasons.

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party to take responsibility on behalf of the Company for all or any part of those proceedings.

NON-AUDIT SERVICES

There were no fees for non-audit services paid to the external auditors during the year ended 30 June 2020.

AUDITOR'S INDEPENDENCE DECLARATION

The lead Auditor's Independence Declaration for the year ended 30 June 2020 has been received and can be found on page 21 of this Report.

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



Paul Ingram

Deputy Chairman

Dated this 30th day of September 2020

Perth, Western Australia

**AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE
CORPORATIONS ACT 2001 TO THE DIRECTORS OF A-CAP ENERGY LIMITED AND
ITS CONTROLLED ENTITIES**

I declare that, to the best of my knowledge and belief during the year ended 30 June 2020 there have been:

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

William Buck

William Buck Audit (Vic) Pty Ltd
ABN 59 116 151 136

N. S. Benbow

N. S. Benbow
Director

Dated this 30th day of September, 2020

ACCOUNTANTS & ADVISORS

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CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**FOR THE YEAR ENDED 30 JUNE 2020**

	Notes	2020 \$	2019 \$
Revenue		-	-
Other income	2	97,148	19,991
Administration		(666,283)	(510,978)
Corporate		(79,411)	(1,344,606)
Employment		(273,178)	(1,078,624)
Finance cost		(377,155)	(257,483)
FX gain/(loss)		(127,646)	33,777
Impairment of capitalised exploration and evaluation	6	(27,626,079)	(5,562,527)
Loss before income tax expense		(29,052,604)	(8,700,450)
Income tax expense	3	-	-
Loss after income tax expense		(29,052,604)	(8,700,450)
Other Comprehensive Income			
Items that may be reclassified to profit & loss			
Losses arising from translation of foreign controlled operation		1,218,634	2,120,745
Total comprehensive loss		(27,833,970)	(6,579,705)
Loss per Share:			
Basic / Diluted loss per Share (cents per share)	11	(3.33)	(1.00)

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2020

	Notes	2020 \$	2019 \$
ASSETS			
Current assets			
Cash and cash equivalents	4	280,531	1,952,215
Security deposits		61,411	-
Trade and other receivables	5	13,296	22,313
Prepayments		98,330	183,499
Total current assets		453,568	2,158,027
Non-current assets			
Plant and equipment		13,066	26,879
Capitalised exploration and evaluation	6	28,923,966	54,307,827
Total non-current assets		28,937,032	54,334,706
TOTAL ASSETS		29,390,600	56,492,733
LIABILITIES			
Current liabilities			
Trade & other payables	7	106,519	208,287
Provision for employee entitlements		39,475	75,396
Interest-bearing liabilities	8	1,471,440	536,438
Total current liabilities		1,617,434	820,121
Non-Current liabilities			
Provision for employee entitlements		-	104,380
Interest-bearing liabilities	8	7,124,468	7,113,680
Total current liabilities		7,124,468	7,218,060
TOTAL LIABILITIES		8,741,902	8,038,181
NET ASSETS		20,648,698	48,454,552
EQUITY			
Contributed equity	9	71,552,320	71,552,320
Reserves	10	10,888,612	9,641,862
Accumulated losses		(61,792,234)	(32,739,630)
TOTAL EQUITY		20,648,698	48,454,552

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2020

	Ordinary shares	Share-based payment reserve	Foreign currency translation reserve	Accumulated losses	Total
	\$	\$	\$	\$	\$
At 1 July 2019	71,552,320	444,998	9,196,864	(32,739,630)	48,454,552
Loss for the period	-	-	-	(29,052,604)	(29,052,604)
Other comprehensive income	-	-	1,218,634	-	1,218,634
Total comprehensive income for the year	-	-	1,218,634	(29,052,604)	(27,833,970)
Transactions with owners in their capacity as owners:					
Vesting of share-based payments	-	28,116	-	-	28,116
At 30 June 2020	71,552,320	473,114	10,415,498	(61,792,234)	20,648,698

	Ordinary shares	Share-based payment reserve	Foreign currency translation reserve	Accumulated losses	Total
	\$	\$	\$	\$	\$
At 1 July 2018	71,523,263	-	7,076,119	(24,039,180)	54,560,202
Loss for the period	-	-	-	(8,700,450)	(8,700,450)
Other comprehensive income	-	-	2,120,745	-	2,120,745
Total comprehensive income for the year	-	-	2,120,745	(8,700,450)	(6,579,705)
Transactions with owners in their capacity as owners:					
Vesting performance rights	-	444,998	-	-	444,998
Reversal of issue costs	29,057	-	-	-	29,057
At 30 June 2019	71,552,320	444,998	9,196,864	(32,739,630)	48,454,552

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

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2020

	Notes	2020 \$	2019 \$
Cash Flows from Operating Activities			
Payments to suppliers and employees		(1,164,474)	(2,435,882)
Interest received		1,780	350
Interest paid		(316,765)	(179,193)
Net Cash (Outflow) from Operating Activities	12	(1,479,459)	(2,614,725)
Cash Flows from Investing Activities			
Payments for exploration expenditure		(947,493)	(4,075,790)
Purchase of plant and equipment		-	(6,863)
Proceeds from sale of plant and equipment		88,153	19,991
Net Cash (Outflow) from Investing Activities		(859,340)	(4,062,662)
Cash Flows from Financing Activities			
Proceeds from loans and borrowings		700,000	7,539,664
Net Cash Inflow from Financing Activities		700,000	7,539,664
Net (Decrease) / Increase in Cash and Cash Equivalents Held		(1,638,799)	862,277
Cash and cash equivalents at the Beginning of the Financial Year		1,952,215	1,089,938
FX impact on cash		(32,885)	-
Cash and cash equivalents at the End of the Financial Year	4	280,531	1,952,215

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

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

These financial statements include the consolidated financial statements and notes of A-Cap Energy Limited and controlled entities ('Consolidated Group'). A-Cap Energy Limited is a for-profit company limited by shares incorporated in Australia and whose shares are publicly traded on the Australian Securities Exchange. These financial statements for the year ended 30 June 2020 were authorised for issue in accordance with a resolution of the directors on 30 September 2020.

Supplementary information about the parent entity is disclosed in Note 15: Parent Entity Information.

(a) Basis of Preparation

The financial statements are general purpose financial statements that have been prepared in accordance with Australian Accounting Standards, including Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board, ('AASB') and the *Corporations Act 2001*.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in financial statements containing relevant and reliable information about transactions, events and conditions to which they apply. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of the financial statements are presented below. They have been consistently applied unless otherwise stated.

The financial statements have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

Going concern

During the year, the Consolidated Group generated a loss after tax of \$29,052,604 (30 June 2019: \$8,700,450), incurred net cash outflows from operations of \$1,479,459 (30 June 2019: \$2,614,725) and net investment outflow for the year was \$859,340 (30 June 2019: \$4,062,661). As at 30 June 2020, the Group had \$280,531 in cash (30 June 2019: \$1,952,215) and consolidated net assets of \$20,648,698 (30 June 2019: \$48,454,552).

