

TEMPUS RESOURCES LIMITED HALF-YEAR FINANCIAL REPORT

31 DECEMBER 2018





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DIRECTORS

Mr Alexander Molyneux Executive Chairman
Mr Brendan Borg Non-Executive Director
Ms Melanie Ross Non-Executive Director

COMPANY SECRETARY

Ms Melanie Ross

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DIRECTORS' REPORT



Your directors present their report, together with the half-year financial report on the consolidated entity ('the Group'), consisting of Tempus Resources Limited and the entities it controlled at the end of, or during the half-year ended 31 December 2018.

DIRECTORS

The names of directors in office at any time during or since the end of the period are listed below. Directors have been in office since incorporation to the date of this report unless otherwise stated.

NAME OF PERSON	POSITION
Mr Alexander Molyneux	Executive Chairman
Mr Brendan Borg	Non-Executive Director
Ms Melanie Ross	Non-Executive Director

PRINCIPAL ACTIVITIES

During the financial half year, the principal activities of the consolidated entity consisted of mineral exploration.

REVIEW OF OPERATIONS

Montejinni Copper Project

Work commenced on the Montejinni Copper Project, located near Top Springs, in the Northern Territory, during the half year. Following on from an initial field visit and sampling program undertaken by the Company's geological consultants, HGS Australia, during September 2018, a geochemical sampling program was conducted in December, with results currently being evaluated, and planning being undertaken for the next field programs.

Surface sampling was undertaken in the vicinity of the Crowsons Copper Prospect, where historical sampling from surface outcrop and costeans identified high grade copper mineralisation. A total of 15 rock chip and 6 soil samples collected as part of the initial program were submitted to Intertek laboratories in Perth, for analysis by 4 acid digest/ICP-OES for 33 element analysis, plus gold, platinum and palladium by fire assay/ICP-MS.

Results from the first program, which were reported during the half year, returned high grade copper, including 22.99% (TRC010), 19.77% (TRC001), 18.95% (TRC003) and 12.90% (TRC004) copper. Elevated silver results, up to 43.8 g/t were also returned.

A brief description and location information for the samples is provided in Table 1/Figure 1, as well as the individual copper and silver results.

Copper mineralisation (malachite) was identified in many of the samples collected, with two of the higher grade copper samples shown below in Figures 2 and 3.

Soil samples collected as part of the December program are being analysed using ionic Terraleach process conducted by Genalysis laboratories, for a suite of 58 elements.

The Company is encouraged by the results generated from the Montejinni Copper Project in these initial phases of work. Planning for follow up programs, consisting of a further geochemical and geophysical surveys has commenced, with the goal of considering defined targets for drill testing.



	Easting (m) (UTM Zone	Northing (m) (UTM	Elevation	Copper	Silver Grade	
Sample	52S)	Zone 52S)	(m)	Grade (%)	(ppm)	Description
TRC001	783060	8154890	188	19.77	31.4	Interstitial malachite surrounding coarse relict crystals of iron and silica
TRC002	783062	8154895	191	4.67	14	Gossan, relict vesicular sulphides, interstitial malachite
TRC003	783063	8154887	185	18.95	22.8	Gossan, relict vesicular sulphides, interstitial malachite
TRC004	783070	8154864	188	12.90	25.2	Porphyritic texture, interstitial malachite
TRC005	783070	8154909	190	2.90	7.5	Quartz hosted, porphyritic rock type, needle-like growths of malachite
TRC006	783071	8154912	187	5.31	16.8	Porphyritic to fine grained (basaltic) texture with interstitial malachite
TRC007	783078	8154950	182	8.25	19.1	Gossan, porphyritic textures, interstitial malachite
TRC008	783057	8155017	186	0.05	<0.5	Quartz breccia
TRC009	783059	8154919	188	7.89	14.2	Gossan, contains malachite and chalcocite
TRC010	783065	8154896	185	22.99	43.8	Porphyritic texture, strong interstitial malachite
TRC011	783018	8154901	192	3.60	3.5	Gossanous iron oxide capping, interstitial malachite
TRC012	783027	8154877	192	2.91	5.3	Gossan capping over fine grained basaltic rock
TRC013	782991	8154840	192	1.99	2.5	Gossanous texture - malachite replacement of porphyroblasts
TRC014	783029	8154858	192	0.04	0.6	
TRC015	783057	8154875	188	7.14	17.5	Gossan - relict sulphides and iron oxide/silica replacement
TRC016	783008	8155125	191	0.09	<0.5	Porphyritic rock
TTER001	783077	8154885	189	0.01	<0.5	Test termite mound 1 (soil)
TTER002	783072	8154861	190	0.09	<0.5	Test termite mound 2 (soil)
TTER003	783079	8154920	190	0.04	<0.5	Test termite mound 3 (soil)
TTER004	783067	8154953	193	0.01	<0.5	Test termite mound 4 (soil)
TTER005	783063	8154973	191	0.01	<0.5	Test termite mound 5 (soil)

