



Solutions for net  
positive impact

# Acquisition of Decipher

Authorised by the K2fly Board of Directors

March 2021

ASX:K2f

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# Agenda

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- 1 K2fly Update
- 2 Industry Update
- 3 K2fly Strategy
- 4 Potential Decipher Acquisition



# 1. K2fly Update

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# K2fly Summary

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K2fly provides technical assurance enterprise software that delivers environmental, social and governance (ESG) outcomes to its clients



## Resource Focused

We bring our shareholders exposure to the global resource sector and in particular Tier 1 and Tier 2 global miners



## Environmental, Social & Corporate Governance (ESG)

We bring additional exposure to ESG issues which are front of mind for investors, regulators and the public



## SaaS Technology

We bring exposure to high margin SaaS technology that can be rolled out globally



## Industry Endorsement

Global mining clients and partners (SAP & ESRI)



# Corporate Overview



## Invoices Raised FY20

AU\$6.75m +60% on FY19

## Revenue from Activities

Increased 29% Half Year Ended Dec 2020



## Ordinary Shares on Issue

100m\* (100,787,377)



## Market Capitalisation

\$35.3m @ \$0.35c 02/03/21



## 30 Day VWAP

\$0.36 (as at March 2)



## Cash at 31 December 2020

\$2.56m + \$.92m Receivables

## Board of Directors

**Jenny Cutri**  
Non Executive Chair

25 years Corporate Lawyer  
Co-sec, listed company, ASX and ASIC

**Neil Canby**  
Non Executive Director

25 years Chartered Accountant  
IT, utilities and energy

**James Deacon**  
Non Executive Director

25 years IT advisory services,  
airlines, utilities and mining

**Brian Miller**  
Chief Executive Officer

30 years software and services  
UK and Australian utilities and elite sport



# Source & Use of Funds (2020)

K2F is close to achieving operational funding self sufficiency

In 2020 K2F used just \$88,355 of its cash reserves to fund operations

## Source of Funds

1<sup>st</sup> Jan 2020 – 31<sup>st</sup> Dec 2020 from Customers

Cash Receipts from Customers **\$7.18m**

Invoices raised to Customers **\$6.70m**

Revenue Recognised from Customers **\$6.36m**

SaaS Revenue **\$2m**

Services Revenue **\$4.36m**

## Use of Funds

Cash Balance 1/1/20 **\$1,144,719**

Cash from Financing **\$2,200,320**

Cash used in Operations **(\$88,355)**

Cash used in Investing **(\$586,161)**

Movements due to FX **(\$109,858)**

Cash Balance 31/12/20 **\$2,560,665**

Source – K2fly Limited Half-Year Report – 31 December 2020

# Key Management



## Nic Pollock

### Chief Commercial Officer

Nic has over 25 years of experience in enterprise software business and professional services, with more than 20 years in global, APAC and regional senior leadership roles across Asset Intensive, Global Supply Chains and Financial Services. Nic has spent the last 15 years focused on the Resources industry in public (ASX and TSX) private and PE funded companies.

Before joining K2fly in the role of CCO, Nic was Managing Director and Vice President of Gemcom (now Dassault), Regional VP APAC Mining at Mincom (now ABB), Global Director of Solutions at Snowden Mining, founder of Resource Governance International (RGI) and CEO of Decimal.

At K2fly, Nic is responsible for driving the commercial interests of the K2fly business, which has experienced substantial organic and inorganic growth over the past two years. Nic has a BA (Econs.) from UWA and a Post Grad in Sustainability Leadership at Cambridge University. Nic has also undertaken Graduate Studies in Sustainability at NYU Stern, is GRI Qualified, a Graduate of AICD and a Member of AUSIMM.



## MARK FORSTER

### Chief Development Officer

Before joining K2fly Mark Forster was the founder and managing director of mining technology and consulting company Sateva.

Mark has significant experience in the design, construction and implementation of large complex systems for large mining organisations, including Rio Tinto Iron Ore, BHP Billiton Iron Ore, BMA coal, Rio Tinor Exploration and Hamersley Iron.

Prior to founding Sateva, Mark worked at Datamine and Snowden. As well as strong technology, systems and development skills, Mark also has extensive experience in the sales of software solutions. At K2fly, Mark is responsible for driving the development of K2fly's expanding technology solution suite to answer the needs of clients. Mark has a B.App.Sc degree in Mathematics and Computing from Curtin University, and post graduate qualifications in Data Science and Machine Learning from Harvard University and the University of Washington.



## HEATH ARVIDSON

### Chief Geoscientist

Heath brings over 30 years of experience in reconciliation, Resource and Mining Geology, Mine Value Chain Reconciliation, and Mining and Reserves reporting. Heath has worked across a variety of commodities including gold, iron ore, mineral sands, silver, nickel, diamonds, and coal. He also has five years of experience as a Competent Person. Beyond mining expertise, Heath also provides knowledge on business areas such as project management, strategic planning, mentoring, change management and data management.

Before joining K2fly, Heath served as a Mine Geologist in the Goldfields of WA, a Consultant Geologist for BHP Engineering, a Resource Geologist and Competent Person for BHP Billiton, Group Manager of Mining Engineering and Geology at Golder Associates, and Lead Mining Geosciences and Reconciliation and Anglo American.

At K2fly, Heath drives our mining solutions and client relationships, bringing his extensive sector experience to help solve industry issues and challenges. Heath has a BSc (Geology) from UWA and a Diploma in Frontline Management from AIM and is currently completing a BA (Phil).



