

WHITEBARK ENERGY LIMITED
ACN 079 432 796
SUPPLEMENTARY PROSPECTUS

1. IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) which supplements and is intended to be read with the prospectus dated 10 March 2022 (**Prospectus**) issued by Whitebark Energy Limited (ACN 079 432 796) (**Whitebark or Company**).

This Supplementary Prospectus is dated 22 April 2022 and was lodged with the ASIC on that date.

The ASIC, the ASX and their respective officers take no responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus. Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus, copies of which can be downloaded from the website of the Company at www.whitebarkenergy.com.

This is an important document and should be read in its entirety. If you do not understand it, you should consult your professional advisers without delay.

The Directors believe that the changes in this Supplementary Prospectus are not materially adverse from the point of view of an investor. Accordingly, no action needs to be taken if you have already subscribed for new Shares under the Prospectus.

2. PURPOSE OF THIS DOCUMENT

The purpose of this Supplementary Prospectus is to provide Shareholders with additional disclosure with respect to the:

- (a) Company's accounts for the financial half-year ended 31 December 2021 (**Half Year Report**) (see section 3 of this Supplementary Prospectus);
- (b) Company's updated financial information (see section 4 of this Supplementary Prospectus and the revised Investigating Accountant's Report annexed to this Supplementary Prospectus as Annexure A); and
- (c) potential risks that climate change has with respect to the Company's operations (see section 5 of this Supplementary Prospectus).

3. HALF YEAR REPORT

This Supplementary Prospectus incorporates by reference the Half Year Report, which was lodged with ASIC and announced on the Company's ASX announcements platform on 13 April 2022.

The Half Year Report contain information that Shareholders require in relation to the Offer and as such are deemed to be incorporated in this Supplementary Prospectus in their entirety.

In referring to the Half Year Report, the Company:

- (d) identifies the Half Year Report as being relevant to the Offer under the Prospectus and contains information that will provide Shareholders and their professional advisers to assist them in making an informed assessment of:
 - (i) the rights and liabilities attaching to the Shares being issued under the Offer; and
 - (ii) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company;
- (e) informs Shareholders and their professional advisers that they are able to obtain, free of charge, a copy of the Half Year Report by contacting the Company at its registered office during normal business hours during the period of the Offer; and
- (f) advises that the information in the Half Year Report will be primarily of interest to Shareholders and their professional advisers or analysts.

4. FINANCIAL INFORMATION

4.1 Introduction

The financial information contained in this section includes:

- (a) audited consolidated statements of profit or loss and other comprehensive income for the financial year ended 30 June 2020 (FY20), 30 June 2021 (FY21) and reviewed consolidated statement of profit or loss and other comprehensive income for the half-year ended 31 December 2021 (HY22);
 - (b) audited consolidated statement of cash flows for FY20, FY21 and HY22;
 - (c) audited consolidated statements of financial position as at 30 June 2020, 30 June 2021 and reviewed consolidated statements of financial position as at 31 December 2021; and
- (together referred to as the "**Statutory Historical Financial Information**"),
- (d) pro forma historical consolidated statement of financial position as at 31 December 2021 and supporting notes which includes the Pro Forma transactions, subsequent events, consolidation adjustments and capital raising;

(referred to as the "**Pro Forma Historical Financial Information**").

The Statutory Historical Financial Information and Pro Forma Historical Financial Information together referred to as the “**Financial Information**”.

The Financial Information should be read together with the other information contained in the Prospectus, including:

- (a) management’s discussion and analysis set out in this section;
 - (i) key accounting policies set out in Annexure D of the Prospectus;
 - (ii) the risk factors described in section 7 of the Prospectus;
 - (iii) the Investigating Accountant’s Report on the Financial Information set out in Annexure A of this Supplementary Prospectus; and
 - (iv) the other information contained in the Prospectus and this Supplementary Prospectus.

Any discrepancies between totals and the sum of components in tables and figures contained in this Prospectus in comparison to the audited and reviewed financial reports are due to rounding.

Investors should also note that historical results are not a guarantee of future performance.

4.2 Basis of preparation of the Statutory Historical and Pro Forma Historical Financial Information (“Financial Information”)

(a) Overview

The Financial Information is intended to present potential investors with information to assist them in understanding the underlying historical financial performance, cash flows and financial position of Whitebark, together with the pro forma historical financial position. The Directors are responsible for the preparation and presentation of the Financial Information.