The Consolidated Group anticipates future expenditure on its current rights of tenure to exploration and mining tenements up until the expiry of its current mining and prospecting licences and on tenement renewals that have been applied for, but not yet granted. In the event the Group does not meet the minimum exploration expenditure the licences may be cancelled or not renewed.

To achieve these objectives and in progressing the Group's mineral diversification strategy, the Group's continuing viability, its ability to continue as a going concern and to meet its debts and commitments as they fall due, the Board of Directors of the Group have considered the following:

The Consolidated Group:

- The Consolidated Group expects to continue to keep expenditure to a minimum and has the ability to implement cost reduction measures where appropriate, and will continue to monitor any cost reductions already implemented;
- The Company's board believes it has the ability to raise additional capital, based on its previous ability to raise capital when required. The Company additionally continues to engage with institutional investors and investment funds in Europe and in Australia.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(a) Basis of Preparation (continued)

Going concern (continued)

- The Company has secured working capital loans from Singapore Shenke International Investment Pte Ltd subsequent to 30 June 2020 totalling A\$358,000 to provide working capital for the Company to continue to operate as a going concern.
- The Company expects the continuing support from shareholders who have provided working capital loans to the Company.
- The Consolidated Group is in a net asset and net working capital surplus position. Should the Consolidated Group not successfully achieve the assumptions as described above, combined with the incurred losses and operating cash outflows, there is a material uncertainty which may cast significant doubt about the Consolidated Group's ability to continue as a going concern.

(b) Principles of Consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of A-Cap Energy Limited ('company' or 'parent entity') as at 30 June 2020 and the results of all subsidiaries for the year then ended. A-Cap Energy Limited and its subsidiary together are referred to in these financial statements as the 'Consolidated Group'. Subsidiaries are all those entities over which the Consolidated Group has control. The Consolidated Group controls an entity when the Consolidated 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 Consolidated Group. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the Consolidated 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 Consolidated Group.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. 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.

Where the Consolidated Group loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The Consolidated Group recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Income Tax

The income tax expense (benefit) for the year comprises current income tax expense (income) and deferred tax expense (income). Current income tax expense charged to profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at the end of the reporting period. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses. Current and deferred income tax expense (income) is charged or credited directly to equity instead of the profit or loss when tax relates to items that are credited or charged directly to equity.

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

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantially enacted at the end of the reporting period. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profits will be available against which the benefits of deferred tax assets can be utilised.

When temporary differences exist in relation to investments in subsidiaries, branches, associates and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

(d) Plant and Equipment

Plant and equipment are measured on a cost basis less, where applicable, any accumulated depreciation and impairment losses.

Plant and Equipment

Plant and equipment are measured on a cost basis. The carrying amount of plant and equipment is reviewed annually by Directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****(d) Plant and Equipment (continued)**

The cost of fixed assets constructed within the Consolidated Group includes the cost of materials, direct labour, borrowing costs and an appropriate proportion of fixed and variable overheads.

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 Consolidated Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of profit or loss and other comprehensive income during the financial period in which they are incurred.

Depreciation

The depreciable amount of all fixed assets is depreciated on a straight-line basis over their useful lives to the Consolidated Group commencing from the time the asset is held ready for use.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate
Plant and equipment – vehicles	25%
Plant and equipment – computer hardware & software	33%
Plant and equipment – furniture and fittings	15%
Plant and equipment – geophysical equipment	20%
Plant and equipment – containers and sheds	15%
Plant and equipment – camp & field establishment	15%

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 or losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the statement of profit or loss and other comprehensive income.

(e) Exploration, Evaluation and Development Expenditure

Exploration, evaluation and development expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Accumulated costs in relation to an abandoned area are written off in full against profit in the year in which the decision to abandon the area is made.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Exploration, Evaluation and Development Expenditure (continued)

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

Costs of site restoration are provided over the life of the facility from when exploration commences and are included in the costs of that stage. Site restoration costs include the dismantling and removal of mining plant, equipment and building structures, waste removal, and rehabilitation of the site in accordance with clauses of the mining permits. Such costs have been determined using estimates of future costs, current legal requirements and technology on a present value basis.

Any changes in the estimates for the costs are accounted on a prospective basis. In determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation. Accordingly the costs have been determined on the basis that the restoration will be completed within one year of abandoning the site.

(f) Financial Instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions to the instrument. For financial assets, this is equivalent to the date that the Consolidated Group commits itself to either the purchase or sale of the asset (i.e. trade date accounting is adopted).

Financial instruments are initially measured at fair value plus transaction costs, except where the instrument is classified 'at fair value through profit or loss', in which case transaction costs are expensed to profit or loss immediately.

Classification and subsequent measurement

Financial instruments are subsequently measured at fair value, amortised cost using the effective interest method, or cost. Amortised cost is calculated as the amount at which the financial asset or financial liability is measured at initial recognition less principal repayments and any reduction for impairment, and adjusted for any cumulative amortisation of the difference between that initial amount and the maturity amount calculated using the effective interest method.

The effective interest method is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an adjustment to the carrying value with a consequential recognition of an income or expense in profit or loss.

The Group does not designate any interests in subsidiaries, associates or joint venture entities as being subject to the requirements of Accounting Standards specifically applicable to financial instruments.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Financial Instruments (continued)

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are subsequently measured at fair value with changes in carrying amount being included in profit or loss.

Financial Liabilities

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

Impairment of financial assets

The consolidated entity recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the consolidated entity's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

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 expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss 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.

(g) Impairment of Assets

At the end of each reporting period, the Consolidated Group reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the statement of profit or loss and other comprehensive income. Where it is not possible to estimate the recoverable amount of an individual asset, the Consolidated Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

(h) Foreign Currency Transactions and Balances

Functional and presentation currency

The consolidated financial statements are presented in Australian dollars which is the parent entity's functional and presentation currency. The Directors have determined that an Australian dollar presentation currency will continue to deliver Shareholders with more relevant and reliable information, on the basis that users of A-Cap Energy Limited's financial statements are currently predominantly Australian investors, with the majority of funds raised to date being in line with the presentation currency of the parent entity.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Foreign Currency Transactions and Balances (continued)

Transaction and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in the statement of profit or loss and other comprehensive income, except where deferred in equity as a qualifying cash flow or net investment hedge. Exchange difference arising on the translation of non-monetary items are recognised directly in other comprehensive income to the extent that the gain or loss is directly recognised in other comprehensive income, otherwise the exchange difference is recognised in the statement of profit or loss and other comprehensive income.

Group companies

The financial results and position of foreign operations whose functional currency is different from the Consolidated Group's presentation currency are translated as follows:

- Assets and liabilities are translated at year-end exchange rates prevailing at the end of the reporting period.
- Income and expenses are translated at average exchange rates for the period.

Exchange differences arising on translation of foreign operations are transferred directly to the Consolidated Group's foreign currency translation reserve in the statement of financial position. These differences are recognised in the statement of profit or loss and other comprehensive income in the period in which the operation is disposed.

