

92 Energy Limited
(formerly Terra Metallis Pty
Ltd)
ACN 639 228 550

Financial report
For the period from
Incorporation to 30 June
2020

Company Directory

Directors

Richard Pearce – Non-Executive Chairman
Matthew Gaudi – Executive Director
Oliver Kreuzer – Non-Executive Director
Kristin Butera – Non-Executive Director
Steve Blower – Non-Executive Director

CEO

Siobhan Lancaster

Company Secretary

Steven Wood

Registered Office

Level 3, the Read Buildings
16 Milligan Street,
Perth WA 6000

Australian Legal Counsel:

Steinepreis Paganin
Level 4, 16 Milligan Street
PERTH, WA 6000

Canadian Legal Counsel:

John H. Pringle
McKercher LLP Barristers & Solicitors
374 Third Avenue South
Saskatoon, SK
S7K 1M5

Auditors

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

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92 ENERGY LIMITED
ACN 639 228 550

DIRECTORS' REPORT

92 Energy Limited (ACN 639 228 550) (**Company** or **92E**) was formed on 19 February 2020 as Terra Metallis Pty Ltd with the intent of acquiring copper gold tenements in NSW. Shortly after its incorporation, the Company changed its name to 92 Energy Pty Ltd to focus on uranium exploration. On 10 December 2020, the Company successfully converted to a public company limited by Shares and is currently named '92 Energy Limited'.

In December 2020 a transaction originally signed earlier in 2020 was completed pursuant to a share sale whereby the Company acquired all the shares of European Resources Pty Ltd (ACN 145 265 961) (**European**) which owned a significant database of uranium exploration opportunities for potential acquisition in Eastern Europe.

As consideration for the acquisition, European's shareholders received a total of 2,000,000 shares in the Company (issued pro-rata based on their respective holdings in European). The Company notes that Matt Gauci received 7,810 92E Shares as consideration pursuant to this agreement.

In addition to the acquisition of European, in December 2020 the Company also completed a transaction originally signed earlier in 2020 pursuant to a share sale whereby the Company acquired all the shares of Thunderbird Metals Pty Ltd (ACN 608 077 345) (**Thunderbird**), which owned a significant database of uranium exploration opportunities for future potential acquisition in North America.

As consideration for the acquisition of Thunderbird, Thunderbird's shareholders received a total of 2,000,000 shares in the Company (issued pro-rata based on their respective holdings in Thunderbird). The Company notes that Oliver Kreuzer and Insurgent Metals Pty Ltd (ACN 130 727 347) (an entity controlled by Kris Butera) each received 296,296 92E Shares as consideration pursuant to this agreement.

Based on its acquired database of North American opportunities, on 27 October 2020 the Company signed an agreement with IsoEnergy Ltd, an established and successful uranium explorer in the Athabasca Basin, Canada, with the intent of seeking a uranium discovery and expanding the portfolio of tenements (**Agreement**). The Agreement requires the Company to issue to IsoEnergy the equivalent to 16.25% of the issued capital of the Company at IPO, pay total milestone payments of \$200,000, half within 60 days of settlement of the IPO and half within 6 months of the IPO, grant IsoEnergy a net smelter royalty of 2%, and appoint a nominee to the Company's board. The Company is further required to spend a minimum of \$1,000,000 on exploration expenditures on the Claims prior to May 1st, 2022.

The conditions precedent to the Agreement are the Company lodge an IPO Prospectus with ASIC, meet the requirements of Chapter 1 of the ASX Listing Rules including completing a capital raising sufficient for the ASX, and obtaining all other necessary board, shareholder, regulatory or third party consents and/or approvals required to complete the IPO of the Company, including a conditional ASX listing letter.