Subject to section 4.2(b) of this Supplementary Prospectus, which details the preparation of the Historical Financial Information, the financial information in the Prospectus and this Supplementary Prospectus has been prepared and presented in accordance with the recognition and measurement principles of the Australian Accounting Standards, which are consistent with the International Financial Reporting Standards (“IFRS”) and interpretations issued by the International Accounting Standards Board. The Financial Information is presented in an abbreviated form insofar as it does not include all the disclosures, statements or comparative information as required by the Australian Accounting Standards applicable to annual financial reports prepared in accordance with the Corporations Act.

Significant accounting policies applied to the Financial Information are noted at Annexure D of the Prospectus. Whitebark has applied new accounting standards effective when applicable, this includes AASB 15 “Revenue from contracts with customers” (applicable from 1 January 2018) and AASB 16 “Leases” (applicable from 1 January 2019).

The consolidated general purpose financial statements of the Company were prepared in accordance with the Corporations Act, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. Compliance with Australian Accounting Standards results in full compliance with IFRS as issued by the International Accounting Standards Board.

The Financial Information presented in this section includes a consolidation for FY20, FY21 and HY22 of the following entities historical financial performance:

- (i) Whitebark Energy Ltd (FY20 – HY22)
- (ii) Rex Energy Ltd (FY21 – HY22)
- (iii) Tejon Energy Pty Ltd (FY20 – HY22)
- (iv) Tejon Energy Inc (FY20 – HY22)
- (v) Latent Petroleum Pty Ltd (FY20 – HY22)
- (vi) Calor Energy Pty Ltd (FY20 – HY22)
- (vii) Kubla Oil Pty Ltd (FY20 – HY22)
- (viii) Salt Bush Energy Ltd (FY20)
- (ix) Iron Bark Energy Ltd (FY20 – HY22)

Whitebark's key accounting policies are detailed in Annexure D of the Prospectus. In preparing the Financial Information, the accounting policies of Whitebark have been applied consistently throughout the periods presented.

(b) **Preparation of the Financial Information**

The Historical Financial Information has been prepared on a consolidated basis for FY20, FY21 and HY22.

Whitebark's historical financial performance and financial position has been audited by KPMG for the year ended and as at 30 June 2020 and 30 June 2021 and reviewed by UHY Haines Norton for half year ended and as at 31 December 2021. An unqualified audit opinion by KPMG and unqualified review opinion by UHY Haines Norton was issued for each of those periods with material uncertainty regarding the going concern assumption, which was dependent upon:

- (i) the Company having sufficient cash available for Whitebark to continue operating until it can raise further capital;
- (ii) the Company successfully closing the Offer and gaining re-admission to the ASX Official List (or raising additional capital through debt/equity funding); and
- (iii) the Company having the continued support of its shareholders and financiers as demonstrated by the recent success in placement (2021).

The Financial Information has been reviewed by UHY Haines Norton Corporate Finance Pty Ltd, whose Investigating Accountant's Report that is annexed to this Supplementary Prospectus as Annexure A. Investors should note the scope and limitations of that report. The information in this section should also be read in conjunction with the risk factors set out in section 7 of the Prospectus and other information contained in this Supplementary Prospectus and the Prospectus.

All amounts disclosed in the tables in this section are presented in Australian dollars unless otherwise noted, are rounded to the nearest whole dollar. Some numerical figures included in this Supplementary Prospectus have been subject to rounding adjustments. Any discrepancies between totals and sum of components in figures contained in this Supplementary Prospectus are due to rounding.

- (c) The Directors are responsible for the inclusion of all financial information in the Prospectus and this Supplementary Prospectus. Investors should note that historical financial performance is not a guide for future financial performance.

4.3 Statutory Historical statement of profit or loss and other comprehensive income

The table below presents the summarised statutory historical statement of profit or loss and other comprehensive income for FY20, FY21 and HY22.

	Audited FY20 (\$)	Audited FY21 (\$)	Reviewed 31 Dec 21 (\$)
Revenue	3,378,369	3,342,663	2,109,418
Royalties	(502,225)	(657,037)	(172,509)
Cost of goods sold	(2,418,231)	(1,842,616)	(856,557)
GROSS PROFIT	457,913	843,010	1,080,352
Other income	75,846	3,763,087	5,956
Finance income	61,566	56,348	3,312
Profit on disposal of assets	1,324,833	9,071	800
Change in fair value of financial assets	(350,493)	-	-
EXPENSES			
Administrative expenses	(2,811,768)	(1,776,230)	(413,923)
Finance costs	(58,329)	(20,025)	(6,828)
Impairment expense on property, plant and equipment	-	(10,351,783)	(838,857)
Impairment expense on exploration and evaluation assets	-	-	-
Impairment expense on trade receivables	-	(1,123,008)	281,637

