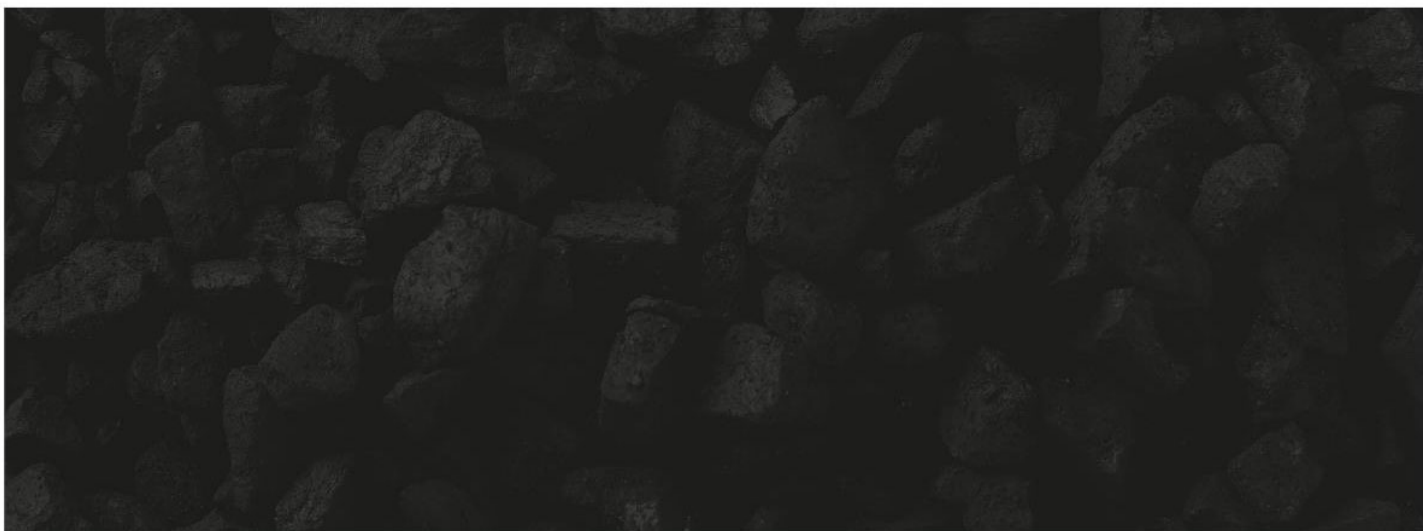


Annual Report
Year ended 31 December 2020



DIRECTORS' REPORT

DIRECTORS

Charles Blixt (Non-Executive Chairman) (resigned on 26 March 2021)
Glen Koropchuk (appointed on 15 October 2020 and Non-Executive Chairman on 26 March 2021)
Richard Barker (appointed 4 February 2019)
Andrew Caruso (appointed CEO on 12 May 2020 and Managing Director on 12 August 2020)
George Edwards (resigned on 26 March 2021)
Charles Fear (appointed 17 August 2017)
William (Bill) Fleming (appointed on 24 February 2020)
Jeff Gerard (appointed on 26 March 2021)
Anita Perry (appointed on 26 March 2021)
Max Wang (Managing Director) (ceased on 11 May 2020)

COMPANY SECRETARY

Justyn Stedwell (appointed 1 May 2017)
Nova Taylor (appointed on 25 January 2021)

REGISTERED AND PRINCIPAL OFFICE

Suite 103, Level 1, 2 Queen Street,
Melbourne, VIC 3000

Phone: +61 (0) 3 9191 0135
Fax: +61 (0) 3 8678 1747

Website: www.atrumcoal.com
Email: info@atrumcoal.com

SHARE REGISTRY

Automatic Pty Ltd
Level 5, 126 Phillip St,
Sydney NSW 2000

Telephone: +61 2 9698 5414

AUDITORS

BDO Audit (WA) Pty Ltd
38 Station Street
Subiaco WA 6008

SOLICITORS

Australia

Lavan Legal
1 William Street
Perth, WA 6000
Australia

DLA Piper Australia
No 1 Martin Place
Sydney, NSW 2000
Australia

Canada

Osler, Hoskin & Harcourt LLP
Suite 2500, TransCanada Tower
450 – 1st Street SW
Calgary, AB T2P 5H1

AUSTRALIAN SECURITIES EXCHANGE

Atrum Coal Ltd. shares (ATU) are listed on the Australian Securities Exchange.

DIRECTORS' REPORT

Your directors present their report on the consolidated entity consisting of Atrum Coal Ltd. and the entities it controlled at the end of, or during, the year ended 31 December 2020. Throughout the report, the consolidated entity is referred to as the group.

DIRECTORS

The names of the directors of the Company in office during the period and up to the date of this report are as follows:

Charles Blixt	Non-Executive Chairman (appointed as Director on 29 May 2017 and Non-Executive Chairman on 17 August 2017 – Resigned on 26 March 2021)
Glen Koropchuk	Non-Executive Director (appointed as Director on 15 October 2020 and Non-Executive Chairman on 26 March 2021)
Richard Barker	Non-Executive Director (appointed 4 February 2019)
Andrew Caruso	Chief Executive Officer (appointed on 12 May 2020) and Managing Director (appointed on 12 August 2020)
George Edwards	Non-Executive Director (appointed 17 August 2017 – resigned on 26 March 2021)
Charles Fear	Non-Executive Director (appointed 17 August 2017)
William (Bill) Fleming	Non-Executive Director (appointed 24 February 2020)
Jeff Gerard	Non-Executive Director (appointed 26 March 2021)
Anita Perry	Non-Executive Director (appointed 26 March 2021)
Max Wang	Managing Director (ceased on 11 May 2020)

The directors remain appointed as at the date of this report unless otherwise stated. The particulars of the qualifications, experience and special responsibilities of each current director are as follows:

Charles Blixt – Non-Executive Chairman (appointed 29 May 2017)

Mr Blixt began his 40-year career in private legal practice before taking on legal counsel roles, initially at Fiat-Allis and then at Caterpillar. In 1985 he joined R. J. Reynolds Tobacco as assistant Counsel Litigation. He spent 20 years at R. J. Reynolds in various legal roles including as Executive Vice President, General Counsel and Assistant Secretary for Reynolds American Inc. from 1999 to 2006. He served as a Non-Executive Director of Krispy Kreme Doughnuts Inc. (NYSE: KKD) from 2007 to 2016. Mr. Blixt currently serves as a Non-Executive Director at Lamb Weston Holdings Inc. (NYSE: LW), the largest North American frozen potato producer (and second largest worldwide) with a market capitalisation over US\$6.5b. He serves as a Non-Executive Director of the \$6.5b market cap Swedish Match AB (Stockholm: SWMA), one of the world's largest Tobacco products manufacturers. He served as Non-Executive Director of Targacept Inc. prior to its merger with Catalyst Biosciences Inc. in 2015. Mr. Blixt also serves as a director of several privately held small companies. He is currently a principal in C&D Ventures, which invests in entrepreneurial start-ups and other businesses which require capital and/or business and legal expertise.

As at 30 March 2021, Mr. Blixt holds 2,100,000 fully paid ordinary shares in the Company and 2,200,000 unlisted options, 550,000 listed options and 1,350,000 performance rights.

Richard Barker - Non-Executive Director (appointed 4 February 2019)

Mr Barker has more than 35 years' experience in metals and mining industry financing, investment banking and M&A advisory. He is currently the Managing Director of Mosaic Capital Pty Ltd, a corporate finance advisory firm, and a non-executive director and founding director of Australian Future Energy Pty Ltd, an emerging Queensland-based "blue" hydrogen energy company. Among other senior management and executive roles, Mr. Barker was previously a non-executive director of ASX-listed Silver Heritage (ASX: SVH), a non-executive director and founding director of Batchfire Resources Pty Ltd, which owns and operates a 12Mtpa thermal coal mining operation in Queensland, Australia, a managing director of RBC Capital Markets and co-head of its Australian Metals & Mining Investment Banking division, chief executive officer of ASX-listed Betcorp Ltd, and executive director of NM Rothschild & Sons (Australia) Ltd's Corporate Advisory Division..

As at 30 March 2021, Mr Barker holds 2,400,000 fully paid ordinary shares, 1,429,000 listed options through Aleste Investments Pty Ltd, 1,000,000 performance rights and 1,375,000 unlisted options.

Andrew Caruso – Managing Director (appointed Chief Executive Officer on 12 May 2020 and as Managing Director on 12 August 2020)

In May 2020, Atrum appointed Andrew Caruso as Chief Executive Officer (CEO), effective from 12 May 2020.

Mr Caruso is a qualified Mining Engineer who brings almost 30 years of global mining experience across a range of operational, management and key executive roles. He possesses substantial experience with bulk commodity projects including almost nine years as the Managing Director and CEO of several Australian iron ore and coal development companies, being Australasian Resources Limited (ASX: ARH), Crossland Resources Limited and Ascot Resources Limited (ASX: AZQ) (collectively from 2010 to 2018).

DIRECTORS' REPORT

Prior to that, Mr Caruso worked for 14 years in direct mine operations across iron ore, coal and nickel. This included six years in technical and management roles at substantial coal operations in Western Australia (Griffin Coal) and Queensland (BHP). He was most recently Vice President (Corporate Development) at Alcoa Corporation (a role he held from 2017 to 2019), where he was a key member of the Bauxite business unit responsible for the operation, growth and acquisition of Alcoa's bauxite mine assets globally. Prior to that, Andrew was a Director with PricewaterhouseCoopers' (PwC) consulting arm (from 2016 to 2017), with key responsibility for delivering critical solutions for clients including BHP, Goldfields and Resource Capital Funds.

Mr Caruso holds a B.Eng (Honours) in Mining Engineering (Western Australian School of Mines) and a Graduate Diploma in Applied Finance and Investment (Financial Services Institute of Australasia). He is currently also a Non-Executive Director of Great Southern Mining Limited (ASX: GSN).

As at 30 March 2021, Mr Caruso holds 1,000,000 fully paid ordinary shares in the Company, 5,000,000 unlisted options and 4,000,000 performance rights.

Glen Koropchuk – Non-Executive Director (appointed 15 October 2020)

Mr Koropchuk is a mining engineer with extensive international experience in mine development and operations encompassing over 35 years primarily in Coal, Gold and Diamonds. He brings substantial project management and business development expertise, and a strong skillset in Corporate Social Responsibility, stakeholder engagement, permitting and sustainable development.

Mr Koropchuk's work history includes over 27 years in executive, management and operational roles for the Anglo American and De Beers Group, working extensively across the Americas and Africa. Key roles since 2002 included: GM of the Morila Gold Mine JV in Mali; COO of Tran-Siberian Gold in Russia; Head of Operational Performance for AngloCoal in South America and Canada; CEO of the Peace River Coal JV in British Columbia where he developed and optimized the Trend operation and led the project and permitting teams for the Roman Mountain expansion and COO of De Beers Canada where his responsibilities included delivering operational excellence for the Snap Lake and Victor mines and the execution of the ~\$1B Gaucho Kue JV Project in the North West Territories.

Currently Mr Koropchuk is a non-executive director of Fortune Minerals and LiteZone Technologies and also serves on the Orezone-Bombore Project: Steering Committee and the Environmental, Social and Governance Committee.

George Edwards – Non-Executive Director (appointed 17 August 2017)

Mr Edwards is a metallurgy graduate from the University of New South Wales, and has spent his life in the coal sector, initially in metallurgy, then establishing, operating and selling his own export coal mines, in coal negotiations and trade missions around the world, and then in trading coal shipments. He has worked for BHP, Coal and Allied, the Joint Coal Board and was latterly Chief Executive Officer in Australia for Consolidation Coal Company of the USA (now Consol Energy). Since establishing his own companies 32 years ago, he has been responsible for export sales of up to 5 million tonnes of coal a year from his own and other mines in Australia, and some from other countries. He has close links with Asian and Indian coal buyers and has been mandated by several Chinese companies to secure coal and coal projects. He was Chairman of SAI Global Limited (ASX listed) from listing in 2003 until 2008, the Energy Council of Australia (from 1993 to 2006) and Standards Australia (from 2000 to 2004); in 1995 he was President of The AusIMM. He has authored more than 150 talks, articles and presentations in Australia and in 14 countries overseas, mainly on mining and coal-related matters.

As at 30 March 2021, Mr. Edwards holds an indirect holding of 1,699,849 fully paid ordinary shares in the Company through Edwards Global Services Pty Ltd and 1,375,000 unlisted options, 550,000 listed options and 1,000,000 performance rights.

Charles Fear – Non-Executive Director (appointed 17 August 2017)

Mr Fear is a Non-Executive Director of Argonaut Limited. He co-founded Argonaut Limited in 2002 to provide M&A advice, undertake primary and secondary capital raisings, and provide stock-broking services to natural resources companies and companies that operate in the resources sector. Argonaut works across the globe, and has conducted business in Australia, North and South America, throughout the Asia-Pacific region, and in Africa. Previous executive roles include Managing Director of CIBC World Markets, Director of Hartley Poynton and Senior Insolvency Partner at KPMG.

As at 30 March 2021, Mr. Fear holds the following through the following entities, in addition to 1,300,000 performance rights:

Argonaut Equity Partners Pty Limited

510,000 Listed options

Areley Kings Pty Ltd ATF C Fear Super A/C

3,000,000 Ordinary fully paid shares

1,080,000 Listed options

Areley Kings Pty Ltd ATF RAEF A/C

4,800,000 Ordinary fully paid shares

350,000 listed options

1,375,000 Unlisted options

1,000,000 Performance Rights

Argonaut Investments Pty Limited

4,799,382 Listed Options

DIRECTORS' REPORT

William (Bill) Fleming - Non - Executive Director (appointed 24 February 2020)

Mr Fleming is a qualified mining engineer with extensive experience in the Canadian coal and iron ore industries. His professional career spans over 35 years in technical, operational and management roles, including 25 years at the leading Canadian coking coal producer – Teck Resources Limited. He initially worked at the Bullmoose Coking Coal Mine (1.7Mtpa) and Elkview Coking Coal Mine as Site General Manager. He was also the Vice President, Operations, of the Cardinal River Coking Coal Mine (1.6Mtpa).

As at 30 March 2021, Mr. Fleming holds 240,000 fully paid ordinary shares, 1,300,000 performance rights and 1,375,000 unlisted options.

Justyn Stedwell – Corporate Secretary (appointed 1 May 2017)

Mr Stedwell is a professional company secretary with a decade of experience with ASX listed companies in various industries, including mining and exploration, IT & telecommunications, biotechnology and agriculture. Mr Stedwell's qualifications include a Bachelor of Commerce (Economics and Management) from Monash University, a Graduate Diploma of Accounting at Deakin University and a Graduate Diploma in Applied Corporate Governance at the Governance Institute of Australia.