Pursuant to this agreement, the Company agreed to acquire a 100% legal and beneficial interest in the below claims:

Project	Tenement ID
Clover	MC00013899
Clover	MC00013900
Clover	MC00013901
Clover	MC00013906
Clover	MC00013908

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DIRECTORS' REPORT

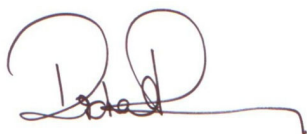
Gemini	MC00013904
Tower	MC00013909
Tower	MC00013912

Additionally, the Company has recently pegged the below claims adjacent to the claims being acquired, noting they were pegged in the name of proposed director Steven John Blower, which were subsequently transferred to 92 Energy Canada, a fully owned subsidiary of the Company incorporated in January 2021.

Project	Tenement ID
Clover	MC00014480s
Clover	MC00014481
Gemini	MC00014482
Gemini	MC00014483
Gemini	MC00014484
Gemini	MC00014485

Accordingly, the Company's Saskatchewan-based claims on listing will comprise the Clover and Gemini claims, and also the claims to be acquired from IsoEnergy Ltd.

Subsequent to reporting period, in January 2021 the Group completed a two series Seed Placement and raised \$878,000 via the issue of 16,430,000 shares.



RICHARD PEARCE
Non-Executive Chairman
92 ENERGY LIMITED

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DIRECTORS' REPORT

The Directors present their report together with the financial report of 92 Energy Limited for the period from inception (19 February 2020) to 30 June 2020 and auditor's report thereon.

Directors names

The names of the directors who held office during or since the end of the financial period and until the date of this report are as follows. Directors were in office for the entire financial period unless otherwise stated.

Name:	Siobhan Lancaster
Title:	Chief Executive Officer
Qualifications:	Bachelor of Agricultural Economics, Masters of Law and Legal Practice, MBA
Appointment date:	1 January 2021
Experience and expertise:	Ms Lancaster is a corporate executive with 20+ years' experience in the corporate and mining sector having worked with one of Australia's top 5 law firms in M&A and in a company secretary, corporate affairs and development role with leading uranium exploration and development company Extract Resources, at the time of T/O an ASX 200 company with a MC of ~A\$2B.

Name:	Richard Pearce
Title:	Non-Executive Chairman
Qualifications:	BSc (Hons), MBA
Appointment date:	3 November 2020
Experience and expertise:	Mr Pearce is a mining executive with 30+ years' experience in the mining sector having worked as a company director, mining consultant and advisor. Mr Pearce was a founding director of Nova Energy Limited and Wildhorse Energy Limited, successful ASX-listed Uranium companies, and assisted in their respective initial public offerings.

Name:	Matthew Gauci
Title:	Executive Director
Qualifications:	BSc, MBA
Appointment date:	19 February 2020
Experience and expertise:	Mr Gauci is an experienced mining executive with more than 20 years' experience in strategic management and corporate finance in the mining industry having successfully financed and managed private and public mining exploration companies operating in Australia, Africa and South America. Mr Gauci has managed teams in the exploration, development and feasibility of a number of mining exploration projects in precious metals, base metals and bulk commodities. Mr Gauci has a BSc. and an MBA from the University of Western Australia.

Name:	Oliver Kreuzer
Title:	Non-Executive Director (Technical)
Qualifications:	MAIG RPGeo, MAusIMM
Appointment date:	19 February 2020
Experience and expertise:	Dr Kreuzer, a geoscientist with 20+ experience, is a world recognised project generator and explorer having been involved in the generation

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DIRECTORS' REPORT

and exploration of significant uranium, gold and base metals projects globally.

Name: Kristin Butera
Title: Non-Executive Director
Qualifications: BSc. Economic Geology, University of Melbourne
BSc (Hons). Metalliferous Economic Geology, James Cook University
PhD, James Cook University
Appointment date: 19 February 2020 (resigned 29 October 2020)
Experience and expertise: Dr Butera is an experienced exploration geologist with 20+ years' experience and successful ore finder who has held senior executive positions for a number of public and private resource companies. He is currently the Executive Chairman of Plutonic Limited and is a board member for NickelX Limited, Australis Mineral Management and Savannah Gold Mines.