	Audited FY20 (\$)	Audited FY21 (\$)	Reviewed 31 Dec 21 (\$)
Share based payments expense	(504,960)	434,057	146,782
Depletion, depreciation and amortisation	(1,670,396)	(689,896)	(84,626)
Other operating expenses	(671,623)	(747,575)	(603,233)
Loss before income tax	(4,147,411)	(9,602,944)	(428,628)
Income tax (expense) / benefit	-	-	-
Loss for the year	(4,147,411)	(9,602,944)	(428,628)
Other comprehensive income			
Items reclassified through profit and loss:			
Foreign currency translation	(387,094)	(237,150)	(217,672)
Total comprehensive loss for the year	(4,534,505)	(9,840,094)	(646,300)

4.4 Management discussion and analysis of the historical financial performance and key operating metrics

Below is a discussion of the main factors which affected the operations and relative financial performance in FY20, FY21 and HY22 which Whitebark Energy Ltd expects may continue to affect it in the future. The discussion of these general factors is intended to provide a summary only and does not detail all factors that affected the Company's historical operating and financial performance, nor everything which may affect operations and financial performance in the future.

- (a) Revenue: Whitebark has historically generated revenue through the production of oil, gas and liquid natural gas from its Wizard Lake facility located in Alberta, Canada.
- (b) Employment benefit expenses: Includes all employee related expenses such as wages and salaries, superannuation and payroll tax.
- (c) Other expenses: Other expenses includes direct costs, occupancy costs, professional fees, insurance, royalties paid and other administration costs.
- (d) Depreciation and amortisation expenses: Expenses in relation to plant and equipment.

Whitebark's intended use of funds (as detailed in section 5.6 of the Prospectus) will result in a change to the underlying cost base of the business as the Group seeks to achieve its long-term growth ambitions. The additional costs have the potential to impact short term profitability, however Whitebark intends to incur these additional costs in order to allow it to achieve its potential as a business including its targeted revenue growth.

4.5 Historical statement of cash flows

The table below presents the summarised historical statement of cash flows for FY20, FY21 and HY22.

	Audited FY20 (\$)	Audited FY21 (\$)	Reviewed 31 Dec 2021 (\$)
Cash flows from operating activities			
Receipts from customers	3,693,221	3,368,398	1,744,319
Payment for royalties on production revenue	(543,843)	(657,037)	(172,509)
Government grants - COVID-19 stimulus	-	128,000	-
Interest received	9,561	1,348	3,312
Interest paid	(6,034)	(5,817)	-
Payment for production, suppliers and employees	(5,054,034)	(4,353,317)	(1,485,923)
Net cash flows (used in) operating activities	(1,901,129)	(1,518,425)	82,371
Cash flows from investing activities			
Proceeds from sale of securities	235,124	278,920	-
Proceeds from sale of tenements	-	-	-
Payment for purchase of securities	(1,626)	-	-
Proceeds/(Payment) for plant and equipment	(6,878)	(105,051)	800
Payment for re-acquisition of Wizard Lake assets	-	(370,201)	-
Payment for interest in Wizard Lake assets	(1,278,365)	-	-
Payment for tenements	(258,845)	-	(129,535)
Payment for development	(7,739,623)	(1,761,953)	-
Payments for exploration assets	(29,245)	-	-
Net cash flows provided by/(used in) investing activities	(9,079,458)	(1,958,285)	(128,735)
Cash flows from financing activities			
Proceeds from share issue (net of costs)	8,920,935	3,110,759	-
Proceeds from loans	200,000	-	-
Repayments of loans	-	(200,000)	-
Net cash flows provided by financing activities	9,120,935	2,910,759	-
Net increase/(decrease) in cash and cash equivalents	(1,859,652)	(565,951)	(46,364)

	Audited FY20 (\$)	Audited FY21 (\$)	Reviewed 31 Dec 2021 (\$)
Cash at the beginning of the financial period	2,923,228	1,115,951	515,883
Effect of movement in exchange rates on cash held	52,375	(34,117)	(3,693)
Cash and cash equivalents at 30 June 2021	1,115,951	515,883	422,229

(a) **Operating cash flows**

There has been a net operating cash outflow for FY20 and FY21 resulting primarily from the losses incurred as detailed at section 4.3.

(b) **Investing cash flows**

The Company divested itself of its listed share investments and reinvested into the Wizard lake asset in Canada. In addition, Plant and Equipment was purchased and funds were spent maintaining the Warro Asset.