Table 1 – Sample Locations, Descriptions and Assays – Initial Sampling Program



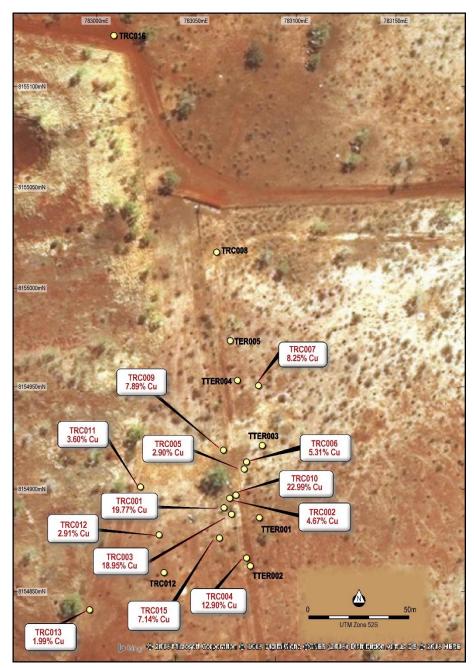


Figure 1 – Sample Location Map with assays >1% Copper





Figure 2 – Copper Mineralisation in Sample TRC001 – 19.77% Cu



Figure 3 - Copper Mineralisation in Sample TRC010 - 22.99% Cu



Claypan Dam Project

The Claypan Dam Project is located in the Gawler Craton of South Australia (Figure 1). It has the potential to host a variety of mineralisation styles including iron oxide copper gold (IOCG), nickel-copper, iron-titanium-phosphate (FTP), rare earth elements and banded iron formation (BIF) ore deposits.

Planning for field programs and review of existing data has commenced on the Project. Tempus intends to systematically explore the Project using ground gravity and magnetic surveys to map the contact of the Hiltaba granitoid with more precision than the current regional surveys. Drilling will enable fresh basement samples to be collected for geochemical, petrographic and geochronological investigations.

An application for a Resource Exploration Access Permit was submitted to the Department of Defence, for the Claypan Dam Project during the Quarter, and has recently been granted, allowing on-ground exploration to proceed in 2019. Planning is currently in progress for an initial field mapping and sampling program, expected to be completed in March/April, 2019.

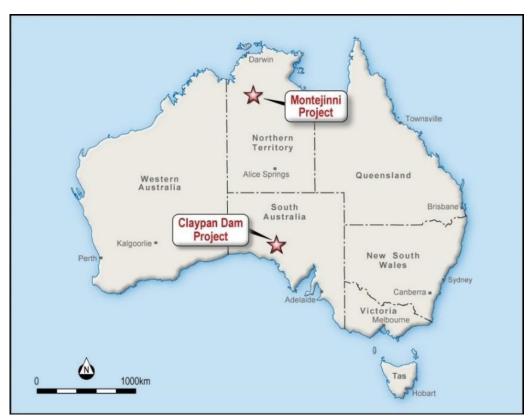


Figure 4 - Tempus Project Locations

Corporate

Tempus Resources Limited completed the acquisition of Montejinni Resources Pty Ltd on 13 August 2018, which is the registered holders of the Montejinni Project and the Claypan Dam Project. Tempus was admitted to the official list on 13 August 2018 with trading commencing on 15 August 2018.

As well as progressing work programs on the Montejinni Copper Project and the Claypan Dam Project, the Company reviewed several opportunities for additional Project acquisitions. Further details will be provided in due course, should any of these investigations lead to binding agreements.

DIRECTORS' REPORT



SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Tempus Resources Limited completed the acquisition of Montejinni Resources Pty Ltd on 13 August 2018, which is the registered holders of the Montejinni Project and the Claypan Dam Project. Tempus was admitted to the official list on 13 August 2018 with trading commencing on 15 August 2018.

There were no other significant changes in the state of affairs of the consolidated entity during the financial half-year.

EVENTS AFTER THE REPORTING DATE

The directors are not aware of any matters or circumstances that have arisen since the end of the financial period which significantly affected or may significantly affect the operations of the consolidated entity the results of those operations, or the state of affairs of the consolidated entity in future financial years.

