ABN: 98 623 196 823

CONSOLIDATED FINANCIAL REPORT FOR THE YEAR ENDED 30 JUNE 2019

DIRECTORS REPORT FOR THE YEAR ENDED 30 JUNE 2019

The Directors of Larchmont Investments Pty Ltd present their report together with the financial statements of the consolidated entity, being Larchmont Investments Pty Ltd (the Company) and its Controlled Entities (the Group) for the year ended 30 June 2019.

DIRECTORS

The following persons were Directors of Larchmont Investments Pty Ltd during or since the end of the financial year:

James Peter Guest Thompson (appointed 1 December 2017)
Sonja Louise Newman Heath (appointed 1 December 2017)

Mr James Peter Guest Thompson also acts as the Group Secretary.

The directors have been in office since the date of incorporation to the date of this report unless otherwise stated.

PRINCIPAL ACTIVITIES

The principal activities of the Group are exploration and development of mineral resources.

RESULTS

The loss of the Group attributable to the equity holders of Larchmont Investments Pty Ltd for the financial year ended 30 June 2019 amounted to \$189,073 (2018 Financial Period Ended 30 June: \$128,345).

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Other than as reported in the subsequent events section below, no other matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

ENVIRONMENTAL REGULATION

The Group's operations are subject to the relevant State and Commonwealth regulations of Australia and Canada pertaining to exploration and development activities. The Directors do not believe the Group to be in breach of these regulations.

EVENTS SUBSEQUENT TO REPORTING DATE

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

LIKELY DEVELOPMENTS

Please refer to the events subsequent to the reporting date paragraph above.

DIRECTORS REPORT FOR THE YEAR ENDED 30 JUNE 2019

DIVIDENDS

No dividends were paid or declared by the Group during the year or since the end of the year.

SHARE OPTIONS

No options over issued shares or interests in the Group were granted during or since the end of the financial year and there were no options outstanding at the date of this report.

INDEMNIFICATION AND INSURANCE OF OFFICERS AND AUDITORS

No indemnities have been given or insurance premiums paid, during or since the end of the financial year, for any person who is or has been an officer or auditor of the Group.

PROCEEDINGS ON BEHALF OF GROUP

No person has applied for leave of Court to bring proceedings on behalf of the Group or intervene in any proceedings to which the Group is a party for the purpose of taking responsibility on behalf of the Group for all or any part of these proceedings. The Group was not a party to any such proceedings during the year.

AUDITORS INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required under Section 307C of the Corporations Act 2001 is set out on page 3.

Signed in accordance with a resolution of the Board of Directors:

James Thompson

Dated at Perth: 8th day of June 2020

Stantons International

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8 June 2019

Board of Directors Larchmont Investments Pty Limited c/o Kennerlys 37 Ord Street West Perth, WA 6005

Dear Directors

RE: LARCHMONT INVESTMENTS PTY LTD

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of Larchmont Investments Pty Ltd.

As the Audit Director for the audit of the financial statements of Larchmont Investments Pty Ltd for the year ended 30 June 2019, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (ii) any applicable code of professional conduct in relation to the audit.

Yours faithfully

STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LTD

ulu

(Trading as Stantons International)

(An Authorised Audit Company)

Martin Michalik

Director



CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2019

	Consolidated 2019	From 1 Dec 2017 to 30 June 2018
	\$	\$
INCOME		
Interest Income TOTAL INCOME		
EXPENSES		
Exploration expenditure	(195,549)	(128,083)
Administration	(8,101)	(205)
Travelling expenses	(1,741)	(57)
Other expenses	(18,836)	- (400.045)
TOTAL EXPENSES	(224,227)	(128,345)
LOSS BEFORE TAX	(224,227)	(128,345)
Income tax expense	-	-
LOSS AFTER TAX	(224,227)	(128,345)
OTHER COMPREHENSIVE INCOME/(LOSS) Items that may be reclassified subsequently to the profit or loss Items that will not reclassified to the profit or loss	15,879	-
OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX	15,879	-
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	(208,348)	(128,345)
NET LOSS FOR THE YEAR ATTRIBUTABLE TO:		
 Non-controlling interest 	(35, 154)	-
 Equity holders of the Larchmont Investments Pty Ltd 	(189,073)	(128,345)
	(224,227)	(128,345)
TOTAL COMPREHENSIVE LOSS ATTRIBUTABLE TO:		
Non-controlling interest	(31,978)	_
Equity holders of the Larchmont Investments Pty Ltd	(176,370)	(128, 345)
~	(208,348)	(128,345)