(i) Employee Benefits

Provision is made for the Consolidated Group's liability for employee benefits arising from services rendered by employees to the end of the reporting period. Employee benefits that are expected to be wholly settled within one year have been measured at the amounts expected to be paid when the liability is settled. Employee benefits expected to be wholly settled later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits. Those benefits are discounted using market yields on corporate bonds with terms to maturity that match the expected timing of cash flows.

(j) Trade & Other Payables

Trade and other payables represent liabilities outstanding at the end of the reporting period for goods and services received by the Consolidated Group during the reporting period which remains unpaid. The balance is recognised as a current liability with the amount being normally paid within 30 days of recognition of liability.

(k) Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l) Borrowings

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

(m) Goods and Services Tax (GST) and Value Added Tax (VAT)

Revenues, expenses and assets are recognised net of the amount of GST/VAT, except where the amount of GST/VAT incurred is not recoverable from the Australian Tax Office and Botswana Unified Revenue Services. In these circumstances the GST/VAT is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST/VAT.

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST/VAT component of investing and financing activities, which are disclosed as operating cash flows.

(n) Operating Segments

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

(o) Earnings or Loss per Share

Basic earnings or loss per share

Basic earnings or loss per share is calculated by dividing the profit attributable to the owners of A-Cap Energy Limited, 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.

Diluted earnings or loss per share

Diluted earnings or loss 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 shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(p) Share-based payments

Equity-settled share-based compensation benefits are provided to employees. Equity-settled transactions are awards of shares, or options over shares that are provided to employees in exchange for the rendering of services. The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using Hoadley's ESO Model option pricing model that takes into account the exercise price, the term of the option, 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, together with non-vesting conditions that do not determine whether the consolidated entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

Market conditions are taken into consideration in determining fair value. Therefore, any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied. If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the consolidated entity or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the consolidated entity or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

(q) Critical Accounting Estimates and Judgements

The Directors evaluate estimates and judgements incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Consolidated Group.

Key judgement – Exploration and Evaluation Expenditure

The Consolidated Group capitalises expenditure relating to exploration and evaluation where it is considered likely to be recoverable or where the activities have not reached a stage which permits a reasonable assessment of the existence of reserves. While there are certain areas of interest from which no reserves have been extracted, the Directors are of the continued belief that such expenditure should not be written off since feasibility studies in such areas have not yet concluded. For further details refer to note 6. The Department of Mines have confirmed that all our other prospecting licences are in good standing and all annual rental payments due have been paid. On this basis, exploration and evaluation costs relating to tenements which have expired and renewal and extension applications have been lodged with the Department of Mines are not considered impaired.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

In the event that a portion of a prospecting licence is voluntarily relinquished, an impairment will be considered if the expenditure incurred relates specifically to the area deemed not prospective and therefore relinquished.

Key estimates – Withholding Tax

Withholding tax is applicable to all management and consultancy fees paid by the Consolidated Group to non-residents of Botswana. On an annual basis, any withholding tax liability estimates are reviewed and where a more appropriate and correct amount is calculated, the re-estimated balance is adjusted against the statement of profit or loss and other comprehensive income.

Share-based payment transactions

The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Hoadley's ESO Model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Deferred tax assets

The Directors have determined that it is unreliable to predict when future assessable income will be available to offset against carried-forward losses. On this basis the Consolidated Group has not recognised a net deferred tax asset in the financial statements.

Key estimate: Coronavirus (COVID-19) pandemic

Judgement has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on the company based on known information. This consideration extends to the nature of the products and services offered, customers, supply chain, staffing and geographic regions in which the company operates. Other than as addressed in specific notes, there does not currently appear to be either any significant impact upon the financial statements or any significant uncertainties with respect to events or conditions which may impact the company unfavourably as at the reporting date or subsequently as a result of the Coronavirus (COVID-19) pandemic.

(r) New accounting standards and interpretations

The Group has adopted all new accounting standards and interpretations issued by the Australian Accounting Standards Board (AASB) that are relevant to its operations and effective for annual reporting periods beginning 1 July 2019. The adoption of these new and revised standards and interpretations did not have any effect on the financial position or performance of the Group.

Accounting standards and interpretations issued but not yet effective

Certain Australian Accounting Standards and Interpretations have recently been issued or amended but are not yet effective and have not been adopted by the Group for the reporting year ended 30 June 2020. The Directors have not early adopted any of these new or amended standards or interpretations. The Directors have not yet fully assessed the impact of these new or amended standards (to the extent relevant to the Group) and interpretations.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 2 OTHER INCOME

	2020	2019
	\$	\$
Interest - received	1,780	-
Profit on sale of assets	95,368	19,991
Total other income	97,148	19,991

NOTE 3 INCOME TAX EXPENSE

	2020	2019
	\$	\$
The prima facie tax on profit before income tax is reconciled to the income tax as follows:		
Loss before income tax expense	(29,052,604)	(8,700,450)
Prima facie tax payable on loss before income tax at the Australian tax rate of 27.5% (2018: 27.5%):	(7,989,466)	(2,392,624)
Difference in overseas tax rates (Botswana tax rate: 22% (2018: 22%))	1,732	(2,295)
Add:		
Tax effect of:		
- Non-assessable income	-	-
- Non-deductible expenses	7,655,562	1,676,016
Income Tax benefit not recognised	(332,172)	(718,903)

There was no current income tax expense for the year ended 30 June 2020 (2019: \$nil) due to the loss from operations. At 30 June 2020, the Consolidated Group reviewed the quantum of its unrecognised carry forward tax losses and timing differences. As at that date management has assessed that its carry forward tax losses and timing differences of \$5,567,743 (2019: \$5,235,570) potentially available to offset against future years' taxable income.

These tax losses have not been brought to account as utilisation of these losses is not probable. Income tax losses can only be recovered by the company deriving future assessable income, conditions for deductibility imposed by law being complied with and no changes in tax legislation adversely affecting the realisation of the benefit from the deductions. Therefore, carry forward losses may not be available to offset future assessable income.

Due to the inherent uncertainty whether or not the Consolidated Group's existing losses can be used going forward, which will be dependent upon satisfaction of the "same business test" as required by the Australian Tax Office, the directors have not estimated the potential carry-forward loss tax credits available to the company.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 4 CASH AND CASH EQUIVALENTS

	2020	2019
	\$	\$
Cash at bank and on hand	280,531	1,942,581
Call deposit	-	9,634
	<u>280,531</u>	<u>1,952,215</u>

	2020	2019
	\$	\$

Reconciliation of cash

Cash at the end of the financial year as shown in the statement of cash flows are reconciled to items in the statement financial position as follows:

Cash and cash equivalents	280,531	1,952,215
	<u>280,531</u>	<u>1,952,215</u>

NOTE 5 TRADE AND OTHER RECEIVABLES

	2020	2019
	\$	\$
Current		
Other receivables	13,296	22,313
	<u>13,296</u>	<u>22,313</u>

There were no impaired receivables for the financial year 30 June 2020. There were no receivables past due but not impaired for the financial years ended 30 June 2020 and 30 June 2019.

