



BANNERMAN ENERGY LTD AND CONTROLLED ENTITIES

**FINANCIAL REPORT
FOR THE HALF YEAR ENDED
31 DECEMBER 2022**

FINANCIAL REPORT

FOR THE HALF YEAR ENDED 31 DECEMBER 2022

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ABOUT BANNERMAN ENERGY LTD

About Bannerman - Bannerman Energy Ltd is a uranium development company listed on the Australian and Namibian stock exchanges and traded on the OTCQX Market in the US. Its flagship asset is the 95% owned Etango Uranium Project located in the Erongo Region of Namibia. During the financial period, Bannerman completed the acquisition of a 41.8% shareholding in Namibia Critical Metals Inc, the developer of the fully permitted Lofdal Heavy Rare Earths Project, one of the very few development projects outside China that offer substantial future production of dysprosium and terbium.

Etango has benefited from extensive exploration and feasibility activity since 2006 and boasts a globally large-scale uranium mineral resource¹. A 20Mtpa development at Etango was the subject of a Definitive Feasibility Study (DFS) completed in 2012 and a DFS Optimisation Study completed in 2015. Bannerman constructed and operated a Heap Leach Demonstration Plant at Etango, which comprehensively de-risked the acid heap leach process to be utilised on the Etango ore.

Namibia is a premier uranium investment jurisdiction, with a 45-year history of uranium production and export, excellent infrastructure and support for uranium mining from both government and community. As the world’s fourth largest producer of uranium, Namibia is an ideal development jurisdiction boasting political stability, security, a strong rule of law and an assertive development agenda.

Etango has environmental approvals for the proposed mine and external mine infrastructure, based on a 12-year environmental baseline. Bannerman has long established itself as an Environmental, Social and Governance (ESG) leader in the uranium and nuclear energy sector.

Bannerman completed a Definitive Feasibility Study (DFS) during the financial period, confirming strong technical and economic viability of conventional open pit mining and heap leach processing of the Etango Project at 8Mtpa throughput; to a ±15% level of accuracy.

The Company is currently focused on a Front-End Engineering Plan, and a Financing Plan (to fund pre-construction and the actual construction of the mine), and other pre-construction studies.

More information is available on Bannerman’s website at www.bannermanenergy.com.

¹ Refer to Section 3 of Bannerman’s ASX release dated 2 August 2021, Etango-8 Project Pre-Feasibility Study. Bannerman confirms that it is not aware of any new information or data that materially affects the information included in that release. All material assumptions and technical parameters underpinning the estimates in that ASX release continue to apply and have not materially changed.

CORPORATE DIRECTORY

NON-EXECUTIVE CHAIRMAN

Ronnie Beevor

CHIEF EXECUTIVE OFFICER & MANAGING DIRECTOR

Brandon Munro

CHIEF OPERATING OFFICER

Gavin Chamberlain

CHIEF FINANCIAL OFFICER & COMPANY SECRETARY

Steve Herlihy

NON-EXECUTIVE DIRECTORS

Ian Burvill

Clive Jones

Mike Leech

Alison Terry

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Ernst & Young

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SHARE REGISTRARS

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STOCK EXCHANGE LISTINGS

Australian Securities Exchange (ASX Code: BMN)

Namibian Stock Exchange (NSX Code: BMN)

OTCQX Venture Market (OTCQX Code: BNNLF)

DIRECTORS' REPORT

FOR THE HALF YEAR ENDED 31 DECEMBER 2022

The directors submit the consolidated financial report of Bannerman Energy Ltd (“**Bannerman**” or the “**Company**”) and its controlled entities (the “**Group**”) for the half year ended 31 December 2022.

Amounts are expressed in Australian dollars unless otherwise noted.

DIRECTORS

The names of the Company’s directors in office during the half year and until the date of this report are set out below. Directors were in office for this entire period unless otherwise stated.

| | |
|---------------|--|
| Ronnie Beevor | Non-Executive Chairman |
| Brandon Munro | Chief Executive Officer and Managing Director |
| Ian Burvill | Non-Executive Director |
| Clive Jones | Non-Executive Director |
| Mike Leech | Non-Executive Director |
| Alison Terry | Non-Executive Director (appointed 13 October 2022) |

COMPANY SECRETARY

Steve Herlihy

REVIEW AND RESULTS OF OPERATIONS

Operating Result

The principal activities of the Group during the reporting period comprised the definitive feasibility assessment of the Group’s 95% owned Etango Uranium Project in Namibia.

The Group’s net loss before tax of \$2,994,624 for the half-year ended 31 December 2022 (31 December 2021: Net loss before tax of \$1,409,264) was attributable primarily to corporate and administrative expenses and non-cash share-based compensation expenses, an impairment of exploration and evaluation expenditure of \$1,545,799 (31 December 2021: Nil) and a share of profits in an equity-accounted investment of \$135,468 (31 December 2021: Nil).

Interest income for the half year ended 31 December 2022 was \$569,114 (31 December 2021: \$26,608).

Cash Position

Cash and cash equivalents were \$47,569,261 as at 31 December 2022 compared with \$51,929,548 as at 30 June 2022.

ETANGO URANIUM PROJECT (BANNERMAN 95%)

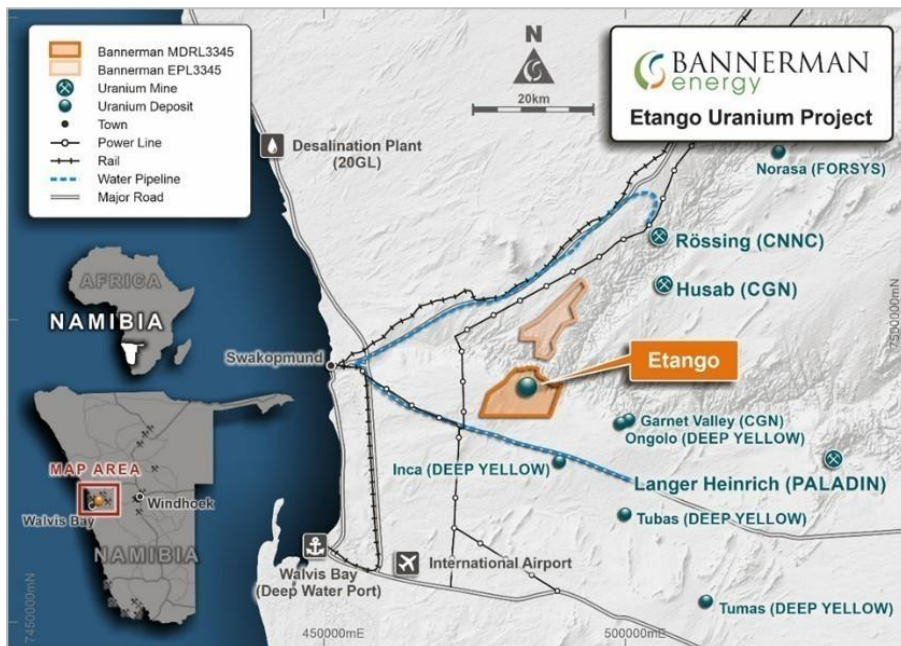


Figure 1 – The Etango Project showing MDRL 3345 and EPL 3345

Overview

The Etango Project is one of the world's largest undeveloped uranium deposits, located in the Erongo uranium mining region of Namibia which hosts the Rössing, Husab and Langer-Heinrich mines. Etango is 73km by road from Walvis Bay, one of southern Africa's busiest deep-water ports through which uranium has been exported for over 40 years. Road, rail, electricity and water networks are all located nearby.