(c) **Financing cash flows**

The net cash flows for operations and investments have necessitated the raising of finance as follows:

In FY21, 310,000,000 Fully Paid Ordinary Shares were issued generating funds of \$310,000. Further, 1,013,406,339 Fully Paid Ordinary Shares were issued via Non-Renounceable Pro Rata Entitlement Offer generating fund of \$3,040,219 before costs. Therefore, total capital raise of \$3,350,219 less capital raise cost of \$239,460 provided net cash from capital raise of \$3,110,759.

4.6 Statutory Historical statement of financial position

The table below presents the summarised Statutory historical statement of financial position as at 30 June 2020, 30 June 2021 and 31 December 2021.

	Audited 30 June 2020 (\$)	Audited 30 June 2021 (\$)	Reviewed 31 Dec 2021 (\$)
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	1,115,951	515,883	422,229
Trade and other receivables	867,652	260,180	630,971
Other current assets	83,210	7,248	4,152
Other investments	269,849	-	-
TOTAL CURRENT ASSETS	2,336,662	783,311	1,057,352
NON-CURRENT ASSETS			
Property, plant and equipment	14,735,267	3,614,254	3,459,961

	Audited 30 June 2020 (\$)	Audited 30 June 2021 (\$)	Reviewed 31 Dec 2021 (\$)
Exploration and evaluation assets	22,232	-	129,535
Other receivables	581,345	-	-
TOTAL NON-CURRENT ASSETS	15,338,844	3,614,254	3,589,496
TOTAL ASSETS	17,675,506	4,397,565	4,646,848
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	6,100,250	686,367	954,550
Borrowings	200,000	-	-
Provisions	147,832	-	-
TOTAL CURRENT LIABILITIES	6,448,082	686,367	954,550
NON-CURRENT LIABILITIES			
Provisions	13,773	-	-
Decommissioning liabilities	2,410,404	2,017,244	2,790,175
TOTAL NON-CURRENT LIABILITIES	2,424,177	2,017,244	2,790,175
TOTAL LIABILITIES	8,872,259	2,703,611	3,744,725
NET ASSETS	8,803,247	1,693,954	902,123
EQUITY			
Issued capital	67,208,459	70,373,317	70,373,317
Reserves	1,257,497	(130,489)	(494,943)
Accumulated losses	(59,662,709)	(68,548,874)	(68,976,251)
TOTAL EQUITY	8,803,247	1,693,954	902,123

4.7 Pro-forma historical consolidated statement of financial position

The table below sets out the reviewed statutory historical consolidated statement of financial position as at 31 December 2021, the pro forma adjustments that have been made to it (further described in section 4.8) and the pro forma historical consolidated statement of financial position as at 31 December 2021.

The pro forma consolidated statement of financial position as at 31 December 2021 is provided for illustrative purposes only and is not represented as being necessarily indicative of the Company's view of its future financial position.

Costs of the offer are detailed in section 10.8 of the Prospectus.

Table: Pro-forma historical statement of financial position at Minimum Subscription

	Reviewed 31 Dec 2021 (\$)	Pro Forma Adjustments (\$)	Pro Forma (\$)
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	422,229	2,238,423	2,660,652
Trade and other receivables	630,971	-	630,971
Other current assets	4,152	-	4,152
TOTAL CURRENT ASSETS	1,057,352	2,238,423	3,295,775
NON-CURRENT ASSETS			
Property, plant and equipment	3,459,961	-	3,459,961
Exploration and evaluation assets	129,535	-	129,535
TOTAL NON-CURRENT ASSETS	3,589,496	-	3,589,496
TOTAL ASSETS	4,646,848	2,238,423	6,885,271
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	954,550	-	954,550
TOTAL CURRENT LIABILITIES	954,550	-	954,550
NON-CURRENT LIABILITIES			
Decommissioning liabilities	2,790,175	-	2,790,175
TOTAL NON-CURRENT LIABILITIES	2,790,175	-	2,790,175
TOTAL LIABILITIES	3,744,725	-	3,744,725
NET ASSETS	902,123	2,238,423	3,140,546
EQUITY			
Issued capital	70,373,317	2,238,423	72,611,740
Reserves	(494,943)	-	(494,943)
Accumulated losses	(68,976,251)	-	(68,976,251)
TOTAL EQUITY	902,123	2,238,423	3,140,546

Table: Pro-forma historical statement of financial position at Maximum Subscription