NOTE 6 CAPITALISED EXPLORATION AND EVALUATION

	2020	2019
	\$	\$
At cost	28,923,966	54,307,827
Movements in carrying values		
Balance at beginning of year	54,307,827	53,533,200
Expenditure during the year	1,017,746	4,186,536
Expenditure written-off during the year	(27,626,079)	(5,562,527)
Foreign currency translation	1,224,472	2,150,618
Balance at end of year	<u>28,923,966</u>	<u>54,307,827</u>

Recoverability of the carrying amount of exploration assets is dependent on the successful exploration and sale of nickel, cobalt and uranium. During the 2020 financial year, the Group decided to re-focus its' exploration efforts on its' nickel/cobalt assets given the continued low uranium price and the difficulty in raising capital for the Group's uranium project. The Group undertook a review of the carrying value of the Letlhakane Uranium Project and based on past exploration expenditure, status of the uranium market and comparative valuations of similar projects; has assessed the recoverable amount at \$25 million, resulting in a write-down of \$27,626,079 during the period.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 6 CAPITALISED EXPLORATION AND EVALUATION (CONTINUED)

The foreign currency translation movement of \$1,224,472 reflects exchange differences between the Australian dollar and the US dollar during the financial year. The functional currency of the Consolidated Group's Controlled Entity, A-Cap Resources Botswana (Pty) Ltd is US dollars. Exchange rates fluctuate from time to time and there is no impact on shareholders as the Financial Statements have been prepared on a going concern basis, with the Parent Entity holding 100% control of the Controlled Entity.

NOTE 7 TRADE AND OTHER PAYABLES

2020	2019
\$	\$

Current (unsecured liabilities)

Trade and Sundry Payables

106,519	208,287
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NOTE 8 INTEREST-BEARING LIABILITIES

2020	2019
\$	\$

Current

Revolving credit facility – ICBC (i)

145,397	-
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Working capital loan 1 (ii)

586,575	536,438
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Working capital loan 2 (iii)

215,358	-
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Working capital loan – Shenke (iv)

524,110	-
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Total current interest-bearing liabilities

1,471,440	536,438
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Non-current

Revolving credit facility – ICBC (i)

7,124,468	7,113,680
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Total non-current interest-bearing liabilities

7,124,468	7,113,680
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Total interest-bearing liabilities

8,595,908	7,650,118
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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 8 INTEREST-BEARING LIABILITIES (CONTINUED)

(a) Terms and conditions of loan facilities

(i) Revolving credit facility – ICBC

On 24 October 2018, the Company announced that a revolving credit facility for US\$3 million with the Industrial and Commercial Bank of China Limited (ICBC) Shanghai Hongqiao Branch was approved. This amount represents an initial loan application with ICBC, with a further US\$4 million available to be applied for at a later stage. The key terms of the Revolving Credit Facility are:

- i. Principal Amount – US\$3 million;
- ii. Loan Term – 3 years (36 months from withdrawal date);
- iii. Loan Purpose – Working Capital;
- iv. Interest rate – LIBOR 6 Monthly Interest Rate plus 1.8%;
- v. Penalty Interest Rate – the overdue penalty rate is the Borrowing Rate plus 40%; the interest rate applicable for changing the purpose of the loan is the Borrowing Rate plus 70%;
- vi. Interest Payment – 6 months in Advance;
- vii. Loan Repayment – By One Payment at any time during the Loan Term or in accordance with the Loan Amortisation Schedule – US\$100,000 by 20 December 2020 and US\$2,900,000 by 16 October 2021. In the event the Loan is repaid early, a 1% early repayment fee shall apply for each month remaining on the Loan unless the loan is repaid during the last month of the Loan Term;
- viii. Loan Guarantor – Third Party Cash Collateralised Bank Guarantee to ICBC provided by Jiangsu to the amount of US\$3 million

On 15 February 2019 an application for a further drawdown of US\$2 million from the ICBC revolving credit facility was approved. The drawdown is for working capital and operational purposes and was received on Tuesday 19 February 2019. The key terms of the Revolving Credit Facility with respect to the US\$2 million drawdown are as follows:

- i. Drawdown amount – US\$2 million;
- ii. Loan Term – 3 years (36 months from withdrawal date);
- iii. Loan Purpose – Working Capital;
- iv. Interest rate – LIBOR 6 Monthly Interest Rate plus 2%;
- v. Penalty Interest Rate – the overdue penalty rate is the Borrowing Rate plus 40%; the interest rate applicable for changing the purpose of the loan is the Borrowing Rate plus 70%;
- vi. Interest Payment – 6 months in Advance;
- vii. Loan Repayment – By One Payment at any time during the Loan Term or in accordance with the Loan Amortisation Schedule – US\$100,000 by 10 November 2021 and US\$1,900,000 by 12 February 2022.
- viii. In the event the Loan is repaid early, a 1% early repayment fee shall apply for each month remaining on the Loan unless the loan is repaid during the last month of the Loan Term;
- ix. Loan Guarantor – Third Party Cash Collateralised Bank Guarantee to ICBC provided by Jiangsu to the amount of US\$2 million.

The revolving credit facility is considered by the board as interim funding whilst other capital raising options are advanced to ensure no disruption occurs with the implementation of the Company's diversified minerals strategy. There have been no changes in the strategy adopted by management to control the capital of the Consolidated Group since the prior year.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 8 INTEREST-BEARING LIABILITIES (CONTINUED)

(ii) Working capital loan 1

On 8 October 2018, the Company secured a short-term accommodation facility from Mr Angang Shen to support the Company's working capital requirements, with an amount drawn down of A\$500,000 on 8 October 2018. The loan is unsecured and at an interest rate of 10% p.a. On 17 July 2020, the repayment date of the loan was extended to 28 March 2021.

(iii) Working capital loan 2

On 25 September 2019, the Company secured an additional working capital loan of \$200,000 from Mr Angang Shen. The loan is unsecured and at an interest rate of 10% p.a. The principal and interest are repayable at the earliest of the completion of the next round of capital raising or 12 months from the drawdown date. On 20 July 2020, the repayment date of the loan was extended to 25 September 2021.

(iv) Working capital loan – Shenke

On 20 December 2019, the Company secured a working capital loan of \$500,000 from Singapore Shenke International Investment Pte Ltd. The loan is unsecured and at an interest rate of 10% p.a. The principal and interest are repayable at the earliest of the completion of the next round of capital raising or 12 months from the drawdown date. The loan was drawn-down on 7 January 2020.

NOTE 9 ISSUED CAPITAL

	2020	2019
	\$	\$
871,884,866 fully paid ordinary shares (2019: 871,884,866) (a)	71,552,320	71,552,320

(a) Ordinary Shares

	Number of Shares	\$
1 July 2018	871,884,866	71,523,263
Reversal of accrued share issue costs		29,057
30 June 2019	871,884,866	71,552,320
30 June 2020	871,884,866	71,552,320

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. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 9 ISSUED CAPITAL (CONTINUED)

The Company's ordinary shares have no par value, and the Company does not have a limited amount of authorised capital.