## NAVIN NIRMALRAJAN

### Director of Operations

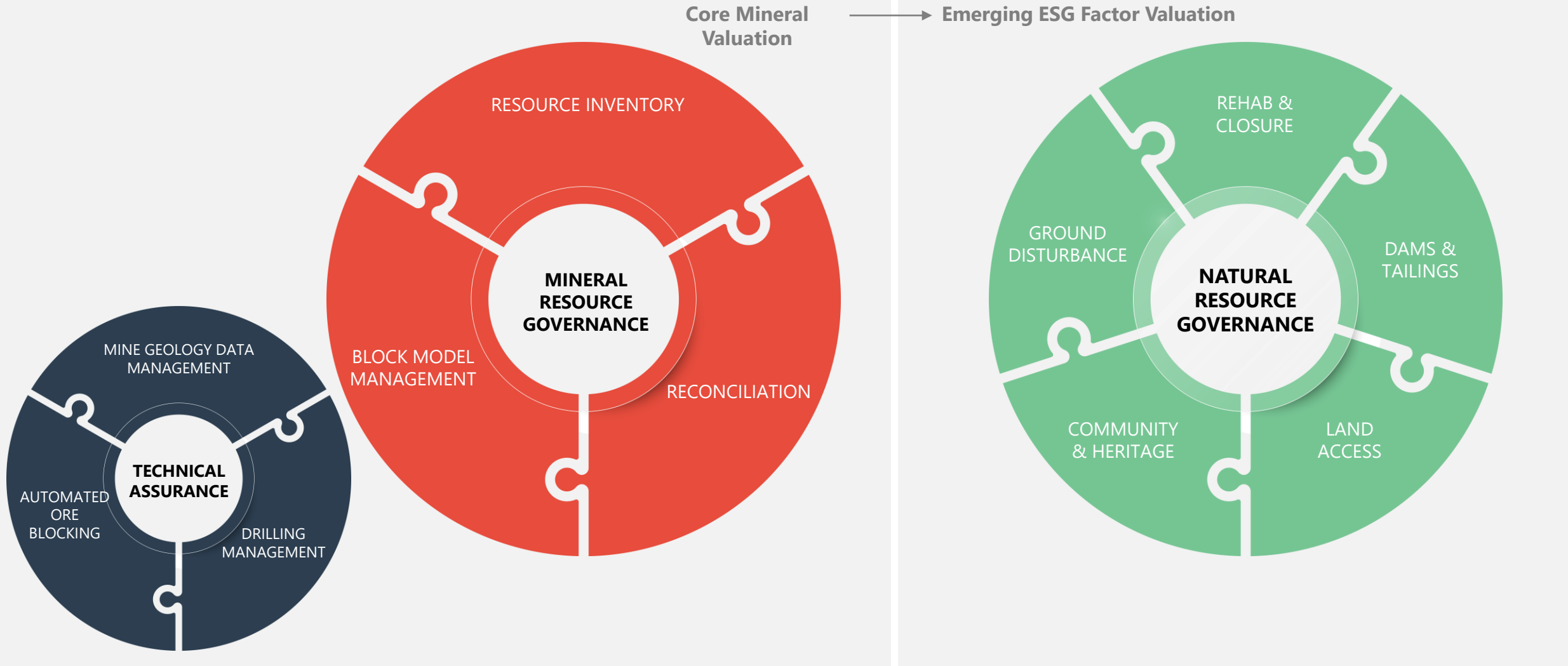
Navin is a highly experienced software and business development specialist, with more than 22 years in the software industry across products, operations and consulting within start-ups and larger corporate environments.

Navin has extensive experience in servicing global markets while leading large delivery teams. For the past ten years, Navin has focused on the resources sector and was previously Managing Director of InfoScope which was acquired by K2fly in 2017.

He brings to the K2fly team a highly analytical and practical approach to finding winning solutions for all stakeholders. As Director of Operations at K2fly, Navin drives operational excellence across the technical sales and delivery functions of K2fly. Navin has an MBA from Queensland University of Technology and a Grad Cert in Information Systems from Central Queensland University.



# Our Solution Suite



# Global Reach

- 1 Australia**  
Rio Tinto  
Roy Hill  
FMG  
South32  
Mineral Resources  
Newcrest  
Westgold  
API Management  
Panoramic Resources  
The Keeping Place

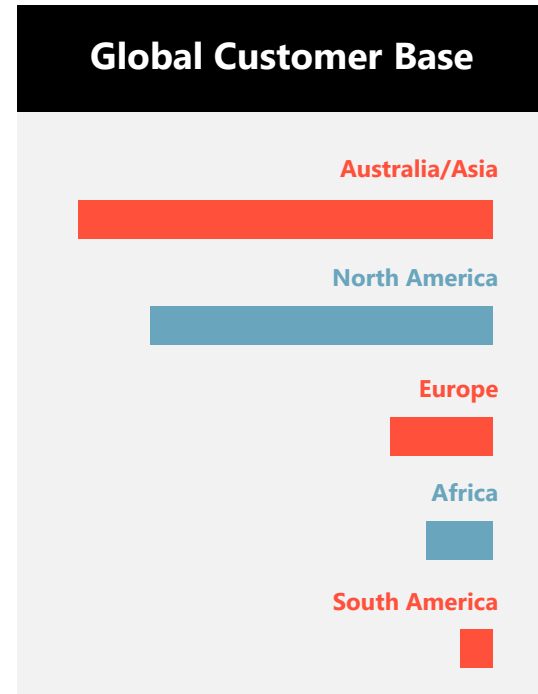
- 2 North America**  
Newmont  
Teck  
Glencore  
Kinross  
Alcoa

- 3 South America**  
Vale  
Nexa

- 4 Europe**  
Sibelco  
Orano  
Imerys

- 5 Africa**  
AngloGold Ashanti  
Goldfields

- K2Fly Offices & Representatives**  
Perth, Western Australia (Head Office)  
Highveld, Centurion, South Africa  
Denver, Colorado, USA



Sites	> 500
Commodities	45
Countries	54

# K2fly Market Position

K2fly has won vendor status with many Tier 1 and Tier 2 global miners in a short time and is now well positioned to expand our solution offerings across our growing range of solutions

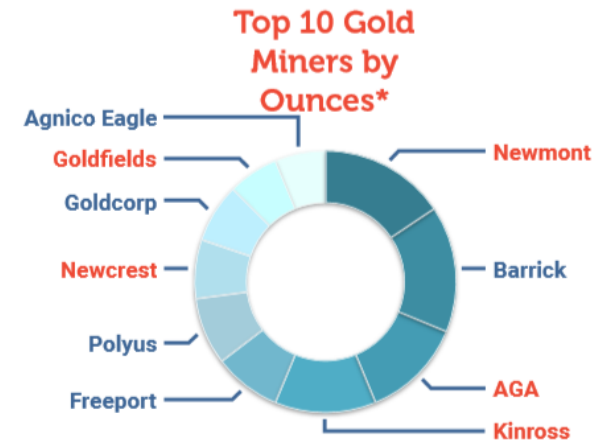
## 4 Big Iron Ore Miners

Use K2fly for technical assurance, mineral inventory and/or land management including Heritage and Ground Disturbance



## 5/10 Top Global Gold Majors

Use K2fly to report their mineral inventory to the stock market



## 2. Industry Update

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# K2fly is Addressing Industry Challenges



## Reporting & Governance

Every company is faced with the same reporting and governance challenges with ever increasing ESG scrutiny from multiple stakeholders.



## Reputation

The ESG reputation of the mining industry is already poor which has been further tarnished by recent disasters in cultural heritage destruction and tailings dam failures with catastrophic loss of life.