AUDITORS' INDEPENDENCE DECLARATION

A copy of the auditors' Independence declaration as required under section 307C of the *Corporations Act 2001* is included within this half-year financial report.

This directors' report is signed in accordance with a resolution of the Board of Directors.

Alexander Molyneux Executive Chairman

Date: 26 February 2019

Perth

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE HALF-YEAR ENDED 31 DECEMBER 2018



	Notes	31 December 2018 \$
Revenue		14,002
Directors' and employee benefits expense		(46,905)
Legal and other professional fees		(85,825)
Regulatory fees		(25,015)
Advertising and marketing expenses		(45,455)
Other projects		(56,849)
Other expenses		(109,655)
Loss before income tax		(355,702)
Income tax expense		-
Loss for the period		(355,702)
Other comprehensive income		
Total comprehensive loss for the period		(355,702)
Total comprehensive loss attributable to:		
Non-controlling interests		-
Members of the parent		(355,702)
		(355,702)
Loss per share		
- Basic loss per share (cents)		(1.11)
- Diluted loss per share (cents)		(1.11)

The accompanying notes form part of this interim financial report.

1	TEMPUS RESOURCES

	Notes	31 December 2018	30 June 2018
		\$	\$
ASSETS			
Current assets	0	4.044.700	0.040.004
Cash and cash equivalents	3	4,611,736	3,618,384
Trade and other receivables		7,066	26,601
Total current assets		4,618,802	3,644,985
Non current assets			
Exploration and evaluation	4	198,862	-
Total non current assets		198,862	-
Total access		4 047 004	0.044.005
Total assets		4,817,664	3,644,985
LIABILITIES			
Current liabilities			
Trade and other payables	5	108,635	3,404,730
Total current liabilities		108,635	3,404,730
Total liabilities		108,635	3,404,730
Net assets		4,709,029	240,255
EQUITY			
Issued capital	6	4,726,886	446,001
Reserves	U	542,144	-
Accumulated losses		(561,448)	(205,746)
Equity attributable to owners of the Company		4,707,582	240,255
Non-controlling interest		1,447	-
5 - 10 - 10 - 10 - 10 - 10 - 10 - 10 - 1			
Total equity		4,709,029	240,255

The accompanying notes form part of this financial report.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE HALF-YEAR ENDED 31 DECEMBER 2018



	Issued Capital	Share based payment reserve	Accumulated Losses	Non- controlling interest	Total
Balance at 1 July 2018	446,001	-	(205,746)	_	240,255
Loss for the period	-	-	(355,702)	-	(355,702)
Other comprehensive income	-	-	-	-	-
Total comprehensive (loss) /					
income for the period	-	-	(355,702)	-	(355,702)
Non-controlling interest arising on acquisition of Montejinni Pty					
Ltd (note 4)	-	-	-	1,447	1,447
Issue of capital (net of costs)	4,280,885	-	-	-	4,280,885
Share based payments	-	542,144	-	-	542,144
Balance at 31 December 2018	4,726,886	542,144	(561,448)	1,447	4,709,029

The accompanying notes form part of this financial report.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE HALF-YEAR ENDED 31 DECEMBER 2018



	Notes	31 December 2018
		\$
Cash flows from operating activities		
Interest received		14,002
Payments to suppliers and employees		(408,664)
Payments for exploration and evaluation		(69,986)
Net cash outflow from operating activities		(464,648)
Cash flows from financing activities		
Proceeds from issue of shares		1,784,000
Share issue costs paid	;	(326,000)
Net cash inflow from financing activities		1,458,000
Net increase in cash held		993,352
Cash at the beginning of the financial period	3	3,618,384
Cash at the end of the financial period	3	4,611,736

The accompanying notes form part of this financial report.

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 31 DECEMBER 2018



1. Summary of significant accounting policies

Basis of Preparation

The half-year financial report is a general purpose financial report that have been prepared in accordance with *Corporations Act 2001* and AASB 134 *Interim Financial Reporting*. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 *Interim Financial Reporting*.

The half-year financial report does not include full disclosures of the type normally included in an annual financial report. It is recommended that this half-year financial report be read in conjunction with the annual financial report for the period ended 30 June 2018 and any public announcements made by Tempus Resources Limited during the half-year in accordance with continuous disclosure requirements arising under the *Corporations Act 2001*.

Reporting Basis and Conventions

The financial report has been prepared on an accrual basis and is based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise indicated.

The accounting policies and methods of computation adopted in the preparation of the half-year financial report are consistent with those adopted and disclosed in the Company's 2018 annual financial report for the period ended 30 June 2018. These accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards.