He is currently Company Secretary at several ASX-listed companies, including Tymlez Group Ltd (ASX:TYM), Candy Club Holdings Ltd (ASX:CLB), Golden Mile Resources Limited (ASX:G88), Fertoz Ltd (ASX:FTZ), Lifespot Health (ASX: LSH), Cirralto Ltd (ASX:CRO), Imugene Ltd (ASX:IMU), Rectifier Technologies Ltd (ASX:RFT) and Broo Ltd (ASX:BEE).

Ms Nova Taylor – Corporate Secretary (appointed 25 January 2021)

On 25 January 2021, the Company appointed M. Nova Taylor as Joint Company Secretary. Ms Taylor has approximately 4 years' experience working in Company Secretary and assistant Company Secretary roles with listed companies. She previously worked for Computershare Investor Services Pty Limited in various roles for over 10 years. Nova has completed a Bachelor of Laws at Deakin University. Ms Taylor is currently Company Secretary of several ASX listed companies.

CORPORATE INFORMATION

Corporate Structure

Atrum is incorporated and domiciled in Australia.

Nature of Operations and Principal Activities

The principal continuing activities during the financial year, of entities within the Group was hard coking coal exploration and development in Alberta, Canada and anthracite in British Columbia, Canada.

OPERATING AND FINANCIAL REVIEW

FINANCIAL POSITION

At 31 December 2020, the Group had cash reserves of \$8,078,020 (2019: \$10,122,166).

The net assets of the Group decreased by \$1,154,560 during the financial year from \$17,077,068 to \$15,922,508.

FINANCING AND INVESTING ACTIVITIES

During the financial year, the Company issued a total of 95,652,173 shares from two tranches of a placement, raising \$22,000,000 in cash. In addition, 4,671,279 listed options exercisable at a price of \$0.20 each were exercised for a total amount of \$934,256, as well as 100,000 unlisted options at a strike price of \$0.10 each.

During the year, the Company issued 500,000 shares with respect to a contract regarding Groundhog Project and 2,357,400 shares to directors and employees upon reaching the hurdle set forth for Class 34 Performance shares.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Significant changes in the state of affairs of the Group during the year are detailed in the Company review.

Other than as disclosed below in the events since the end of the financial year, there has been no matter or circumstance that has arisen that has significantly affected, or may significantly affect:

1. the Group's operations in future financial years, or
2. the results of those operations in future financial years, or
3. the Group's state of affairs in future financial years.

In the opinion of the directors, there were no other significant changes in the state of affairs of the Company that occurred during the period under review not otherwise disclosed in this report or in the financial report.

EVENTS SINCE THE END OF THE FINANCIAL YEAR

- (i) 300,000 class 34P performance rights were exercised by a director and 300,000 shares were issued
- (ii) 682,309 listed options, at a strike price of \$0.20 were exercised for a total amount of \$136,462.
- (iii) Prior to the year ended 31 December 2020, the Company announced that it has executed an agreement for the underwriting of all unexercised listed options, which represented a total amount of \$19.8 million. Subsequent to the year end, following the reinstatement of the 1976 Coal Policy by the Alberta Government, the underwriters have terminated the agreement as the reinstatement is deemed by them to be a material adverse change.
- (iv) During the year ended 31 December 2020, the Alberta Government repealed the 1976 Coal Policy that restricted surface mining activities on Category 2 lands in Alberta. Subsequent to the year end, the Government reinstated the 1976 Coal Policy and has frozen all new applications for exploration on these Category 2 lands. For further details refer to Company's ASX Announcement "*Elan Project and Corporate Update*" dated 26 March 2021.
- (v) On 26 March 2021, Non-Executive Chairman, Chuck Blixt, and Non-Executive Director George Edwards resigned from the Company's board, Jeff Gerard and Anita Perry were appointed as directors to the Company's Board and Non-Executive Director, Glen Koropchuk, was appointed as Non-Executive Chairman.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

The Company will continue to pursue its principal activity of exploration and evaluation, particularly in respect to the Projects as more particularly outlined in the company review. The Company may also continue to pursue other potential investment opportunities to enhance shareholder value.

The Company continues with the ongoing exploration and development at the different project areas within the Elan Coal tenement area, with immediate focus on developing the Isolation South resource.

1976 COAL POLICY – PROVINCE OF ALBERTA (Elan project)

The Company's projects in Alberta are located lands classified as Category 2 under the 1976 Coal Policy. According to the Policy, Category 2 lands are lands:

"in which limited exploration is desirable and may be permitted under strict control but in which commercial development by surface mining will not normally be considered at the present time. This category contains lands in the Rocky Mountains and Foothills for which the preferred land or resource use remains to be determined, or areas where infrastructure facilities are generally absent or considered inadequate to support major mining operations. In addition, this category contains local areas of high environmental sensitivity in which neither exploration or development activities will be permitted. Underground mining or in-situ operations may be permitted in areas within this category where the surface effects of the operation are deemed to be environmentally acceptable." (Coal Development Policy For Alberta – Department of Energy and Natural Resources – Government of Alberta June 15, 1976).

This meant that any open pit permitting approval for Elan would have required an exemption to be granted. It was understood that such an exemption would have been possible, provided that the other very strict environmental requirements were satisfied. The Company has been conducting its activities and planning with regard to such stringent requirements. A precedent for such an exemption had been established in 2016 when Ram River Coal successfully obtained Alberta Government approval to permit an open cut coal mining project on Category 2 land in central western Alberta.

On 1 June 2020, the Government of Alberta repealed the policy, which meant that the foregoing restrictions were no longer applicable to Category 2 lands, however strict environmental requirements would still apply for any permitting application.

On 8 February 2021, the Government of Alberta reinstated the policy and announced that new applications for Coal Exploration Licences have been frozen, prior to the formulation of a new coal policy, which will be undertaken after it has completed a consultation process. The Company is therefore able to continue any activities on the Elan Project already approved under its 2019 and 2020 Coal Exploration Permits (CEPs). However, the Company has decided to pause all major site-based activities, including any planned drilling in 2021, with the exception of baseline environmental study work that is required to ensure the continuity and integrity of work done in previous years. This decision has been taken in order to direct maximum focus and effort towards the government's consultation process including engagement with key First Nations and community stakeholders.

DIRECTORS' REPORT

MEETINGS OF DIRECTORS

The numbers of meetings of directors (including meetings of committees of directors) held during the period and the number of meetings attended by each director was as follows. Outside of these meetings of directors, the Company conducted its directors' meetings and resolved certain corporate matters via circular resolutions of directors.

	Year ended 31 December 2020		Period ended 31 December 2019	
	Number eligible to attend	Number attended	Number eligible to attend	Number attended
Charles Blixt	18	18	13	13
Richard Barker	18	18	13	12
Andrew Caruso <i>(appointed on 12 August 2020)</i>	5	5	-	-
George Edwards	18	18	13	13
Charles Fear	18	18	13	12
Bill Fleming <i>(appointed on 24 February 2020)</i>	16	16	-	-
Glen Koropchuk <i>(appointed on 15 October 2020)</i>	2	2	-	-
Max Wang <i>(ceased on 11 May 2020)</i>	9	8	13	13

REMUNERATION REPORT (AUDITED)

The directors are pleased to present Atrium Coal Ltd.'s remuneration report for the year ended 31 December 2020 which sets out the remuneration information for the company's non-executive directors, executive directors and other key management personnel.

This report details the nature and amount of remuneration for each director and executive of Atrium Coal Ltd. The information provided in the remuneration report includes remuneration disclosures that are audited as required by section 308(3C) of the Corporations Act 2001.

For the purposes of this report Key Management Personnel of the Group are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the group, directly or indirectly, including any director (whether executive or otherwise) of the parent company.

For the purposes of this report the term "executive" includes those key management personnel who are not directors of the parent company.

- (a) Remuneration policy
- (b) Remuneration structure
- (c) Service agreements
- (d) Details of remuneration for the year
- (e) Details of share-based compensation and equity instruments held by Key Management Personnel
- (f) Voting and comments made at the Company's 2020 Annual General Meeting
- (g) Other transactions with key management personnel

The KMP's covered in this report include:

Charles Blixt	Non-Executive Chairman (appointed as Director 29 May 2017 and Non-Executive Chairman on 17 August 2017))
Richard Barker	Non-Executive Director (appointed 4 February 2019)
Andrew Caruso	Chief Executive Officer (appointed on 12 May 2020) and Managing Director (appointed on 12 August 2020)
George Edwards	Non-Executive Director (appointed 17 August 2017)
Charles Fear	Non-Executive Director (appointed 17 August 2017)
William (Bill) Fleming	Non-Executive Director (appointed 24 February 2020)
Glen Koropchuk	Non-Executive Director (appointed on 15 October 2020)
Max Wang	Managing Director (ceased on 11 May 2020)

REMUNERATION GOVERNANCE

Remuneration Committee

The full Board carries out the roles and responsibilities of the Remuneration Committee and is responsible for determining and reviewing the compensation arrangements for the Directors themselves, the Managing Director and any Executives.

Executive remuneration is reviewed annually having regard to individual and business performance, relevant comparative remuneration and internal and independent external advice.

DIRECTORS' REPORT

REMUNERATION GOVERNANCE (Continued)

A. Remuneration policy

The Board policy is to remunerate directors at market rates for time, commitment and responsibilities. The Board determines payments to the directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. The maximum aggregate amount of directors' fees that can be paid is subject to approval by shareholders in a general meeting, from time to time. The current maximum aggregate amount as approved by shareholders at the Company's general meeting held on 29 June 2020 is \$400,000 per annum. However, to align directors' interests with shareholders' interests, the directors are encouraged to hold shares and options in the Company.

The Company's aim is to remunerate at a level that reflects the size and nature of the Company. Company officers and directors are remunerated to a level consistent with the size of the Company.

All remuneration paid to directors and executives is valued at the cost to the Company and expensed.

The Board believes that it has implemented suitable practices and procedures that are appropriate for an organisation of this size and maturity.

In accordance with its remuneration policy, the Company granted share purchase options to Key Management Personnel and Employees as disclosed in Part E of this remuneration report.

B. Remuneration structure

In accordance with best practice corporate governance, the structure of non-executive director and executive compensation is separate and distinct.

Non-executive Director Compensation

Objective

The Board seeks to set aggregate compensation at a level that provides the Company with the ability to attract and retain directors of the highest calibre, whilst incurring a cost that is acceptable to shareholders.

Structure

The Constitution and the ASX Listing Rules specify that the aggregate compensation of non-executive directors shall be determined from time to time by a general meeting. An amount not exceeding the amount determined is then divided between the directors as agreed. The latest determination approved by shareholders on 29 June 2020 was an aggregate compensation of \$400,000 per year.

The amount of aggregate compensation sought to be approved by shareholders and the manner in which it is apportioned amongst directors is reviewed annually. The Board considers advice from external consultants as well as the fees paid to non-executive directors of comparable companies when undertaking the annual review process. Non-Executive Directors' remuneration may include an incentive portion consisting of options and/or performance rights, as considered appropriate by the Board, which may be subject to Shareholder approval in accordance with ASX listing rules.

Executive Compensation

Objective

The entity aims to reward executives with a level and mix of compensation commensurate with their position and responsibilities within the entity so as to:

- reward executives for company and individual performance against targets set by appropriate benchmarks;
- align the interests of executives with those of shareholders;
- link rewards with the strategic goals and performance of the Company; and
- ensure total compensation is competitive by market standards.

Structure

In determining the level and make-up of executive remuneration, the Board negotiates a remuneration to reflect the market salary for a position and individual of comparable responsibility and experience. Due to the limited size of the Company and of its operations and financial affairs, the use of a separate remuneration committee is not considered appropriate. Remuneration is regularly compared with the external market by participation in industry salary surveys and during recruitment activities generally. If required, the Board may engage an external consultant to provide independent advice in the form of a written report detailing market levels of remuneration for comparable executive roles.

Compensation may consist of the following key elements:

- Fixed Compensation;
- Variable Compensation;
- Short Term Incentive (STI); and
- Long Term Incentive (LTI).

DIRECTORS' REPORT

REMUNERATION REPORT (AUDITED) (Continued)

Fixed Remuneration

The level of fixed remuneration is set so as to provide a base level of remuneration which is both appropriate to the position and is competitive in the market. Fixed remuneration is reviewed annually by the Board having regard to the Company and individual performance, relevant comparable remuneration in the mining exploration sector and external advice.

The fixed remuneration is a base salary or monthly consulting fee.

Variable Pay – Short Term Incentives

The purpose of the short-term incentive plan is to reward achievement of business objectives on a year by year basis. Each financial year the board, in conjunction with senior management, sets the business objectives aimed to be achieved during the year to implement the Company's business plan.

The business objectives are clearly defined outcomes in project development and commercialisation, achievement of which can be readily and objectively measured at the end of the financial year. Measurement of achievement of the business objectives also involves comparison with factors external to the Company.

No remuneration linked to short term incentives have been issued to date.

Variable Pay – Long Term Incentives

The objective of long term incentives is to reward directors/executives in a manner which aligns this element of remuneration with the creation of shareholder wealth. The incentive portion is payable based upon attainment of objectives related to the director's/executive's job responsibilities. The objectives vary, but all are targeted to relate directly to the Company's business and financial performance and thus to shareholder value.

Typically, the grant of LTIs occurs at the commencement of employment or in the event that the individual receives a promotion and, as such, is not subsequently affected by the individual's performance over time.

Variable Pay – Long Term Incentives – Performance Rights

The Company has implemented a Performance Rights Plan for the Directors, Key Management and Staff. The objective of the Performance Rights Plan is to align the interests of all personnel involved in the operations of the Company and to reward them for the achievement of milestones relating to market and non-market objectives. Please refer to Section E for further information on the milestones set in relation to the Performance Rights Plan.

C. Service Agreements

The employment arrangements of the directors are contained in formal letters of appointment, and in the case of Executive Directors, contracts for services. Included in these contracts, amongst other things, are reference to the grant of options.

The contract details of each of the Key Management Personnel are as follows:

Andrew Caruso – Managing Director and CEO

Agreement Commenced: 12 May 2020
Term of Agreement: Full time employment
Details: Salary of C\$450,000 per annum plus 50% bonus based on achievement of targets set by the board
3 Months termination notice by Mr. Caruso; six months termination notice if terminated by the Company.
5,000,000 options granted in five equal tranches and exercisable in five equal annual tranches.
5,000,000 performance rights in Atrum Coal Limited, to be granted in five equal tranches subject to the achievement of pre-determined criteria.
Relocation expense of C\$30,000, rental assistance of C\$20,000 and assistance with tax of C\$3,000 annually

Charles Blixt – Non-Executive Chairman

Agreement Commenced: 29 May 2017
Term of Agreement: No set tenure
Details: Director's fees US\$ 55,000 per year (A\$87,500 per year with effect from 1 October 2020)
2,000,000 options at exercise prices between \$0.396 and \$0.996, which were cancelled during the year.
2,400,000 options at exercise prices between \$0.35 and \$0.45 with expiry dates that are between 12 and 36 months from the issue dates.