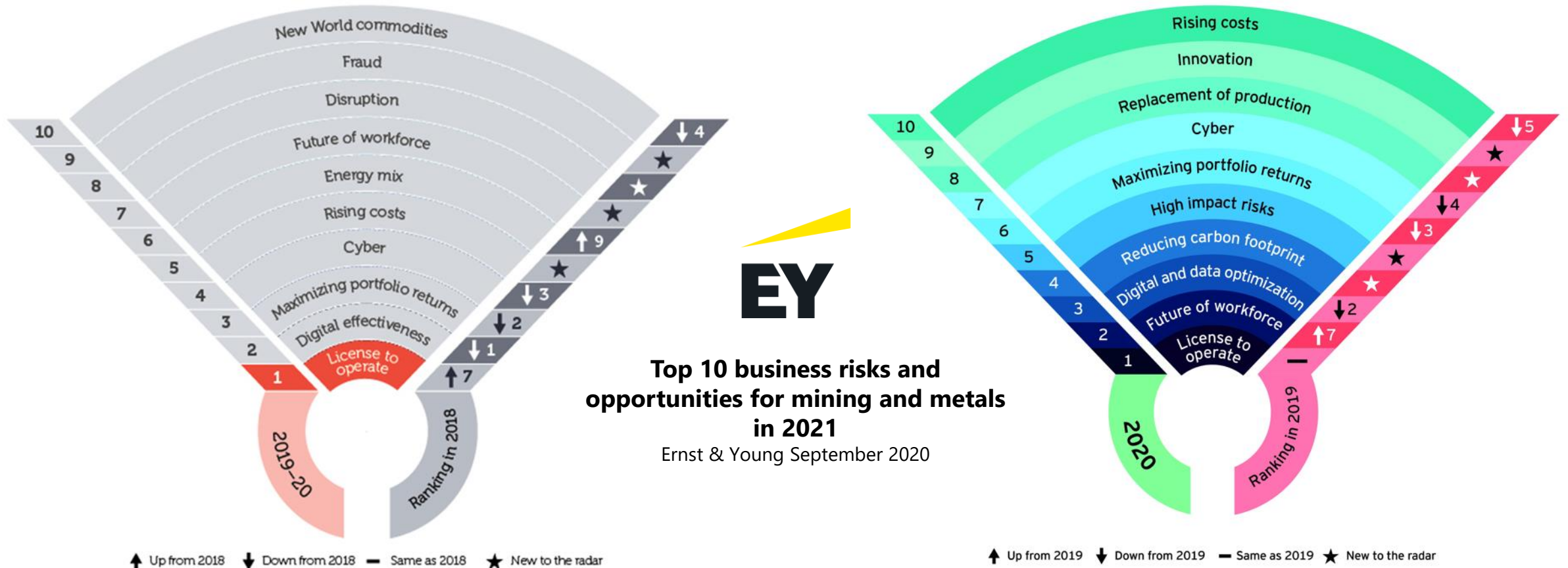


## Disclosure Demands

Mining companies are under increasing scrutiny to disclose more information to regulators, shareholders, ratings agencies and their external stakeholders (indigenous partners) in order to maintain their social license to operate.

# Social License to Operate

The #1 risk for mining CEOs 2 years running according to Ernst & Young



# Global Drivers of Change

## Pressure on resource companies



Finite, declining resources



Increasing transparency



Increased expectations



Ethical investing

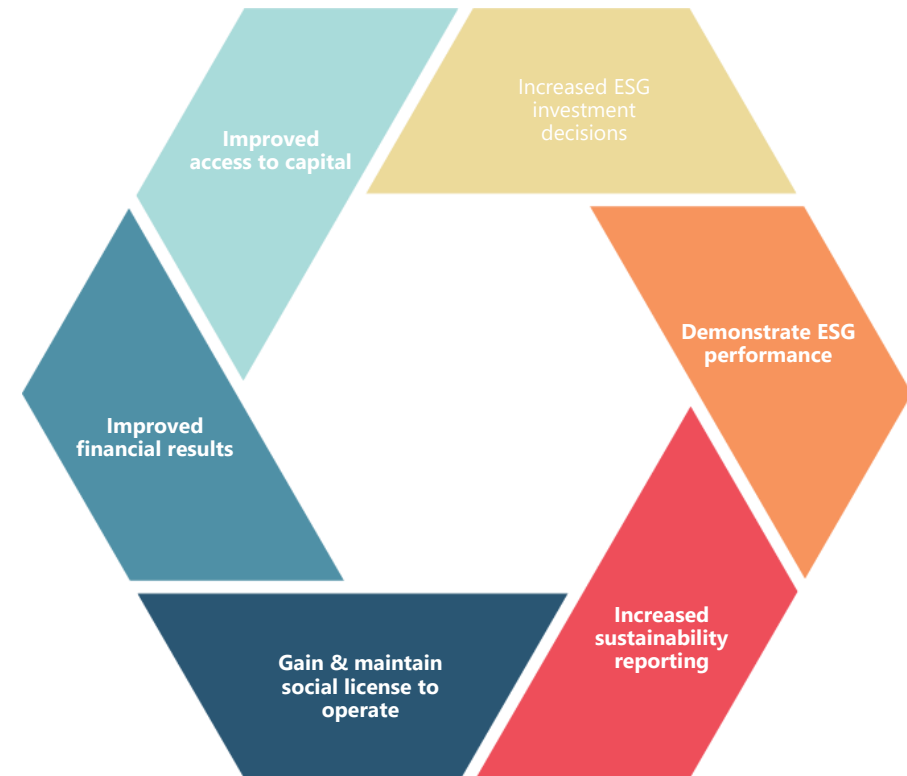


Sustainability reporting demands

## Capital is flowing more readily to sustainable assets

\$1 in \$4 invested (or USD\$30T) is now ESG or impact driven

*According to The US SIF Foundation's 2019 biennial Report on US Sustainable, Responsible and Impact Investing Trend*



# K2fly Supports Traditional and Evolving ESG Value Creation

K2fly solutions support the valuation of the core mineral inventory assets in a mining business and the increasingly important and evolving ESG expectations of investors



Resource Inventory



Community & Heritage



Rehab



Dams & Tailings



Land Access

## Traditional Mineral Valuation

Valuation and investment decisions focussed on commodity price Vs tons, ounces and grade reported as JORC Compliant Resources and Reserves

## ESG Factor Valuation

Mining projects and companies value is being increasingly affected by their governance and disclosure of ESG risks





# 3. K2fly's Strategy

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# K2fly Current Position

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## Strong Sales

K2fly has experienced rapid global sales growth with Tier 1 & 2 miners across all commodities . Our enterprise top down global sales model is very rare and is a key differentiator.



## Market Leader

K2fly is the clear leader in Technical Assurance for inventory management as the only COTS software available today. K2fly can become the major player in enterprise mining software and grow into other vertical segments.