Comparative Information

As Tempus Resources Limited was incorporated on 18 April 2018, no comparative information is applicable for the condensed consolidated statement of profit or loss and other comprehensive income, the condensed consolidated statement of changes in equity or the condensed consolidated statement of cash flows. Comparative information as at 30 June 2018 has been included in the condensed consolidated statement of financial position.

Principles of Consolidation

The consolidated financial statements incorporate the assets and liabilities of all entities controlled by Tempus Resources Limited at the end of the reporting period. A controlled entity is any entity over which Tempus Resources Limited has the power to govern the financial and operating policies so as to obtain benefits from the entity's activities. Control will generally exist where the parent owns, directly or indirectly through subsidiaries, more than half of the voting power of an entity. In assessing the power to govern, the existence and effect of holdings of actual and potential voting rights are also considered.

Where controlled entities have entered or left the consolidated entity during the year, the financial performance of those entities are included only for the period of the year that they were controlled.

In preparing the consolidated financial statements, all inter-group balances and transactions between entities in the consolidated entity have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with those adopted by the parent entity.

Non-controlling interests, being the equity in a subsidiary not attributable, directly or indirectly, to a parent, are shown separately within the Equity section of the statement of financial position and statement of profit or loss and other comprehensive income. The non-controlling interests in the net assets comprise their interests at the date of the original business combination and their share of changes in equity since that date.

Exploration and Evaluation

Exploration and evaluation expenditures are written off as incurred, except when such costs are expected to be recouped through successful development and exploitation, or sale, of an area of interest. In addition, exploration assets recognised on acquisition of an entity are carried forward provided that exploration and/or evaluation activities in the area have not yet reached a stage that permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in relation to the area are continuing.



The expenditure carried forward when recovery is expected represents an accumulation of direct net exploration and evaluation costs incurred by or on behalf of the consolidated entity and applicable indirect costs, in relation to separate areas of interest for which rights of tenure are current.

If it is established subsequently that economically recoverable reserves exist in a particular area of interest, resulting in the decision to develop a commercial mining operation, then in that year the accumulated expenditure attributable to that area, to the extent that it does not exceed the recoverable amount for the area concerned, will be transferred to mine development. As such it will be subsequently amortised against production from that area. Any excess of accumulated expenditure over recoverable amounts will be written off to the statement of profit or loss and other comprehensive income.

New and Revised Accounting Standards and Interpretations

The consolidated entity has adopted all of the new and revised Accounting Standards and Interpretations issued by the Australian Accounting Standards Board that are mandatory for the current reporting period. The adoption of these new and revised Accounting Standards and Interpretations has not resulted in a significant or material change to the consolidated entity's accounting policies. Any new, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted by the consolidated entity.

2. Segment Information

The consolidated entity has only one operating segment based on the information provided to the chief operating decision makers, being the board of directors. Therefore, as the results are the same as the consolidated entity, no further disclosure is required.

3. Cash and Cash Equivalents	31 December 2018 \$	30 June 2018 \$
Cash at bank	4,611,736	402,384
Restricted cash ¹		3,216,000
	4,611,736	3,618,384

¹ Fund received pursuant to the IPO restricted for use until the company is admitted to the official list of the ASX.

4. Exploration and Evaluation

Opening balance	-	-
Acquisitions during the period ¹	151,476	-
Expenditure incurred during the period	47,386	-
Closing balance	198,862	-

¹ On 3 August 2018 the Company completed its acquisition of a 90% interest in Montejinni Resources Pty Ltd by issuing 500,000 fully paid ordinary shares (escrowed to 3 August 2019) and 200,000 options with an exercise price of \$0.20, expiring 3 August 2021 (escrowed to 3 August 2019) and payment of \$25,000 to the vendor. All loans provided by vendors to Montejinni Resources Pty Ltd were settled as part of the cash consideration, resulting in no remaining liabilities owed by Montejinni Resources Pty Ltd at acquisition.



	3 August 2018
	\$
Purchase Consideration	
Shares issued	100,000
Options issued	25,029
Cash	25,000
	150,029
Net Assets Acquired	
Exploration and evaluation ²	151,476
Less non-controlling interest	(1,447)
	150,029

² Management has determined that the acquisition of 90% interest in Montejinni Resources Pty Ltd does not meet the definition of a business within AASB 3 Business Combinations. This transaction has been accounted for as an asset acquisition.