Richard Barker – Non-Executive Director

Agreement Commenced: 4 February 2019
Term of Agreement: No set tenure
Details: Director's fees A\$55,000 per year (inclusive of superannuation) (A\$62,500 per year with effect from 1 October 2020)
1,500,000 options at exercise prices between \$0.35 and \$0.45 with expiry dates that are between 12 and 36 months from the issue dates.

DIRECTORS' REPORT

REMUNERATION REPORT (AUDITED) (Continued)

C. Service Agreements (Continued)

George Edwards – Non-Executive Director

Agreement Commenced: 17 August 2017
 Term of Agreement: No set tenure
 Details: Director's fees A\$55,000 per year (A\$62,500 per year with effect from 1 October 2020)
 1,350,000 options at exercise prices between \$0.396 and \$0.996, which were cancelled during the year.
 1,500,000 options at exercise prices between \$0.35 and \$0.45 with expiry dates that are between 12 and 36 months from the issue dates.

Charles Fear – Non-Executive Director

Agreement Commenced: 17 August 2017
 Term of Agreement: No set tenure
 Details: Director's fees A\$55,000 per year (inclusive of superannuation) (A\$62,500 per year with effect from 1 October 2020)
 1,500,000 options at exercise prices between \$0.35 and \$0.45 with expiry dates that are between 12 and 36 months from the issue dates.

William (Bill) Fleming – Non-Executive Director

Agreement Commenced: 24 February 2020
 Term of Agreement: No set tenure
 Details: Director's fees C\$ 55,000 per year (A\$62,500 per year with effect from 1 October 2020)
 1,500,000 options at exercise prices between \$0.40 and \$0.50 with expiry dates that are between 12 and 36 months from the issue dates.
 1,300,000 performance rights

Glen Koropchuk – Non-Executive Director

Agreement Commenced: 15 October 2020
 Term of Agreement: No set tenure
 Details: Director's fees A\$62,500 per year
 1,500,000 options at exercise prices between \$0.30 and \$0.45 with expiry dates that are between 12 and 36 months from the issue dates. (These options are subject to shareholder approval at the next AGM)

D. Details of remuneration for the year

Remuneration

Details of the remuneration of each Director and named executive officer of the Company, including their personally-related entities, during the year was as follows:

Directors	Year Ended 31 December	Short Term Benefits	Post Employment	Share Based Payments	Total \$	Performance related	
		Salary and fees (including Directors Fees) \$	Superannuation \$	Performance rights and Options (A) \$		Fixed %	LTI %
Charles Blixt	2020	83,450	-	324,199	407,649	20%	80%
Richard Barker	2020	51,941	4,934	222,145	279,020	20%	80%
Andrew Caruso ⁽¹⁾	2020	310,096	-	693,683	1,003,779	31%	69%
George Edwards	2020	56,875	-	222,145	279,020	20%	80%
Charles Fear	2020	51,941	4,934	222,145	279,020	20%	80%
William (Bill) Fleming ⁽²⁾	2020	55,788	-	158,758	214,546	26%	74%
Glen Koropchuk ⁽³⁾	2020	14,567	-	-	14,567	100%	-
Max Wang ⁽⁴⁾	2020	180,125	-	-	180,125	100%	-
Total	2020	804,783	9,868	1,843,075	2,657,426	30%	70%

(1) Appointed as CEO on 12 May 2020 and Managing Director on 12 August 2020

(2) Appointed as Non-Executive Director on 24 February 2020

(3) Appointed as Non-Executive Director on 15 October 2020

(4) Ceased as Managing Director on 11 May 2020. The termination payment consisted of nine months of current salary payable over nine months from the foregoing date.

A. The estimated options value discussed above is calculated at the date of grant using a Black-Scholes model, having regard to the estimated probability, at 31 December 2020, that the vesting conditions will realise. Please refer Note 10(d) for fair value methodology.

DIRECTORS' REPORT

REMUNERATION REPORT (AUDITED) (Continued)

D. Details of remuneration for the year (Continued)

Directors	Year Ended 31 December	Short Term Benefits	Post Employment	Share Based Payments	Total	Performance related	
		Salary and fees (including Directors Fees) \$	Superannuation \$	Performance rights and Options (A) \$		Fixed %	LTI %
Charles Blixt	2019	67,754	-	302,350	370,104	18%	82%
Richard Barker ⁽¹⁾	2019	40,258	3,825	190,752	234,835	19%	81%
James Chisholm ⁽²⁾	2019	22,428	-	66,726	89,154	25%	75%
George Edwards	2019	47,083	-	197,293	244,376	19%	81%
Charles Fear	2019	42,998	4,085	197,293	244,376	19%	81%
Max Wang	2019	584,920	-	742,154	1,327,074	44%	56%
Total	2019	805,441	7,910	1,696,568	2,509,919	32%	68%

(1) Appointed as Non-Executive Director on 4 February 2019

(2) Resigned as Non-Executive Director on 26 June 2019. There was no termination payment.

A. The estimated options value discussed above is calculated at the date of grant using a Black-Scholes model, having regard to the estimated probability, at 31 December 2019, that the vesting conditions will realise. Please refer Note 10(d) for fair value methodology. None of the directors exercised any options or received any such payment during 2019.

E. Details of share-based compensation and equity instruments held by key management personnel

Unlisted Options

During the year ended 31 December 2020, movements in unlisted options were as follows:

	Balance at the start of the year	Granted	Cancelled	Expired/ Exercised	Balance at the end of the year
Unlisted Options					
Directors					
Charles Blixt	2,400,000	600,000	-	(800,000)	2,200,000
Richard Barker	1,500,000	375,000	-	(500,000)	1,375,000
Andrew Caruso	-	5,000,000	-	-	5,000,000
George Edwards	1,500,000	375,000	-	(500,000)	1,375,000
Charles Fear	1,500,000	375,000	-	(500,000)	1,375,000
William Fleming	-	1,375,000	-	-	1,375,000
Max Wang	5,000,000	-	(5,000,000)	-	-
Total	11,900,000	8,100,000	(5,000,000)	(2,300,000)	12,700,000

Listed Options

The following are movements in listed options during the year ended 31 December 2020:

	Balance at the start of the year	Acquired	Expired/ Exercised	Balance at the end of the period
Listed Options				
Directors				
Charles Blixt	550,000	-	-	550,000
Richard Barker	1,429,000	-	-	1,429,000
George Edwards	550,000	-	-	550,000
Charles Fear	6,739,382	-	-	6,739,382
Total	9,268,382	-	-	9,268,382

Vesting of Options and Performance Rights

Set out below are the unlisted options and performance rights that have vested during the year ended 31 December 2020:

	Vesting of options 2020 \$	Vesting of performance Rights (\$)	Total \$
Charles Blixt	165,227	158,972	324,199
Richard Barker	103,367	118,778	222,145
Andrew Caruso	406,232	287,451	693,683
George Edwards	103,367	118,778	222,145
Charles Fear	103,367	118,778	222,145
William Fleming	74,641	84,117	158,758
Total	956,201	886,874	1,843,075

DIRECTORS' REPORT

REMUNERATION REPORT (AUDITED) (Continued)

E. Details of share-based compensation and equity instruments held by key management personnel (Continued)

Details of options granted to Directors as part of remuneration:

(a) Options granted to directors during the year

Director	Vesting date	Expiry Date	Exercise Price \$	Number of Options/	Value vested during the year \$	Value Not Vested \$
Chuck Blixt	29-Jun-20	30-Jun-21	0.30	600,000	34,399	-
Richard Barker	29-Jun-20	30-Jun-21	0.30	375,000	21,500	-
Andre Caruso	29-Jun-20	30-Jun-21	0.35	1,000,000	57,332	-
	29-Jun-20	30-Jun-22	0.40	1,000,000	72,945	-
	29-Jun-20	30-Jun-23	0.50	1,000,000	86,233	-
	29-Jun-20	30-Jun-24	0.60	1,000,000	98,302	-
	29-Jun-20	30-Jun-25	0.70	1,000,000	91,419	-
George Edwards	29-Jun-20	30-Jun-21	0.30	375,000	21,500	-
Charles Fear	29-Jun-20	30-Jun-21	0.30	375,000	21,500	-
William Fleming	29-Jun-20	30-Jun-21	0.30	375,000	21,500	-
	29-Jun-20	30-Jun-21	0.40	500,000	19,887	-
	29-Jun-20	30-Jun-22	0.45	500,000	33,254	-
				8,100,000	579,771	-

During the year 3,500,000 unvested options, with an exercise prices of \$0.40 and \$0.45 issued to Mr Max Wang were cancelled. As a result, the value not vested of \$371,685 was recognised during the year.

(b) Performance rights granted to directors during the year

(i) *Performance Right Vesting Conditions are detailed in Note 10 to the financial statements.*

Performance rights granted carry no dividend or voting rights. When vesting conditions relative to the performance right are met and the performance right is exercised, each performance right entitles the holder to be issued 1 ordinary share for nil consideration.

(ii) *Details of the performance rights movements for each Key Management Person:*

The number of Performance Rights held during the financial period by each director of Atrium Coal Ltd. and other Key Management Personnel of the Group, including their personally related parties, is set out below.

	Balance at the start of the year	Granted	Cancelled	Exercised	Balance at the end of the year
Performance rights					
Directors					
Charles Blixt	1,750,000	-	-	(400,000)	1,350,000
Richard Barker	1,300,000	-	-	(300,000)	1,000,000
Andrew Caruso	-	5,000,000	-	(1,000,000)	4,000,000
George Edwards	1,300,000	-	-	- ¹	1,300,000
Charles Fear	1,300,000	-	-	(300,000)	1,000,000
William Fleming	-	1,300,000	-	-	1,300,000
Max Wang	6,500,000	-	(6,500,000)	-	-
Total	12,150,000	6,300,000	(6,500,000)	(2,000,000)	9,950,000

¹ Subsequent to 31 December 2020, Mr. Edwards exercised 300,000 Class 34P performance rights

DIRECTORS' REPORT

REMUNERATION REPORT (AUDITED) (Continued)

E. Details of share-based compensation and equity instruments held by key management personnel (Continued)

Director	Class	Year of Grant	Non Market Based	Probability of vesting	Total Value at grant date \$	Value vested during the year \$	Value Not Vested \$
Charles Blixt	34P*	2019	400,000	100%	100,800	97,002	-
	35P	2019	400,000	80%	100,800	25,269	61,032
	36P	2019	400,000	80%	100,800	16,846	74,288
	37P	2019	550,000	80%	138,600	19,854	107,354
Richard Barker	34P*	2019	300,000	100%	75,600	72,752	-
	35P	2019	300,000	80%	75,600	18,952	45,774
	36P	2019	300,000	80%	75,600	12,634	55,716
	37P	2019	400,000	80%	100,800	14,439	78,076
Andrew Caruso	34P*	2020	1,000,000	100%	225,000	225,000	-
	35P	2020	1,000,000	80%	180,000	22,208	157,192
	36P	2020	1,000,000	80%	180,000	15,205	164,795
	37P	2020	1,000,000	80%	180,000	13,033	166,967
	38P	2020	1,000,000	80%	180,000	11,404	168,596
George Edwards	34P	2019	300,000	100%	75,600	72,752	-
	35P	2019	300,000	80%	75,600	18,952	45,774
	36P	2019	300,000	80%	75,600	12,635	55,716
	37P	2019	400,000	80%	100,800	14,439	78,076
Charles Fear	34P*	2019	300,000	100%	75,600	72,752	-
	35P	2019	300,000	80%	75,600	18,952	45,774
	36P	2019	300,000	80%	75,600	12,635	55,716
	37P	2019	400,000	80%	100,800	14,439	78,076
William Fleming	34P*	2020	300,000	100%	67,500	67,500	-
	35P	2020	300,000	80%	54,000	6,842	47,158
	36P	2020	300,000	80%	54,000	4,562	49,438
	37P	2020	400,000	80%	72,000	5,213	66,784
			11,950,000		2,616,300	886,271	1,602,302

During the year ended 31 December 2020, 6,500,000 unvested performance rights issued to Mr Max Wang expired. Consequently, an amount of \$240,781 previously recognised in the income statement was credited against Share Based Compensation.

During the year ended 31 December 2020, the hurdle with respect to class 34P Performance rights has been achieved and vested.

*At 31 December 2020, 2,000,000 out of the 2,600,000 performance rights class 34P granted to directors have been exercised.

At 30 March 2021, the probability of vesting of Classes 35P, 36P, 37P and 38P were revised to 50%.

Shareholding

The number of shares in the Company held during the financial period by each director and other members of Key Management Personnel of the group, including their personally related parties, is set out below:

Ordinary Shareholding (Fully and Partly Paid)	Balance at the start of the year	Additions	Disposals	Balance at the end of the year
Year ended 31 December 2020				
Directors				
Charles Blixt	1,400,000	700,000	-	2,100,000
Richard Barker	1,824,000	576,000	-	2,400,000
Andrew Caruso	-	1,000,000	-	1,000,000
George Edwards	1,299,849	400,000	-	1,699,849
Charles Fear	7,011,526	788,474	-	7,800,000
William Fleming	-	240,000	-	240,000
Total	11,535,105	3,704,474	-	15,239,849

The shareholdings presented in the table above comprise all ordinary shares

No options were granted to key management personnel as part of remuneration during the year.

DIRECTORS' REPORT

REMUNERATION REPORT (AUDITED) (Continued)

F. Voting and comments made at the Company's 2019 Annual General Meeting

The Company received 6.39% of votes "against" the adoption of the remuneration report for the 2019 financial period. The Company did not receive any specific feedback at the AGM or throughout the year on its remuneration practices.

G. Other transactions

During the year ended December 31, 2020 the Company paid capital raising cost of \$1,100,000 (2019: \$501,229) in cash to Argonaut Capital Ltd, a company related to Mr. Fear. The Board considers that these costs are arms-length.

***** This is the end of the Audited Remuneration Report. *****

INSURANCE OF OFFICERS

The Company has insured the Directors and Officers of the Company against any liability arising from a claim brought by a third party against the Company or its Directors and officers, and against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in their capacity as a Director or officer of the Company, other than conduct involving a wilful breach of duty in relation to the Company.

In accordance with a confidentiality clause under the insurance policy, the amount of the premium paid to the insurers has not been disclosed. This is permitted under Section 300(9) of the Corporations Act 2001.

SHARE OPTIONS

During the financial year ended 31 December 2020, the following options were granted to employees of the Company:

- (i) 1,765,000 options which vested immediately and exercisable at a price of \$0.30, expiring on 31 August 2025
- (ii) 500,000 options exercisable at a price of \$0.40, expiring on 30 June 2021
- (iii) 8,000,000 options exercisable at a price of \$0.45, expiring on 30 June 2022

No person entitled to exercise these options had or has any right, by virtue of the option, to participate in any share issue of any other body corporate.