	Reviewed 31 Dec 2021 (\$)	Pro Forma Adjustments (\$)	Pro Forma (\$)
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	422,229	3,994,387	4,416,616
Trade and other receivables	630,971	-	630,971

	Reviewed 31 Dec 2021 (\$)	Pro Forma Adjustments (\$)	Pro Forma (\$)
Other current assets	4,152	-	4,152
TOTAL CURRENT ASSETS	1,057,352	3,994,387	5,051,739
NON-CURRENT ASSETS			
Property, plant and equipment	3,459,961		3,459,961
Exploration and evaluation assets	129,535	-	129,535
TOTAL NON-CURRENT ASSETS	3,589,496	-	3,589,496
TOTAL ASSETS	4,646,848	3,994,387	8,641,235
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	954,550	-	954,550
TOTAL CURRENT LIABILITIES	954,550	-	954,550
NON-CURRENT LIABILITIES			
Decommissioning liabilities	2,790,175	-	2,790,175
TOTAL NON-CURRENT LIABILITIES	2,790,175	-	2,790,175
TOTAL LIABILITIES	3,744,725	-	3,744,725
NET ASSETS	902,123	3,994,387	4,896,510
EQUITY			
Issued capital	70,373,317	3,994,387	74,367,704
Reserves	(494,943)	-	(494,943)
Accumulated losses	(68,976,251)	-	(68,976,251)
TOTAL EQUITY	902,123	3,994,387	4,896,510

Note:

1. Increase in abandonment liability of Warro due to January 2022 quote from Refine Energy.

4.8 Pro-forma transactions

The following transactions contemplated in this Supplementary Prospectus which are to take place on or before the completion of the Offer, referred to as the subsequent events and pro-forma adjustments, are presented as if they, together with the Offer, had occurred as at 31 December 2021 and are set out below.

With the exception of the subsequent events and pro-forma transactions noted below no other material transactions have occurred between 31 December 2021 and the date of this Supplementary Prospectus which the Directors consider require disclosure.

(a) **Pro-forma transactions**

Relevant pro-forma transactions include:

- (i) Offer (a): the issue of a minimum of 1,250,000,000 Shares at an issue price of \$0.002 per Share, to raise \$2,500,000 under the Offer. The issue of a maximum of 2,186,562,776 Shares at an issue price of \$0.002 per Share, to raise \$4,373,126 under the Offer.
- (ii) Offer costs (c): total expenses associated with the Offers at minimum subscription (including broking, legal, accounting and administrative fees as well as printing, advertising and other expenses) are estimated to be \$261,577 (exclusive of GST). Total expenses associated with the Offers at maximum subscription (including broking, legal, accounting and administrative fees as well as printing, advertising and other expenses) are estimated to be \$378,739 (exclusive of GST) (see section 10.8 of the Prospectus). Those costs which directly related to the issue of new Shares have been offset against contributed equity, as detailed as follows:

	Minimum Subscription (\$)	Maximum Subscription (\$)
Offset against contributed equity	261,577	378,739
Total	261,577	378,739

(b) **Subsequent events**

Director/CEO Options

On 25 March 15,000,000 new Options were issued to each Non-Executive Director and 25,000,000 to the Interim CEO, (see section 8.2(b)(3) of the Prospectus for further details). The allocation of Options to each Non-Executive Director and Interim CEO are as follows:

Director	Number of Options
Duncan Gordon	15,000,000
Matthew White	15,000,000
Tino Guglielmo	15,000,000
Simon Brealey	25,000,000
Total	70,000,000

These Options were approved by shareholders at the Company's AGM on 25 February 2022.

Utilising acceptable finance valuation methodologies, the Director/CEO Options have a fair value of \$0.000536 per Option totalling \$37,520. The fair value of the options issued have been recognised as a share-based payment in accordance with AASB 2 Share Based Payments.

There are no other material subsequent events.

(c) **Reviewed pro-forma cash and cash equivalents**

The reviewed pro-forma cash and cash equivalents is set out below:

	Pro Forma \$ (Min)	Pro Forma \$ (Max)
Reviewed cash and cash equivalents at 31 Dec 2021	422,229	422,229
Pro forma transactions:		
Proceeds from the proposed shares issue under the offer (before costs)	2,500,000	4,373,126
Costs of the Offer	(261,577)	(378,739)
Pro forma cash and cash equivalents	2,660,652	4,416,616

(d) **Reviewed pro-forma contributed equity**

The reviewed pro-forma contributed equity is set out below:

	Pro Forma \$ (Min)	Pro Forma \$ (Max)
Reviewed contributed equity at 31 Dec 2021	70,373,317	70,373,317
Pro forma transactions:		
Subscription received under the Offer (before costs)	2,500,000	4,373,126
Costs of the Offer	(261,577)	(378,739)
Pro forma share capital	72,611,740	74,367,704

(e) **Number of Shares**

	Pro-forma no. of Shares (MIN)	Pro-forma no. of Shares (MAX)
Reviewed and reviewed shares at 31 Dec 2021	4,373,125,551	4,373,125,551
Shares to be issued under the Offer	1,250,000,000	2,186,562,776
Shares on issue after the Listing Date	5,623,125,551	6,559,688,327
Options on issue following the Offer	802,800,000	1,271,081,388
Shares and Options on issue after the re-listing Date	6,425,925,551	7,830,769,715

4.9 Commitments and Contingencies

(a) **Canada**

The company operates three producing oil and gas wells at Wizard Lake oil and gas field in Alberta, Canada, nominated Rex-1, Rex-2 and Rex-3. In the forward-looking economic analysis, which addresses 1P (Proven Developed Producing) reserves (existing wells) an amount of CAD \$775k has been provided for abandonment of the wells and site rehabilitation.

(b) **Western Australia**

The company retains responsibility for 4 suspended gas wells at the Warro Gas Field in Western Australia, nominated Warro-3 through -6. A quote for abandonment and rehabilitation was received from Refine Energy in January 2022, and provision is made for abandonment and rehabilitation of these wells at a cost of AUD 1.95 million net to WBE. WBE is responsible for 57% and ALCOA for 43% of the total well abandonment and civil camp rehabilitation costs (\$760,000 per well plus \$350,000 Camp and civil rehabilitation).

5. CLIMATE CHANGE

The Company acknowledges that there are a number of climate-related factors that may affect the operations and proposed activities of the Company.

The climate change risks particularly attributable to the Company include:

- (a) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and
- (b) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the oil and gas industry.

The occurrence of any of these risks could, amongst other things, result in asset impairment, loss of revenue and diminished brand value.

The Company remains alert to the risks relating to climate change and how these may impact the Company's future activities.

6. CONSENTS

The Company confirms that as at the date of this Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Prospectus have not withdrawn that consent.

UHY Haines Norton Corporate Finance Pty Limited has given its written consent to the inclusion of the reviewed financial information of the Company contained in the Investigating Accountant's Report in Annexure A of this Supplementary Prospectus in the form and context in which the information and report is included.

KPMG has given its written consent to be named as the Company's former auditor in section 4.2(b) of this Supplementary Prospectus in the form and context in which it appears.

7. DIRECTORS' AUTHORISATION

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with the ASIC.



Duncan Gordon
For and on behalf of
Whitebark Energy Limited

ANNEXURE A – INVESTIGATING ACCOUNT’S REPORT

The Directors
Whitebark Energy Limited
20D William Street
NORWOOD SA 5067

22/04/2022

Dear Directors,

INVESTIGATING ACCOUNTANT'S REPORT

Independent Limited Assurance Report on the historical and pro forma historical financial information

Introduction

This report has been prepared at the request of the Directors of Whitebark Energy Limited (the Company), for inclusion in the supplementary prospectus (the Prospectus) to be issued in respect of the Company's entitlement offer and reinstatement of the Company's Shares to trading on the Official List (Reinstatement) on the Australian Securities Exchange.

References to the Company and other terminology used in this report have the same meaning as defined in the Glossary of the Prospectus.

Scope

Statutory Historical Financial Information

You have requested UHY Haines Norton Corporate Finance Pty Limited ("UHYHNCF") to review the statutory historical financial information of the Company, being:

- the statutory historical consolidated statement of profit or loss and other comprehensive income for the financial years ended 30 June 2020, 30 June 2021 and the half year ended 31 December 2021;
- the statutory historical consolidated statement of cash flows for the financial years ended 30 June 2020, 30 June 2021 and the half year ended 31 December 2021; and
- the statutory historical consolidated statement of financial position as at 30 June 2020, 30 June 2021 and 31 December 2021.

as set out in Sections 4.3, 4.5 and 4.6 respectively of the Prospectus (together "the Statutory Historical Financial Information").

The Statutory Historical Financial Information for the financial years ended 30 June 2020 and 30 June 2021 has been extracted from the audited general purpose financial statements of the Company, which were audited by KPMG Australia (KPMG) in accordance with the Australian Auditing Standards. The Statutory Historical Financial Information for the half year ended 31 December 2021 was reviewed by UHY Haines Norton (UHYHN). KPMG have issued an unmodified audit opinions and UHYHN have issued an unmodified review conclusion on these financial statements.