## Acquisitions & Market Share

The SATEVA acquisition puts K2fly in a strong position to add adjacent solutions and further market share in Iron Ore. The potential Decipher acquisition deepens our offerings and provides killer combination for Tailings leadership



## Driving Demand

Community expectations, regulatory and technology changes are surging demand. Tailings and heritage are similar blue ocean offerings in high demand due to corporate ESG and social license concerns.



## Growth Opportunities

Future opportunities to further improve technical assurance, governance and public disclosures across environmental and sustainability reporting, mineral endowment as well as adjacent expansion into oil and gas. Further global growth opportunities now supported as a SAP Endorsed App.



## Solid Pipeline

Numerous current opportunities to grow our international customer base to address rapidly evolving land access, tailings and ESG reporting requirements.

# K2fly Go to Market Strategy – SaaS business

## Direct Sales to Customers

### Land and Expand

Targeting large Tier 1 and mid-cap global resource companies and new industry use cases via our global network of Account Directors

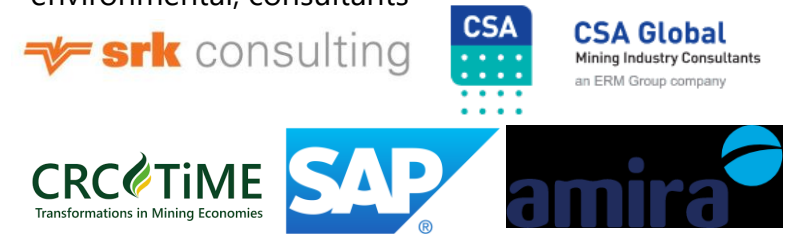
Australia, North America, Germany

South Africa



## Stakeholders & Influencers

Active engagement with Regulators, boards, proxy advisors, industry bodies, investor community, stock markets, legal, mining and environmental, consultants



## Channel Partners

Integration into third party ERP systems and other platforms

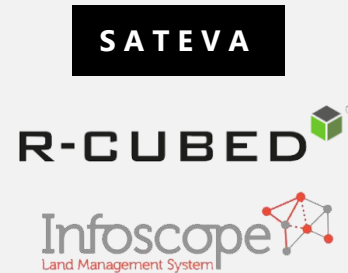


# K2fly Acquisition Strategy

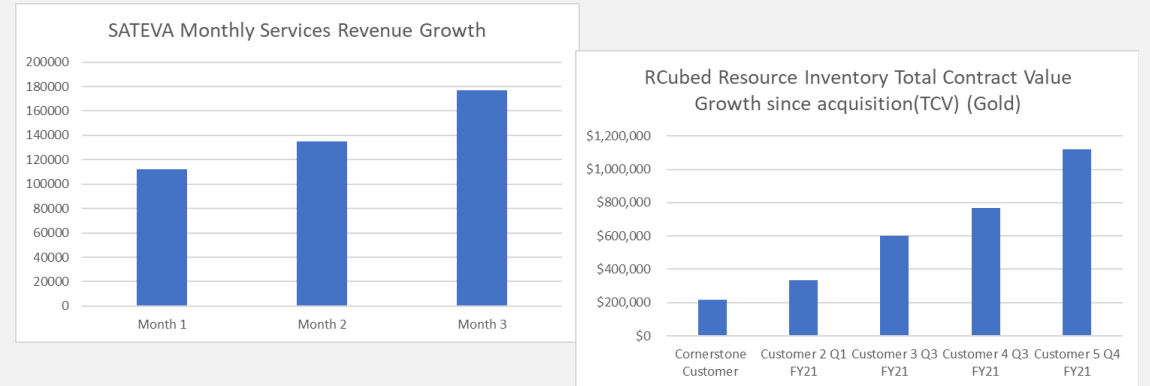


## 1. We Acquire Complementary Adjacent Offerings

Acquiring boutique technology firms who can add to our SaaS stable of adjacent products and solutions

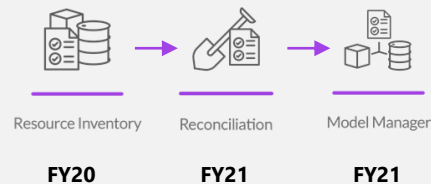


## 2. We Grow Them with Tier 1 and 2 Global Clients



## 3. We Expand the Offering

Add new functionality and expand our solution portfolio to existing customer and prospective clients



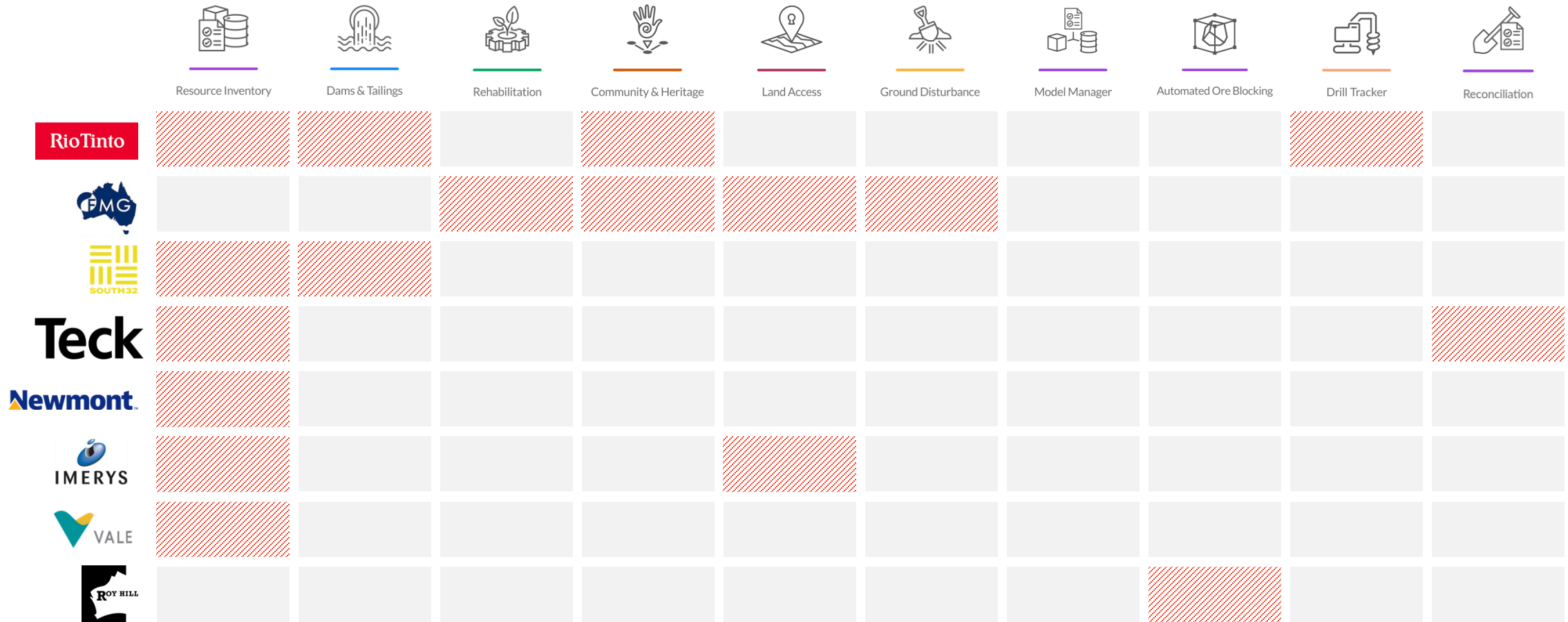
## 4. We Land & Expand

“Land & Expand” strategy. Keep delivering great additional benefits to our customers through adjacent offerings