Regulatory Approvals

On 4 August 2022 the Company announced that it had applied for a Mining Licence over the Etango Project (ML). The Company has now commenced the engagement process with the Ministry of Mines and Energy ("MME") for the grant of the ML.

The Company's Exclusive Prospecting Licence 3345 (EPL 3345) is situated immediately north of Bannerman's Mineral Deposit Retention Licence 3345 (which covers the same area for which the Mining Licence ML 250 has now been applied for), on which the Etango Uranium Project and all proposed mine infrastructure is located. The EPL 3345 license was renewed for a further 2 year term, until 26 April 2023, however the Company has made the decision to not renew further. For further information, please refer to the *Subsequent Events* disclosures.

Etango-8 Project

Bannerman completed a Definitive Feasibility Study and Environmental and Social Impact Assessment ("ESIA") on the Etango project in 2012 ("DFS 2012"). Bannerman further completed a DFS Optimisation Study on the Etango project in 2015 ("OS 2015"). The respective studies, as announced to the market on 10 April 2012 and 11 November 2015, were based on a 20Mtpa development of the Etango ore body.

Bannerman continued an evaluation of various project scaling and scope opportunities under a range of potential development parameters and market conditions. Indicative outcomes of this work highlighted strong potential for a scaled-down initial development of the Etango Project. As a result, Bannerman commenced work on a Scoping Study into such a development. The Etango-8 Scoping Study was completed on 5 August 2020 and provided an early-stage confirmation of the technical and commercial viability for development of the Etango Project at an 8Mtpa throughput rate. Importantly, much of this Scoping Study evaluation was heavily informed by the detailed study work undertaken across all relevant disciplines as part of the DFS 2012 and OS 2015. The Etango-8 Scoping Study development also maintained the real option of modular expansion, up to potentially the 20Mtpa scale envisaged by the DFS 2012 and OS 2015.

DIRECTORS' REPORT

FOR THE HALF YEAR ENDED 31 DECEMBER 2022

Following the completion of the Scoping Study, Bannerman immediately commenced the Etango-8 Pre-feasibility Study (PFS) which was completed on the 2 August 2021. With the PFS confirming the strong technical and economic viability of the Etango deposit at a 8Mtpa throughput, Bannerman continued with the Definitive Feasibility Study of the Etango-8 Project.

On 6 December 2022 the Company announced the completion of the Etango-8 Definitive Feasibility Study ("DFS"). Key Outcomes of the Etango-8 DFS include:

- Definitive-level confirmation of strong technical and economic viability of conventional open pit mining and heap leach processing of the world-class Etango deposit at 8Mtpa throughput.
- Strong projected Etango-8 returns:
 - DFS base pricing (US\$65/lb U₃O₈) generates US\$209M NPV8% (post-tax, real, ungeared) and 17% IRR (same basis).
 - DFS upside pricing (US\$80/lb U₃O₈) generates US\$436M NPV8% and 25% IRR (all same basis).
 - Long-term scalability of Etango Project (up to 20Mtpa) confirmed by previous definitive level studies; provides strong optionality and further leverage to upside-case uranium market.
- Long-life 3.5 Mlbs pa U₃O₈ development further de-risked with acid supply infrastructure options, more conservative construction schedule and higher accuracy (+/-15%) cost estimation.

Bannerman is not aware of any new information or data that materially affects the information included in the ASX release dated 6 December 2022 "Etango-8 Definitive Feasibility Study", and Bannerman confirms that, to the best of its knowledge, all material assumptions and technical parameters underpinning the estimates in this release continue to apply and have not materially changed.

Etango-8 is now moving towards financing and construction with Front End Engineering and Design, offtake and project finance processes progressing in parallel.

Technical Disclosures

Certain disclosures in this report, including management's assessment of Bannerman's plans and projects, constitute forward looking statements that are subject to numerous risks, uncertainties and other factors relating to Bannerman's operation as a mineral development company that may cause future results to differ materially from those expressed or implied in such forward-looking statements. Full descriptions of these risks can be found in Bannerman's various statutory reports and announcements. Readers are cautioned not to place undue reliance on forward-looking statements. Bannerman expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

The information in this report as it relates to Exploration Results is based on, and fairly represents, information and supporting documentation prepared by Mr Marthinus Prinsloo. Mr Prinsloo is a full time employee of the Company and is a Member of the Australasian Institute of Mining and Metallurgy (AusIMM). Mr Prinsloo has sufficient experience which is relevant to the style of mineralisation and the type of deposit under consideration, and to the activities, which he is undertaking. This qualifies Mr Prinsloo as a "Competent Person" as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' and a "Qualified Person" as defined by Canadian National Instrument 43-101. Mr Prinsloo consents to the inclusion in this announcement in the form and context in which it appears. Mr Prinsloo holds shares and performance rights in Bannerman Energy Ltd.

DIRECTORS' REPORT

FOR THE HALF YEAR ENDED 31 DECEMBER 2022

CORPORATE

Issued Securities

At the date of this report, Bannerman has 150,458,795 ordinary shares on issue.

As at 31 December 2022, Bannerman had on issue 2,823,828 performance share rights and 651,254 unlisted options issued under the shareholder-approved Employee Incentive Plan (“EIP”) and 939,567 unlisted options issued under the Non-Executive Director Share Incentive Plan (“NEDSIP”). The EIP performance rights are subject to various performance targets and continuous employment periods. The NEDSIP options are subject to continuous employment periods.

Cancellation and Issue of Securities

The Company advised during the period that the following securities in Bannerman were cancelled or issued:

- 233,880 unlisted options were exercised, and a corresponding number of shares were issued. No lapse of options occurred during half year period.
- 28,474 unlisted employee performance rights and options have, pursuant to the terms of the Employee Incentive Plan (EIP), been forfeited and cancelled following non-satisfaction of the relevant performance criteria.
- 608,707 fully paid ordinary shares were issued upon vesting of unlisted employee performance rights in accordance with the terms of the EIP and Non-Executive Director Share Incentive Plan (NEDSIP).
- 696,121 unlisted options were granted in accordance with the EIP and NEDSIP as approved by shareholders on 16 November 2022.

General Meeting of Shareholder and Consolidation of securities

On 8 July 2022 the Company held a General Meeting of Shareholders to approve a consolidation of equity securities, all resolutions were carried.