Without modification of its audit opinions by KPMG and review conclusion by UHYHN, audit and review reports included a paragraph drawing attention to the fact that there were events or conditions, along with other matters disclosed in the financial statements indicating that a material uncertainty existed that may cast doubts on the Company's ability to continue as a going concern.

The Statutory Historical Financial Information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in Australian Accounting Standards and the Company's adopted accounting policies.

The Statutory Historical Financial Information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

Pro Forma Historical Financial Information

You have requested UHY Haines Norton Corporate Finance Pty Limited ("UHYHNCF") to review the pro forma historical financial information of the Company, being:

- the pro forma historical consolidated statement of financial position as at 31 December 2021.

as set out in Section 4.7 of the Prospectus ("the Pro Forma Historical Financial Information").

The Pro Forma Historical Financial Information has been derived from the Statutory Historical Financial Information, after adjusting for the effects of pro forma adjustments described in Section 4.8 of the Prospectus (the Pro Forma Adjustments).

The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards and the Company's adopted accounting policies applied to the Statutory Historical Financial Information and the events or transactions to which the Pro Forma Adjustments relate, as if those events or transactions had occurred as at the date of the Statutory Historical Financial Information.

Due to its nature, the Pro Forma Historical Financial Information does not represent the Company's actual or prospective financial position or performance.

The Pro Forma Historical Financial Information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

Directors' Responsibility

The Directors are responsible for:

- the preparation and presentation of the Statutory Historical Financial Information;
- the preparation and presentation of the Pro Forma Historical Financial Information, including the selection and determination of pro forma adjustments made to the Statutory Historical Financial Information and included in the Pro Forma Historical Financial Information; and

- the information contained within the Prospectus.

This responsibility includes for the operation of such internal controls as the Directors of the Company determine are necessary to enable the preparation of Statutory Historical Financial Information and the Pro Forma Historical Financial Information that are free from material misstatement, whether due to fraud or error.

Our Responsibility

Our responsibility is to express a limited assurance conclusion on the Statutory Historical Financial Information and the Pro Forma Historical Financial Information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Australian Standard on Assurance Engagement (ASAE) 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in a reasonable assurance engagement. Accordingly, we do not express an audit opinion.

We have performed the following procedures as we, in our professional judgement, considered reasonable in the circumstances:

Statutory Historical Financial Information

- consideration of work papers, accounting records and other documents of the Company, including those dealing with the extraction of the Statutory Historical Financial Information from the audited financial statements of the Company for the financial years ending 30 June 2020, 2021 and the reviewed financial statements of the Company for the half year ended 31 December 2021;
- analytical procedures on the Statutory Historical Financial Information;
- a review of the stated basis of preparation, as described in the Prospectus, to the Statutory Historical Financial Information for consistency of application over the period;
- a review of work papers, accounting records and other documents of the Company and the work papers of its auditors;
- a review of the application of Australian Accounting Standards; and
- enquiry of Directors, management and other relevant persons in relation to the Statutory Historical Financial Information.

Pro Forma Historical Financial Information

- consideration of work papers, accounting records and other documents of the Company, including those dealing with the extraction of the Statutory Historical Financial Information from the reviewed financial statements of the Company for the half year ended 31 December 2021;
- consideration of the appropriateness of the Pro Forma Adjustments described in Section 4.8 of the Prospectus;
- enquiry of Directors, management and other relevant persons of the Company;
- the performance of analytical procedures applied to the Pro Forma Historical Financial Information;
- a review of work papers, accounting records and other documents of the Company and the work papers of its auditors; and
- a review of the accounting policies adopted and used by the Company over the period for consistency of application.

Conclusions

Statutory Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Statutory Historical Financial Information, as described in Sections 4.3, 4.5 and 4.6 of the Prospectus, and comprising:

- the statutory historical consolidated statement of profit or loss and other comprehensive income for the financial years ended 30 June 2020, 30 June 2021 and the half year ended 31 December 2021;
- the statutory historical consolidated statement of cash flows for the financial years ended 30 June 2020, 30 June 2021 and the half year ended 31 December 2021; and
- the statutory historical consolidated statement of financial position as at 30 June 2020, 30 June 2021 and 31 December 2021.

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 4.2 of the prospectus.

Pro forma Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Pro forma Historical Financial Information, as described in Section 4.7 of the Prospectus, and comprising:

- the pro forma historical consolidated statement of financial position as at 31 December 2021.