# Sample Clients and Expansion Opportunity

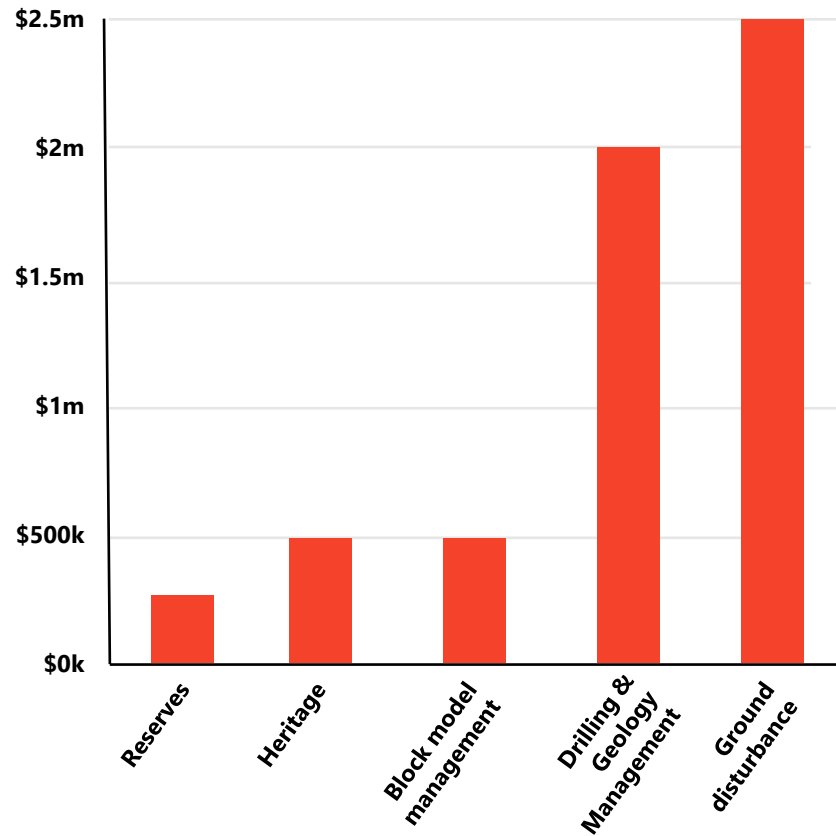
Considerable white space exists for our solutions to grow within our global customer base



# K2fly Acquisition Detail

	<b>INFOSCOPE</b> <b>JUL 2017</b>	<b>RCUBED</b> <b>MAY 2019</b>	<b>SATEVA</b> <b>OCT 2020</b>	<b>DECIPHER</b> <b>MAR 2021</b> <b>SUBJECT TO SHAREHOLDER APPROVAL</b>
	  	 	  	 
	Community & Heritage    Land Access    Ground Disturbance	Resource Inventory    Reconciliation	Model Manager    Automated Ore Blocking    Drill Tracker	Dams & Tailings    Rehabilitation
<b>STRATEGY</b>	<ul style="list-style-type: none"> <li>Enter the SaaS market with proven software with proven customers (FMG) and revenues.</li> <li>Blue ocean offering – no competition</li> </ul>	<ul style="list-style-type: none"> <li>Adjacent SaaS offering</li> <li>Only Commercial off the shelf solution in market –blue ocean market</li> <li>Targets a corporate tier 1 and 2 audience globally</li> </ul>	<ul style="list-style-type: none"> <li>Service our Corporate RCubed customers with a deeper solution via Model Manager solution 1:2 X Revenue potential</li> <li>During Covid lockdown pivot to get more exposure to local WA Iron Ore Miners – RTIO, FMG and Roy Hill</li> <li>Expand our Solution offerings via SATEVA suite</li> </ul>	<ul style="list-style-type: none"> <li>Leverage K2fly global client list</li> <li>Deepen our Tailings and Rehab offerings and increase pace to market</li> <li>Tier 1 global clients.</li> </ul>
<b>SPILLOVER</b>	<ul style="list-style-type: none"> <li>Enormous interest and growth in Land Management and ESG solutions</li> <li>Allowed K2fly to break Infoscope up into discrete solutions for more sales leverage</li> </ul>	<ul style="list-style-type: none"> <li>Regulatory Change in US SEC</li> <li>Perfect Tier 1 and 2 Entry point</li> <li>Customer profile is very contingent with Infoscope solutions at a corporate level</li> </ul>	<ul style="list-style-type: none"> <li>Much higher demand for some SATEVA applications than we had anticipated particularly in Drill Tracker and Auto Ore Blocker</li> <li>Blue Ocean Offerings</li> <li>Deeper development expertise inhouse with offshoring experience &amp; skills</li> <li>Very high growth in consulting services in line with Iron Ore prosperity</li> </ul>	<ul style="list-style-type: none"> <li>Can utilize Decipher UI across our next gen land management solutions and increase time to market</li> <li>Dramatically improve K2fly marketing capacity across all solutions</li> </ul>
<b>RESULTS</b>	<ul style="list-style-type: none"> <li>Recent announcement for Rio Tinto Heritage win Growth with FMG internationally and Mineral Resources</li> <li>Basis for Tailings Solution and SAP Certified Premium apps</li> <li>&gt;100% ARR Growth</li> </ul>	<ul style="list-style-type: none"> <li>Delivered 12 new tier 1 and 2 corporate customers in 18 months.</li> <li>Additional \$1.8m ARR</li> </ul>	<ul style="list-style-type: none"> <li>&gt;\$1m in Purchase Orders from existing customers in less than 6 months – &gt;40% revenue growth</li> <li>&gt;\$3.5m ARR in qualified solution pipeline</li> </ul>	<ul style="list-style-type: none"> <li>Pipeline has increased dramatically</li> </ul>