LEGAL PROCEEDINGS

There are currently no legal proceedings against the Company.

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 for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings. The Company was not a party to any such proceedings during the year.

ENVIRONMENTAL REGULATIONS

The Directors believe that the Group has, in all material respects, complied with all particular and significant environmental regulations relevant to its operations.

DIRECTORS' REPORT

AUDITOR

BDO Audit (WA) Pty Ltd continues in office in accordance with Section 327 of the Corporations Act 2001.

NON-AUDIT SERVICES

Details of amounts paid or payable to the auditor for non-audit services provided during the year by the auditor are outlined in Note 3 to the financial statements as per the requirements of the Corporations Act 2001. The directors are satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The directors are of the opinion that the services do not compromise the auditor's independence as all non-audit services have been reviewed to ensure that they do not impact the impartiality and objectivity of the auditor and none of the services undermine the general principles relating to auditor independence as set out in Code of Conduct APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional & Ethical Standards Board.

Auditor's Remuneration

(a) Non-Audit Services

Amounts received by, related practices of BDO Audit (WA) Pty Ltd for non-audit services

Consolidated	
2020	2019
7,879	14,850
7,879	14,850

AUDITOR'S DECLARATION OF INDEPENDENCE

The auditor's independence declaration for the period ended 31 December 2020, as required under section 307C of the Corporations Act 2001, has been received and is included within the financial report.

Signed in accordance with a resolution of directors.



Andrew Caruso
Alberta, Canada
30 March 2021

CORPORATE GOVERNANCE STATEMENT

The Board of Directors of Atrum is responsible for the corporate governance of the Company. The Board guides and monitors the business and affairs of Atrum on behalf of the shareholders by whom they are elected and to whom they are accountable. This statement reports on Atrum's key governance principles and practices.

1. COMPLIANCE WITH BEST PRACTICE RECOMMENDATIONS

The Company, as a listed entity, must comply with the Corporations Act 2001 and the ASX Limited (ASX) Listing Rules. The ASX Listing Rules require the Company to report on the extent to which it has followed the Corporate Governance Recommendations published by the ASX Corporate Governance Council (ASXCGC).

The Company's corporate governance statement and Appendix 4G can be found on the Company's website at www.atrumcoal.com

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2020**

	Note	Consolidated	
		2020 \$	2019 \$
Revenue from continuing operations			
Interest income		12,625	49,256
Expenses			
Administration		(89,992)	(96,498)
Compliance & regulatory		(314,173)	(414,904)
Consultancy		(281,349)	-
Directors' fees (Non-executive)		(324,431)	(227,226)
Staffing costs		(530,171)	(306,795)
Exploration expenditure		(20,655,275)	(13,939,827)
Finance costs		-	(2,394)
Foreign exchange loss		(9,858)	(2,349)
Impairment of non-current assets		-	(4,150,462)
Fair value loss on financial asset at fair value through profit or loss		-	(46,033)
Occupancy		(12,609)	(8,370)
Public relations and marketing		(99,220)	(82,226)
Compensation costs		(136,846)	-
Share based payments	18	(3,257,173)	(3,543,539)
Travel		(70,888)	(238,277)
Loss before income tax expense		(25,769,360)	(23,009,644)
Income tax expense	2	-	-
Loss after income tax expense		(25,769,360)	(23,009,644)
Other comprehensive income/(loss)			
<i>Items that will not be reclassified subsequently to profit or loss</i>		-	-
<i>Items that may be reclassified subsequently to profit or loss</i>			
Exchange differences on translation of foreign operations		(471,448)	583,964
Other comprehensive loss for the year, net of tax		(471,448)	583,964
Total comprehensive loss for the period attributable to members		(26,240,808)	(22,425,680)
Loss per share attributable to members of Atrium Coal Ltd.			
Basic (loss) per share – dollars per share	4	(0.05)	(0.05)
Diluted (loss) per share – dollars per share		(0.05)	(0.05)

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
FOR THE YEAR ENDED 31 DECEMBER 2020**

		Consolidated	
	Note	2020 \$	2019 \$
ASSETS			
Current Assets			
Cash and cash equivalents	5	8,078,020	10,122,166
Trade and other receivables	6	795,470	715,748
Total Current Assets		8,873,490	10,837,914
Non-Current Assets			
Reclamation deposits	7	158,147	170,628
Exploration and evaluation expenditure	8	8,657,716	9,146,410
Total Non-Current Assets		8,815,863	9,317,038
TOTAL ASSETS		17,689,353	20,154,952
LIABILITIES			
Current Liabilities			
Trade and other payables	9	1,766,845	3,077,884
Total Current Liabilities		1,766,845	3,077,884
TOTAL LIABILITIES		1,766,845	3,077,884
NET ASSETS		15,922,508	17,077,068
EQUITY			
Issued capital	10	125,855,686	103,906,611
Reserves	19	11,905,578	9,239,853
Accumulated losses		(121,838,756)	(96,069,396)
TOTAL EQUITY		15,922,508	17,077,068

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 31 DECEMBER 2020

December 31, 2020 Consolidated	Issued Capital \$	Share-Based Payment Reserve \$	Foreign Currency Translation Reserve \$	Accumulated Losses \$	Total Equity \$
Balance as at 31 December 2019	103,906,611	8,318,338	921,515	(96,069,396)	17,077,068
Other Comprehensive Income					
Movement in reserve	-	-	(471,448)		(471,448)
Loss for the year	-	-	-	(25,769,360)	(25,769,360)
Total comprehensive income/(loss) for the year	-	-	(471,448)	(25,769,360)	(26,240,808)
Transactions with equity holders:					
Share-based payments/Options	-	3,137,173	-	-	3,137,173
Securities issued for the period	23,064,255	-	-	-	23,064,255
Subscriptions received	3,400	-	-	-	3,400
Capital transaction costs	(1,118,580)	-	-	-	(1,118,580)
Total contribution by equity holders	21,949,075	3,137,173	-	-	25,086,248
Balance as at 31 December 2020	125,855,686	11,455,511	450,067	(121,838,756)	15,922,508

December 31, 2019 Consolidated	Issued Capital \$	Share-Based Payment Reserve \$	Foreign Currency Translation Reserve \$	Accumulated Losses \$	Total Equity \$
Balance as at 31 December 2018	83,997,420	4,774,799	337,551	(73,059,752)	16,050,018
Other Comprehensive Income					
Movement in reserve	-	-	583,964		583,964
Loss for the year	-	-	-	(23,009,644)	(23,009,644)
Total comprehensive income/(loss) for the year	-	-	583,964	(23,009,644)	(22,425,680)
Transactions with equity holders:					
Share-based payments/Options	-	3,543,539	-	-	3,543,539
Securities issued for the period	20,425,400	-	-	-	20,425,400
Capital transaction costs	(516,209)	-	-	-	(516,209)
Total contribution by equity holders	19,909,191	3,543,539	-	-	23,452,730
Balance as at 31 December 2019	103,906,611	8,318,338	921,515	(96,069,396)	17,077,068

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

**CONSOLIDATED STATEMENT OF CASHFLOW
FOR THE YEAR ENDED 31 DECEMBER 2020**

		Consolidated	
	Note	2020	2019
		\$	\$
Cash flows from operating activities			
Receipts from customer		-	557,242
Receipts from authorities (GST refunds)		172,408	415,466
Payments to suppliers and employees		(4,824,074)	(1,311,971)
Interest received		12,625	49,256
Exploration expenditure (net amount)		(19,263,907)	(12,390,475)
Net cash used in operating activities	5(a)	(23,902,948)	(12,680,482)
Cash flows from investing activities			
Addition to mining interests		(101,721)	(109,749)
Net cash used in investing activities		(101,721)	(109,749)
Cash flows from financing activities			
Proceeds from issuance of shares and options		22,947,655	20,400,400
Payment of capital raising costs		(1,118,580)	(516,209)
Repayment of Lenark Loan		-	(141,371)
Net cash provided by/(used in) financing activities		21,829,075	19,742,820
Net increase/(decrease) in cash and cash equivalents		(2,175,594)	6,952,589
Cash and cash equivalents at the beginning of the year		10,122,166	3,101,677
Effect of foreign currency translation		131,448	67,900
Cash and cash equivalents at the end of the year	5	8,078,020	10,122,166

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparing the financial report of the Group, are stated to assist in a general understanding of the financial report. These policies have been consistently applied to all years presented, unless otherwise indicated.

Atrum Coal Ltd. ("Company" or "Parent Entity") is a company limited by shares incorporated and domiciled in Australia whose shares are publicly traded on the official list of the Australian Securities Exchange (code: ATU). The financial statements are presented in Australian dollars which is the Company's functional currency.

The nature of the operations and principal activities of the Company are disclosed in the Directors' Report.

(a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the *Corporation Act 2001*. Atrum Coal Ltd. is a for-profit entity for the purpose of preparing the financial statements.

i. Compliance with IFRS

The consolidated financial statements of Atrum Coal Ltd. also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

ii. Historical Cost Convention

The financial statements have been prepared on a historical cost basis, except for the following:

- financial assets and liabilities (including derivative instruments) certain classes of property, plant and equipment and investment property – measured at fair value, and
- assets held for sale – measured at fair value less cost of disposal.

The financial report has been prepared on an accruals basis and is based on historical costs modified by the revaluation of selected non-current assets, financial assets and financial liabilities for which the fair value basis of accounting has been applied.

The separate financial statements of the parent entity, Atrum Coal Ltd., have not been presented within this financial report as permitted by the Corporations Act 2001.

(b) Going concern

The financial report has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the ordinary course of business. The Group incurred a loss for the year ended 31 December 2020 of \$25,769,360 (2019: \$23,009,644) and net cash outflows from operating activities of \$23,902,948 (2019: \$12,680,482). The Group has cash reserves of \$8,078,020 at 31 December 2020.

The impact of the coronavirus (COVID-19) pandemic is still ongoing and it is not practicable to estimate the potential impact, positive or negative, after the reporting period. The timing, extent of the impact and recovery from COVID-19 on our employees, customers and suppliers is unknown at this stage. The full impact of COVID-19 outbreak continues to evolve as at the date of this report. As such, the Group is unable to estimate the effects of the COVID-19 outbreak on the Group's financial position, liquidity and operations in the 2021 financial year.

The Group has prepared a budget taking into consideration the plans for the Group as detailed below. Management is confident that the Group has the ability to raise further capital based and continue exploration and evaluation work on existing projects and any activities on the Elan Project already approved under its 2019 and 2020 Coal Exploration Permits (CEPs). However, the Company has decided to pause all major site-based activities, including any planned drilling in 2021, with the exception of baseline environmental study work that is required to ensure the continuity and integrity of work done in previous years.

Whilst the Group is expected to be cash-flow negative in the foreseeable future as a result of continued expenditures, the ability of the Group to continue as a going concern is dependent on securing additional funding through equity to continue to fund its operational and development activities. These conditions indicate a material uncertainty that may cast a significant doubt about the Group's ability to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

The directors believe the Group will continue as a going concern, after consideration of the following factors:

- the Group has recently been successful in raising equity and as required, is planning to raise further funds; and
- the level of expenditure can be managed;

Should the Group not be able to continue as a going concern, it may be required to realise its assets and discharge its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial statements. The financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or liabilities that might be necessary should the Group not continue as a going concern and meet its debts as and when they become due and payable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. *Summary of significant accounting policies (continued)*

(c) **Statement of compliance**

The financial report was authorised for issue by the directors on 30 March 2021.

The financial report complies with the Corporations Act 2001, Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the financial report, comprising the financial statements and notes thereto, complies with International Financial Reporting Standards (IFRS).

(d) **Basis of consolidation**

The consolidated financial statements comprise the financial statements of Atrium Coal Ltd. and its subsidiaries as at 31 December each year ("Consolidated Entity" or "Group"). Control is achieved where the company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. In preparing the consolidated financial statements, all intercompany balances and transactions, income and expenses or profit and losses resulting from intra-group transactions have been eliminated in full.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group. Control exists where the company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing when the Group controls another entity.

(d) **Basis of consolidation (continued)**

Unrealised gains or transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the portion of profit or loss and net assets in subsidiaries not held by the Group and are presented separately in the statement of Profit or loss and other comprehensive income and within equity in the consolidated statement of financial position. Losses are attributed to the non-controlling interests even if that results in a deficit balance.

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity attributable to owners of the Company.

When the Group ceases to have control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in the Statement of Profit or Loss and Other Comprehensive Loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint controlled entity or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

(e) **Foreign currency translation**

Functional and presentation currency

The functional currency of each of the Group's entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars which is the parent entity's functional and presentation currency.

Transaction and balances

Foreign currency transactions are translated into functional currency using average exchange rates for the period, or where possible, the exchange rates prevailing at the date of the transaction. Foreign currency monetary assets and liabilities denominated in foreign currencies are translated at the year-end exchange rate.

Group companies

The functional currency of the overseas subsidiaries is currency Canadian and US dollars. The Board of Directors assesses the appropriate functional currency of these entities on an ongoing basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. *Summary of significant accounting policies (continued)*

(f) **Revenue recognition**

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognises revenue when it transfers control over a product or service to a customer.

Interest revenue is recognised as it accrues, taking into account the effective yield on the financial asset.

(g) **Cash and cash equivalents**

Cash comprises of cash at bank and in hand. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purposes of the cash flow statement, cash and cash equivalents consist of cash and cash equivalents as described above, net of outstanding bank overdrafts.

(h) **Income tax**

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

Deferred income tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences except:

- when the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, and the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the deductible temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Income taxes relating to items recognised directly in equity are recognised in equity and not in profit or loss.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income legislation and the anticipation that the Group will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of significant accounting policies (continued)

(i) Goods and Services Tax

Revenues, expenses and assets are recognised net of the amount of goods and services tax ("GST"), except where the GST incurred on a purchase of goods and service is not recoverable from the taxation authorities, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense item as applicable and receivables and payables in the statement of financial position are shown inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

Cash flows are included in the cash flow statement on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority, are classified as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

(j) Leasehold improvements, plant and equipment

Leasehold improvements, plant and equipment are stated at historical costs less accumulated depreciation. Historical costs include expenditure that is directly attributable to the items. Repairs and maintenance are charged to the statement of profit or loss and other comprehensive income during the reporting period in which they were incurred. Depreciation is calculated using both the straight-line method to allocate asset costs over their estimated useful lives, or in the case of leasehold improvements, the unexpired period of the lease. Annual depreciation / amortisation rates applying to each class of depreciable asset are as follows:

Leasehold improvements	Lease term
Computer equipment	33%
Machinery & equipment	20-50%

The assets residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date. An asset carrying amount is written down immediately to its recoverable amount if the assets carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit or loss and other comprehensive income.