Pursuant to the general meeting, on 21 July 2022 the Company performed the consolidation of its equity securities. The securities were consolidated on the basis that every 10 securities were consolidated into 1 security, with fractions being rounded up to the next whole number. The table below specifies the compilation of the Company's equity securities pre-consolidation and post-consolidation.

| Securities: | Pre-consolidation | Post-consolidation |
|----------------------------|--|--|
| Fully paid ordinary shares | 1,487,682,104 | 148,769,871 |
| Performance rights | 34,610,067 | 3,461,009 |
| Options | 2,338,800 exercisable at \$0.059/share and expiring on 15 November 2022 7,559,200 exercisable at \$0.05 and expiring on 15 Nov 2023 1,387,800 exercisable at \$0.45/share and expiring on 14 November 2024 | 233,880 exercisable at \$0.59/share and expiring on 15 November 2022 755,920 exercisable at \$0.50/share and expiring on 15 November 2023 138,780 exercisable at \$4.50/share and expiring on 14 November 2024 |

DIRECTORS' REPORT

FOR THE HALF YEAR ENDED 31 DECEMBER 2022

Acquisition of interest in Namibia Critical Metals and associated share issue

On 15 August 2022, the Company issued 846,337 fully paid ordinary shares at an issue price of \$2.00 per share finalising the agreement to acquire 41.8% of the issued capital of Namibia Critical Metals ("NMI") from major shareholders. In addition to the shares paid a cash payment of \$7,236,179 was made to the vendors on completion of the acquisition.

Annual General Meeting

Bannerman held its Annual General Meeting on 16 November 2022. As previously announced, the proposed Resolution 5 Replacement of Constitution, being a special resolution, did not pass, as less than 75% of shareholders voted in favour of the proposed replacement. The proposed Resolution 6 (Approval of 10% Placement Facility) was withdrawn due to the Company's market capitalisation exceeding A\$300 million and as such making the Company an ineligible entity under the ASX Listing Rule 7.1A.

All other resolutions put to the meeting were passed by poll, including adoption of the 30 June 2022 Remuneration Report, re-election of selected Directors, renewal of the Employee Incentive Plan (EIP), issue of performance based securities to the CEO under the EIP, and issue of securities to Non-Executive Directors under the Non-Executive Director Share Incentive Plan (NEDSIP).

COVID-19

The Company has not experienced any significant disruption to its business or operations as a result of measures taken to date in either Namibia or Australia in response to the COVID-19 pandemic. The Company continues to implement various measures to protect employees, their families and the broader community from transmission of the COVID-19 virus.

SUBSEQUENT EVENTS

1. On 31 January 2023 the Company issued 7,155 fully paid ordinary share pursuant to the exercise of options under the Company's Employee Incentive Plan.
2. On 3 February 2023 the Company appointed Mr Gavin Chamberlain to the position of Chief Operating Officer (COO). Mr Chamberlain is a deeply experienced minerals sector leader and project manager with over 30 years within the global mining industry.
3. Bannerman reviewed the exploration work done on Exclusive Prospecting License (EPL 3345) and concluded that no economical deposit was present and decided not to renew the EPL. All rehabilitation work has been completed and this was audited in January 2023 by A. Speiser Environmental Consultants with no deviations observed.

In particular, exploration work done over the past three years included 3,657 soil samples, an Induced Polarization (IP) survey, and 10 Reverse Circulation holes drilled in order to test if any base metals or rare earth elements (REE) could be identified on the license area. Considering that the best geochemical anomaly with corresponding IP anomalies were tested it can be concluded that the base metal potential on EPL3345 is very low. Given the amount of drilling undertaken on EPL3345 over the past years and the inconsistent results obtained it is not possible to delineate a consistently mineralised ore body on EPL3345.

Bannerman will continue to focus on the development of the Etango Uranium Project located on MDRL 3345 for which a Mining Licence application (ML 250) was submitted to the Ministry of Mines & Energy on 3 August 2022.

Other than the events noted above there are no other matters or circumstances that have arisen since the end of the period which significantly affected or may significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group.

DIRECTORS' REPORT

FOR THE HALF YEAR ENDED 31 DECEMBER 2022

AUDITOR'S INDEPENDENCE DECLARATION

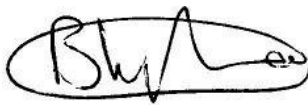
Section 307C of the Corporations Act 2001 requires the Company's auditors to provide the directors of Bannerman with an Independence Declaration in relation to the half year ended 31 December 2022. The Independence Declaration is attached to and forms part of this Directors' Report.

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

ROUNDING

Amounts in this report and the accompanying financial report have been rounded to the nearest thousand dollars (A\$'000) unless otherwise stated under the option available to the Company under ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191. The Company is an entity to which the class order applies.

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



Brandon Munro
Chief Executive Officer
Perth
8 March 2023



**Building a better
working world**

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Auditor's independence declaration to the directors of Bannerman Energy Limited

As lead auditor for the review of the half-year financial report of Bannerman Energy Limited for the half-year ended 31 December 2022, I declare to the best of my knowledge and belief, there have been:

- a. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review;
- b. No contraventions of any applicable code of professional conduct in relation to the review; and
- c. No non-audit services provided that contravene any applicable code of professional conduct in relation to the review.

This declaration is in respect of Bannerman Energy Limited and the entities it controlled during the financial period.

Ernst & Young
Ernst & Young

Gavin Buckingham

Gavin Buckingham
Partner
8 March 2023

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE HALF YEAR ENDED 31 DECEMBER 2022

| | Note | 6 Months Ended 31 December | |
|--|-------|-------------------------------|----------------|
| | | 2022 \$'000 | 2021 \$'000 |
| Other revenue | 2 | 569 | 27 |
| Share of profits from equity-accounted investments | 10 | 135 | - |
| Administration and corporate expense | 3(a) | (828) | (531) |
| Depreciation expense | | (19) | (18) |
| Finance expense | | (1) | (3) |
| Staff expense | 3(b) | (1,305) | (885) |
| Exploration and evaluation expense (impairment) | 7 | (1,546) | - |
| Loss before income tax | | (2,994) | (1,410) |
| Income tax benefit | | - | - |
| Net loss for the half-year | | (2,994) | (1,410) |
| Other comprehensive income | | | |
| <i>Items that may be reclassified subsequently to profit or loss</i> | | | |
| Foreign currency translation | 14(b) | (2,043) | (3,933) |
| Other comprehensive (loss)/income for the half-year, net of tax | | (2,043) | (3,933) |
| Total comprehensive (loss)/income, net of tax | | (5,037) | (5,343) |
| Net loss is attributable to: | | | |
| Equity holders of Bannerman Energy Ltd | | (2,902) | (1,397) |
| Non-controlling interest | | (92) | (13) |
| | | (2,994) | (1,410) |
| Total comprehensive (loss)/income attributable to: | | | |
| Equity holders of Bannerman Energy Ltd | | (4,932) | (5,301) |
| Non-controlling interest | | (105) | (42) |
| | | (5,037) | (5,343) |
| Weighted average number of shares ('000) | | 149,550 | 120,879 |
| Loss per share (cents) for loss attributable to the ordinary equity holders of the company: | | | |
| Basic loss per share to the ordinary equity holders of the Company (cents per share) | | (2.00) | (1.20) |
| Diluted loss per share to the ordinary equity holders of the Company (cents per share) | | (2.00) | (1.20) |