The accompanying notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2019

	Note	Consolidated 2019 \$	2018 \$
CURRENT ASSETS Cash and cash equivalents Advance TOTAL CURRENT ASSETS	4	8,762 8,762	15,333 15,333
NON-CURRENT ASSETS Capitalised Exploration and Development Expenditures TOTAL NON-CURRENT ASSETS	5	441,532 441,532	<u>-</u>
TOTAL ASSETS		450,294	15,333
CURRENT LIABILITIES Trade and other payables TOTAL CURRENT LIABILITIES	6	76,090 76,090	-
NON-CURRENT LIABILITIES Shareholder Advance TOTAL NON-CURRENT LIABILITIES TOTAL LIABILITIES	7	708,790 708,790 784,880	143,675 143,675 143,675
NET ASSET DEFICIENCY		(334,586)	(128,342)
EQUITY Share capital Reserves Accumulated losses		3 12,703 (317,418) (304,712)	3 - (128,345) (128,342)
Non-Controlling Interest TOTAL EQUITY	8	(29,874) (334,586)	(128,342)

The accompanying notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2019

	Share Capital	Foreign Currency Translation Reserves	Accumulated Losses	Non- Controlling Interest	Total Equity
	\$	\$	\$	\$	\$
Balance at 1 December 2017	•	-	-	•	·
Issue of Share Capital	3	-	-	-	3
Loss for the period	-	-	(128,345)	-	(128,345)
Balance at 30 June 2018	3		(128,345)	_	(128,342)
Loss for the year			(189,073)	(35,154)	(224,227)
Other Comprehensive loss					
Movement in Foreign exchange translation reserves	-	12,703	-	3,176	15,879
Total Comprehensive loss for the year	-	12,703	(189,073)	(31,978)	(208,348)
Issue of Share Capital	<u>-</u>	-	_	2,104	2,104
Balance at 30 June 2019	3	12,703	(317,418)	(29,874)	(334,586)

The accompanying notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2019

	to 30 June 2018
\$	\$
OPERATING ACTIVITIES Payment to suppliers (182,495)	(128,342)
Advances -	(15,333)
Net cash outflow from operating activities (182,495)	(143,675)
INVESTING ACTIVITIES	
Acquisition of Capitalised Exploration Assets 5 (365,442)	=
Acquisition of subsidiaries, net of cash paid 8 (8,416)	_
Net cash used in Investing activities (373,858)	-
FINANCING ACTIVITIES	
Share Capital	3
Shareholder Advance 7 565,115	143,672
Net cash used in financing activities 565,115	143,675
Net change in cash and cash equivalents 8,762	.=
Cash and cash equivalents, beginning of year	-
Cash and cash equivalents, end of year 4 8,762	-

The accompanying notes form an integral part of the financial statement.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019

1. Reporting Entity

Larchmont Investments Pty Ltd is the Group's Ultimate Parent Company limited by shares, incorporated on 1 December 2017 and domiciled in Australia. The address of the Company's registered office is 37 Ord Street WEST PERTH WA 6005

During the prior year, The Group acquired 80% equity of Noronex Ltd (Noronex), a Canadian based business, thereby obtaining control as at 20 June 2018 but commenced operation from 1 July 2018. The cost of the acquisition was \$8,416 (CAD \$8,000) which was settled in cash.

2. Basis of Preparation

a) Statement of Compliance

The directors have prepared the financial statements on the basis that the Group is a non-reporting entity. This financial report is therefore a special purpose financial report that has been prepared in order to meet the requirements of the Corporations Act 2001.

The special purpose financial report has been prepared in accordance with the recognition and measurement aspects of all applicable Australian Accounting Standards ("AASBs") adopted by the Australian Accounting Standards Board ("AASB") and the Corporations Act 2001.