(b) Capital Management

Management controls the capital of the Consolidated Group to maintain a good debt to equity ratio and ensure that the Consolidated Group can fund its operations and continue as a going concern. The Consolidated Group's debt and capital includes ordinary share capital and financial liabilities.

Management effectively manages the Consolidated Group's capital by assessing the Consolidated Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels and share issues.

NOTE 10 RESERVES

Foreign Currency Translation Reserve

The foreign currency translation reserve records exchange differences arising on translation of foreign controlled operations as described in Note 1(h).

Options Reserve

The options reserve records the value of performance rights and unlisted options issued by the Company and unexercised options lapsed during the year.

Movements in performance rights and options over ordinary shares on issue

	Number
1 July 2018	10,000
Issue of performance rights on 18 December 2018	26,000,000
Issue of unlisted options on 8 December 2018	9,000,000
Lapsing of unlisted performance rights or options	-
30 June 2019	35,010,000
Forfeiture of unlisted options on resignation	(4,760,000)
Forfeiture of performance rights on resignation	(13,500,000)
30 June 2020	16,750,000

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 11 LOSS PER SHARE

	2020 \$	2019 \$
a) Reconciliation of losses to profit or loss		
Loss used to calculate basic EPS	(29,052,604)	(8,700,450)
Loss used to calculate diluted EPS	(29,052,604)	(8,700,450)
b) Weighted average number of ordinary shares used in the calculation of basic earnings per share	871,884,866	871,884,866
c) Weighted average number of ordinary shares used in the calculation of dilutive earnings per share	871,884,866*	871,884,866*

*Options have not been included as they are considered anti-dilutive as the entity is in a loss making position.

NOTE 12 CASH FLOW INFORMATION

	2020 \$	2019 \$
Reconciliation of Cash Flow from Operations with Loss after Income Tax		
Operating Loss after income tax	(29,052,604)	(8,700,450)
Non-Cash flows in profit		
- Depreciation	14,443	-
- Impairment of capitalised exploration and evaluation	27,626,079	5,562,527
- Share-based remuneration	28,116	444,998
Changes in assets and liabilities		
- (Increase)/decrease in trade and other receivables	9,017	(55,123)
- Increase/(decrease) in trade and other payables	(104,510)	133,323
Net cash (outflow) from operating activities	(1,479,459)	(2,614,725)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 13 SHARE-BASED PAYMENTS

Performance Rights

A resolution to establish a Director Long Term Incentive Plan (DLTIP) was approved by Shareholders at the 2018 AGM held on 22 November 2018. The following performance rights were issued during the 2019 financial year, pursuant to the terms of the DLTIP:

Performance Rights	Grant date	No. of Performance Rights	Fair Value at Grant Date \$	Expiry Date
Tranche 1	18/12/2018	6,500,000	\$220,418	18/12/2021
Tranche 2	18/12/2018	6,500,000	\$209,790	18/12/2021
Tranche 3	18/12/2018	6,500,000	\$183,288	18/12/2021
Tranche 4	18/12/2018	6,500,000	\$173,442	18/12/2021

There were no performance rights issued during the 2020 financial year.

The Company has valued the performance rights using the Hoadley ESO Model. The valuation model uses the following variables to determine the value of the Performance Rights:

- i. value of the underlying asset – share price of \$0.043 (4.3 cents) being the 20-day trailing volume-weighted average closing share price on ASX as at the date of valuation, 28 August 2018;
- ii. vesting conditions as detailed below;
- iii. expected volatility of the share price - 94.3% as calculated by Hoadley's volatility calculator for a 3 year period;
- iv. risk free rate – the Australian Government 5 -year bond rate at 30 June 2019 of 2.15%;
- v. time to maturity – the Performance Rights expire 3 years from the date of issue; and
- vi. expected dividend yield – Nil, given the Company is a mineral exploration company and has no history in paying dividends.

The terms and conditions of the performance rights are as follows:

- a) issued for no consideration, and no consideration will be payable upon the vesting of the Performance Rights on the achievement of the vesting conditions;
- b) have an exercise period of 3 years commencing on the date of Shareholder approval is granted and expiring on the third anniversary of that date;
- c) vest according to the following performance measures:
 - i. Tranche 1 - 25% of Performance Rights to vest upon the Closing Price of A-Cap Resources Limited is at least \$0.10 (10 cents) for 10 consecutive trading days. The Closing Stock Price represents a 286% increase in the fully underwritten rights issue at 3.5 cents per share completed in August 2016;
 - ii. Tranche 2 – 25% of Performance Rights to vest upon the Closing Price of A-Cap Resources Limited is at least \$0.115 (11.5 cents) for 10 consecutive trading days subject to an overriding condition that the Company's Total Shareholder Return (TSR) is at least equal to that of the ASX Small Resources Index for a trailing 6-month period preceding the vesting date;

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 13 SHARE-BASED PAYMENTS (CONTINUED)

- iii. Tranche 3 - 25% of Performance Rights to vest upon the Closing Price of A-Cap Resources Limited is at least \$0.16 (16 cents) for 10 consecutive trading days. The closing stock price reflects a 160% increase in the exercised vesting stock price required under Tranche 1 and 139% increase under Tranche 2; and
- iv. Tranche 4 – 25% of Performance Rights to vest upon the Closing Price of A-Cap Resources Limited is at least \$0.18 (18 cents) for 10 consecutive trading days subject to an overriding condition that the Company's TSR is at least equal to that of the ASX Small Resources Index for a trailing 6-month period preceding the vesting date;
- v. Tranches 1, 2, 3 and 4 may vest together and in combination of each other subject to the performance measures of each Tranche being met over the 3-year exercise term;
- vi. Any unvested Performance Rights will vest if a Change of Control event occurs and on the date such Change of Control event occurs, the Closing Price of A-Cap Resources Limited is at least \$0.10 (10 cents) for 10 consecutive trading days. A Change of Control event includes where a takeover bid of the Company is declared unconditional, a person's voting power in the Company increases from less than 50% to 50% or more, if a merger by way of scheme of arrangement has been approved by the court, the Company passes a resolution for a voluntary winding up or an order is made for the compulsory winding up of the Company;
- vii. Any unvested Performance Rights will vest if the Company sells a diversified mineral project after the Commencement Date of the Director LTI Plan and on the date that the Company releases an ASX announcement announcing the completion of the Project Sale, the Closing Price of the Company is at least \$0.10 (10 cents); and
- viii. Any unvested Performance Rights will lapse if unvested, 3 years from the date Shareholder approval is granted and otherwise in accordance with the terms and conditions of the Director LTI Plan.

Options

A resolution to establish the A-Cap Executive and Consultant Share Option Plan (Share Option Plan) was approved by Shareholders at the 2018 AGM held on 22 November 2018.