Name: Steven Blower
Title: Non-Executive Director
Qualifications: B.Sc. Geological Sciences, University of British Columbia
MSc. Geological Sciences, Queen's University
Appointment date: 21 January 2021
Experience and expertise: Mr. Blower is a Professional Geologist with 30 years of experience in the minerals industry including mine geology, resource estimation and exploration for a variety of commodities. For the past 14 years, Mr. Blower has been involved in uranium exploration in the Athabasca Basin with Pitchstone Exploration Ltd., Denison Mines Corp. and IsoEnergy Ltd.

Meetings of directors

The number of meetings of the company's Board of Directors ('the Board') and of each Board committee held during the period ended 30 June 2020, and the number of meetings attended by each director were:

	Number of meeting eligible to attend	Number of meetings attended
Siobhan Lancaster	-	-
Richard Pearce	-	-
Matthew Gauci	-	-
Oliver Kreuzer	-	-
Kristin Butera	-	-
Steven Blower	-	-

Shares under option

There are no unissued ordinary shares of 92 Energy Limited under option at the date of this report.

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DIRECTORS' REPORT

Company Secretary

The company secretary is Steven Wood.

Operating and financial review

The Company was incorporated on 19 February 2020 as Terra Metallis Pty Ltd and was subsequently renamed as 92 Energy Limited.

2020

Net loss for the period	\$11,247
Net assets	\$11,246

No information existed prior to 2020 because the Company was incorporated on 19 February 2020.

Principal activities

The Company is yet to conduct its own exploration activities on the Projects. As the primary purpose of the proposed public offer is to fund its exploration of the Projects, the Company will not commence these activities until it has been admitted to the official list of the ASX.

Review of operations

The company continued to engage in its principal activity, the results of which are disclosed in the attached financial statements.

Significant changes in state of affairs

There were no significant changes in the company's state of affairs that occurred during the period, other than those referred to elsewhere in this report.

Dividends

No dividends have been paid or declared since the start of the financial period and the Directors do not recommend the payment of a dividend in respect of the financial period.

Significant events after reporting date

The Company completed the issue and allotment of 4 million ordinary shares in December 2020 to acquire European Resources and Thunderbird Metals.

On 27 October 2020 the Company signed an agreement with IsoEnergy Ltd, an established and successful uranium explorer in the Athabasca Basin, Canada, to acquire a portfolio of tenements. The acquisition of the tenements is dependent upon 92E successfully completing its Initial Public Offering ("IPO") on the Australian Stock Exchange ("ASX") which is expected to be completed in the first quarter of 2021.

On 1 January 2021 Siobhan Lancaster was appointed as CEO. Matt Gauci has been appointed as Executive Director. The following key terms and conditions of their appointment are per the Executive Service Agreements noted in the table below:

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DIRECTORS' REPORT

	Siobhan Lancaster	Matthew Gauci
Position	Chief Executive Officer	Executive Director
Term/period of employment	3 years from Commencement Date	3 years from Commencement Date
Commencement date	1/01/2021	1/01/2021 ¹
Base salary	\$228,311 per annum (excluding Superannuation)	\$150,000 per annum (excluding Superannuation)
Non-cash benefits	Unquoted options exercisable into fully paid ordinary shares. ² Tranche 1: 850,000 options exercisable at \$0.25, 3 years expiry from issue; Tranche 2: 850,000 options exercisable at \$0.30, 3 years expiry from issue; and Tranche 3: 700,000 options exercisable at \$0.40, 3 years expiry from issue	Unquoted options exercisable into fully paid ordinary shares. Tranche 1: 525,000 options exercisable at \$0.25, 3 years expiry from issue; Tranche 2: 525,000 options exercisable at \$0.30, 3 years expiry from issue; and Tranche 3: 525,000 options exercisable at \$0.40, 3 years expiry from issue

¹ Mr Gauci was appointed as non-Executive Director on 19 February 2020. He was appointed as an Executive Director effective 1 January 2021.