The financial report does not include the disclosure requirements of all AASBs except for the following minimum requirements:

AASB 6	Exploration for and Evaluation of Mineral Resources
AASB 9	Financial Instruments
AASB 101	Presentation of Financial Statements
AASB 107	Cash Flow Statements
AASB 108	Accounting Policies, Changes in Accounting Estimates and Errors
AASB 110	Events after the Reporting Period
AASB 1048	Interpretation of Standards

b) Basis of Measurement

The financial statements have been prepared on a historical cost basis.

c) Functional and Presentation Currency

These financial statements are presented in Australian dollars, which is the Company's functional currency. The function currency and presentation currency of its subsidiary is Canadian dollars.

d) Use of Estimates and Judgements

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019

e) Significant Accounting Judgements, Estimates and Assumptions

No significant judgements, estimates and assumptions were required to be made in the preparation of this financial report.

f) Going Concern

The Group reported a loss for the year of \$189,073.

As at 30 June 2019, the consolidated entity had a net asset deficiency of \$334,586 and cash and cash equivalents of \$8,762

During the year, the Company explored and renewed its mineral licences in the ordinary course of business and acquired the Onaman project. The Board has resolved to pay the Company's outstanding liabilities in full.

The Group will be financially supported by the shareholders as and when need arises for financial support.

3. Significant Accounting Policies

The accounting policies set out below have been applied consistently to the year presented in these financial statements.

a) Foreign Currency Transactions

Transactions in foreign currencies are translated to the functional currency of the Company at exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the foreign exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortised cost in foreign currency translated at the exchange rate at the end of the year.

b) Financial Instruments

In the year the Group adopted AASB 9 Financial Instruments. The Group's only financial asset in the year was cash and its only financial liabilities comprised trade payables and accruals, and shareholder loans. The treatment of these items remains unchanged on the adoption of AASB 9

i) Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with original maturities of three months or less.

ii) Other financial liabilities

Other financial liabilities comprise shareholder loans, trade and other payables.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019

c) Exploration and Evaluation Assets

As previously disclosed, the Group's accounting policy for the treatment of its exploration and evaluation expenditures is:

Exploration and evaluation costs are written off in the year they are incurred apart from acquisition costs which are carried forward where right of tenure of the area of interest is current and they are expected to be recouped through sale or successful development and exploitation of the area of interest or, where exploration and evaluation activities in the area of interest have not reached a stage that permits reasonable assessment of the existence of economically recoverable reserves. Where an area of interest is abandoned or the Directors decide that it is not commercial, any accumulated acquisition costs in respect of that area are written off in the financial period the decision is made.

Each area of interest is also reviewed at the end of each accounting period and accumulated costs written off to the extent that they will not be recoverable in the future.

Amortisation is not charged on costs carried forward in respect of areas of interest in the development phase until production.

Larchmont's board considers the Group's accounting policy is in accordance with the requirements of AASB 6.

4. Cash and Cash Equivalents

		2019	2018
		\$	\$
	Cash at bank	8,762	** =
	Total cash and cash equivalents	8,762	
5.	Capitalised Exploration and Development Expenditures		
		2019	2018
		\$	\$

	\$
Opening Balance	-
Expenditure incurred	441,532
Closing Balance	441,532
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6. Trade and Other Payables

	2019	2018
	\$	\$
Accounts payables and accruals	76,090	-
Total trade and other payables	76,090	-

7. Shareholder Advance

	2019 \$	2018 \$
Opening Balance	143,675	
Movements in Shareholder Advance	565,115	143,675
Closing Balance	708,790	143,675

The shareholder advance is interest-free and it will not been demanded by the shareholders within 12 months after the date of signing of financial statement.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019

8. Interests in subsidiaries

8.1. Composition of the Group

The Group includes one subsidiary, Noronex Ltd, with material non-controlling interests (NCI):

Name of the Subsidiary	Country of incorporation and principal	Principal activity	Proportion of ownership interests held by the Group at year end		
	place of business		2019	2018	
Noronex Ltd	Canada	Exploration and evaluation	80%	-	

The subsidiary was incorporate on 20 June 2018 but commenced operation from 1 July 2018. The cost of the acquisition was \$8,416 (CAD\$ 8,000) which was settled in cash.