There were no options issued during the 2020 financial year.

The following options were issued during the 2019 financial year:

Grant Date	Vesting Period	Number of Options	Exercise Price	Fair Value of Options at Grant Date \$	Expiry Date
18/12/2018	Vesting Period 1	2,250,000	\$0.115	\$36,346	17/06/2022
18/12/2018	Vesting Period 2	2,250,000	\$0.115	\$36,522	17/06/2022
18/12/2018	Vesting Period 3	4,500,000	\$0.115	\$75,382	17/06/2022

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 13 SHARE-BASED PAYMENTS (CONTINUED)

The Company has valued the options using the Hoadley ESO Model. The valuation model uses the following variables to determine the value of the Performance Rights:

- i. value of the underlying asset – share price of \$0.043 (4.3 cents) being the 20-day trailing volume-weighted average closing share price on ASX as at the date of valuation, 28 August 2018;
- ii. vesting conditions as detailed below;
- iii. expected volatility of the share price - 94.3% as calculated by Hoadley's volatility calculator for a 3 year period;
- iv. risk free rate – the Australian Government 5 -year bond rate at 30 June 2019 of 2.15%;
- v. time to maturity – the Performance Rights expire 3 years from the date of issue; and
- vi. expected dividend yield – Nil, given the Company is a mineral exploration company and has no history in paying dividends.

The terms and conditions of the options are as follows:

- a) granted for nil consideration;
- b) the options are subject to exercise conditions and will vest in stages in accordance with the vesting schedule;
- c) subject to the Share Option Plan and fulfilment of the applicable exercise conditions, each option will entitle the option holder to one share;
- d) Have up to until the date that is six months after the end of Vesting Period 3 to exercise the options that have vested and any options which you have not exercised in accordance with the Share Option Plan during that six month period will expire; and
- e) The Exercise Conditions and vesting schedule for the Options is set out below:

Vesting Period No.	Exercise Conditions	% of total Options that Vest
1.	- The participant has been an eligible participant for a continuous period of one year, commencing on the grant date and ending on the date that is one year after grant date; and - the official closing price of the shares as published on the ASX of the Company is at least \$0.115 (11.5 cents) for 10 consecutive trading days.	25%
2.	- The participant has been an eligible participant for a continuous period of two years, commencing on the grant date and ending on the date that is two years after grant date; and - the official closing price of the shares as published on the ASX of the Company is at least \$0.115 (11.5 cents) for 10 consecutive trading days.	25%
3.	- The participant has been an eligible participant for a continuous period of three years, commencing on the grant date and ending on the date that is three years after grant date; and - the official closing price of the shares as published on the ASX of the Company is at least \$0.115 (11.5 cents) for 10 consecutive trading days.	50%

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 13 SHARE-BASED PAYMENTS (CONTINUED)

	2020		2019	
	Number of Options	Weighted Average Exercise Price \$	Number of Options	Weighted Average Exercise Price \$
Outstanding at the beginning of the year	9,010,000	0.115	10,000	0.115
Granted	-	0.115	9,000,000	0.115
Forfeited	(4,760,000)	-	-	-
Exercised	-	-	-	-
Expired	-	-	-	-
Outstanding at year-end	4,250,000	0.115	9,010,000	0.115
Exercisable at year-end	-	-	10,000	-

NOTE 14 CONTROLLED ENTITIES

Entity	Country of Incorporation	Class of Share	Equity Holding		Parent Entity
			2020 %	2019 %	
A-Cap Resources Botswana (Pty) Ltd	Botswana	Ordinary	100	100	A-Cap Energy Limited
Foley Coal (Pty) Ltd	Botswana	Ordinary	-	100	A-Cap Resources Botswana (Pty) Ltd
Pulse Resources Botswana (Pty) Ltd	Botswana	Ordinary	100	100	A-Cap Resources Botswana (Pty) Ltd
Wilconi Pty Ltd	Australia	Ordinary	100	100	A-Cap Energy Limited

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 15 PARENT ENTITY INFORMATION

Information relating to the parent entity, A-Cap Energy Limited	2020	2019
	\$	\$
ASSETS		
Current assets	348,796	2,105,682
Total assets	29,309,473	58,604,476
LIABILITIES		
Current liabilities	1,536,307	667,167
Total liabilities	8,660,775	7,814,682
EQUITY		
Issued capital	71,552,301	71,552,301
Reserves	338,990	310,874
Accumulated losses	(51,242,593)	(21,073,381)
Total shareholders' equity	20,648,698	50,789,794
Loss of the parent entity	(30,169,212)	(3,007,005)
Total comprehensive loss of the parent entity	(30,169,212)	(3,007,005)

A-Cap Energy Limited holds as security the Consolidated Group's exploration assets in Botswana for financial support provided to the Subsidiary. The parent entity does not have any contingent liabilities or contractual commitments for the acquisition of plant or equipment (2019: Nil).

NOTE 16 EXPLORATION COMMITMENTS

	2020	2019
	\$	\$
Minimum exploration expenditure		
- not later than 12 months	1,100,054	1,142,921

Estimated figures as at the reporting date includes:

- i. amounts submitted to the Department of Geological Survey in Botswana in order to maintain the Group's current rights of tenure to exploration tenements and mining licenses.
- ii. The Company's expenditure commitments under the Farm-In and Joint Venture Agreement with Blackham Resources Limited on the Wilconi Nickel-Cobalt Project.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 16 EXPLORATION COMMITMENTS (CONTINUED)

The Group anticipates future expenditure on its current rights of tenure to exploration and mining tenements up until the expiry of its current Prospecting Licences and on tenement renewals and extensions that have been applied for but not yet granted, which are included in the above table. In the event the Group does not meet the minimum exploration expenditure the licences may be cancelled or not renewed, notwithstanding, the planned expenditure cannot be called against the Company.

Due to the nature of the Company's operations in exploring and evaluating areas of interest, it is difficult to accurately forecast the nature and amount of future expenditure beyond the next year. Expenditure may be reduced by seeking exemption from individual commitments, by relinquishing of tenure or any new joint venture agreements. Expenditure may be increased when new tenements are granted.

NOTE 17 CONTINGENT LIABILITIES

There are no material contingent liabilities as at 30 June 2020 (2019: Nil).

NOTE 18 SEGMENT INFORMATION

Identification of reportable segments

The Consolidated Group has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors (Chief Operating Decision Makers) in assessing performance and determining the allocation of resources. The Consolidated Group only operates within one business segment being that of minerals exploration. The Chief Operating Decision Makers review the Monthly Directors Report on at least a monthly basis. The accounting policies adopted for internal reporting to the Chief Operating Decision Makers are consistent with those adopted in the financial statements. The reportable segment is represented by the primary statements forming this financial report.

The operations and assets of the Consolidated Group are employed in exploration activities relating to minerals in Australia and Africa. Comparatives are not disclosed as there was only one reportable geographic segment in 2019.