(k) Financial assets

Classification

The Group classifies its financial assets in the following measurement categories:

- those measured subsequently at fair value (either through Other Comprehensive Income (OCI), or through profit or loss), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Debt instruments: Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset - there are two measurement categories into which the Group classifies its debt instruments:

These include trade and other receivables and financial assets at amortised cost

- Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses), together with foreign exchange gains or losses. Impairment losses are presented as separate line items in the statement of profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of significant accounting policies (continued)

(k) Financial assets (continued)

- FVPL:

Assets that do not meet the criteria for amortised cost are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

Equity instruments: The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established. Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at fair value through other comprehensive income (FVOCI) are not reported separately from other changes in fair value.

Impairment

The Group assesses on a forward-looking basis, the expected credit losses associated with its financial assets carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the Group applies the simplified approach permitted by AASB 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(l) Mineral exploration and evaluation expenditure

Exploration and evaluation expenditures incurred by the purchase or acquisition of the asset from a private vendor, or through government applications and licensing processes are recognised as an exploration and evaluation asset in the year in which they are incurred where the following conditions are satisfied:

- (i) the rights to tenure of the area of interest are current; and
- (ii) at least one of the following conditions is also met:
 - (a) the exploration and evaluation expenditures are expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale; or
 - (b) exploration and evaluation activities in the area have not, at the reporting date, reached a stage which permits a reasonable assessment of the existence, or otherwise, of economically recoverable reserves and active and significant operations in, or relation to, the area of interest is continuing.

Exploration and evaluation assets are initially measured at cost. Ongoing exploration costs are expensed as incurred.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. The recoverable amount of the exploration and evaluation asset (for the cash generating unit(s) to which it has been allocated being no larger than the relevant area of interest) is estimated to determine the extent of the impairment loss (if any). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years.

Where a decision has been made to proceed with development in respect of a particular area of interest, the relevant exploration and evaluation asset is tested for impairment and the balance is then reclassified to development.

(m) Impairment of assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset unless the asset is carried at revalued amount (in which case the impairment loss is treated as a revaluation decrease).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. *Summary of significant accounting policies (continued)*

(m) *Impairment of assets (continued)*

An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

(n) *Trade and other payables*

Trade payables and other payables are carried at amortised costs and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are usually paid within 30 days of recognition.

(o) *Borrowings*

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the date of the statement of financial position.

(p) *Issued capital*

Ordinary shares are classified as equity. Issued and paid up capital is recognised at the fair value of the consideration received by the Company. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

(q) *Earnings per share*

(i) Basic earnings per share

Basic earnings per share is calculated by dividing the profit or loss attributable to equity holders of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of the 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.

(r) *Provisions*

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit or loss and other comprehensive income net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a borrowing cost.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. *Summary of significant accounting policies (continued)*

(s) *Share-based payment transactions*

The Group provides benefits to employees (including senior executives) of the Group in the form of share-based payments, whereby employees render services in exchange for shares or rights over shares (equity-settled transactions) or options to buy shares at a specified price.

When provided, the cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. When the valuation is deemed to be significant, the fair value is determined by using the Black-Scholes model or the binomial option valuation model.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of Atrum Coal Ltd. or its subsidiaries (market conditions) if applicable.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the vesting period).

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the Group's best estimate of the number of equity instruments that will ultimately vest. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date.

The statement of profit or loss and other comprehensive income charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.

Share-based payment transactions with consultants are measured based on the fair value of services provided or where this cannot be determined, is valued by reference to the fair value of the equity instruments at the grant date.

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings per share.

(s) *Share-based payment transactions (continued)*

Performance Rights/Options

The Group issues performance rights and options to its Key Management Personnel and employees as part of their remuneration as required in the service/employment agreement.

Each Performance right gives the holder a right to one share upon vesting conditions being met. Shares are issued upon Performance rights which vest.

The cost of share-based payments to key personnel with respect to options is measured by reference to the fair value of the equity instruments at the date at which they were granted. The fair value is determined using Black-Scholes model, taking into account the terms and conditions upon which the options were granted.

(t) *Segment reporting*

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. *Summary of significant accounting policies (continued)*

(u) *Significant accounting judgments, estimates and assumptions*

In the process of applying the Group's accounting policies, management has made the following judgments, estimates and assumptions, which have the most significant effect on the amounts recognised in the financial statements.

(i) *Exploration and evaluation assets*

The Group's accounting policy for exploration and evaluation expenditure is set out at Note 1(l). The application of this policy necessarily requires management to make certain estimates and assumptions as to future events and circumstances. Any such estimates and assumptions may change as new information becomes available. If, after having capitalised expenditure under the policy, it is concluded that the expenditures are unlikely to be recovered by future exploitation or sale, then the relevant capitalised amount will be written off to the statement of profit or loss and other comprehensive income.

(ii) *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 Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. These models require a number of assumptions to be made including the expected future volatility of the share price, the estimated vesting date and the risk-free interest rate. 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.

(iii) *Tax in foreign jurisdictions*

The Group operates in overseas jurisdictions and accordingly is required to comply with the taxation requirements of those relevant countries. This results in the consolidated entity making estimates in relation to taxes including but not limited to Income tax, sales tax, VAT, withholding tax and employee income tax. The Group estimates its tax liabilities based on the Group's understanding of the tax law. Where the final outcome of these matters is different from the amounts that were initially recorded, such differences will impact profit or loss in the period in which they are settled.

(v) *Reclamation costs*

An obligation to incur reclamation costs arises when environmental disturbance is caused by the exploration or development of a mineral interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset and the environment in which the mine operates.

Pre-tax discount rates that reflect the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the unit-of-production or the straight-line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognised in profit or loss.

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalised cost is reduced to nil and the remaining adjustment is recognised in profit or loss.

The operations of the Group have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

The Group will make a provision for reclamation obligations where it estimates that the disturbance to date on the Group's exploration and evaluation properties may become significant.

(w) *New Accounting Standards and Interpretations not yet mandatory or early adoption*

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 31 December 2020. The consolidated entity has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. Income tax

(a) Income tax expense

Current tax expense
Deferred tax expense

Consolidated	
2019	2019
\$	\$
-	-
-	-
-	-

(b) Reconciliation of income tax expense to prima facie tax payable

Net loss before income tax	(25,769,360)	(23,009,644)
Income tax at 30% (2019: 30%)	(7,730,808)	(6,902,893)
Effect of expenses not deductible in determining taxable income	1,177,415	2,319,807
Effect of tax rates in foreign jurisdictions (i)	1,393,420	559,160
Tax losses and other timing differences not recognised	5,159,973	4,023,926
Total income tax expense/(benefit)	-	-

(i) The subsidiaries of the Group operate in tax jurisdictions with differing tax rates.

Atrium Coal Ltd. has unrecognised tax losses arising in Australia, Canada and the USA, which are indefinitely to offset against future profits of the Company providing the tests for deductibility against future profits are met

(c) Unrecognised deferred tax assets arising on timing difference and losses

(ii) Losses – revenue	1,660,249	1,467,027
Foreign losses - revenue	14,395,570	13,074,287
Other	36,098	5,081,191
	16,091,917	19,622,505

(iii) The benefit for tax losses will only be obtained if:

- (i) the Group derives future assessable income in Australia or Canada of a nature and of an amount sufficient to enable the benefit from the deductions for the losses to be realised;
- (ii) the Group continues to comply with the conditions for deductibility imposed by tax legislation in Australia and Canada; and
- (iii) there are no changes in tax legislation in Australia or Canada which will adversely affect the Group in realising the benefit from the deductions for the losses.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Consolidated	
2020	2019
\$	\$

3. Auditors' remuneration

(a) Audit services

The auditor of Atrium Coal Ltd. is BDO Audit (WA) Pty Ltd
Audit and review services

66,589	59,926
66,589	59,926

(b) Non-audit services

Amounts received by BDO for non-audit services:
Preparation and lodgement of income tax returns
Australia

7,859	14,850
7,859	14,850

4. Earnings per share (EPS)

Basic loss per share – dollars

(0.05)

(0.05)

Loss used in calculation of basic loss per share

(25,769,360)

(23,009,644)

Weighted average number of ordinary shares outstanding during the year used
In the calculation of basic and diluted loss per share

539,029,083

447,184,460

5. Cash and Cash Equivalents

Cash at bank

8,078,020

775,322

Deposits at call

-

9,346,843

8,078,020

10,122,166

Cash at bank earns interest at floating rates based on daily deposit rates. This note should be read in conjunction with Note 19: Financial instruments.

(a) Reconciliation of loss for the year to net cash flows from operating activities

Loss for the year

(25,769,360)

(23,009,644)

Add back:

Share Based Payments

3,257,173

3,543,539

Impairment

-

4,196,495

Changes in assets and liabilities:

Movements in trade and other receivables

(79,722)

(430,687)

Movement in trade and other payables

(1,311,039)

2,462,573

Cash recovered from financial asset (Note 7)

-

557,242

Net cash flows from operating activities

(23,902,948)

(12,680,482)

Consolidated	
2020	2019
\$	\$

6. Trade & other receivables

Current

GST receivables & deposits

737,244

622,468

Other Prepayments

58,226

93,280

795,470

715,748

Terms and conditions relating to the above financial instruments:

- There are no past due and impaired trade receivables.
- The above amounts do not bear interest and their carrying value amount is equivalent to their fair value.

Information about the Group's exposure to credit risk is disclosed in Note 16: Financial instruments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

7. Reclamation Bonds

	Consolidated	
	2020	2019
	\$	\$
Balance at start of period	170,628	161,721
Exchange difference	(12,481)	8,907
Balance at end of period	158,147	170,628

8. Non-current assets – exploration and evaluation expenditure

	Consolidated	
	2020	2019
	\$	\$
Groundhog Coal Project	901,010	860,734
Panorama Project	2,208,736	2,359,362
Elan Project	5,547,970	5,926,314
	8,657,716	9,146,410
Opening balance	9,146,410	12,622,419
Advanced royalty payment (i)	101,721	109,749
Impairment (ii)	-	(4,150,462)
Foreign exchange translation differences	(590,415)	564,704
Closing Balance	8,657,716	9,146,410

- (i) These amounts represent advanced annual royalty payments made with respect to the Groundhog Project, which is part of the terms of acquisition of the project. These amounts are only recoverable against future royalties from the Groundhog Project.
- (ii) During the year ended 31 December 2020, the Company relinquished several non-core tenements in the Groundhog and Panorama projects. The carrying values of the properties represent the acquisition costs of these tenements and as a result, the impairment has been calculated on the basis of land area relinquished.

The Group policy in relation to exploration and evaluation expenditure is to capitalise activities relating to capital acquisitions and development assets and to expense ongoing exploration costs. The recoupment of costs carried forward in relation to areas of interest in the exploration and evaluation phases are dependent on the successful development and commercial exploitation or sale of the respective areas.

During the year ended 31 December 2020, the Group incurred total exploration costs of \$20,655,275 (2019: \$13,939,827) of which an amount of \$20,523,066 (2019: \$13,617,846) was incurred on its flagship Elan project, bringing the cumulative amount spent on the project at 31 December 2020 to \$37,657,369 (31 December 2019: \$17,134,303).

1976 COAL POLICY – PROVINCE OF ALBERTA (Elan project)

During the year ended 31 December 2020, the Government of Alberta repealed the 1976 Coal Policy and then reinstated it after the balance sheet date as well as froze applications for new exploration permits until they complete a consultation process for a new, modern coal policy. A new coal policy is expected to reaffirm that the Group's Elan project will be subject to strict environmental requirements for any permitting application, exploration and/or mining restrictions. At this time, it is not possible to quantify the impact of a new modern coal policy on the carrying value of the Elan Project.

At 31 December 2020 the Group continues to carry the acquisition costs of the Elan Project under accounting standard AASB 6 on the basis:

- the Group has rights to explore the specific area of interest and is able to continue any activities on the Elan Project already approved under its 2019 and 2020 Coal Exploration Permits (CEPs);
- the Group has incurred substantive exploration costs to date and has plans to resume exploration and evaluation activities;
- the results from the recent drilling results are promising;
- the capitalised exploration and evaluation expenditures are expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

9. Current liabilities - trade and other payables

	Consolidated	
	2020	2019
	\$	\$
Trade payables	1,675,012	2,985,883
Other payables	91,833	92,001
	1,766,845	3,077,884

Terms and conditions relating to the above financial instruments:

- All amounts are expected to be settled.
- Trade payables are non-interest bearing and are normally settled on 30-day terms.
- Due to the short-term nature of trade and other payables their carrying value is assumed to approximate their fair value.

Information about the Group's exposure to credit risk is disclosed in Note 19.

10. Issued Share Capital

(a) Issued and paid up capital

Ordinary shares – fully paid

2020		2019	
Number	\$	Number	\$
580,649,344	125,855,686	477,368,492	103,906,611
580,649,344	125,855,686	477,368,492	103,906,611

(b) Movements in share capital:

Ordinary shares – fully paid

	Number	\$
Balance at 1 January 2020	477,368,492	103,906,611
Private placement ¹	95,652,173	22,000,000
Exercise of listed options ²	4,671,279	934,256
Exercise of unlisted options	100,000	10,000
Shares issued as a compensation to royalty holders ³	500,000	120,000
Exercise of performance rights ⁴	2,357,400	-
Proceeds received from exercise of options ²	-	3,400
Capital raising costs	-	(1,118,580)
Balance at 31 December 2020	580,649,344	125,855,687

During the year ended 31 December 2020, the Company

1. completed a placement of \$22,000,000 in two tranches, for a total of 95,652,173 shares at a price of \$0.23 each;
2. received proceeds of \$937,636 pursuant to the exercise of 4,671,279 listed options at a price of \$0.20 each and \$3,400 for shares that were issued subsequent to the balance sheet date;
3. issued 500,000 shares to a royalty holder as a compensation for work not carried out on one of the properties of the Groundhog project
4. issued 3,357,400 shares to directors and employees following the reaching of the hurdle with respect to Class 34 Performance rights (see below)

Capital raising costs of \$1,118,580 in total were incurred with respect to the placement, of which \$1,100,000 was paid to Argonaut Capital Ltd., a company related to Non-executive Director, Mr. Fear.

Ordinary shares – fully paid

	Number	\$
Balance at 1 January 2019	360,830,778	83,997,420
Private placement	114,285,714	20,000,000
Exercise of listed options	2,002,000	400,400
Redemption of Kuro Notes	250,000	25,000
Capital raising costs	-	(516,209)
Balance at 31 December 2019	477,368,492	103,906,611

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

10. Issued Share Capital (continued) (c) Movements in unlisted performance rights:

	2020 Number	2019 Number
Balance at the start of year	12,150,000	750,000
Granted	7,777,000	12,150,000
Vested	(2,357,400)	-
Cancelled	(6,500,000)	(750,000)
Balance at close of year	11,069,600	12,150,000

During the year ended 31 December 2020, the Company issued 7,777,000 Performance Rights to the employees and directors. Each Performance Right is a right to be issued with a single Share upon vesting of the Performance Right, free of encumbrances. No consideration will be payable upon the vesting or conversion of the Performance Rights.