5. Trade and Other Payables	31 December 2018 \$	30 June 2018 \$
Trade creditors Accrued expenses Share application monies pending shares allotment	78,135 30,500 - 108,635	73,450 115,280 3,216,000 3,404,730
6. Issued Capital		
Ordinary shares – fully paid	4,726,886 4,726,886	446,001 446,001

a) Ordinary Shares

	Date	Note	No. of shares	Issue price \$	\$
At	t the beginning of the reporting				
ре	eriod:		11,000,001		446,001
- 3	August 2018 - IPO		25,000,000	0.20	5,000,000
- 3	August 2018 – Acquisition of				
M	ontejinni Resources Pty Ltd		500,000	0.20	100,000
- C	apital raising costs			_	(819,115)
At	t the end of the reporting period		36,500,001	_	4,726,886



7. Share Based Payment Transactions	31 December 2018 \$	30 June 2018 \$
Recognised in exploration and evaluation (refer Note 4)	25,029	-
Recognised in equity – share issue costs	517,115	-
	542,144	-

For the options issued during the current financial year a Black Scholes option pricing model was used with the valuation model inputs used to determine the fair value at the grant date as follows:

		Share					Value		
		price at	Exercise	Expected	Dividend	Number of	per	Total	
Grant date	Expiry date	grant date	price	volatility	yield	Options	Option	Value	Note
		\$	\$	%	%	#	\$	\$	
3/08/2018	3/08/2021	0.20	0.20	100	-	200,000	0.1251	25,029	1
3/08/2018	3/08/2022	0.20	0.25	100	-	4,000,000	0.1293	517,115	2

- The options vested immediately upon issue. Any shares issued upon exercise are escrowed for a period of 12 months from the date of issue of the options.
- The options vested immediately upon issue. Any shares issued upon exercise are escrowed for a period of 24 months from the date of issue of the options.

Options outstanding at 31 December 2018

Grant date	Expiry date	31 December 2018	30 June 2018
		#	#
3 August 2018	3 August 2021	200,000	-
3 August 2018	3 August 2022	4,000,000	-
		4,200,000	-

8. Commitments for Expenditure

Capital

There are no capital commitments at 31 December 2018 (30 June 2018: nil).

Exploration and Evaluation

The consolidated entity is required to maintain current rights of tenure to tenements, which require outlays of expenditure in future financial periods. Under certain circumstances these commitments are subject to the possibility of adjustment to the amount and/or timing of such obligations, however they are expected to be fulfilled in the normal course of operations.

	31 December	30 June
	2018	2018
	\$	\$
The company has tenement rental and expenditure commitments payable of:		
- Not later than 12 months	73,700	-
- Between 12 months and 5 years	71,866	
	145,566	_

9. Dividends

There were no dividends paid, recommended or declared during the period.



10. Events after the Reporting Date

The directors are not aware of any matters or circumstances that have arisen since the end of the financial period which significantly affected or may significantly affect the operations of the consolidated entity the results of those operations, or the state of affairs of the consolidated entity in future financial years.

11. Contingent Liabilities

The consolidated entity had no contingent liabilities as at 31 December 2018 and 30 June 2018.

12. Company Details

The registered office and principal place of business is:

Level 2, 22 Mount Street Perth WA 6000

Telephone: 08 6188 8181 Facsimile: 08 6188 8182

Email: info@tempusresources.com.au

DIRECTORS' DECLARATION



In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 Interim Financial Reporting, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 31 December 2018 and of its performance for the half-year ended on that date; and
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become
 due and payable.

Signed in accordance with a resolution of directors made pursuant to section 303(5) of the Corporations Act 2001.

On behalf of the directors

Alexander Molyneux Executive Chairman

Date: 26 February 2019

Perth



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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the review of the financial report of Tempus Resources Limited for the half-year ended 31 December 2018, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the Corporations Act 2001 in relation to the review; and
- (ii) any applicable code of professional conduct in relation to the review.

KSM

RSM AUSTRALIA PARTNERS

1 1

TUTU PHONG Partner

Perth, WA

Dated: 26 February 2019



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INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF TEMPUS RESOURCES LIMITED

We have reviewed the accompanying half-year financial report of Tempus Resources Limited which comprises the statement of financial position as at 31 December 2018, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the half-year end or from time to time during the half-year.

Directors' Responsibility 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 is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, 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 consolidated entity's financial position as at 31 December 2018 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*. As the auditor of Tempus Resources Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

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.

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Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Tempus Resources Limited, would be in the same terms if given to the directors as at the time of this auditor's review report.

Conclusion

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 Tempus Resources Limited is not in accordance with the *Corporations Act 2001* including:

- (a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2018 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and *Corporations Regulations* 2001.

RSM

RSM AUSTRALIA PARTNERS

-1

TUTU PHONG Partner

Perth, WA

Dated: 26 February 2019