# Land and Expand



## Single Customer Expansion Strategy

■ Annual Recurring Revenue (ARR)

## Path to \$20m Annual Recurring Revenue (ARR) Milestone and Beyond



### Entry Strategy

Resource Inventory has been the perfect catalyst to enter global corporate relationships with major miners



### Enterprise Solutions

Our customers are closely associated with technical assurance, global land and ESG risk management and are looking for better enterprise solutions at a corporate level



### In Demand

Operators in the market are increasingly wanting standard software over bespoke solutions due to costs and flexibility

# 4. Potential Decipher Acquisition

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# Decipher Overview



## Key Highlights

- SaaS business model with Tier 1 and 2 mining customers
- Award winning cloud platform
- Integrations with leading technologies including Google Earth Engine, ESRI, GlassTerra, Weather Company and CSBP Soil and Plant lab
- Head office in Perth with 10 staff



## Established

Born within CSBP Limited (a subsidiary of Wesfarmers) in 2016, Decipher initially started as an AgTech solution used by over 6,500 farmers and growers in over 60 countries.



## Decipher for Mining Solutions

Decipher's Tailings monitoring and Mine Closure & Rehab solutions encompass 15 functionally rich modules including Earth Observations, InSAR, Landform & Erosion, Rehabilitation Planning, IoT & LiDAR, Machine Learning, Environmental Monitoring & Sampling, Obligations, Tenements, Map Files, Stakeholders, Plans, Yield Data, Weather and Blasts.



## Existing Strengths

K2fly is buying a business that is strong in marketing, product development and technology integration which complements our greatest strengths in sales and project delivery.



## Delivery

Decipher is delivered via a secure cloud platform, accessible from nearly any device, anywhere in the world. It is supported by a native mobile application offering offline data capture capabilities for sampling.



## Revenue

Decipher delivers monthly or annual licensing revenue plus transaction fees for service delivery (implementation, training and customisation). The module based nature of the solution lends itself to the land and expand model for cross selling.



**CRC TiME**  
Transformations in Mining Economies



# Potential Acquisition

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K2fly provides technical assurance enterprise software in a (SaaS) model that delivers environmental, social and governance (ESG) outcomes.

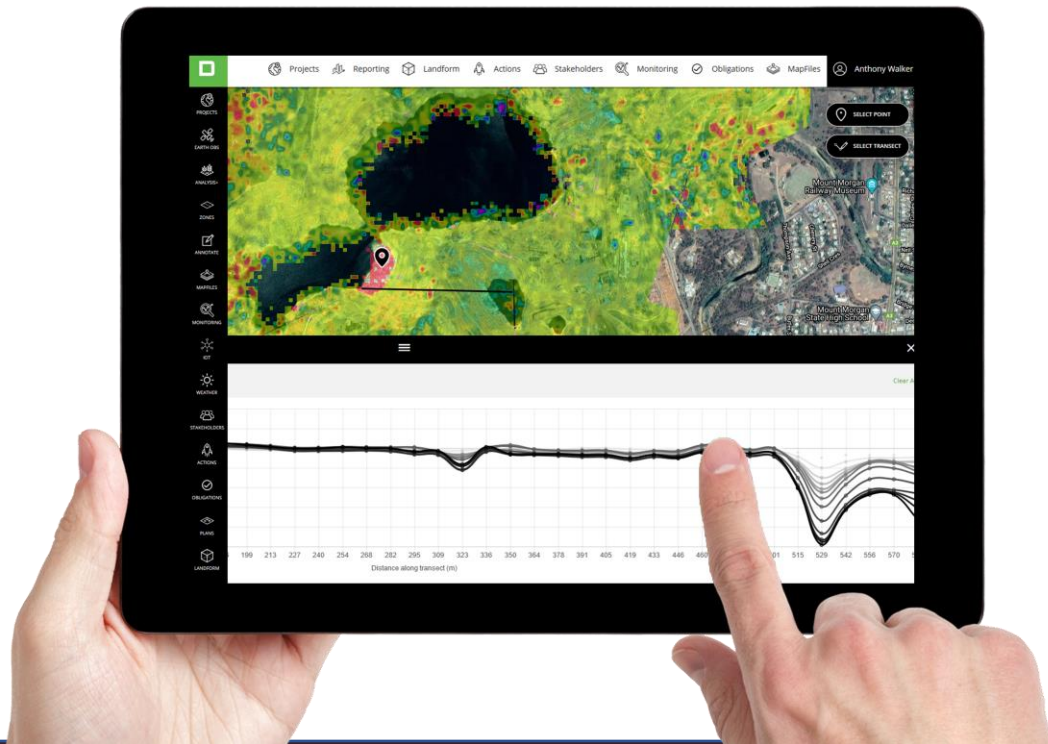


Decipher is a Software-as-a-Service (SaaS) company delivering award winning cloud solutions that help manage the earth's resources to be more sustainable and profitable. Decipher's innovative solutions enable teams to drive progressive mine rehabilitation and closure, and proactive tailings facility (TSF) monitoring.



# Decipher Acquisition Rationale

By acquiring Decipher for Mining, K2fly will have the only end-to-end solution in the market today that can cover monitoring, disclosure and governance in support of the Global Industry Tailings Standard (GITS) at a time when the industry most needs it.



## Tailings Imperative for Global Miners



The Global Industry Standard on Tailings Facilities was released in 2020. Most major global miners including all 27 members of the ICMM are committed to implementation over the next 3 years.

## Industry Co Development



K2fly and Decipher have worked closely with >50 mining companies to understand and map our solutions to their requirements. We are also collaborating closely with SAP and its Mining Industry Council to co- develop and market.

## Existing Customers



Many of the companies now implementing the Tailings standard are already K2fly customers including many members of the ICMM and SAP's Mining Industry Council.