² Subsequent to the execution of the above Executive Service agreement for Ms Lancaster, the Board approved an allotment of options to be completed at or around the IPO, such that each tranche will be 830,000 options, resulting in an additional 130,000 options to be issued than the total in the contract.

The Board has resolved to issue the following options at or around the IPO:

Director/Management	Options*
Richard Pearce	1,530,000
Siobhan Lancaster	2,490,000
Matthew Gauci	1,575,000
Oliver Kreuzer	630,000
Steve Blower	630,000
Steven Wood	300,000
Andy Wilde	630,000
TOTAL	7,785,000

*The options will be split into three equal tranches with varying exercise prices, tranche 1 at \$0.25, tranche 2 at \$0.30, and tranche 3 at \$0.40 with an expiry of 5 years from date of issue.

On 11 January 2021 the Company completed two seed capital raisings to raise a total of \$878,000.

Other than the points noted above, there has not been any matter or circumstance that has arisen since the end of the financial year that has significantly affected, or may significantly affect the operations of the Group, and the results of those operations, or the state of affairs of the Company in future financial years.

DIRECTORS' REPORT

Likely developments

The company is pursuing a listing to continue commercialisation of 92 Energy Limited business.

Environmental regulation

The company's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a State or Territory.

Indemnification of officers

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

Auditor's independence declaration

A copy of the auditor's independence declaration under section 307C of the *Corporations Act 2001* in relation to the audit for the period ended 30 June 2020 is provided with this report.

Non-Audit Services

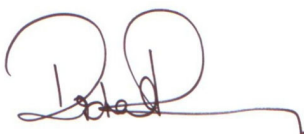
The directors are of the opinion that the services as disclosed in Note 7 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

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.

Signed in accordance with a resolution of the board of directors.



RICHARD PEARCE
Non-Executive Chairman

Dated this 25th day of February 2021

DECLARATION OF INDEPENDENCE BY DEAN JUST TO THE DIRECTORS OF 92 ENERGY LIMITED

As lead auditor of 92 Energy Limited for the year ended 30 June 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.



Dean Just

Director

BDO Audit (WA) Pty Ltd

Perth, 25 February 2021

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STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 30 JUNE 2020

	Note	2020 \$
Revenue and other income		
Interest income		-
		-
Less: expenses		
Corporate and administrative expenses	2	(11,247)
		(11,247)
Loss before income tax expense		(11,247)
Income tax benefit/(expense)		-
Loss after tax for the period		(11,247)
Other comprehensive loss		
Other comprehensive (loss) for the period		-
Total comprehensive (loss) for the period		(11,247)

The accompanying notes form part of these financial statements.

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STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2020

	Note	2020 \$
Current assets		
Cash and cash equivalents	3	1
Trade and other receivables		<u>1,055</u>
Total current assets		<u>1,056</u>
Total assets		<u>1,056</u>
 Current liabilities		
Trade and other payables		<u>12,302</u>
Total current liabilities		<u>12,302</u>
Total liabilities		<u>12,302</u>
 Net liabilities		<u><u>(11,246)</u></u>
 Equity		
Share capital		1
Accumulated losses		<u>(11,247)</u>
Total equity		<u><u>(11,246)</u></u>

The accompanying notes form part of these financial statements.

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STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 30 JUNE 2020

	Contributed equity \$	Accumulated Losses \$	Total equity \$
Balance as at Company inception	-	-	-
Loss for the period	-	<u>(11,247)</u>	<u>(11,247)</u>
Total comprehensive loss for the period	-	<u>(11,247)</u>	<u>(11,247)</u>
Transactions with owners in their capacity as owners:			
Contributions net of costs	1	-	1
Share based payments	<u>-</u>	<u>-</u>	<u>-</u>
Total transactions with owners in their capacity as owners	<u>1</u>	<u>-</u>	<u>1</u>
Balance as at 30 June 2020	<u>1</u>	<u>(11,247)</u>	<u>(11,246)</u>

The accompanying notes form part of these financial statements.