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

FOR THE HALF YEAR ENDED 31 DECEMBER 2022

| | Note | 31 December 2022 \$'000 | 30 June 2022 \$'000 |
|---|------|----------------------------|------------------------|
| CURRENT ASSETS | | | |
| Cash and cash equivalents | 4 | 47,569 | 51,930 |
| Other receivables | 5 | 308 | 103 |
| Other current assets | 6 | 114 | 7,381 |
| TOTAL CURRENT ASSETS | | 47,991 | 59,414 |
| NON-CURRENT ASSETS | | | |
| Exploration and evaluation expenditure | 7 | 59,921 | 60,348 |
| Property, plant and equipment | 8 | 67 | 62 |
| Right of use assets | 9 | 31 | 17 |
| Investments accounted for using the equity method | 10 | 8,966 | - |
| TOTAL NON-CURRENT ASSETS | | 68,985 | 60,427 |
| TOTAL ASSETS | | 116,976 | 119,841 |
| CURRENT LIABILITIES | | | |
| Trade and other payables | 11 | 655 | 1,019 |
| Lease liabilities | 9 | 31 | 16 |
| Provisions | 12 | 617 | 618 |
| TOTAL CURRENT LIABILITIES | | 1,303 | 1,653 |
| NON-CURRENT LIABILITIES | | | |
| Provisions | 12 | 344 | 298 |
| TOTAL NON-CURRENT LIABILITIES | | 344 | 298 |
| TOTAL LIABILITIES | | 1,647 | 1,951 |
| NET ASSETS | | 115,329 | 117,890 |
| EQUITY | | | |
| Contributed equity | 13 | 210,629 | 208,798 |
| Reserves | 14 | 24,073 | 25,352 |
| Accumulated losses | | (119,105) | (116,203) |
| TOTAL PARENT ENTITY INTEREST | | 115,597 | 117,947 |
| Non-controlling interest | | (268) | (57) |
| TOTAL EQUITY | | 115,329 | 117,890 |

The above statement of financial position should be read in conjunction with the accompanying notes.

CONSOLIDATED CASH FLOW STATEMENT

FOR THE HALF YEAR ENDED 31 DECEMBER 2022

| | 6 Months Ended 31 December | |
|--|-------------------------------|--------------|
| | 2022 | 2021 |
| | \$'000 | \$'000 |
| CASHFLOWS FROM OPERATING ACTIVITIES | | |
| Payments for staff costs | (905) | (533) |
| Payments for administration and corporate costs | (892) | (561) |
| Interest received | 406 | 19 |
| Interest and other costs of finance paid | (1) | (2) |
| | <hr/> | <hr/> |
| <i>Net cash utilised in operating activities</i> | (1,392) | (1,077) |
| CASHFLOWS FROM INVESTING ACTIVITIES | | |
| Payments for exploration and evaluation | (2,999) | (2,982) |
| Payments to acquire investments in other companies | (52) | - |
| Payments to acquire property, plant and equipment | (9) | - |
| | <hr/> | <hr/> |
| <i>Net cash utilised in investing activities</i> | (3,060) | (2,982) |
| CASHFLOWS FROM FINANCING ACTIVITIES | | |
| Proceeds from issue of shares | 138 | 837 |
| Repayment of lease liabilities/borrowings | (15) | - |
| | <hr/> | <hr/> |
| <i>Net cash provided by financing activities</i> | 123 | 837 |
| Net decrease in cash and cash equivalents | (4,329) | (3,222) |
| Cash and cash equivalents at beginning of period | 51,930 | 12,455 |
| Effects of exchange rate changes on the balance of cash held in foreign currencies | (32) | (33) |
| | <hr/> | <hr/> |
| Cash and cash equivalents at end of period | 47,569 | 9,200 |

The above cash flow statement should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE HALF YEAR ENDED 31 DECEMBER 2022

| | Issued Capital | Share Based Payment Reserve | Foreign Currency Reserve | Equity Reserve | Accumulated Losses | Non- controlling Interest | Total |
|---|-------------------|-----------------------------------|--------------------------------|-------------------|-----------------------|---------------------------------|----------------|
| | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| Balance at 1 July 2022 | 208,798 | 59,566 | (32,796) | (1,418) | (116,203) | (57) | 117,890 |
| Loss for the period | - | - | - | - | (2,902) | (92) | (2,994) |
| Other comprehensive loss | - | - | (2,030) | - | - | (13) | (2,043) |
| <i>Total comprehensive loss for the period</i> | - | - | (2,030) | - | (2,902) | (105) | (5,037) |
| Shares issued to acquire interest in Namibia Critical Metals | 1,693 | - | - | - | - | - | 1,693 |
| Shares issued on exercise of share options | 138 | - | - | - | - | - | 138 |
| Share-based payments | - | 651 | - | - | - | - | 651 |
| Capital contributions (Bannerman Namibia) | - | - | - | 100 | - | (106) | (6) |
| Total equity at 31 December 2022 | 210,629 | 60,217 | (34,826) | (1,318) | (119,105) | (268) | 115,329 |
| Balance at 1 July 2021 | 152,434 | 58,465 | (30,364) | (1,377) | (112,752) | (47) | 66,359 |
| Loss for the period | - | - | - | - | (1,397) | (13) | (1,410) |
| Other comprehensive loss | - | - | (3,904) | - | - | (29) | (3,933) |
| <i>Total comprehensive loss for the period</i> | - | - | (3,904) | - | (1,397) | (42) | (5,343) |
| Share issued during the period | 837 | - | - | - | - | - | 837 |
| Shares issued to RCF funds for royalty acquisition | 2,117 | - | - | - | - | - | 2,117 |
| Share-based payments | - | 363 | - | - | - | - | 363 |
| Capital contributions (Bannerman Namibia) | - | - | - | (177) | - | 192 | 15 |
| Total equity at 31 December 2021 | 155,388 | 58,828 | (34,268) | (1,554) | (114,149) | 103 | 64,348 |

The above statement of changes in equity should be read in conjunction with the accompanying notes.

1. BASIS OF PREPARATION AND ACCOUNTING POLICIES

Corporate Information

Bannerman is a company incorporated in Australia and limited by shares. Bannerman's shares are publicly traded on the Australian Securities Exchange ("ASX") with an additional listing on the Namibian Stock Exchange and the OTCQB Venture Market.

