



**INTERIM FINANCIAL STATEMENTS
FOR THE HALF YEAR ENDED
31 MARCH 2019**

ORA GOLD LIMITED
ABN 74 950 465 654

INTERIM FINANCIAL STATEMENTS – 31 MARCH 2019

CONTENTS

Directors' Report.....	1
Declaration of Auditor's Independence.....	3
Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income.....	4
Condensed Consolidated Statement of Financial Position.....	5
Condensed Consolidated Statement of Changes in Equity.....	6
Condensed Consolidated Statement of Cash Flows	7
Condensed Notes to the Consolidated Financial Statements.....	8
Directors' Declaration.....	16
Independent Auditor's Review Report.....	17

ORA GOLD LIMITED
ABN 74 950 465 654

CORPORATE DIRECTORY

DIRECTORS

Rick W Crabb	(Chairman)
Philip G Crabb	(Non-Executive Director)
Frank DeMarte	(Executive Director)
Malcolm R J Randall	(Non-Executive Director)
Philip F Bruce	(Non-Executive Director)

CHIEF EXECUTIVE OFFICER

Antony Lofthouse (ceased as CEO on 30 April 2019)

COMPANY SECRETARY

Frank DeMarte

**REGISTERED OFFICE AND
PRINCIPAL PLACE OF
BUSINESS**

Level 2, 47 Stirling Highway
NEDLANDS WA 6009

Telephone: (08) 9389 6927

Email: info@ora.gold

Website: www.ora.gold

SHARE REGISTRY

Computershare Investor Services Pty Ltd
Level 11, 172 St Georges Terrace
PERTH WA 6000

Telephone: 1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Facsimile: +61 3 9323 2030

AUDITORS

Stantons International Audit and Consulting Pty Ltd
Level 2, 1 Walker Avenue
WEST PERTH WA 6005

STOCK EXCHANGE LISTING

The Company's shares are listed and quoted on the Australian Securities Exchange Limited ("ASX").

Home Exchange: Perth, Western Australia

ASX CODES

OAU
OAUOB

DIRECTORS' REPORT

Your directors present financial statements for the half year ended 31 March 2019.

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. The directors were in office for the entire period unless otherwise stated.

Rick W Crabb	(Chairman)
Philip G Crabb	(Non-Executive Director)
Frank DeMarte	(Executive Director)
Malcolm J Randall	(Non-Executive Director)
Philip F Bruce	(Non-Executive Director) (Appointed 1 March 2019)

RESULT

The consolidated entity incurred an after tax operating loss for the half year ended 31 March 2019 of \$1,521,941 (31 March 2018 loss \$3,235,864).

PRINCIPAL ACTIVITY

The principal activities of the consolidated entity during the financial half year were in the exploration for mineral resources in Australia.

REVIEW OF OPERATIONS

During the period, the Company continued its exploration activities in Australia.

CHANGE OF COMPANY NAME

During the period, the Company changed its name to Ora Gold Limited.

EVENTS SUBSEQUENT TO REPORTING DATE

Since the end of the financial half year, the Directors are not aware of any matter or circumstance not otherwise dealt with in this report or the Financial Statements, that has significantly 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 subsequent years, the financial effects of which have not been provided for in the 31 March 2019 half year financial statements except:

Director provides Loan Facility

In May 2019, the Company has agreed to terms of an unsecured loan Facility for an amount of up to \$1 million from Ioma Pty Ltd ATF the Gemini Trust, an entity associated with a director of the Company, Mr Philip G Crabb to assist the Company with its general working capital requirements. The loan is repayable on the later of:

- (a) the date that is 2 years from the date of the first Drawdown; or
- (b) the date that is 2 years from the date of the Loan Facility Agreement (17 May 2021) (Maturity Date), if not repaid before.

The amount drawn shall accrue interest at 7% per annum calculated on the daily balance of the amount drawn. The accrued interest is payable on the earlier of the date on which any outstanding financial accommodation provided under the facility is repaid in full and the Maturity Date.

ORA GOLD LIMITED
ABN 74 950 465 654

PROCEEDINGS ON BEHALF OF THE COMPANY

William Richmond commenced Proceedings on 1 June 2018 in the Federal Court of Australia against Ora Gold Limited (previously Thundelarra Limited)(Company) and Sandfire Resources NL (Sandfire) (Proceedings). Mr Richmond seeks unspecified damages from the Company and Sandfire. The claims primarily relate to allegations about the Company's and Sandfire's conduct prior to May 2012 in relation to Red Bore mining tenement M52/597.

The Company filed its defence on 19 October 2018. The Company denies liability in respect of the allegations the subject of the Proceedings and denies that Mr Richmond is entitled to any relief. The Company is of the opinion that Mr Richmond's allegations are without merit, and the Company will vigorously defend the Proceedings.