The vesting conditions are as follows:

Class 34P:

Performance Rights will vest and become convertible into Shares upon achievement of a 200mt JORC Measured and Indicated resource estimate at an Elan project or projects i.e. this could be 200mt Measured and Indicated resource estimate across one project (e.g. Elan South) or across multiple projects (e.g. Elan South plus Isolation South plus Wildcat). Needs to be verified by the Company's independent geologist and performance rights only vest once the independent JORC report is submitted and signed off by the Company's independent geologist. These hurdles were achieved, and the rights vested during the year.

Class 35P:

Performance Rights will vest and become convertible into Shares upon achievement of a 100mt JORC Reserve estimate on any Elan project i.e. this must be 100mt JORC Reserve estimate on a single project. It must be verified by the Company's independent engineering consultant based on a preliminary feasibility study or feasibility study; it must consist of only JORC Measured and Indicated resource estimate on a single project (e.g. Elan South, or Isolation South etc) and can be a combination of Proven and Probable Reserve under the JORC code. At 31 December 2020, the Company considered that there is an 80% probability that these rights will vest. Subsequent to the year ended, the probability has been revised to 50%.

Class 36P:

Performance Rights will vest and become convertible into Shares upon the Company obtaining Alberta Government approval to allow Atrum to proceed with permitting an open cut mine at Elan – this can only be granted once a full Environmental Impact Study or Assessment is undertaken and submitted to the Alberta Government in preparation for a mining license. It will require at least two years of environmental monitoring of the site. It is granted by the relevant government authority. At 31 December 2020, the Company considered that there is an 80% probability that these rights will vest. Subsequent to the year ended, the probability has been revised to 50%.

Class 37P:

Performance Rights will vest and become convertible into Shares upon the Company being granted a Mining Permit on any project at Elan - again, this can only be granted once a mining lease application has been submitted to the relevant government authority. The submission must include detailed mine plans, water management plans, environmental management plans, infrastructure plans, economic impact assessment etc. It is granted by the relevant government authority. Once granted, the Company may begin construction of a mine. At 31 December 2020, the Company considered that there is an 80% probability that these rights will vest. Subsequent to the year ended, the probability has been revised to 50%.

Class 38P:

Performance Rights will vest and become convertible into Shares upon the Company securing appropriate finance to complete the development and construction of an Elan mine through first production, completion of construction of the plant and achievement of the first 500,000 tonnes on rail to the port. At 31 December 2020, the Company considered that there is an 80% probability that these rights will vest. Subsequent to the year ended, the probability has been revised to 50%.

Year ended 31 December 2020

Class	Balance at start of year	# Granted during the year	Vested and Exercised	Cancelled/ Forfeited	Balance at end of year	Value Vested during the year (\$)
34P	2,800,000	1,659,200	(2,357,400)	(1,500,000)	601,800	606,779
35P	2,800,000	1,672,600	-	(1,500,000)	2,972,600	60,917
36P	2,800,000	1,672,400	-	(1,500,000)	2,972,400	40,376
37P	3,750,000	1,772,600	-	(2,000,000)	3,552,600	41,750
38P	-	1,000,000	-	-	1,000,000	11,404
	12,150,000	7,776,800	(2,357,400)	(6,500,000)	11,069,400	761,226

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

10. Issued Share Capital (continued)

(c) Movements in unlisted performance rights: (continued)

Year ended 31 December 2019

Class	Balance at start of year	# Granted during the year	Vested and Exercised	Cancelled/ Forfeited	Balance at end of year	Value Vested during the year (\$)
7	312,500	-	-	(312,500)	-	-
8	437,500	-	-	(437,500)	-	-
34	-	2,800,000	-	-	2,800,000	202,981
35	-	2,800,000	-	-	2,800,000	101,491
36	-	2,800,000	-	-	2,800,000	67,660
37	-	3,750,000	-	-	3,750,000	77,672
	750,000	12,150,000	-	(750,000)	12,150,000	449,804

(d) Movements in unlisted options

	31 December 2020		31 December 2019	
	Number	Price*	Number	Price*
Balance at the start of year	24,630,000	\$ 0.39	17,730,000	\$ 0.68
Granted to directors and employees under ESOP	11,165,000	\$ 0.40	25,100,000	\$ 0.40
Exercised	(100,000)	\$0.10	-	-
Cancelled/Expired ¹	(10,850,000)	\$ 0.38	(18,200,000)	\$ 0.69
Balance at close of year	24,845,000	\$ 0.41	24,630,000	\$ 0.39

* Weighted average exercise prices

¹ During the year ended 31 December 2020, 3,500, 000 options with an average exercise price of \$0.43 were cancelled, 7,350,000 options with an average exercise price of \$0.35 expired unexercised.

During the year ended 31 December 2020, the Company granted the following options to Key Management Personnel and employees:

Date of Grant	Expiry date	Number of		Exercise Price (\$)	Fair Value \$	Price at Grant (\$)	Vesting
		Options	Shares				
29-Jun-20	30-Jun-21	3,100,000	3,100,000	0.30	177,730	0.225	Immediate
29-Jun-20	30-Jun-21	500,000	500,000	0.40	19,887	0.225	Immediate
29-Jun-20	30-Jun-22	1,000,000	1,000,000	0.40	72,945	0.225	Immediate
29-Jun-20	30-Jun-22	500,000	500,000	0.45	33,254	0.225	Immediate
29-Jun-20	30-Jun-23	1,000,000	1,000,000	0.50	86,233	0.225	Immediate
29-Jun-20	30-Jun-24	1,000,000	1,000,000	0.60	98,303	0.225	Immediate
29-Jun-20	30-Jun-25	1,000,000	1,000,000	0.70	91,419	0.225	Immediate
18-Nov-20	21-Aug-25	1,765,000	1,765,000	0.30	347,409	0.30	Immediate
18-Nov-20	30-Jun-21	500,000	500,000	0.40	25,318	0.30	Immediate
18-Nov-20	30-Jun-22	800,000	800,000	0.45	72,715	0.30	One year
		11,165,000	11,165,000		1,025,213		

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

10. Issued Share Capital (continued)

(d) Movements in unlisted options (continued)

Outstanding unlisted options at 31 December 2020 are as follows:

Expiry Date	Exercise Price*	Number of Options Outstanding	Number of Exercisable Options	Average Remaining Life (Years)
June 30, 2021	\$ 0.30	3,100,000	3,100,000	0.5
June 30, 2021	\$ 0.40	6,850,000	6,850,000	0.5
5 August 2021	\$ 0.10	930,000	930,000	1.6
20 February 2022	\$ 0.10	100,000	100,000	1.14
23 April 2022	\$ 0.22	100,000	100,000	1.31
30 June 2022	\$ 0.45	9,000,000	1,500,000	1.5
30 June 2023	\$0.50	1,000,000	1,000,000	2.5
30 June 2024	\$0.60	1,000,000	1,000,000	3.5
30 June 2025	\$0.70	1,000,000	1,000,000	4.5
21 August 2025	\$0.30	1,765,000	1,765,000	4.6
	\$0.39	24,845,000	17,345,000	1.52

The fair values of options granted during the years ended December 31, 2020 and 2019 were estimated at the grant date using the Black-Scholes option pricing model with

(i) the following weighted average assumptions:

	2020	2019
Expected annual volatility*	86% - 89%	89%
Risk-free interest rate	0.26% - 0.40%	1.44%
Expected life	1.00 – 4.76 years	1.08 – 3.08 years
Stock Price at grant date	\$0.225-\$0.30	\$0.1-\$0.45
Expected dividend yield	0%	0%
Estimated forfeitures	0%	0%

* The expected stock price volatility was estimated by reference to historical volatility of the Company's shares listed on the ASX with a comparable period in their lives.

11. Commitments

Exploration commitments

Under Canadian legislation there is no minimum expenditure commitments in relation to the tenements held by the Company. The Company has minimum annual rents due on its projects as follows:

	2020 \$	2019 \$
Less than one year	251,909	251,909
Between one and five years	292,260	-
More than five years	-	-
	544,169	251,909

During the year ended 31 December 2020, the government of British Columbia, Canada has deferred the payment of rents due on mining tenements to 31 December 2021.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

12. Contingent liabilities

The following contingent liabilities exist in relation to the Company's projects located in British Columbia, Canada.

Groundhog Anthracite Project

<i>Annual Royalty</i>	CAD100,000 per annum (until production royalty commences, at which stage it is offset against future production royalties)
<i>Performance Bonus</i>	CAD1,000,000 (upon the delineation of the first 200Mt of coal of a JORC Indicated status - to the extent that it can be considered a proven reserve) CAD500,000 (upon the delineation of each subsequent 100Mt of coal of a JORC Indicated status - to the extent that it can be considered a proven reserve)
<i>BFS Bonus</i>	CAD1,000,000 (upon completion of a positive BFS, paid 50% cash and 50% shares at the election of the Company)
<i>Production Bonus</i>	CAD1,000,000 (upon commencement of production, paid 50% cash and 50% shares at the election of the Company)
<i>Production Royalty</i>	1% of ex-mine gate price of all saleable coal to Clive Brookes syndicate 1% gross revenue royalty or a US\$1/tonne royalty (whichever is the higher) payable on anthracite produced from the assets acquired from Anglo Pacific only.
<i>Future Royalty to Anglo Pacific</i>	0.5% of FOB port selling price royalty overall production within Atrum's Groundhog Anthracite Project tenements for a period of ten years from the date that Atrum commences commercial production on the project; and subsequently 0.1% royalty from production within the Ground North Mining Complex project area.

Groundhog and Panorama Project

<i>Future Royalty to Panstone Mines and Minerals Inc.</i>	C\$1.60 per tonne of saleable coal based on the tonnes of coal actually produced and sold.
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During the year ended 31 December 2020, the company paid Panstone an amount of C\$100,000 and 500,000 Atrum shares, valued at \$120,000, and increased royalty by an additional \$0.80 per tonne of saleable coal. As a condition of the original agreement, the Company was supposed to drill a hole on each of the tenements, which the Company did not do. The foregoing was as an agreed compensation.

12. Financial reporting by segments

The Group has identified its operating segments based on the internal reports that are used by the Board (the chief operating decision makers) in assessing performance and in determining the allocation of resources.

The operating segments are identified by the Board based on the location of activity. For management purposes, the Group has organised its operations into two reportable segments on the basis of stage of development as follows:

- Exploration – mineral exploration and development in Canada; and
- All other segments – primarily involving corporate management and administration.

The Board as a whole will regularly review the identified segments in order to allocate resources to the segment and to assess its performance.

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 1.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

13. Financial reporting by segments (continued)

Year ended 31 December 2020	Exploration \$	All Other Segments \$	Consolidated \$
Segment loss	(21,390,266)	(4,379,094)	(25,769,360)
Segment assets	13,190,255	4,499,098	17,689,353
Segment liabilities	(1,473,587)	(293,258)	(1,766,845)
Other segment information included in segment loss			
Interest revenue	-	12,625	12,625
Segment profit/(loss)	(21,390,266)	(4,379,094)	(25,769,360)

Year ended 31 December 2019	Exploration \$	All Other Segments \$	Consolidated \$
Segment loss	(18,638,674)	(4,370,970)	(23,009,644)
Segment assets	11,277,463	8,877,489	20,154,952
Segment liabilities	(2,919,891)	(157,993)	(3,077,884)
Other segment information included in segment loss			
Interest revenue	-	49,256	49,256
Finance costs	-	(2,394)	(2,394)
Depreciation and amortisation	-	-	-
Impairment of exploration expense	(4,150,462)	-	(4,150,462)
Segment profit/(loss)	(18,638,674)	(4,370,970)	(23,009,644)

14. Related party transactions

(a) Key management personnel

	Consolidated	
	2020 \$	2019 \$
Short-term benefits (including superannuation)	814,651	767,909
Share-Based Payments	1,843,075	1,696,568
	2,657,726	2,464,477

Detailed remuneration disclosures are provided in the audited Remuneration Report in the Directors' Report.

(b) Other transactions with Key Management Personnel

(ii) Capital raising costs

During the year ended 31 December 2020, the Company paid capital raising fees of \$1,100,000 (exclusive of GST) to Argonaut Capital Limited, a company relate to one of the directors.

Other than the foregoing, there was no additional related party transaction.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

14. Related party transactions (continued)

(c) Subsidiaries

The consolidated financial statements include the financial statements of Atrum Coal Ltd. and the subsidiaries listed in the following table:

	Country of Incorporation	% Equity Interest		Description of Activities
		2020	2019	
Atrum Coal Australia Pty Ltd	Australia	100	100	Dormant
Atrum Coal Groundhog Inc*	Canada	100	100	Development of Groundhog Anthracite Project
Atrum Coal Peace River Inc*	Canada	100	100	Dormant
Atrum Coal Naskeena Inc*	Canada	100	100	Dormant
Atrum Coal USA Inc	USA	100	100	Dormant
Atrum Coal Panorama Inc	Canada	100	100	Development of Panorama Anthracite Project
Elan Coal Ltd	Canada	100	-	Development of Elan Project

*Atrum Coal Groundhog Inc., Atrum Coal Peace River Inc., Atrum Coal Naskeena Inc. and Atrum Coal USA Inc. have financial years of 30 June. There are no significant restrictions on the ability of the subsidiaries to transfer funds to the parent entity to pay dividends or loans.

(d) Parent entity

Atrum Coal Ltd. is the ultimate Australian parent entity and ultimate parent of the Group.

15. Parent entity disclosures

(a) Summary financial information

	Parent Entity	
	2020	2019
	\$	\$
Financial Position		
Assets		
Current assets	4,499,098	8,877,489
Non-current assets	12,903,996	12,802,833
Total Assets	17,403,094	21,680,322
Liabilities		
Current liabilities	293,258	71,323
Total Liabilities	293,258	71,323
Equity		
Issued capital	125,855,686	103,906,611
Accumulated losses	(120,202,959)	(90,677,537)
Share Based Payment Reserve	11,457,109	8,923,255
Total Equity	17,109,836	22,152,329
Financial Performance		
Loss for the period	(29,525,422)	(17,389,710)
Other comprehensive loss	-	-
Total comprehensive loss	(29,525,422)	(17,389,710)

(b) Guarantees

Atrum Coal Ltd. has not entered into any guarantees in relation to the debts of its subsidiaries.