8.2. Subsidiary with material non-controlling interests

Name	ownership and voti	on of NCI o interests ng rights al activity	Loss allocated to NCI		rs		ated NCI
	2019	2018	2019	2018	2019	2018	
Noronex Ltd	20%	-	35,154	-	29,874	-	

9. Subsequent Events

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

10. Commitment and Contingent Liabilities

The Group does not have any commitments and contingent liabilities as at 30 June 2019.

DIRECTORS' DECLARATION FOR THE YEAR ENDED 30 JUNE 2019

As described in the basis of preparation accounting policy included in note 2 to the financial statements, the Company is not a reporting entity and these are special purpose financial statements.

The directors of the Company declare that the financial statements and notes:

- a) comply with the accounting policies as detailed in note 2 to the financial statements; and
- b) presents fairly, in all material respects, the group 's financial position as at 30 June 2019 and of its performance for the year ended on that date.

In the directors' opinion

c) there are reasonable grounds to believe that the group will be able to pay its debts as and when they become due and payable.

Signed on behalf of the directors.

James Thompson

Dated at Perth: 8th day of June 2020

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE LARCHMONT INVESTMENTS PTY LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the financial report, being a special purpose financial report, of the Larchmont Investments Pty Limited, which comprises the consolidated statement of financial position as at 30 June 2019, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the director's declaration. The consolidated entity comprises both Larchmont Investments Pty Ltd (the Company) and the entities it controlled during the year end.

In our opinion, the accompanying financial report of the consolidated entity is in accordance with the *Corporations Act 2001*, including:

- (i) giving a true and fair view of the consolidated entity 's financial position as at 30 June 2019 and of its financial performance for the period then ended; and
- (ii) complying with Australian Accounting Standards to the extent described in Note 2 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 consolidated entity 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 (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.

Emphasis of Matter - Basis of Accounting

Without modifying our opinion, we draw attention to Note 2 of the financial report, which describes the basis of accounting. The financial report has been prepared for the purpose of fulfilling the directors' financial reporting responsibilities under the *Corporations Act 2001*. As a result, the financial report may not be suitable for another purpose. Our opinion is not modified in respect of this matter.

Material Uncertainty Relating to Going Concern and Capitalised Exploration Costs

i) As referred to in Note 2 (f) to the financial statements, the financial statements of the consolidated entity have been prepared on a going concern basis. As at 30 June 2019, the consolidated entity had a net asset deficiency of \$334,586 and cash and cash equivalents of \$8,762. The consolidated entity had incurred a loss of \$189,073 for the year ended 30 June 2019.



The ability of the consolidated entity to continue as a going concern and meet its planned exploration and administration commitments is dependent upon the consolidated entity being fully financially supported by its shareholders and raising further capital. In the event the consolidated entity is not fully financially supported by its shareholders and /or raising further capital, the consolidated entity may not be able to meet its liabilities as and when they fall due and the realisable value of the consolidated entity's current and non-current assets may be significantly less than book values.

ii) The consolidated entity had capitalised exploration and evaluation expenditure as per Note 5 of the financial statements of \$441,532 as at 30 June 2019. The recoverability of the consolidated entity's carrying value of capitalised mining exploration and evaluation expenditure is dependent on the successful commercial exploitation of the assets and/or sale of the assets to generate sufficient funds to at least that of their carrying values. In the event that the consolidated entity is not successful in commercial exploitation and/or sale of the assets, the realisable value of the consolidated entity's assets may be significantly less than their current carrying values.

Responsibilities of the Directors for the Financial Report

The directors of the consolidated entity are responsible for the preparation of the financial report that gives a true and fair view and have determined that the basis of preparation described in Note 2 to the financial report is appropriate to meet the requirements of the Corporations Act 2001 and is appropriate to meet the needs of the members. The director's responsibility also includes 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 consolidated entity 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 consolidated entity 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.

As part of an audit in accordance with Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report.

The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial report.

We conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the consolidated entity's ability to continue as a going

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concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the consolidated entity to cease to continue as a going concern.

We evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in Internal control that we identify during our audit.

The Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements. We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LTD (Trading as Stantons International) (An Authorised Audit Company)

Storters International Audit & Consulting Pay

Martin Michalik Director

West Perth, Western Australia 8 June 2020