## World class



The combination of the K2fly and Decipher solutions will create the world leading end to end solution for Tailings monitoring, disclosure and governance

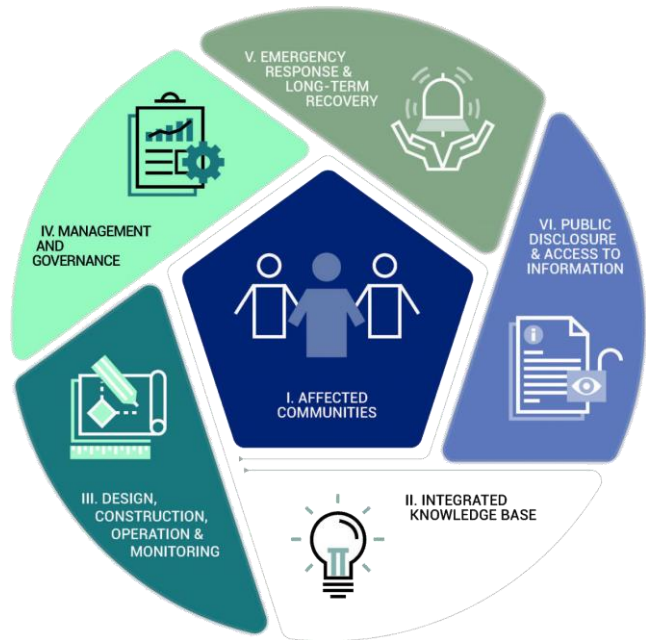
## Strategy critical



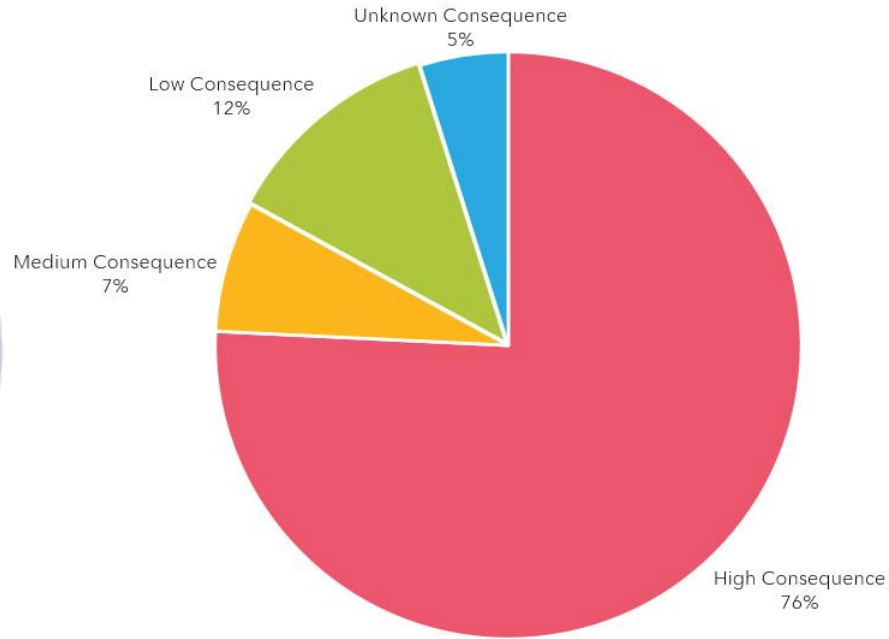
Decipher solution is vital to our approach to existing clients as well as the major marketing campaign with SAP in the Resources' sector.

# Tailings Update

Global Industry Tailings Standard Released  
Nov 2020



Planned Tailings (2025)  
Volume by Consequence Category



Source: [AMIRA](#)



“

Following disastrous tailings dam failures in several countries, the major international miners have combined with UNEP and investors to produce a Global Industry Standard for Tailings Management. This sets high standards for governance, management, monitoring and disclosure of tailings facilities. To implement these standards, mining companies will have to collate and analyse multiple streams of information to provide safe, timely and reliable management.

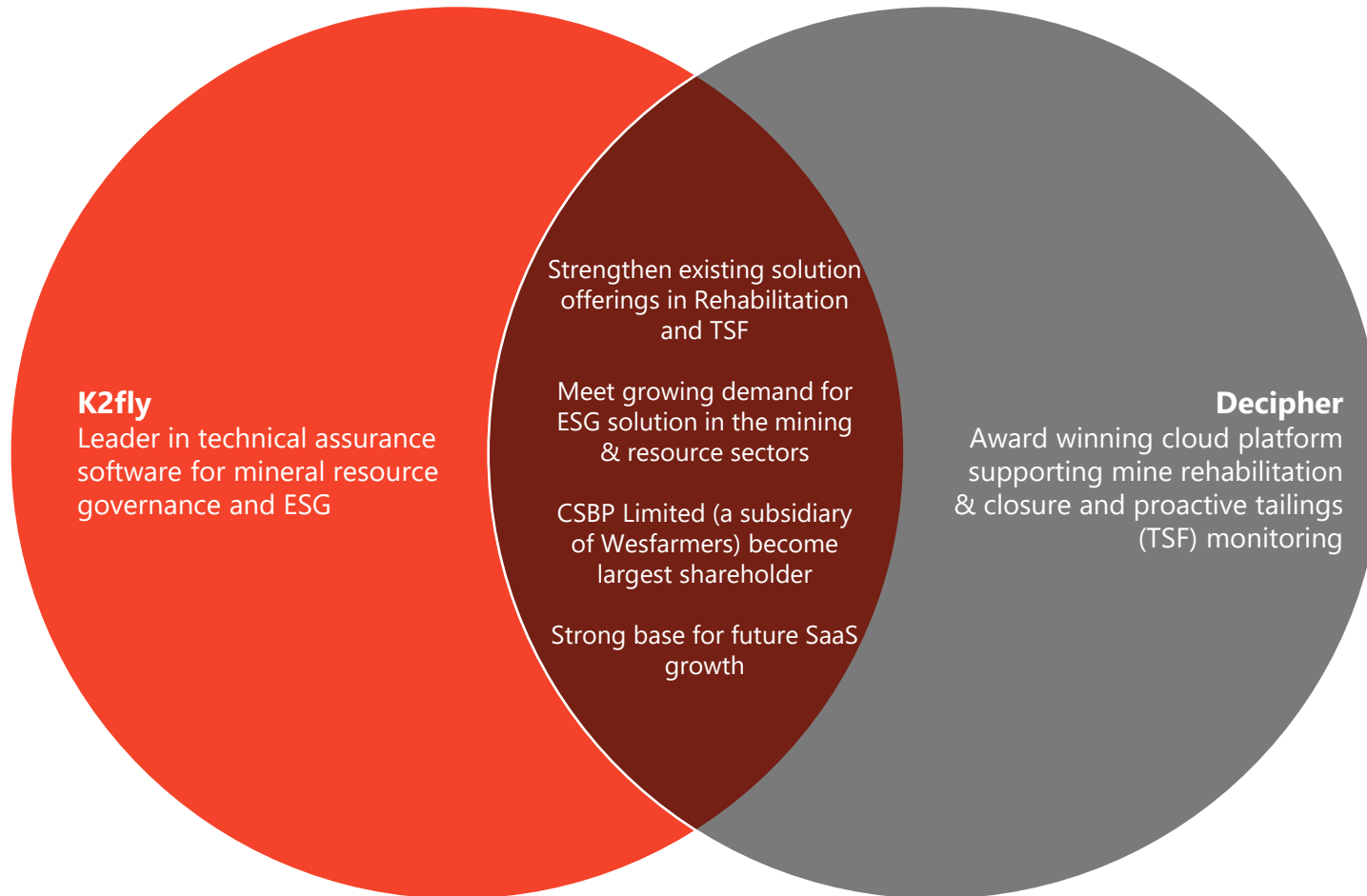
**JOHN PHILLIPS**  
Australian and International Tailings  
Committee Member

”

Now, ICMM members' immediate priority is ensuring its full implementation. The Standard will be integrated into our existing membership commitments, which includes third-party assurance and validation. Members have committed that all facilities with 'Extreme' or 'Very high' potential consequences will be in conformance with the Standard within three years from today, and all other sites within five years.