Given the status of the Proceedings, which is in its stages of preparing the Company's defence prior to trial, the Company is presently unable to reliably estimate the quantum of liability, if any, that it may incur in respect of the Proceedings.

AUDITOR'S INDEPENDENCE DECLARATION

The Auditor's Independence Declaration to the Directors of Ora Gold Limited is set out on page 3 and forms part of the Directors' Report for the period ended 31 March 2019.

This statement is signed in accordance with a resolution of the Directors:



Frank DeMarte
Executive Director

Perth, Western Australia

30 May 2019

30 May 2019

Board of Directors
Ora Gold Limited
Level 2, 47 Stirling Highway
NEDLANDS, WA 6009

Dear Sirs

RE: ORA GOLD LIMITED

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of Ora Gold Limited.

As Audit Director for the review of the financial statements of Ora Gold Limited for the period ended 31 March 2019, 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.

Yours faithfully

STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LTD
(Trading as Stantons International)
(An Authorised Audit Company)



Martin Michalik
Director

**CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER
COMPREHENSIVE INCOME
FOR THE HALF YEAR ENDED 31 MARCH 2019**

		Consolidated	
	Notes	31 March 2019	31 March 2018
		\$	\$
REVENUE FROM CONTINUING OPERATIONS			
Revenue	3(a)	12,330	64,609
Other income	3(b)	13,687	20,214
		<u>26,017</u>	<u>84,823</u>
EXPENDITURE			
Depreciation expenses		(29,731)	(29,743)
Employee benefits expenses	3(c)	(363,963)	(384,419)
Exploration expenses written off	3(d)	(718,065)	(2,648,587)
Administration expenses	3(e)	(436,199)	(257,938)
(Loss) from continuing operations before income tax expense		(1,521,941)	(3,235,864)
Income tax expense		-	-
Net (Loss) from continuing operations for the period		(1,521,941)	(3,235,864)
Other comprehensive income		-	-
Total comprehensive income/(loss) for the period		(1,521,941)	(3,235,864)
Net (Loss) attributable to:			
Members of the parent entity		(1,521,941)	(3,235,864)
Comprehensive income/(loss) attributable to:			
Members of the parent entity		(1,521,941)	(3,235,864)
Earnings per share for profit/(loss) from continuing operations attributable to the ordinary equity holders of the parent entity:			
		<u>Cents per share</u>	<u>Cents per share</u>
Basic earnings/(loss) for the half year	4	(0.24)	(0.51)
Diluted earnings/(loss) for the half year	4	(0.24)	(0.51)

The accompanying condensed notes form part of the financial statements.

ORA GOLD LIMITED
ABN 74 950 465 654

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2019**

		Consolidated	
	Notes	31 March 2019	30 September 2018
		\$	\$
ASSETS			
Current Assets			
Cash and cash equivalents	5	482,242	1,472,031
Trade and other receivables		5,805	19,107
Other financial assets		69,464	308,831
Total Current Assets		557,511	1,799,969
Non-Current Assets			
Other receivables		246,613	246,613
Property, plant and equipment		129,292	144,547
Total Non-Current Assets		375,905	391,160
TOTAL ASSETS		933,416	2,191,129
LIABILITIES			
Current Liabilities			
Trade and other payables		141,259	76,777
Provisions		257,816	200,028
Total Current Liabilities		399,075	276,805
Non-Current Liabilities			
Provisions		-	31,749
Total Non-Current Liabilities		-	31,749
TOTAL LIABILITIES		-	308,554
NET ASSETS		534,341	1,882,575
EQUITY			
Contributed equity	6	62,533,959	62,360,252
Reserves		8,224,373	8,224,373
Accumulated losses		(70,223,991)	(68,702,050)
TOTAL EQUITY		534,341	1,882,575

The accompanying condensed notes form part of the financial statements.

**CONDENSED STATEMENT OF CHANGES IN EQUITY
FOR THE HALF YEAR ENDED 31 MARCH 2019**

CONSOLIDATED	Issued Capital	Accumulated Profit / (losses)	Other reserves	Total Equity
	\$	\$	\$	\$
Balance at 1 October 2018	62,360,252	(68,702,050)	8,224,373	1,882,575
<i>Total comprehensive income for the period</i>				
Profit/(Loss) for the period	-	(1,521,941)	-	(1,521,941)
Other comprehensive income/(loss)	-	-	-	-
<i>Total comprehensive income/(loss) for the period</i>	-	(1,521,941)	-	(1,521,941)
<i>Transactions with owners recorded directly in equity:</i>				
Shares issued, net of transaction costs	173,707	-	-	173,707
Recognised value of share based payments	-	-	-	-
Balance at 31 March 2019	62,533,959	(70,223,991)	8,224,373	534,341