Basis of Preparation

This general purpose condensed financial report for the half year ended 31 December 2022 has been prepared in accordance with AASB 134 *Interim Financial Reporting* and the *Corporations Act 2001*.

The financial report does not include all notes of the type normally included within the annual financial report and therefore cannot be expected to provide as full an understanding of the financial performance, financial position and financing and investing activities of Bannerman and its controlled entities (the "Group") as the annual financial report.

It is recommended that this interim financial report be read in conjunction with the annual report for the year ended 30 June 2022 and considered together with any public announcements made by Bannerman since that time in accordance with the continuous disclosure obligations of the ASX Listing Rules.

The financial report is presented in Australian dollars and, unless otherwise stated, all values are rounded to the nearest thousand dollars (A\$1,000) in accordance with the option available to the Company under ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191. The Company is an entity to which the class orders applies.

Changes in Accounting Policies

New and amended accounting standards and interpretations

Accounting policies

Investment in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The considerations made in determining significant influence are similar to those necessary to determine control over subsidiaries. The Group's investment in its associate are accounted for using the equity method.

Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date.

The statement of profit or loss reflects the Group's share of the results of operations of the associate. Any change in Other Comprehensive Income (OCI) of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

The aggregate of the Group's share of profit or loss of an associate is shown on the face of the statement of profit or loss outside operating profit and represents profit or loss after tax and non-controlling interests in the subsidiaries of the associate.

NOTES TO THE FINANCIAL STATEMENTS

The financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognises the loss within “Share of profit of an associate” in the statement of profit or loss.

Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

Standard and interpretations

From 1 July 2022, the Group has adopted all the Standards and Interpretations mandatory for annual periods beginning on 1 July 2022. Adoption of these Standards and Interpretations did not have any material effect on the financial position or performance of the Group.

The Group has not elected to early adopt any new Standards or Interpretations. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the preparation of the Group’s annual consolidated financial statements for the year ended 30 June 2022.

NOTES TO THE FINANCIAL STATEMENTS

2. OTHER REVENUE

| | 31 December 2022 \$'000 | 31 December 2021 \$'000 |
|-----------------|-------------------------------|-------------------------------|
| Interest income | 569 | 27 |
| | <u>569</u> | <u>27</u> |

3. EXPENSES

| | 31 December 2022 \$'000 | 31 December 2021 \$'000 |
|---|-------------------------------|-------------------------------|
| (a) <u>Administration and corporate expenses</u> | | |
| Administrative expense | 97 | 48 |
| Compliance and regulatory | 351 | 267 |
| Insurance expense | 23 | 19 |
| Occupancy expense | 31 | 47 |
| Stakeholder relations | 268 | 149 |
| Travel expenses | 58 | 1 |
| | <u>828</u> | <u>531</u> |
| (b) <u>Staff expenses</u> | | |
| Salaries and fees | 871 | 763 |
| Share-based payments | 511 | 342 |
| Superannuation | 62 | 44 |
| Leave accrued | 49 | (3) |
| Other staff expenses | 152 | 29 |
| (Less staff expenses capitalised as exploration and evaluation) | (298) | (258) |
| (Less staff expenses classified as compliance and regulatory) | (42) | (32) |
| | <u>1,305</u> | <u>885</u> |

4. CASH & CASH EQUIVALENTS

| | 31 December 2022 \$'000 | 30 June 2022 \$'000 |
|--------------------------|-------------------------------|---------------------------|
| Cash at bank and on call | 1,544 | 6,995 |
| Short term cash deposits | 46,025 | 44,935 |
| | <u>47,569</u> | <u>51,930</u> |

5. OTHER RECEIVABLES

| | 31 December 2022 \$'000 | 30 June 2022 \$'000 |
|---------------------|-------------------------------|---------------------------|
| Current | | |
| GST/VAT receivable | 129 | 66 |
| Interest receivable | 179 | 37 |
| | <u>308</u> | <u>103</u> |

NOTES TO THE FINANCIAL STATEMENTS

6. OTHER CURRENT ASSETS

| | 31 December 2022 \$'000 | 30 June 2022 \$'000 |
|--------------------------|-------------------------------|---------------------------|
| Current | | |
| Prepayments | 114 | 80 |
| Other current assets (a) | - | 7,301 |
| | 114 | 7,381 |

- (a) On 15 August 2022, funds held in trust were released to the vendors finalising the agreement to acquire 41.8% of the issued capital of Namibia Critical Metals (NMI).

7. EXPLORATION & EVALUATION EXPENDITURE

| | 31 December 2022 \$'000 | 30 June 2022 \$'000 |
|--|-------------------------------|---------------------------|
| Opening balance | 60,348 | 54,360 |
| General project | 122 | 93 |
| Consultants and other project services | 172 | 65 |
| Environmental | 8 | 11 |
| Human resources | 254 | 510 |
| Studies (Etango-8 DFS) | 260 | 3,041 |
| Front end engineering and design (FEED) | 1,732 | - |
| Financing plan | 415 | - |
| Demonstration plant costs | 12 | 35 |
| Consideration for the extinguishment of royalty (a) | - | 4,117 |
| Savanna litigation settlement (b) | - | 500 |
| Total capitalised expenditure for the period | 2,975 | 8,372 |
| Impairment of expenditure associated with EPL 3345 (c) | (1,546) | - |
| Foreign currency translation movements | (1,856) | (2,384) |
| Closing balance | 59,921 | 60,348 |

- a) On 19 August 2021 the Company's private royalty agreement with Resource Capital Fund IV L.P. and Resource Capital Fund VI L.P. (collectively the "RCF Funds") was terminated. The consideration payable to RCF Funds was the aggregate of A\$2 million cash and the issue of 15,680,000 (pre-consolidation) fully paid ordinary shares (with a fair-value of \$2,116,800, calculated using the share price on 21/07/2021).
- b) Please refer to note 11a, for information relating to the Savanna litigation settlement.
- c) In January 2023 the Company elected to not renew Exclusive Prospecting License (EPL 3345), concluding that no economical deposit was present. Expenditure attributable to EPL 3345 was impairment tested at the end of the reporting period and was fully impaired.

Expenditure incurred during the period comprises expenditure on geological, study and associated activities.

The value of the Company's interest in exploration and evaluation expenditure is dependent upon:

- the continuance of the Company's rights to tenure of the areas of interest;
- the results of pre-development activities; and
- the recoupment of costs through successful development and exploitation of the areas of interest, or alternatively, by their sale.

NOTES TO THE FINANCIAL STATEMENTS

Etango Uranium Project – Bannerman 95%

The Etango Uranium Project is situated near CNNC’s Rössing uranium mine, Paladin’s Langer Heinrich uranium mine and CGNPC’s Husab uranium mine. Bannerman, in 2012, completed a Definitive Feasibility Study (“DFS”) on an open pit mining and heap leach processing operation at Etango. The DFS confirmed the viability of a large open pit and heap leach operation at one of the world’s largest undeveloped uranium deposits. From 2015 to 2017, Bannerman conducted a large scale heap leach demonstration program to provide further assurance to financing parties, generate process information for the detailed engineering design phase and build and enhance internal capability.