**TOM BUTLER**  
CEO ICMM

# Acquisition Summary



- K2fly to acquire the business assets associated with 'Decipher for Mining' (Decipher) from CSBP Limited
- CSBP Limited (a subsidiary of Wesfarmers) become largest shareholder with 10.13% of K2fly
- All scrip consideration comprising 11,366,691 ordinary K2fly shares valued at AUD\$3.7 million plus up to 5,345,633 performance shares, both subject to voluntary escrow periods

# Key Transactional Terms

Item	Detail
<b>Binding Agreement</b>	K2fly has agreed a Business sale agreement (BSA) subject to conditions precedent to acquire the business assets associated with 'Decipher for Mining' (Decipher) from CSBP Limited (CSBP) and Wesfarmers Chemicals, Energy & Fertilisers Limited (WesCEF)
<b>Acquisition Terms</b>	<p>All scrip consideration comprising 11,366,691 ordinary K2fly shares valued at AUD\$3.7* million plus up to 5,345,633 performance shares</p> <p>The performance shares issued will convert on an annual basis into a number of fully paid ordinary shares to a value equal to 22% of the annual revenues attributable to the Decipher business (Revenue), over a 4-year period following completion. Each tranche of shares issued on conversion of the performance shares will also be subject to voluntary escrow for 12 months. A maximum of 5,345,633 fully paid ordinary shares in the Company can be issued to CSBP as a result of the conversion of the performance shares.</p>
<b>Conditions Precedent</b>	<p>The closing of the BSA is subject to certain conditions precedent, including but not limited to those set out below, being satisfied or waived by K2fly</p> <p>(a) The approval of the K2F shareholders of the issue of the ordinary shares and performance shares to be issued to the vendors at completion.</p> <p>(b) ASX approval of the terms of performance shares.</p>
<b>Revenue</b>	Decipher currently has >AUD\$300k of contracted revenues in annual software licenses and implementation fees.
<b>Escrow</b>	Consideration shares to be held in voluntary ESCROW for two years.
<b>Decipher Team</b>	<p>Anthony Walker, Decipher CEO, will transfer to a Senior Executive role in K2fly.</p> <p>A further 9 Decipher employees will also transfer in key technical and marketing roles.</p>
<b>Transaction Support</b>	As a result of the transaction, CSBP (subsidiary of Wesfarmers Limited) will hold a 10.13% interest in the Company at completion, with the ability for that interest to increase to 14.22% should all the performance shares convert into ordinary shares (assuming no other shares are issued in the Company).
<b>Timetable</b>	A notice of meeting (NOM) for the purpose of seeking approval of the acquisition, to be held 29 March 2021. Completion of the acquisition is expected to occur shortly after shareholder approval is received.
<b>K2fly Advisors</b>	For the acquisition Steinepreis Paganin acted as legal adviser to K2fly

**Notes\*** Based on 3.9% discount to 15 day trading volume weighted average price (VWAP) of \$0.34 as at 29 January 2021, equating to \$0.32737 per ordinary share.

# Acquisition Rationale

Item	Detail
<b>Combined offering is world leader</b>	By combining Decipher monitoring and disclosure along with its technical superiority in map first GIS and user interface with K2fly's powerful governance and reporting engines and client base, the industry will benefit from a complete end to end solution to support the implementation of the Global Industry Standard on Tailings Management (GISTM) formerly (GTS).
<b>Increased access to Tailings and Rehabilitation solution market</b>	The market for Tailings solutions has grown dramatically since the release of the Global Tailings Standard in 2020 which is supported by the ICMM (International Council for Mining and Metals) and has been committed to by all 27 ICMM members as well as other major mining organisations. K2fly is already experiencing overwhelming interest in our Tailings governance solution via our existing customer base and our partnerships like SAP. The Decipher acquisition will provide real live customers as well as improve our ability to service this market rapidly.
<b>Accelerates technology roadmap for deeper and larger solution footprint</b>	Decipher has created an award winning map first SaaS platform that is wholly synergistic with all of K2fly's Land Management solutions including but not limited to Tailings, Rehabilitation, Land Access, Communities and Cultural Heritage and Ground Disturbance. We can layer the Decipher IP across our existing IP for a more user friendly and robust user experience.
<b>Existing shared blue chip clients</b>	Decipher and K2fly share blue chip clients in tier 1 and tier 2 mining companies operating globally.
<b>Existing shared purpose</b>	K2fly and Decipher leadership and teams share a strong belief in the criticality of mining and resources to create a more sustainable world. We also share a passion for providing technologies for the industry to achieve better results to improve their ESG compliance, governance and disclosures as well as the environment and the communities in which they operate.
<b>Strategic Investment</b>	In consideration for selling the business K2fly will welcome CSBP Limited (a subsidiary of Wesfarmers Limited) as a 10% shareholder in K2fly. CSBP Limited has invested in the incubation of the Decipher business as an extension of its agricultural services offering and this transaction will give the technology more paths to market and success.
<b>Synergies</b>	Decipher has a world class digital marketing capability that can be overlaid to K2fly's global Tier 1 and 2 client base and account management structure and global strategic partnerships with SAP and ESRI in order to grow within our existing customers and acquire new ones.

# Glossary

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Term	Definition
<b>TSF</b>	Tailings Storage Facility
<b>WesCEF</b>	Wesfarmers Chemicals, Energy & Fertilisers (a subsidiary of Wesfarmers Limited)
<b>GITS</b>	Global Industry Tailings Standard
<b>CSBP</b>	CSBP Limited (a subsidiary of Wesfarmers Limited)
<b>ARR</b>	Annual Recurring Revenue



# Contact Us


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## Head Office - Perth, WA

Level 1, Grand Central  
26 Railway Road  
Subiaco WA 6008 (08) 6333 1833

 [www.k2fly.com](http://www.k2fly.com)

 [info@k2fly.com](mailto:info@k2fly.com)

## North America

151 W. 1st Avenue  
Denver, CO 80223  
Direct: 303-725-4903

## South Africa

Unit 5, Berkley Office Park  
8 Bauhinia St, Highveld Technopark  
Centurion South Africa 0167