	Australia	Botswana	Eliminations	Consolidated
Revenue				
Other income	1,776	95,371	-	97,147
Total segment revenue	1,776	95,371	-	97,147
Results				
Segment result	(1,307,616)	(27,744,988)	-	(29,052,604)
Assets				
Segment assets	49,635,515	25,034,154	(45,279,069)	29,390,600
Liabilities				
Segment liabilities	12,666,985	41,353,986	(45,279,069)	8,741,902

NOTE 19 FINANCIAL RISK MANAGEMENT**(A) Financial Risk Management Policies**

The Consolidated Group's financial instruments consist mainly of cash held at bank, borrowings, accounts receivable and payable and loans to subsidiaries.

(i) Treasury Risk Management

The Board of Directors meets on a regular basis to analyse financial risk exposure and to evaluate treasury management strategies in the context of the most recent economic conditions and forecasts. The Board's overall risk management strategy seeks to assist the Consolidated Group in meeting its financial targets, whilst minimising potential adverse effects on financial performance.

(ii) Financial Risk Exposures and Management

The main risks the Consolidated Group is exposed to through its financial instruments are foreign currency risk and liquidity risk.

Foreign Currency Risk

The Consolidated Group is exposed to foreign currency risk arising from:

- USD currency bank account
- ICBC revolving credit facility

These are subject to fluctuations in exchange rates between the Australian dollar and the US dollar. Relevant consensus currency rate forecasts are continuously reviewed and analysed by management, and appropriate measures are put in place where necessary to protect the Group's cash from significant fluctuations in foreign currency exchange rates.

The following foreign currency amounts are recognised on the balance sheet:

	2020	2019
	US \$	US \$
Financial Assets		
Cash and cash equivalents	866	1,347,140
Financial Liabilities		
Bank loans	5,000,000	5,000,000

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 19 FINANCIAL RISK MANAGEMENT (CONTINUED)

(A) Financial Risk Management Policies (continued)

Liquidity Risk

Liquidity risk arises from the possibility that the Consolidated Group might encounter difficulty in settling its debts or otherwise meeting its non-cancellable obligations related to financial liabilities and leases. The Consolidated Group manages liquidity risk by:

- Preparing forward-looking cash flow analyses in relation to its exploration & evaluation, investing and financing activities;
- Where possible, obtaining funding from capital markets rather than debt;
- Only investing surplus cash with major financial institutions;
- Comparing the maturity profile of financial liabilities with the realisation profile of financial assets; and
- Cash flows realised from financial assets reflect management's expectation as to the timing of realisation.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Consolidated Group's exposure to Interest rate risk relates to the ICBC revolving credit facility as disclosed in note 8(a)(i). The weighted average interest rate paid on the ICBC revolving credit facility was 3.57% (2019: 4.546%).

(B) Financial liability and maturity analysis

The tables below reflect the undiscounted contractual settlement terms for financial instruments of a fixed period of maturity, as well as management's expectations of the settlement period for all other financial instruments. As such, the amounts may not reconcile to the statement of financial position.

	Within 1 Year		> 12 months		Total	
	2020	2019	2020	2019	2020	2019
Consolidated Group	\$	\$	\$	\$	\$	\$
Financial liabilities due for payment						
Trade and other payables	106,519	169,329	-	-	106,519	169,329
Interest-bearing liabilities	145,397	-	7,124,468	7,113,680	7,269,865	7,113,680
Amounts payable to related parties	1,357,029	500,000	-	-	1,357,029	500,000
Net contractual outflows	(1,608,945)	(669,329)	(7,124,468)	(7,113,680)	(8,733,413)	(7,783,009)

* Note that planned expenditures on tenements are excluded. For further detail refer to note 16.

(C) Net Fair Values

The net fair values of financial assets and liabilities approximate their carrying value.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 19 FINANCIAL RISK MANAGEMENT (CONTINUED)

(D) Sensitivity Analysis

The following table illustrates sensitivities to the Consolidated Group's exposures to changes in the value of securities and exchange rates. The table indicates the impact on how profit and asset values reported as at the end of the reporting period would have been affected by changes in relevant risk variable that management considers to be reasonably possible. These sensitivities assume that the movement in a particular variable is independent of other variables.

	Consolidated Group Profit or Loss	
	2020	2019
	\$	\$
Interest Rate Risk		
Increase in LIBOR by 100 basis points	72,699	27,781
Decrease in LIBOR by 100 basis points	(72,699)	(27,781)
Foreign Currency Risk		
Increase in AUD to USD by 10%	728,844	472,460
Decrease in AUD to USD by 10%	(725,467)	(519,706)

NOTE 20 KEY MANAGEMENT PERSONNEL

Key management personnel compensation

	2020	2019
	\$	\$
Short-term employee benefits	324,824	1,159,524
Post-employment benefits	6,330	24,351
Other long-term benefits	38,549	3,441
Termination benefits	-	-
Share-based payment	19,847	431,237
Total compensation	389,550	1,618,553

Refer Note 13: Share-based payments for further information relating to the Company's Director Long Term Incentive Plan and A-Cap Executive and Consultant Share Option Plan.

NOTE 21 RELATED PARTY INFORMATION

Refer to Note 8 for details of loans from Mr Angang Shen and Singapore Shenke International Investment Pte Ltd of which Mr Jiandong He is a director. Interest accrued on the related party loans totalled \$89,605 (2019: \$36,438).

Other than the principal and accrued interest on the loans described above, no amounts were due to key management personnel as at the reporting date.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 22 REMUNERATION OF AUDITORS

	2020 \$	2019 \$
Remuneration of the auditors of the Consolidated Group for:		
Audit and review of the financial report – William Buck Audit (Vic) Pty Ltd	30,000	37,000
Audit and review of the financial report of subsidiary entity – Non William Buck audit firm	15,618	16,283
	45,618	53,283

NOTE 23 EVENTS OCCURRING AFTER THE REPORTING PERIOD

- On 17 July 2020, the Company and Mr Angang Shen entered into a Deed of Variation to extend the repayment date of the A\$500,000 loan to 28 March 2021.
- On 20 July 2020, the Company and Mr Angang Shen entered into a Deed of Variation to extend the repayment date of the A\$200,000 loan to 25 September 2021.
- On 22 July 2020, Singapore Shenke International Investment Pte Ltd advanced the Company A\$100,000 as a working capital loan.
- On 26 August 2020, the Company and Singapore Shenke International Investment Pte Ltd entered into Loan Agreement for US\$100,000. The loan is unsecured and at an interest rate of 10% p.a. The principal and interest are repayable at the earliest of the completion of the next round of capital raisings or 12 months from the drawdown date.
- On 25 September 2020, the Company and Singapore Shenke International Investment Pte Ltd entered into Loan Agreement for A\$120,000. The loan is unsecured and at an interest rate of 10% p.a. The principal and interest are repayable at the earliest of the completion of the next round of capital raisings or 12 months from the drawdown date.

Other than the matters discussed above, there has not arisen in the interval between the end of the financial year and the date of this report, any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Company to affect the operations of the Consolidated Group, the results of these operations or the state of affairs of the Consolidated Group in subsequent years.