(c) Other Commitments and Contingencies

Atrum Coal Ltd. has no commitments to acquire property, plant and equipment, and has no contingent liabilities apart from the amounts disclosed in note 12.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

16. Financial instruments

Financial risk management

The Group's principal financial instruments comprise receivables, payables, cash and short-term deposits. The Group manages its exposure to key financial risks in accordance with the Group's financial risk management policy. The objective of the policy is to support the delivery of the Group's financial targets while protecting future financial security.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk and liquidity risk. The Group does not speculate in the trading of derivative instruments. The Group uses different methods to measure and manage different types of risks to which it is exposed. These include monitoring levels of exposure to interest rates and assessments of market forecasts for interest rates. Ageing analysis of and monitoring of receivables are undertaken to manage credit risk, liquidity risk is monitored through the development of future rolling cash flow forecasts.

The Board reviews and agrees policies for managing each of these risks as summarised below.

Primary responsibility for identification and control of financial risks rests with the Board. The Board reviews and agrees policies for managing each of the risks identified below, including for interest rate risk, credit allowances and cash flow forecast projections.

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset and financial liability are disclosed in Note 1 to the financial statements.

Risk exposures and responses

Market Risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments.

Foreign Currency Risk

Foreign exchange risk arises from future commitments, assets and liabilities that are denominated in a currency that is not the functional currency of the Group. The Group has deposits that are denominated in both Canadian and Australian dollars. At the year end the majority of deposits were held in Australian dollars. The Group treasury function manages the purchase of foreign currency to meet operational requirements. The Group manages its exposure to foreign currency risk through utilising forward exchange contracts. The impact of reasonably possible changes in foreign rates for the Group is not material.

The carrying amount of the consolidated entity's foreign currency denominated financial assets and financial liabilities at the reporting date was as follows:

	Assets		Liabilities	
	2020	2019	2020	2019
	\$	\$	\$	\$
Consolidated				
Australian Dollars	4,490,703	8,867,215	(254,202)	(162,645)
Canadian Dollars	4,366,941	1,596,379	(1,512,643)	(2,915,239)
US Dollars	16,847	374,320	-	-
	8,874,491	10,837,914	(1,766,845)	(3,077,884)

The Group had net foreign currency assets of \$2,871,145 as at 31 December 2020 (2019: \$944,540). Based on this exposure alone, had the Australian dollar moved against these foreign currencies with all other variables held constant, the consolidated entity's profit before tax for the year would have been affected as follows:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

16. Financial instruments (continued)

	Loss		Equity	
	2020	2019	2020	2019
	\$	\$	\$	\$
	Increase/ (decrease)	Increase/ (decrease)	Increase/ (decrease)	Increase/ (decrease)
<i>Movement in Australian dollar against foreign currency:</i>				
Strengthening of AUD by 10%	(287,114)	94,454	94,454	94,454
Weakening of AUD by 10%	287,114	(94,540)	(94,454)	(94,454)

Interest rate risk

The Group is exposed to movements in market interest rates on short term deposits. The policy is to monitor the interest rate yield curve out of 120 days to ensure a balance is maintained between the liquidity of cash assets and the interest rate return. The Group does not have short or long term debt, and therefore this risk is minimal.

The Group's exposure to risks of changes in market interest rates relates primarily to the Group's cash balances. The Group constantly analyses its interest rate exposure. Within this analysis consideration is given to potential renewals of existing positions, alternative financing positions and the mix of fixed and variable interest rates. As the Company has no variable rate interest bearing borrowings its exposure to interest rate movements is limited to the amount of interest income it can potentially earn on surplus cash deposits. The Offset Loan Agreement charges an interest rate of 10% per annum on outstanding balances, capitalised until the maturity of the loan. The following sensitivity analysis is based on the interest rate risk exposures in existence at the reporting date.

As at reporting date, the Group had the following financial assets exposed to variable interest rates that are not designated in cash flow hedges:

	Consolidated	
	2020	2019
	\$	\$
<i>Financial Assets</i>		
Cash and cash equivalents (interest-bearing accounts)	4,281,716	9,346,843
Net exposure	4,281,716	9,346,843

During the year ended 31 December 2020, the Company earned interest on its financial assets.

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

	Weighted Average Effective Interest Rate %					
		Less than 1 month	1 to 3 months	3 months to 1 year	1 to 5 years	Total
31 December 2020						
Financial Assets						
Non-interest bearing		795,470	-	-	-	795,470
Variable interest rate instruments	0%	900,940	-	-	-	900,940
Variable interest rate instruments	1.05%	7,177,080	-	-	-	7,177,080
		8,873,490	-	-	-	8,873,490
Financial Liabilities						
Non-interest bearing		(1,766,845)	-	-	-	(1,766,845)
Interest bearing – fixed rate		(1,766,845)	-	-	-	(1,766,845)
Net Financial Assets		7,106,645	-	-	-	7,106,645

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

16. Financial instruments (continued)

	Weighted Average Effective Interest Rate %	Less than 1 month	1 to 3 months	3 months to 1 year	1 to 5 years	Total
31 December 2019						
Financial Assets						
Non-interest bearing		715,748	-	-	-	715,748
Variable interest rate instruments	0%	775,323	-	-	-	775,323
Variable interest rate instruments	1.05%	9,346,843	-	-	-	9,346,843
		10,837,914	-	-	-	10,837,914
Financial Liabilities						
Non-interest bearing		(3,077,884)	-	-	-	(3,077,884)
Interest bearing – fixed rate		(3,077,884)	-	-	-	(3,077,884)
Net Financial Assets						
		7,760,030	-	-	-	7,760,030

Net fair value of financial assets and liabilities

The carrying amount of cash and cash equivalents approximates fair value because of their short-term maturity.

Interest Rate Sensitivity Analysis

At 31 December 2020 the effect on loss and equity as a result of changes in the interest rate, with all other variable remaining constant would be as follows:

	2020 \$	2019 \$
CHANGE IN LOSS		
Increase in interest rate by 1%	80,780	101,222
Decrease in interest rate by 1%	(80,780)	(101,222)

	2020 \$	2019 \$
CHANGE IN EQUITY		
Increase in interest rate by 1%	101,222	101,222
Decrease in interest rate by 1%	(101,222)	(101,222)

Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group has no significant exposure to liquidity risk. The Group manages liquidity risk by monitoring immediate and forecast cash requirements and ensuring adequate cash reserves are maintained. All financial liabilities are due within 30 days.

Remaining contractual maturities

The following table details the expected maturity of the Group's financial liabilities based on the earliest date of maturity or payment respectively. The amounts are stated on an undiscounted basis and include interest.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

16. Financial instruments (continued)

	W.Av Interest Rate %	Less than 1 month \$	1 – 3 Months \$	3 months – 1 year \$	1 – 5 years \$	Remaining contractual maturities \$
Consolidated						
31 December 2020						
Non-derivatives - Non-interest bearing						
Trade and other payables	-	1,766,845	-	-	-	-
Total non-derivatives		1,766,845	-	-	-	-
Derivatives		-	-	-	-	-
Total derivatives		-	-	-	-	-
	W.Av Interest Rate %	Less than 1 month \$	1 – 3 Months \$	3 months – 1 year \$	1 – 5 years \$	Remaining contractual maturities \$
Consolidated						
31 December 2019						
Non-derivatives - Non-interest bearing						
Trade and other payables	-	3,077,884	-	-	-	-
Total non-derivatives		3,077,884	-	-	-	-
Derivatives		-	-	-	-	-
Total derivatives		-	-	-	-	-

Credit risk

Credit risk arises from the financial assets of the Group, which comprise deposits with banks and trade and other receivables. The Group's exposure to credit risk arises from potential default of the counter party, with the maximum exposure equal to the carrying amount of these instruments. The carrying amount of financial assets included in the statement of financial position represents the Group's maximum exposure to credit risk in relation to those assets.

The Group operates in the mining exploration sector; it therefore does not have trade receivables and is not exposed to credit risk in relation to trade receivables. The Group does not have any significant credit risk exposure to any single counterparty or any Company of counterparties having similar characteristics. The Group does not hold any credit derivatives to offset its credit exposure which is considered appropriate for a junior explorer.

The Group trades only with recognised, credit worthy third parties and as such collateral is not requested nor is it the Group's policy to secure its trade and other receivables. The nature of the business is such that it is common not to maintain material receivables. Receivable balances are monitored on an ongoing basis with the result that the Group does not have a significant exposure to bad debts.

The Group's cash deposits are held with a major Australian banking institution - Commonwealth Bank of Australia, otherwise, there are no significant concentrations of credit risk within the Group. The Company also holds bank accounts with TD Canada Trust.

Capital Management Risk

Management controls the capital of the Group in order to maximise the return to shareholders and ensure that the Group can fund its operations and continue as a going concern.

Management effectively manages the Group's capital by assessing the 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 expenditure and debt levels and share and option issues.

The Group has in place the Offset Loan Agreement and trade payables. There have been no changes in the strategy adopted by management to control capital of the Group since the prior year.

Due to the nature of the Group's activities, being mineral exploration, it does not have ready access to credit facilities and therefore is not subject to any externally imposed capital requirements. Accordingly, the objective of the Group's capital risk management is to balance the current working capital position against the requirements to meet exploration programmes and corporate overheads. This is achieved by maintaining appropriate liquidity to meet anticipated operating requirements, with a view to initiating appropriate capital raisings as required.

Commodity Price Risk

The Group's exposure to commodity price risk is limited given the Group is still in the development phase.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

16. Financial instruments (continued)

Fair Value

The methods of estimating fair value are outlined in the relevant notes to the financial statements. All financial assets and liabilities recognised in the statement of financial position, whether they are carried at cost or fair value, are recognised at amounts that represent a reasonable approximation of fair values unless otherwise stated in the applicable notes.

17. Key management personnel

Refer to note 14 for details of remuneration paid to key management personnel and other related party transactions.

18. Share based payments

The follow table outlines the share-based payment expense for the year ended 31 December 2020:

	\$
Share based payment expense for the year ended 31 December 2020	3,257,173
Share based payment expense for the year ended 31 December 2019	3,543,539

The following outlines the fair value calculations for share based payments issued during the period:

	2020 \$	2019 \$
Performance rights to Directors(i)	886,874	449,804
Performance rights to Staff(i)	115,133	-
Expired performance rights	(240,781)	68,691
Unlisted options to Directors	955,902	1,178,073
Unlisted options to Staff	1,048,360	1,096,971
Cancelled Options	371,685	-
Shares to Royalty holder (note 12)	120,000	750,000
	3,257,173	3,543,539

(i) Performance Rights

During the financial year the movements in performance rights issued by the Company was as follows:

Class	Opening Balance	Granted	Exercise	Cancelled	Closing Balance	Value vested
34	2,800,000	1,659,200	(2,357,400)	(1,500,000)	601,800	\$606,779
35	2,800,000	1,672,600	-	(1,500,000)	2,972,600	\$ 60,917
36	2,800,000	1,672,400	-	(1,500,000)	2,972,400	\$ 40,376
37	3,750,000	1,772,600	-	(2,000,000)	3,522,600	\$ 41,750
38	-	1,000,000	-	-	1,000,000	\$ 11,404
	12,150,000	7,776,800	(2,357,400)	(6,500,000)	11,069,400	\$ 761,226

Details of other performance rights movements and balances are set out in Note 10(c).

(ii) Options

(a) Cancelled options

During the year the Company cancelled 3,500,000 options granted to Key Management Personnel. The unvested amount relative to these cancelled options, \$371,686 was charged to the income statement.

(b) Options granted during the year

During the year ended 31 December 2020, 11,165,000 (2019:25,100,000) unlisted options were issued as remuneration to the Directors and employees. Vesting for the current year resulted in share-based expenses of \$2,375,947 (2019: \$2,275,045).

(iii) Shares to Consultants

During the year ended 31 December 2020, the Company issued 500,000 shares to a royalty holder valued at \$120,000 (see note 12)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

19. Reserves

	Consolidated	
	2020	2019
	\$	\$
Balance at start	9,239,853	5,112,350
Share based payment	3,137,173	3,543,539
Foreign currency translation reserve	(471,448)	583,964
Balance at end	11,905,578	9,239,853

Nature and purpose of reserves

Share based payments reserve

The reserve is used to record the fair value of share-based payments, such options and performance rights, issued as remuneration to employees, or as consideration for the purchase of assets, services, or extinguishment of liabilities.

Foreign currency translation reserve

The reserve is used to recognise exchange differences arising from translation of the financial statements of foreign operations to Australian dollars.

20. Events since the end of the financial year

- (i) 300,000 class 34P performance rights were exercised by a director and 300,000 shares were issued
- (ii) 682,309 listed options, at a strike price of \$0.20 were exercised for a total amount of \$136,462.
- (iii) Prior to the year ended 31 December 2020, the Company announced that it has executed an agreement for the underwriting of all unexercised listed options, which represented a total amount of \$19.8 million. Subsequent to the year end, following the reinstatement of the 1976 Coal Policy by the Alberta Government, the underwriters have terminated the agreement as the reinstatement is deemed by them to be a material, adverse change.
- (iv) During the year ended 31 December 2020, the Alberta Government repealed the 1976 Coal Policy that restricted surface mining activities on Category 2 lands in Alberta. Subsequent to the year end, the Government reinstated the 1976 Coal Policy and has frozen all new applications for exploration on these Category 2 lands. For further details refer to ASX Announcement "Elan Project and Corporate Update" dated 26 March 2021. Please see Note 8.
- (v) Non-Executive Chairman, Chuck Blixt, and Non-Executive Director George Edwards have resigned from the Company's board on 26 March 2021. Jeff Gerard and Anita Perry have been appointed as Directors to the Company's Board and Non-Executive Director, Glen Koropchuk, was appointed as Non-Executive Chairman on 26 March 2021.

DIRECTORS DECLARATION

The Directors of the Company declare that:

1. The financial statements, comprising the statement of profit or loss and other comprehensive income, statement of financial position, statement of cash flows, statement of changes in equity, and accompanying notes, are in accordance with the Corporations Act 2001 and:
 - (a) comply with Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
 - (b) give a true and fair view of the Group's financial position as at 31 December 2020 and of its performance for the year ended on that date.
2. The Company has included in the notes to the financial statements an explicit and unreserved statement of compliance with International Financial Reporting Standards.
3. In the Directors' opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.
4. The Directors have been given the declarations by the chief executive officer and the chief financial officer required by section 295A.

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

,



Andrew Caruso
Alberta, Canada
30 March 2021

DECLARATION OF INDEPENDENCE BY NEIL SMITH TO THE DIRECTORS OF ATRUM COAL LIMITED

As lead auditor of Atrum Coal Limited for the year ended 31 December 2020, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Atrum Coal Limited and the entities it controlled during the period.