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**STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED 30 JUNE 2020**

	Note	2020 \$
Cash flow from operating activities		
Interest received		-
Payments to suppliers and employees		-
Net cash provided by / (used in) operating activities		-
Cash flow from financing activities		
Proceeds from share issue net of costs		1
Net cash provided by financing activities		1
Reconciliation of cash		
Cash at beginning of the period		-
Net increase in cash held		1
Cash at end of financial period		1

The accompanying notes form part of these financial statements.

NOTES TO FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2020

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

92 Energy Limited (the Company) is an Australian company incorporated on 19 February 2020 as Terra Metallis Pty Ltd and was subsequently renamed as 92 Energy Limited post period end.

The principal activities of the Company was preparation for an initial public listing on the Australian Stock Exchange (ASX).

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

The company has not commenced operations during the financial period. The Company was incorporated on 19 February 2020. The Company also intends to undertake an initial public offer on the Australian Securities Exchange (ASX). All the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') are not applicable for the current reporting period.

(a) Basis of preparation of the financial report

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical Cost Convention

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in paragraph (d).

(b) Going concern

These financial statements have been prepared on the going concern basis, which contemplates the continuity of normal business activities and the realisation of assets and settlement of liabilities in the normal course of business.

As disclosed in the financial statements, the Company has not commenced trading and incurred a loss before income tax of \$11,247 and had no cash flows from operating activities for the Period Ended 30 June 2020. As at that date, the Company had net current liabilities of \$11,246.

NOTES TO FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2020

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Prior to reporting date, on 31 January 2020, the World Health Organisation (WHO) announced a global health emergency because of a new strain of coronavirus originating in Wuhan, China (COVID-19 outbreak) and the risks to the international community as the virus spreads globally beyond its point of origin. Because of the rapid increase in exposure globally, on 11 March 2020, the WHO classified the COVID-19 outbreaks as a pandemic. These events are having a significant impact and recovery from the COVID-19 is unknown but it may have an impact on the Company's activities and potentially impact on being able to raise capital in an uncertain market.

These conditions indicate a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern and therefore whether it will be able to pay its debts as and when they fall due and realise its assets and extinguish its liabilities in the normal course of business.

The Directors believe that there are reasonable grounds to believe that the Company will continue as a going concern, after consideration of the following factors:

- The company is pursuing an initial public offering to the Official List of the Australian Securities Exchange to raise funding to continue commercialisation of the business. From November 2020 to January 2021, the Company completed seed capital raisings at \$0.01 and \$0.10 per share, which successfully raised \$84,985 and \$793,000 respectively;
- In accordance with the Corporations Act 2001, the Company has plans to raise further working capital through the issue of equity during the financial year end 30 June 2021; and
- The Company continues to keep costs at a minimum in order to conserve cash reserves for the financial period ended 30 June 2021.

Accordingly, the Directors believe that the Company will be able to continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report.

Should the Company 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 or raise additional capital through equity or debt raisings. The financial report does not include any adjustments relating to the recoverability and classification or recorded asset amounts or liabilities that might be necessary should the Company not continue as a going concern and meet its debts as and when they become due and payable. The directors plan to continue the Company's operations on the basis as outlined above and believe there will be sufficient funds for the Company to meet its obligations and liabilities for at least twelve months from the date of this report.

The financial report does not include any adjustments relating to the amounts or classification of recorded assets or liabilities that might be necessary if the Company is not able to continue as a going concern.

(c) Application of new and revised Accounting Standards

The Company has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

NOTES TO FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2020

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Any new, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

(d) Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believe to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Coronavirus (COVID-19) pandemic

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

(e) Exploration and Evaluation Expenditure

Exploration and evaluation costs are expensed to the statement of profit or loss and other comprehensive income as incurred.

(f) Cash and cash equivalents

Cash and cash equivalents include cash on hand and at banks, short-term deposits with an original maturity of three months or less held at call with financial institutions, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

(g) Trade and other payables

These amounts represent liabilities for services provided to the entity prior to the end of the financial period and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

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NOTES TO FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2020

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Goods and services tax (GST)

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

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

(i) Comparatives

As this is the first reporting period end since the inception of the Company, there are no comparatives. In future financial periods, where necessary, comparative information will be reclassified and repositioned for consistency with current year disclosures.