DIRECTORS' DECLARATION

The Directors declare that:

- (a) In the Directors' opinion, subject to the matters described in Note 1(a) 'Going concern', there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable
- (b) In the Directors' opinion, the attached financial statements are compliant with International Financial Reporting Standards, as stated in note 1 to the financial statements
- (c) In the Directors' opinion, the attached financial statements and notes thereto are in accordance with the *Corporations Act 2001*, including compliance with Australian Accounting Standards and the *Corporations Regulations 2001*, giving a true and fair view of the financial position and performance of the Consolidated Group, and
- (d) The Directors have been given the declarations required by s.295A of the *Corporations Act 2001*.

Signed in accordance with a resolution of the Directors made pursuant to s.295(5) of the *Corporations Act 2001*.

On behalf of the Board of Directors



Paul Ingram

Deputy Chairman

Dated this 30th day of September 2020

Perth, Western Australia

A-Cap Energy Limited and its controlled entities

Independent auditor's report to members

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of A-Cap Energy Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2020, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, and the directors' declaration.

In our opinion, the accompanying financial report of the Group, 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 2020 and of its financial performance for the year then ended; 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 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

ACCOUNTANTS & ADVISORS

Level 20, 181 William Street
Melbourne VIC 3000

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williambuck.com

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the financial statements which indicates that the Group incurred a net loss before income tax of \$29,052,604 and a net cash outflow from operations of \$1,479,459 for the year ended 30 June 2020. These conditions, along with other matters as set forth in Note 1, indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report. 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.

CARRYING VALUE OF EXPLORATION COSTS	
Area of focus	How our audit addressed it
The Group has incurred exploration and evaluation costs for exploration projects in Botswana over a number of years. There is a risk that the Group may lose or relinquish its rights to explore or mine those areas of interest and therefore amounts capitalised to the statement of financial position from the current and historical periods be no longer recoverable. During the year the Group undertook a review of the carrying value of its Letlhakane project. The review was based on past exploration expenditure, status of the Uranium market and comparative valuations of similar projects and as a result \$27.6m of previously capitalised exploration and evaluation expenditure was impaired to the statement of profit or loss and other comprehensive income.	In order to meet this risk, our audit procedures included the following: — Understanding and vouching the underlying contractual entitlement to explore and evaluate each area of interest, including an evaluation of the Group's renewal in that area of interest at its expiry; — Examining project spend per each area of interest and comparing this spend to the minimum expenditure requirements set out in the underlying tenement expenditure plan; — Examining project spend to each area of interest to ensure that it is directly attributable to that area of interest; — Evaluating management's impairment analysis which included the company's analysis of recoverability of the carrying value of the mining tenements; and — From an overall perspective, comparing the market capitalisation of the Group to the net carrying value of its assets on the statement of financial position to identify any other additional indicators of impairment. We also assessed the adequacy of the Group's disclosures in respect of capitalised exploration costs and the planned expenditures.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2020 but does not include the financial report and the auditor's report thereon.

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

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

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

Responsibilities of the Directors for the Financial Report

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

In preparing the financial report, the directors are responsible for assessing the ability of the Group 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 has 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 the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of these financial statements is located at the Auditing and Assurance Standards Board website at:

http://www.auasb.gov.au/auditors_responsibilities/ar1.pdf

This description forms part of our independent auditor's report.

Report on the Remuneration Report

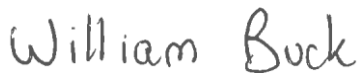
Opinion on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2020.

In our opinion, the Remuneration Report of A-Cap Energy Limited, for the year ended 30 June 2020, 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.



William Buck Audit (Vic) Pty Ltd
ABN: 59 116 151 136



N. S. Benbow
Director

Melbourne, 30 September 2020

CORPORATE GOVERNANCE STATEMENT

A copy of the Company's Corporate Governance Statement was lodged with the ASX on 30 September 2020 and is set out on our website www.a-cap.com.au.

SHAREHOLDER INFORMATION

The shareholder information set out below was applicable as at 24 September 2020.

(A) DISTRIBUTION OF EQUITY SECURITIES

Analysis of numbers of equity security holders by size of holding:

	Ordinary Shares	Unlisted Options	Performance Rights
1 – 1,000	208	-	-
1,001 – 5,000	420	-	-
5,001 – 10,000	251	-	-
10,001 – 100,000	737	-	-
100,001 and over	228	-	-
	1,844	1	1

There were 1,094 holders of less than a marketable parcel of ordinary shares.

(B) EQUITY SECURITY HOLDERS

The names of the twenty largest holders of quoted equity securities are listed below:

		Ordinary Shares	
		Number Held	%
1	SINGAPORE SHENKE INTERNATIONAL	357,786,934	41.04%
2	ANSHENG INVESTMENT CO LTD	123,124,130	14.12%
3	CHINA GROWTH MINERALS LIMITED	49,366,930	5.66%
4	BUTTONWOOD NOMINEES PTY LTD	47,956,489	5.50%
5	BNP PARIBAS NOMINEES PTY LTD	45,347,780	5.20%
6	J P MORGAN NOMINEES AUSTRALIA	40,564,782	4.65%
7	VERMAR PTY LTD	23,974,490	2.75%
8	M & K KORKIDAS PTY LTD	11,016,000	1.26%
9	MS XUPING SONG	6,500,000	0.75%
10	FABIAN ENTERTAINMENT PTY LTD	6,366,858	0.73%
11	MR MICHAEL MUHAN LIU	6,185,790	0.71%
12	MR MARK ANTHONY O'SULLIVAN &	5,993,270	0.69%
13	CATUS PTY LTD	5,220,418	0.60%
14	CITICORP NOMINEES PTY LIMITED	4,365,426	0.50%
15	CS THIRD NOMINEES PTY LIMITED	4,315,871	0.50%
16	BERNE NO 132 NOMINEES PTY LTD	3,926,667	0.45%
17	TRAYBURN PTY LTD	3,904,054	0.45%
18	HSBC CUSTODY NOMINEES	3,575,666	0.41%
19	MR ANTONY BARRY CURTIS QUICK	3,405,449	0.39%
20	MR STEPHEN LOOM	3,100,000	0.36%
		755,997,004	86.71%

SHAREHOLDER INFORMATION (CONTINUED)

(C) SUBSTANTIAL SHAREHOLDERS

Substantial shareholders in the Company are:

	Ordinary Shares	
	Number Held	Percentage of Issued Shares
Singapore Shenke International Investment Pte. Ltd,	357,786,934	41.04%
Ansheng Investment Co Ltd	172,491,060	14.12%
Buttonwood Nominees Pty Ltd	47,956,489	5.5%

(D) VOTING RIGHTS

The voting rights attaching to each class of equity security are set out below:

Ordinary Shares

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Options

No voting rights.

(E) UNQUOTED SECURITIES

- 12,500,000 performance rights are on issue to 3 holders.
- 4,250,000 unlisted options are on issue to 4 holders.

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