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 4.2 of the prospectus.

Restrictions on Use

Without modifying our conclusions, we draw attention to Section 4.2 of the Prospectus, which describes the purpose of the Financial Information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose.

Consent

UHY Haines Norton Corporate Finance Pty Limited has consented to the inclusion of this limited assurance report in the Prospectus in the form and context in which it is included.

General Advice Limitation

This Report has been prepared and included in the Prospectus to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to take the place of professional advice and investors should not make specific investment decisions in reliance on this information contained in this Report. Before acting or relying on information, an investor should consider whether it is appropriate for their circumstances having regards to their objectives, financial situation or needs.

Disclosure of Interest

UHY Haines Norton Corporate Finance Pty Limited does not have any interest in the outcome of this Offer other than the preparation of this report for which normal professional fees will be received.

Yours faithfully



Vikas Gupta
Director, UHY Haines Norton Corporate Finance Pty Limited
22/04/2022
Sydney

FINANCIAL SERVICES GUIDE

THIS FINANCIAL SERVICES GUIDE FORMS PART OF THE INVESTIGATING ACCOUNTANT'S REPORT

1. UHY Haines Norton Transaction Advisory Services

UHY Haines Norton Corporate Finance Pty Ltd ("UHYHNCF" or "we" or "us" or "our") has been engaged to provide general financial product advice in the form of an Investigating Accountant's Report ("Report") in connection with a financial product of another person. The Report is to be included in documentation being sent to you by that person. AFSL License no: 269158.

2. Financial Services Guide

This Financial Services Guide ("FSG") provides important information to help retail and wholesale clients make a decision as to their use of the general financial product advice in a Report, information about us, the financial services we offer, our dispute resolution process and how we are remunerated.

3. Financial services we offer

We hold an Australian Financial Services Licence, which authorises us to provide the following services:

- financial product advice for the following classes of financial products:
 - (i) securities to retail and wholesale clients

4. General financial product advice

In our Report we provide general financial product advice. The advice in a Report does not take into account your personal objectives, financial situation or needs.

You should consider the appropriateness of a Report having regard to your own objectives, financial situation and needs before you act on the advice in a Report. Where the advice relates to the acquisition or possible acquisition of a financial product, you should also obtain an offer document relating to the financial product and consider that document before making any decision about whether to acquire the financial product.

We have been engaged to issue a Report in connection with a financial product of another person. Our Report will include a description of the circumstances of our engagement and identify the person who has engaged us. Although you have not engaged us directly, a copy of the Report will be provided to you as a retail client because of your connection to the matters on which we have been engaged to report.

5. Remuneration for our services

We charge fees for providing Reports. These fees have been agreed with, and will be paid by, the person who engaged us to provide a Report. Our fees for Reports are based on a time cost or fixed fee basis. Our directors and employees providing financial services receive an annual salary, a performance bonus or profit share depending on their level of seniority. The estimated fee for this Report is \$35,000 (exclusive of GST).

Except for the fees and benefits referred to above, UHYHNCF, including any of its directors, employees or associated entities should not receive any fees or other benefits, directly or indirectly, for or in connection with the provision of our Report.

6. Associations with product issuers

UHYHNCF and any of its associated entities may at any time provide professional services to financial product issuers in the ordinary course of business.

7. Responsibility

The liability of UHYHNCF is limited to the contents of this Financial Services Guide and the Report.

8. Complaints process

As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial services. All complaints must be in writing and addressed to the below details. We will make every effort to resolve a complaint within 30 days of receiving the complaint. If the complaint has not been satisfactorily dealt with, the complaint can be referred to the Financial Ombudsman Service Limited.

9. Compensation Arrangements

The Company and its related entities hold Professional Indemnity insurance for the purpose of compensation should this become relevant. Representatives who have left the Company’s employment are covered by our insurances in respect of events occurring during their employment. These arrangements and the level of cover held by the Company satisfy the requirements of the Corporations Act 2001.

<p>Contacting UHYHNCF</p> <p>The Director UHY Haines Norton Corporate Finance Pty Ltd Level 11, 1 York Street Sydney NSW 2001</p> <p>Telephone: (02) 9256 6600</p>	<p>Contacting the Independent Dispute Resolution Scheme:</p> <p>Financial Ombudsman Service Limited PO Box 3 Melbourne VIC 3001</p> <p>Telephone: 1300 367 287</p>
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This Financial Services Guide has been issued in accordance with ASIC Class Order CO 04/1572.