(j) Issued capital

Issued and paid up capital is recognised at 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.

(k) Segment Reporting

The Company has yet to commence trading. Accordingly, all significant operating decisions are based upon analysis of the Company as one segment. The financial results from this segment are equivalent to the financial results of the Company as a whole.

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NOTES TO FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2020

NOTE 2: CORPORATE AND ADMINISTRATIVE EXPENSES

	30 June 2020
Compliance and legal costs	10,547
General administrative expenses	<u>700</u>
	<u>11,247</u>

NOTE 3: CASH AND CASH EQUIVALENTS

	30 June 2020
Petty cash	<u><u>1</u></u>

NOTE 4: FINANCIAL INSTRUMENTS

Financial risk management objectives

The entity's activities expose it to a variety of financial risks: market risk (including price risk and interest rate risk), credit risk and liquidity risk. The entity's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the entity. The entity uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate and other price risks, ageing analysis for credit risk and beta analysis in respect of investment portfolios to determine market risk.

Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the entity and appropriate procedures, controls and risk limits. Finance reports to the Board on a monthly basis.

Price risk

The entity is not exposed to any significant price risk.

Interest rate risk

The entity is not exposed to any significant interest rate risk at reporting period.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the entity. The entity has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The entity obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The entity does not hold any collateral.

The entity has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables through the use of a provisions matrix using fixed rates of credit loss provisioning. These provisions are considered representative across all customers of the entity based on recent sales experience, historical collection rates and forward-looking information that is available.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 1 year.

NOTES TO FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2020

NOTE 4: FINANCIAL INSTRUMENTS (CONTINUED)

Liquidity risk

Vigilant liquidity risk management requires the entity to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The entity manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Remaining contractual maturities

The following tables detail the entity's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

	Weighted average interest rate	1 year or less	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Remaining contractual maturities
2020	%	\$'000	\$'000	\$'000	\$'000	\$'000
Non-derivatives						
<i>Non-interest bearing</i>						
Trade and other payables		11,247	-	-	-	11,247
<i>Interest-bearing - fixed rate</i>						
Lease liability		-	-	-	-	-
Total non-derivatives		11,247	-	-	-	11,247

No 2019 comparatives for 2019 given the Company was incorporated in February 2020.

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Fair value of financial instruments

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

NOTES TO FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2020

NOTE 5: RELATED PARTY TRANSACTIONS

(i) Key management personnel ('KMP'):

Any persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of that Company are considered key management personnel.

(ii) Other related parties include close family members of key management personnel and entities that are controlled or significantly influenced by those key management personnel or their close family members.

(iii) There were no transactions or balances with KMP or other related parties during the period ended 30 June 2020.

NOTE 6: COMMITMENTS AND CONTINGENT LIABILITIES

There were no commitments or contingent liabilities which would require disclosure at the end of the period.

NOTE 7: AUDITOR REMUNERATION

Amounts received or due and receivable by the auditors for:

	30 June 2020
Auditing or reviewing the financial report	-
Other services	-
	-

NOTE 8: EVENTS SUBSEQUENT TO REPORTING DATE

Subsequent to the reporting period, the Company completed the issue and allotment of 4 million ordinary shares in December 2020 to acquire European Resources and Thunderbird Metals.

On 27 October 2020 the Company signed an agreement with IsoEnergy Ltd, an established and successful uranium explorer in the Athabasca Basin, Canada, to acquire a portfolio of tenements. The acquisition of the tenements is dependent upon 92E successfully completing its Initial Public Offering ("IPO") on the Australian Stock Exchange ("ASX") which is expected to be completed in the first quarter of 2021.