Bannerman announced to the ASX on 2 August 2021 the completion of a Pre-Feasibility Study (PFS) for an 8Mtpa development of its flagship Etango Uranium Project in Namibia (Etango-8 Project). The PFS on the Etango-8 Project provides an alternate, streamlined development model to the 20Mtpa development assessed to DFS level in 2015. The Study demonstrates the strong technical and economic viability of conventional open pit mining and heap leach processing of the world class Etango deposit at 8Mtpa throughput. The Company completed a Definitive-Feasibility Study (DFS) on Etango-8 Project in December 2022, and has now proceeded to a front-end engineering and design study and a project financing plan.

Bannerman holds a Mineral Deposit Retention Licence 3345 (MDRL 3345), whilst it awaits approval of its Mining License (“ML”) by the Namibian Ministry of Mines and Energy. The Company lodged an application for a ML on 3 August 2022.

8. PROPERTY, PLANT & EQUIPMENT

| | Motor Vehicles \$'000 | Office Equipment \$'000 | Lab & Field Equipment \$'000 | Sundry \$'000 | Total \$'000 |
|---|-----------------------------|-------------------------------|------------------------------------|------------------|-----------------|
| 31 December 2022 | | | | | |
| Gross carrying amount at Cost | 174 | 22 | 59 | 66 | 321 |
| Accumulated depreciation and impairment | (151) | (8) | (47) | (48) | (254) |
| Net book value | 23 | 14 | 12 | 18 | 67 |
| 30 June 2022 | | | | | |
| Gross carrying amount at Cost | 180 | 14 | 61 | 68 | 323 |
| Accumulated depreciation and impairment | (157) | (6) | (49) | (49) | (261) |
| Net book value | 23 | 8 | 12 | 19 | 62 |
| Reconciliation of movements: | | | | | |
| Opening net book value | 23 | 8 | 12 | 19 | 62 |
| Additions | - | 9 | - | - | 9 |
| Disposals | - | - | - | - | - |
| Depreciation charge | - | (2) | - | - | (2) |
| Foreign exchange movements | - | (1) | - | (1) | (2) |
| Closing net book value | 23 | 14 | 12 | 18 | 67 |

NOTES TO THE FINANCIAL STATEMENTS

9. RIGHT OF USE ASSETS

| | 31 December 2022 \$'000 | 30 June 2022 \$'000 |
|---|--|------------------------------------|
| Right of use assets | | |
| Opening balance | 17 | 16 |
| Additions | 31 | 31 |
| Depreciation | (17) | (30) |
| Closing balance net of accumulated depreciation | <u>31</u> | <u>17</u> |
| | | |
| Lease liability | | |
| Opening balance | 16 | 16 |
| Additions | 31 | 28 |
| Amortisation of principle | (16) | (29) |
| Interest on lease | - | 1 |
| Closing balance | <u>31</u> | <u>16</u> |

Amounts recognised in statement of profit or loss and other comprehensive income relating to:

| | | |
|--|----|----|
| Depreciation charge of right-of-use assets | 17 | 30 |
| Interest expense (included in finance costs) | - | 1 |

The Company's current office lease agreement expired at 31 January 2023, but will be renewed.

10. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

On 15 August 2022 the Company acquired a significant interest in Namibia Critical Metals Inc ("NMI") following the acquisition of a 41.8% shareholding in the entity. NMI is a Canadian public company (TSXC:NMI and OTC:NMREF) and is the developer of the fully permitted Lofdal Heavy Rare Earths Project in Namibia, one of the very few development projects outside China that offer substantial future production of dysprosium and terbium.

Under AASB 128, investors who acquire an interest in an associate of which they have sufficient influence over, are to account for the investment by applying the equity method of accounting.

| | 31 December 2022 \$'000 | 30 June 2022 \$'000 |
|--|--|------------------------------------|
| Opening balance | - | - |
| Acquisition of investment in Namibia Critical Metals Inc (i) | 8,994 | - |
| Share of profits of the associate | 135 | - |
| Foreign currency translation movements | (163) | - |
| Closing balance | <u>8,966</u> | <u>-</u> |

- (i) On 15 August 2022, the Company issued 846,337 fully paid ordinary shares at an issue price of \$2.00 per share (total value \$1,692,674) finalising the agreement to acquire 41.8% of the issued capital of NMI from major shareholders. In addition to the shares paid, the Company provided a cash payment of \$7,236,179 in June 2022. Costs incurred implementing this transaction amounted to \$64,914. The aggregate cost to acquire the interest in this associate amounted to \$8,993,767.

NOTES TO THE FINANCIAL STATEMENTS

11. TRADE AND OTHER PAYABLES

| | 31 December 2022 \$'000 | 30 June 2022 \$'000 |
|-----------------------------|-------------------------------|---------------------------|
| Current | | |
| Trade payables | 125 | 219 |
| Other payables and accruals | 530 | 800 |
| | <u>655</u> | <u>1,019</u> |

Trade payables are non-interest bearing and are normally settled on 30 day terms (or less). Other payables are non-interest bearing and have an average term of 60 days.

Fair value

Due to the short term nature of these payables, their carrying value is assumed to approximate their fair value.

12. PROVISIONS

| | 31 December 2022 \$'000 | 30 June 2022 \$'000 |
|------------------------------|-------------------------------|---------------------------|
| Current | | |
| Annual leave provision | 100 | 102 |
| Long service leave provision | 17 | 16 |
| Litigation settlement (a) | 500 | 500 |
| | <u>617</u> | <u>618</u> |
| Non-current | | |
| Long service leave | 48 | - |
| Rehabilitation provision | 296 | 298 |
| | <u>344</u> | <u>298</u> |

(a) Litigation settlement

On 17 December 2008, the Company entered into a settlement agreement with Savanna Marble CC ("Savanna") relating to Savanna's legal challenge to the Company's rights to the Etango Project Exclusive Prospecting Licence. Under the terms of the settlement a final tranche payment of A\$500,000 and 400,000 ordinary shares is due to Savanna upon receipt of the Etango Project mining licence. A mining licence application was lodged on 3 August 2022, therefore there is probability that the Company will obtain its Mining License within the next 12 months. The share component has been accounted for as a share-based payment at the date of the settlement agreement.