Neil Smith
Director

BDO Audit (WA) Pty Ltd
Perth, 30 March 2021

INDEPENDENT AUDITOR'S REPORT

To the members of Atrium Coal Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Atrium Coal Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 31 December 2020, 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 report, including a summary of significant accounting policies 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 31 December 2020 and of its financial performance for the year ended on that date; 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 *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 confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Material uncertainty related to going concern

We draw attention to Note 1(b) in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that 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 discharge its liabilities in the normal course of business. 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. In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Accounting for share-based payments

<i>Key audit matter</i>	<i>How the matter was addressed in our audit</i>
<p>During the financial year ended 31 December 2020, the Group issued equity instruments to employees and key management personnel, which have been accounted for as share-based payments, as disclosed in Note 18 of the Financial Report.</p> <p>Refer to Note 1(s) of the Financial Report for a description of the accounting policy and significant judgements applied to these arrangements.</p> <p>Share-based payments are a complex accounting area and due to the complex and judgemental estimates used in determining the fair value of share-based payments, this is considered a key audit matter.</p>	<p>Our procedures included, but were not limited to:</p> <ul style="list-style-type: none"> • Reviewing the relevant agreements to obtain an understanding of the contractual nature and terms and conditions of the share-based payment arrangements; • Holding discussions with management to understand the share-based payment transactions in place; • Reviewing management's determination of the fair value of the share-based payments granted, considering the appropriateness of the valuation models used and assessing the valuation inputs; • Involving our valuation specialists to assess the reasonableness of management's volatility inputs; • Assessing the allocation of the share-based payment expense over the relevant vesting period; and • Assess the adequacy of related disclosures in Notes 1(s) and 18 of the Financial Report.

Carrying value of exploration and evaluation assets

<i>Key audit matter</i>	<i>How the matter was addressed in our audit</i>
<p>As disclosed in Note 8 to the financial report, the carrying value of capitalised exploration and evaluation expenditure represents a significant asset of the Group.</p> <p>Refer to Note 8 of the financial report for a description of the accounting policy and significant judgements applied to capitalised exploration and evaluation expenditure.</p> <p>In accordance with AASB 6 Exploration for and Evaluation of Mineral Resources (AASB 6), the recoverability of exploration and evaluation expenditure requires significant judgment by management in determining whether there are any facts or circumstances that exist to suggest that the carrying amount of this asset may exceed its recoverable amount. As a result, this is considered a key audit matter.</p>	<p>Our procedures included, but were not limited to the following:</p> <ul style="list-style-type: none"> • Obtaining a schedule of the areas of interest held by the Group and assessing whether the rights to tenure of those areas of interest remained current at balance date; • Considering the status of the ongoing exploration programmes in the respective areas of interest by holding discussions with management, and reviewing the Group's exploration budgets, ASX announcements and directors' minutes; • Considering whether any such areas of interest had reached a stage where a reasonable assessment of economically recoverable reserves existed; • Considering whether any facts or circumstances existed at balance date to suggest impairment testing was required; • Considering events subsequent to balance date (refer Note 20(iv)), and whether this impacted the carrying value of exploration and evaluation assets at balance date; • Assessing the adequacy of the related disclosures in Note 8 to the financial report.

Emphasis of matter - Subsequent event

We draw attention to Note 20 (iv) of the financial report, which describes a non-adjusting subsequent event after the year end. Our opinion is not modified with respect to this matter.

Other information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 31 December 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 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 the financial report is located at the Auditing and Assurance Standards Board website (<http://www.auasb.gov.au/Home.aspx>) at:

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 7 to 14 of the directors' report for the year ended 31 December 2020.

In our opinion, the Remuneration Report of Atrium Coal Limited, for the year ended 31 December 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.

BDO Audit (WA) Pty Ltd



Neil Smith

Director

Perth, 30 March 2021

SECURITIES EXCHANGE INFORMATION

Shareholders' information set out below was applicable as at 19 March 2021

Unlisted Options and Performance Rights

The Company has the following unlisted securities on issue:

- 930,000 Options exercisable at \$0.10 each expiring 5/08/2021 held by 4 option holders;
- 100,000 Options exercisable at \$0.10 each expiring 20/02/2022 held by 1 option holder;
- 100,000 Options exercisable at \$0.22 each expiring 23/04/2022 held by 1 option holder;
- 6,850,000 Options exercisable at \$0.40 each expiring 30/06/2021 held by 13 option holders;
- 8,000,000 Options exercisable at \$0.45 each expiring 30/06/2022 held by 12 option holders;
- 3,100,000 Options exercisable at \$0.30 each expiring 30/06/2021 held by 6 option holders;
- 1,000,000 Options exercisable at \$0.40 each expiring 30/06/2022 held by 1 option holders;
- 1,000,000 Options exercisable at \$0.50 each expiring 30/06/2023 held by 1 option holders;
- 1,000,000 Options exercisable at \$0.60 each expiring 30/06/2024 held by 1 option holders;
- 1,000,000 Options exercisable at \$0.70 each expiring 30/06/2025 held by 1 option holders;
- 10,769,600 Performance Rights held by 14 holders

All unlisted Securities have been issued under employee/director incentive scheme

Distribution

The number of ordinary shareholders, by size of holding is:

Spread of Holdings	Holders	% of units
1-1,000	216	0.01%
1,001-5,000	292	0.14%
5,001-10,000	218	0.30%
10,001-100,000	782	5.80%
100,001 - and over	375	93.75%
Total on register	1,883	100.00%
Total Overseas holders	75	

The number of shareholdings held in less than marketable parcels is 286 with a total of 156,224 Shares.

The number of listed option holders, by size of holding is:

Spread of Holdings	Holders	% of units
1-1,000	37	0.02%
1,001-5,000	48	0.14%
5,001-10,000	23	0.18%
10,001-100,000	101	4.86%
100,001 - and over	108	94.80%
Total on register	317	100.00%

Total Overseas holders 11

Substantial Shareholders

The Company has been notified of the following substantial shareholdings:

	Number	Percentage
Timothy Andrew Roberts	102,275,954	17.58
Treasury Services Group Pty Ltd ATF Nero Resource Fund	31,927,560	5.49%
Perennial Value Management Limited	29,332,546	5.04%

SECURITIES EXCHANGE INFORMATION

20 LARGEST HOLDERS OF ORDINARY SHARES AS AT 19 MARCH 2021:

Ordinary Shareholder	Fully paid	
	Number	Percentage
CITICORP NOMINEES PTY LIMITED	129,439,617	22.25%
NATIONAL NOMINEES LIMITED	57,057,569	9.81%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	25,839,443	4.44%
MARFORD GROUP PTY LTD	17,650,097	3.03%
NERO RESOURCE FUND PTY LTD <NERO RESOURCE FUND A/C>	15,950,631	2.74%
MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	12,374,404	2.13%
CS THIRD NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 13 A/C>	10,088,935	1.73%
CARJAY INVESTMENTS PTY LTD	9,846,060	1.69%
MR RODNEY MALCOLM JONES & MRS CAROL ROBIN JONES <HOPERIDGE ENT P/L SUPER A/C>	9,749,240	1.68%
NERO RESOURCE FUND PTY LTD <NERO RESOURCE FUND A/C>	9,243,085	1.59%
BRISPOT NOMINEES PTY LTD <HOUSE HEAD NOMINEE A/C>	6,880,639	1.18%
MR NEIL DONALD DELROY <NDD INVESTMENT A/C>	6,521,740	1.12%
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	6,400,000	1.10%
BELGROVE HOLDINGS PTY LTD <DELROY FARMS A/C>	6,105,925	1.05%
UBS NOMINEES PTY LTD	6,072,470	1.04%
MONEX BOOM SECURITIES (HK) LTD <CLIENTS ACCOUNT>	6,056,958	1.04%
ABROLHOS EDGE PTY LTD <ABROLHOS EDGE SUPER A/C>	5,700,000	0.98%
MR EUGENE WUSATY	5,376,888	0.92%
CS FOURTH NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 11 A/C>	4,576,841	0.79%
MR WILLIAM BOOTH	4,529,408	0.78%
	355,459,950	61.11%

20 LARGEST HOLDERS OF LISTED OPTIONS AS AT 19 MARCH 2021:

Option holder	Listed Options	
	Number	Percentage
FIVEMARK CAPITAL PTY LTD	5,000,000	4.88%
NERO RESOURCE FUND PTY LTD <NERO RESOURCE FUND A/C>	5,000,000	4.88%
ARGONAUT INVESTMENTS PTY LIMITED <ARGONAUT INVEST NO 3 A/C>	4,799,382	4.69%
ASHABIA PTY LTD <ASHABIA SUPER FUND A/C>	4,544,114	4.44%
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	4,500,000	4.40%
CS THIRD NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 13 A/C>	4,085,000	3.99%
BOSTON FIRST CAPITAL PTY LTD	3,214,185	3.14%
NATIONAL NOMINEES LIMITED	2,734,598	2.67%
MR MARIO DAMIR BERNATOVIC	2,650,000	2.59%
MARFORD GROUP PTY LTD	2,500,000	2.44%
ABROLHOS EDGE PTY LTD <ABROLHOS EDGE SUPER A/C>	2,500,000	2.44%
STEPHENS GROUP SUPER FUND PTY LTD <STEPHENS GROUP S/F A/C>	2,500,000	2.44%
PRECISION OPPORTUNITIES FUND LTD <INVESTMENT A/C>	2,500,000	2.44%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	2,343,905	2.29%
MR DAMIEN CHARLES ANDERSON <D & C ANDERSON FAMILY A/C>	2,195,706	2.14%

SECURITIES EXCHANGE INFORMATION

YARRAANDOO PTY LTD <YARRAANDOO SUPER FUND A/C>	1,700,000	1.66%
BUDWORTH CAPITAL PTY LTD <ROLLING HILLS CAPITAL A/C>	1,500,000	1.47%
MR WILLIAM BOOTH	1,438,473	1.41%
WISEVEST PTY LTD	1,349,413	1.32%
CITICORP NOMINEES PTY LIMITED	1,225,501	1.20%
ABN AMRO CLEARING SYDNEY NOMINEES PTY LTD <CUSTODIAN A/C>	1,161,798	1.13%
ARELEY KINGS PTY LTD <C FEAR SUPER A/C>	1,080,000	1.05%
PINNACLE SUPERANNUATION PTY LIMITED <PJF S/F A/C>	1,000,000	0.98%
MUFASA PTY LTD	1,000,000	0.98%
PERSHING SECURITIES AUSTRALIA PTY LTD <MONEX BOOM SEC (HK) LTD A/C>	1,000,000	0.98%
	63,522,075	62.04%

PARTLY PAID SHARES

The Company does not have any partly paid shares on issue.

Voting Rights

The Constitution of the company makes the following provision for voting at general meetings:

On a show of hands, every ordinary shareholder present in person, or by proxy, attorney or representative has one vote. On a poll, every shareholder present in person, or by proxy, attorney or representative has one vote for any share held by the shareholder.

On-market buy-back

The Company is not currently conducting an on-market buy-back.

TENEMENT LIST

Tenure Number	Owner	Business Unit	Tenure Type	Area (Ha)
394847	Atrum Coal Groundhog Inc.	Groundhog	Licence	259
417080	Atrum Coal Groundhog Inc.	Groundhog	Licence	565
417081	Atrum Coal Groundhog Inc.	Groundhog	Licence	636
417082	Atrum Coal Groundhog Inc.	Groundhog	Licence	212
417084	Atrum Coal Panorama Inc.	Panorama North	Licence	708
417085	Atrum Coal Groundhog Inc.	Groundhog	Licence	1,031
417086	Atrum Coal Panorama Inc.	Panorama North	Licence	142
417088	Atrum Coal Groundhog Inc.	Groundhog	Licence	777
417089	Atrum Coal Groundhog Inc.	Groundhog	Licence	142
417094	Atrum Coal Groundhog Inc.	Groundhog	Licence	71
417095	Atrum Coal Groundhog Inc.	Groundhog	Licence	425
417096	Atrum Coal Groundhog Inc.	Groundhog	Licence	71
417098	Atrum Coal Groundhog Inc.	Groundhog	Licence	1,204
417292	Atrum Coal Panorama Inc.	Panorama North	Licence	279
417296	Atrum Coal Panorama Inc.	Panorama North	Licence	71
417297	Atrum Coal Groundhog Inc.	Groundhog	Licence	918
417298	Atrum Coal Groundhog Inc.	Groundhog	Licence	1,059
417299	Atrum Coal Panorama Inc.	Panorama North	Licence	779
417520	Atrum Coal Groundhog Inc.	Groundhog	Licence	212
417521	Atrum Coal Groundhog Inc.	Groundhog	Licence	142
417525	Atrum Coal Panorama Inc.	Panorama North	Licence	425
417526	Atrum Coal Panorama Inc.	Panorama North	Licence	707
417527	Atrum Coal Panorama Inc.	Panorama North	Licence	71
417528	Atrum Coal Groundhog Inc.	Groundhog	Licence	142
418587	Atrum Coal Groundhog Inc.	Groundhog	Licence	1,411
418588	Atrum Coal Groundhog Inc.	Groundhog	Licence	1,412
418589	Atrum Coal Groundhog Inc.	Groundhog	Licence	1,273
418953	Atrum Coal Panorama Inc.	Panorama North	Licence	1,346
418955	Atrum Coal Groundhog Inc.	Groundhog	Licence	1,265
418957	Atrum Coal Panorama Inc.	Panorama North	Licence	1,415
418958	Atrum Coal Panorama Inc.	Panorama North	Licence	1,345
418961	Atrum Coal Panorama Inc.	Panorama North	Licence	71
1320080043	Elan Coal Ltd.	Elan	Coal Lease	1,616
1320080044	Elan Coal Ltd.	Elan	Coal Lease	1,536
1320080045	Elan Coal Ltd.	Elan	Coal Lease	1,724
1320080046	Elan Coal Ltd.	Elan	Coal Lease	1,694
1320080047	Elan Coal Ltd.	Elan	Coal Lease	2,304
1320080048	Elan Coal Ltd.	Elan	Coal Lease	2,165
1320080049	Elan Coal Ltd.	Elan	Coal Lease	1,952
1320080050	Elan Coal Ltd.	Elan	Coal Lease	1,840
1320080051	Elan Coal Ltd.	Elan	Coal Lease	1,024
1320080052	Elan Coal Ltd.	Elan	Coal Lease	1,664
1320080053	Elan Coal Ltd.	Elan	Coal Lease	112

Tenure Number	Owner	Business Unit	Tenure Type	Area (Ha)
1320080054	Elan Coal Ltd.	Elan	Coal Lease	272
1320080055	Elan Coal Ltd.	Elan	Coal Lease	1,726
1320080056	Elan Coal Ltd.	Elan	Coal Lease	1,936
1320080057	Elan Coal Ltd.	Elan	Coal Lease	48
1320080058	Elan Coal Ltd.	Elan	Coal Lease	822
1320080059	Elan Coal Ltd.	Elan	Coal Lease	256