On 1 January 2021 Siobhan Lancaster was appointed as CEO. Matt Gauci has been appointed as Executive Director. The following key terms and conditions of their appointment are per the Executive Service Agreements noted in the table below:

	Siobhan Lancaster	Matthew Gauci
Position	Chief Executive Officer	Executive Director
Term/period of employment	3 years from Commencement Date	3 years from Commencement Date

92 ENERGY LIMITED
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NOTES TO FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2020

NOTE 8: EVENTS SUBSEQUENT TO REPORTING DATE (continued)

	Siobhan Lancaster	Matthew Gauci
Commencement date	1/01/2021	1/01/2021 ¹
Base salary	\$228,311 per annum (excluding Superannuation)	\$150,000 per annum (excluding Superannuation)
Non-cash benefits	Unquoted options exercisable into fully paid ordinary shares. ² Tranche 1: 850,000 options exercisable at \$0.25, 3 years expiry from issue; Tranche 2: 850,000 options exercisable at \$0.30, 3 years expiry from issue; and Tranche 3: 700,000 options exercisable at \$0.40, 3 years expiry from issue	Unquoted options exercisable into fully paid ordinary shares. Tranche 1: 525,000 options exercisable at \$0.25, 3 years expiry from issue; Tranche 2: 525,000 options exercisable at \$0.30, 3 years expiry from issue; and Tranche 3: 525,000 options exercisable at \$0.40, 3 years expiry from issue

¹ Mr Gauci was appointed as non-Executive Director on 19 February 2020. He was appointed as an Executive Director effective 1 January 2021.

² Subsequent to the execution of the above Executive Service agreement for Ms Lancaster, the Board approved an allotment of options to be completed at or around the IPO, such that each tranche will be 830,000 options, resulting in an additional 130,000 options to be issued than the total in the contract.

The Board has resolved to issue the following options at or around the IPO:

Director/Management	Options*
Richard Pearce	1,530,000
Siobhan Lancaster	2,490,000
Matthew Gauci	1,575,000
Oliver Kreuzer	630,000
Steve Blower	630,000
Steven Wood	300,000
Andy Wilde	630,000
TOTAL	7,785,000

*The options will be split into three equal tranches with varying exercise prices, tranche 1 at \$0.25, tranche 2 at \$0.30, and tranche 3 at \$0.40 with an expiry of 5 years from date of issue.

On 11 January 2021, the Company completed two seed capital raisings to raise a total of \$878,000.

Other than the points noted above, there has not been any matter or circumstance that has arisen since the end of the financial year that has significantly affected, or may significantly affect the operations of the Group, and the results of those operations, or the state of affairs of the Company in future financial years.

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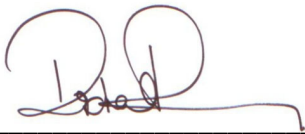
DIRECTORS' DECLARATION

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in Note 1 to the financial statements;
- the attached financial statements and notes give a true and fair view of the Company's financial position as at 30 June 2020 and of its performance for the financial period ended on that date; and
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors

A handwritten signature in dark ink, appearing to read 'Richard Pearce', written over a horizontal line.

RICHARD PEARCE
Non-Executive Chairman

Dated this 25th day of February 2021

INDEPENDENT AUDITOR'S REPORT

To the members of 92 Energy Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of 92 Energy Limited (the Company), which comprises the statement of financial position as at 30 June 2020, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the period 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 92 Energy Limited, is in accordance with the *Corporations Act 2001*, including:

- (i) Giving a true and fair view of the Company's financial position as at 30 June 2020 and of its financial performance for the period 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 Company 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 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 entity's ability to continue as a going concern and therefore the entity 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.

Other information

The directors are responsible for the other information. The other information obtained at the date of this auditor's report is information included in the directors report, but does not include the financial report and our auditor's report thereon.

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

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

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, 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 Company's ability 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 Company 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:

http://www.auasb.gov.au/auditors_responsibilities/ar4.pdf

This description forms part of our auditor's report.

BDO Audit (WA) Pty Ltd



Dean Just
Director

Perth, 25 February 2021