NOTES TO THE FINANCIAL STATEMENTS

13. CONTRIBUTED EQUITY

(a) Issued and outstanding:

| | 31 December 2022 | | 30 June 2022 | |
|---|------------------|----------------|------------------|----------------|
| | Number '000 | \$'000 | Number '000 | \$'000 |
| <u>Ordinary shares</u> | | | | |
| Issued and fully paid | 1,231,762 | 155,388 | 1,487,682 | 208,798 |
| <u>Movements in ordinary shares on issue</u> | | | | |
| Opening balance | 1,487,682 | 208,798 | 1,189,138 | 152,434 |
| Consolidation of capital 10:1 (i) | (1,338,912) | - | - | - |
| Issue of shares for acquisition of interest in Namibia Critical Metals (ii) | 846 | 1,693 | - | - |
| Issue of shares on exercise of options under employee incentive plan (iii) | 234 | 138 | 12,597 | 837 |
| Issue of shares on vesting under employee performance rights plan (iv) | 609 | - | 17,086 | - |
| Issue of shares pursuant to Placement (v) | - | - | 185,000 | 40,700 |
| Issue of shares pursuant to Share Purchase Plan (vi) | - | - | 68,181 | 15,000 |
| Consideration for royalty extinguishment (vii) | - | - | 15,680 | 2,117 |
| Costs of issuing shares | - | - | - | (2,290) |
| Closing balance | 150,459 | 210,629 | 1,487,682 | 208,798 |

- (i) On 21 July 2022 the Company performed a consolidation of its equity securities. The securities were consolidated on the basis that every 10 securities were consolidated into 1 security, with fractions being rounded up to the next whole number.
- (ii) On 15 August 2022, the Company issued 846,337 fully paid ordinary shares at an issue price of \$2.00 per share finalising the agreement to acquire 41.8% of the issued capital of Namibia Critical Metals from major shareholders.
- (iii) On 29 November 2022 the Company issued 233,880 fully paid ordinary shares following the exercise of options (the options had a weighted average exercise price of \$0.59, raising \$137,989 in equity funding).
- (iv) On 2 December 2022 the Company issued 608,707 fully paid ordinary shares following the conversion of performance rights on vesting.
- (v) On 1 April 2022 the Company issued 185,000,000 fully paid ordinary shares (pre-consolidation) at an issue price of \$0.22 per share to sophisticated and institutional investors through a placement which raised \$40.7 million of funding for the Etango Project.
- (vi) On 27 April 2022 the Company issued 68,180,913 fully paid ordinary shares (pre-consolidation) at an issue price of \$0.22 per share to shareholders pursuant to a Share Purchase Plan. This issue of shares provided a further \$15 million in working capital for the Company.
- (vii) On 21 July 2021 the Company issued 15,680,000 fully paid ordinary shares (pre-consolidation) with an issue price of \$0.135 per share (aggregate valuation \$2,116,1800, calculated using the share price on 21/07/2021) to RCF Funds in consideration for the royalty agreement extinguishment. Please refer to the note 7 (a) for further information.

NOTES TO THE FINANCIAL STATEMENTS

(b) Share options on issue:

The movements in share options during the period were as follows:

| Expiry Dates | Exercise Price | Balance 1 Jul 21 | Consolidation 10:1 | Post-consolidation balance | Granted | Exercised | Expired / Cancelled | Balance 31 Dec 22 | Vested 31 Dec 22 |
|-------------------------|----------------|------------------|--------------------|----------------------------|---------|-----------|---------------------|-------------------|------------------|
| 15 Nov 2022 | \$0.59 | 2,338,800 | (2,104,920) | 233,880 | - | (233,880) | - | - | - |
| 15 Nov 2023 | \$0.50 | 7,559,200 | (6,803,280) | 755,920 | - | - | - | 755,920 | 755,920 |
| 15 Nov 2024 | \$4.50 | 1,387,800 | (1,249,020) | 138,780 | - | - | - | 138,780 | 138,780 |
| 15 Nov 2026 | - | - | - | - | 100,567 | - | - | 100,567 | - |
| 15 Nov 2029 | - | - | - | - | 173,659 | - | - | 173,659 | - |
| 15 Nov 2030 | - | - | - | - | 421,895 | - | - | 421,895 | 7,155 |
| | | 11,285,800 | (10,157,220) | 1,128,580 | 696,121 | (233,880) | - | 1,590,821 | 901,855 |
| Weighted average | | 0.06 | | | | | | 0.63 | |
| Average years to expiry | | 0.96 | | | | | | 3.66 | |

The share options above have performance hurdles linked to minimum service periods.

Key management held 1,331,390 share options as at 31 December 2022 with an average exercise price of A\$0.58 per share and an average life to expiry of 2.68 years.

(c) Performance rights on issue

The performance rights on issue as at 31 December 2022 were as follows:

| Vesting Dates | Balance 1 Jul 21 | Consolidation 10:1 | Post consolidation balance | Granted | Converted into shares | Cancelled | Balance 31 Dec 22 | Vested 31 Dec 22 |
|---------------|------------------|--------------------|----------------------------|---------|-----------------------|-----------|-------------------|------------------|
| 15 Nov 2022 | 14,607,440 | (13,146,694) | 1,460,746 | - | (608,707) | - | 852,039 | 852,039 |
| 17 Mar 2023 | 384,496 | (346,046) | 38,450 | - | - | - | 38,450 | - |
| 15 Nov 2023 | 16,212,332 | (14,591,099) | 1,621,233 | - | - | (10,667) | 1,610,566 | - |
| 15 Nov 2024 | 3,405,800 | (3,065,220) | 340,580 | - | - | (17,807) | 322,773 | - |
| | 34,610,068 | (31,149,059) | 3,461,009 | - | (608,707) | (28,474) | 2,823,828 | 852,039 |
| Average life | 1.05 | | | | | | 0.72 | |

Note: Share rights have no exercise price.

All performance rights have been issued in accordance with the shareholder approved Employee Incentive Plan and Non-Executive Director Share Incentive Plan, and vest into shares for no consideration on the completion of minimum service periods and, in certain cases, the achievement of specified vesting hurdles related to the Company's relative share price performance, internal business targets and/or personal performance.

Key management held 2,588,180 share rights as at 31 December 2022 with an average life to vesting of 0.68 years.

Terms of Ordinary Shares

Ordinary shares participate in dividends and the proceeds on winding up of the Company in proportion to the number of shares held. At shareholders' meetings, each ordinary share is entitled to one vote in proportion to the paid up amount of the share when a poll is called, otherwise each shareholder has one vote on a show of hands.

NOTES TO THE FINANCIAL STATEMENTS

14. RESERVES

| | | 31 December 2022 \$'000 | 30 June 2022 \$'000 |
|--------------------------------------|-----|-------------------------------|---------------------------|
| Share-based payment reserve | (a) | 60,217 | 59,566 |
| Foreign currency translation reserve | (b) | (34,826) | (32,796) |
| Equity reserve | (c) | (1,318) | (1,418) |
| Total Reserves | | <u>24,073</u> | <u>25,352</u> |

(a) Share-based payment reserve

| | | |
|---|---------------|---------------|
| Balance at the beginning of the reporting period | 59,566 | 58,465 |
| Share-based payment vesting expense during the period | <u>651</u> | <u>1,101</u> |
| Balance at the end of the reporting period | <u>60,217</u> | <u>59,566</u> |

The share-based payment reserve is used to recognise the value of equity-settled share-based payment transactions for the acquisition of project interests and the provision of share-based incentives to directors, employees and consultants.

(b) Foreign currency translation reserve

| | | |
|--|-----------------|-----------------|
| Reserves at the beginning of the reporting period | (32,796) | (30,364) |
| Currency translation differences arising during the period | <u>(2,030)</u> | <u>(2,432)</u> |
| Balance at the end of the reporting period | <u>(34,826)</u> | <u>(32,796)</u> |

The foreign currency translation reserve is used to record exchange differences arising on translation of the Group entities that do not have a functional currency of Australian dollars and have been translated into Australian dollars for presentation purposes.

(c) Equity reserve

| | | |
|--|----------------|----------------|
| Balance at the beginning of the reporting period | (1,418) | (1,377) |
| Movements in equity due to inequitable capital contributions provided to subsidiary Bannerman Mining Namibia Pty Ltd | <u>100</u> | <u>(41)</u> |
| Balance at the end of the reporting period | <u>(1,318)</u> | <u>(1,418)</u> |

The equity reserve relates to the Company's equity in its subsidiary Bannerman Mining (Namibia) Pty Ltd, with current year movements relating inequitable share holder capital contributions provided to Bannerman Mining Namibia Pty Ltd (subsidiary).

15. SUBSEQUENT EVENTS

- On 31 January 2023 the Company issued 7,155 fully paid ordinary share pursuant to the exercise of options under the Company's Employee Incentive Plan.
- On 3 February 2023 the Company appointed Mr Gavin Chamberlain to the position of Chief Operating Officer (COO).

NOTES TO THE FINANCIAL STATEMENTS

3. Bannerman reviewed the exploration work done on Exclusive Prospecting License (EPL 3345) and concluded that no economical deposit was present and decided not to renew the EPL. All rehabilitation work has been completed and this was audited in January 2023 by A. Speiser Environmental Consultants with no deviations observed.

Bannerman will continue to focus on the development of the Etango Uranium Project located on MDRL 3345 for which a Mining Licence application (ML 250) was submitted to the Ministry of Mines & Energy on 3 August 2022.

Other than the events noted above there are no matters or circumstances that have arisen since the end of the period which significantly affected or may significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group.

16. COMMITMENTS

Bannerman currently holds Exclusive Prospecting Licence 3345 (EPL 3345) in Namibia, which is valid until 26 April 2023 and Mineral Deposit Retention Licence 3345 (MDRL 3345), which remains valid during the Etango Mining Licence application process (a Mining Licence application was lodged on 3 August 2022)..

In order to maintain current rights of tenure to EPL3345, the Group has exploration and evaluation expenditure obligations up until the expiry of that licence on 26 April 2023. The Company has already exceeded the final year committed expenditure requirements of N\$1,400,000, therefore the Company has no further financial commitments other than to keep the project in good standing.

17. SEGMENT INFORMATION

The Group has identified its operating segments based on the internal reports that are reviewed and used by the CEO and the management team in assessing performance and in determining the allocation of resources.

The Group is undertaking development studies and exploring for uranium resources in southern Africa, and hence the operations of the Group represent one operating segment.

The accounting policies applied for internal reporting purposes are consistent with those applied in the preparation of the financial statements.

18. RELATED PARTY INFORMATION

Subsidiaries

The consolidated financial statements include the financial statements of Bannerman Energy Ltd and the subsidiaries listed in the following table:

| Name | Country of incorporation | % Equity Interest | |
|--|--------------------------|-------------------|--------------|
| | | 31 December 2022 | 30 June 2022 |
| Bannerman Mining Resources (Namibia) (Pty) Ltd | Namibia | 95 | 95 |
| Bannerman Resources Nominees (UK) Limited | United Kingdom | 100 | 100 |
| Bannerman Investments Pty Ltd | Australia | 100 | 100 |
| Bannerman Energy Canada Ltd | Canada | 100 | 100 |

Ultimate Parent

Bannerman Energy Ltd is the ultimate Australian parent entity and the ultimate parent of the Group.

Transactions with related entities:

Transactions between related parties are on commercial terms and conditions, no more favourable than those available to other parties unless otherwise stated.

NOTES TO THE FINANCIAL STATEMENTS

19. FINANCIAL INSTRUMENTS

The Group's principal financial instruments comprise cash and short term deposits, other receivables, and trade payables.

Set out below is an overview of financial instruments held by the Group as at 31 December 2022.

| | 31 December 2022 \$'000 | 30 June 2022 \$'000 |
|------------------------------|--|------------------------------------|
| Financial assets | | |
| Cash and cash equivalents | 47,569 | 51,930 |
| Other current assets | - | 7,301 |
| Other receivables | 308 | 103 |
| Total | 47,877 | 59,334 |
| Financial liabilities | | |
| Trade and other payables | 655 | 1,019 |
| Lease liability | 31 | 16 |
| Total | 686 | 1,035 |

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 relevant Group company.

The Group's cash and cash equivalents are largely denominated in Australian dollars. Currently there are no foreign exchange hedge programs in place. The Group manages the purchase of foreign currency to meet operational requirements.

The impact of reasonably possible changes in foreign exchange rates for the Group is not material.

DIRECTORS' DECLARATION

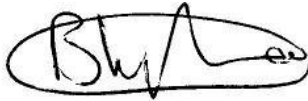
FOR THE HALF YEAR ENDED 31 DECEMBER 2022

In accordance with a resolution of the Directors of Bannerman Energy Ltd, I state that:

In the opinion of the directors:

- (a) the financial statements and notes of the Group are in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the financial position as at 31 December 2022 and the performance for the half year ended on that date of the Group; and
 - (ii) complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001; and
- (b) at the date of this declaration, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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



Brandon Munro
Chief Executive Officer

PERTH
8 March 2023



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working world**

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Independent auditor's review report to the members of Bannerman Energy Limited

Report on the half-year financial report

Conclusion

We have reviewed the accompanying half-year financial report of Bannerman Energy Limited (the Company) and its subsidiaries (collectively the Group), which comprises the consolidated statement of financial position as at 31 December 2022, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated cash flow statement for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of the Group does not comply with the *Corporations Act 2001*, including:

- a. Giving a true and fair view of the consolidated financial position of the Group as at 31 December 2022 and of its consolidated financial performance for the half-year ended on that date; and
- b. Complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Basis for conclusion

We conducted our review in accordance with ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity (ASRE 2410). Our responsibilities are further described in the Auditor's responsibilities for the review of the half-year financial report section of our report. We are independent of the Group in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards) (the Code) that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Directors' responsibilities for the half-year financial report


The directors of the Company are responsible for the preparation of the half-year 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 half-year financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's responsibilities for the review of the half-year financial report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 31 December 2022 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of a half-year financial report 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 assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.


Ernst & Young



Gavin Buckingham
Partner
Perth
8 March 2023