CONSOLIDATED	Issued Capital	Accumulated Profit / (losses)	Other reserves	Total Equity
	\$	\$	\$	\$
Balance at 1 October 2017	59,692,721	(63,566,540)	8,194,373	4,320,554
<i>Total comprehensive income for the period</i>				
Profit/(Loss) for the period	-	(3,235,864)	-	(3,235,864)
Other comprehensive income/(loss)	-	-	-	-
<i>Total comprehensive income/(loss) for the period</i>	-	(3,235,864)	-	(3,235,864)
<i>Transactions with owners recorded directly in equity:</i>				
Shares issued, net of transaction costs	2,667,531	-	-	2,667,531
Recognised value of share based payments	-	-	16,906	16,906
Balance at 31 March 2018	62,360,252	(66,802,404)	8,211,279	3,769,127

The accompanying condensed notes form part of the financial statements.

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE HALF YEAR ENDED 31 MARCH 2019**

		Consolidated	
	Notes	31 March 2019 \$	31 March 2018 \$
CASH FLOWS FROM OPERATING ACTIVITIES			
Payments to suppliers and employees		(550,683)	(848,055)
Interest received		18,676	63,991
Net cash flows (used in) operating activities		<u>(532,007)</u>	<u>(784,064)</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for exploration and evaluation expenditure		(499,634)	(2,330,966)
Payments for plant and equipment		(13,292)	(92,999)
Proceeds from sale of investment		57,437	-
Net cash flows (used in) investing activities		<u>(455,489)</u>	<u>(2,423,977)</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares and options		-	2,322,438
Share issue costs		(2,293)	(64,167)
Net cash flows (used in)/ from financing activities		<u>(2,293)</u>	<u>2,258,271</u>
Net (decrease) in cash and cash equivalents		(989,789)	(949,758)
Cash and cash equivalents at the beginning of the period		<u>1,472,031</u>	<u>4,630,313</u>
Cash and cash equivalents at the end of the period	5	482,242	3,680,555

The accompanying condensed notes form part of the financial statements

**CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE HALF YEAR ENDED 31 MARCH 2019**

(1) CORPORATE INFORMATION

This financial report includes the consolidated financial statements and notes of Ora Gold Limited (previously Thundelarra Limited) and its controlled entities ("Consolidated Entity or Group").

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

The consolidated half-year financial report is a general purpose financial report which has been prepared in accordance with AASB 134: *Interim Financial Reporting* and the Corporations Act 2001.

The half-year 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 the Consolidated Entity as the full financial report.

It is recommended that the half-year financial report be read in conjunction with the annual report for the year ended 30 September 2018 and considered together with any public announcements made by Ora Gold Limited and its controlled entities during the period ended 31 March 2019 in accordance with the continuous disclosure obligations of the ASX listing rules.

The half-year financial report complies with the Corporations Act 2001 and AASB 134 "Interim Financial Reporting."

Apart from the changes in accounting policy noted below, the accounting policies and methods of computation are the same as those adopted in the most recent annual financial report.

Changes in Accounting Policy

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.

All new, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been adopted early by the consolidated entity.

Basis of Consolidation

The half-year consolidated financial statements comprise the financial statements of Ora Gold Limited and its subsidiaries as at 31 March 2019 ('the Group').

Estimates

The preparation of the interim financial report requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this consolidated interim financial report, the significant judgements made by management in applying the consolidated entity's accounting policies and the key sources of estimation were the same as those that applied to the consolidated financial report as at and for the year ended 30 September 2018.

Principles of Consolidation

The interim consolidated financial statements comprise of Ora Gold Limited and its subsidiaries (the Group) as at 31 March 2019.

The financial statements of the subsidiary are prepared for the same reporting period as the Parent company, using consistent accounting policies. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

All intercompany balances and transactions, including unrealised profits arising from intra-group transactions, have been eliminated.

**CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE HALF YEAR ENDED 31 MARCH 2019**

Interests in Joint Ventures

A joint venture is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control. The Group recognises its interest in the jointly controlled operations by recognising the assets that it controls and the liabilities that it incurs. The Group also recognises the expenses that it incurs and its share of the income that it earns from the sale of goods or services by the jointly controlled operations.

Tax Consolidation

The Company and its wholly owned Australian subsidiaries have formed a tax consolidated group with effect from 1 October 2008. The head entity within the group is Ora Gold Limited (previously Thundelarra Limited).

Current income tax expenses/income and deferred tax liabilities and assets are recognised in the separate financial statements of members of the tax consolidated group using the 'separate taxpayer within the group' approach. This approach determines the tax obligations of entities within the tax consolidated group after accounting for any consolidated adjustments.

Any current tax liabilities/(assets) and deferred tax assets arising from unused tax losses of the subsidiaries are assumed by the head entity in the tax consolidated group and are recognised as amounts payable/(receivable) to/(from) other entities in the tax consolidated group.

Mineral Exploration and Evaluation

The application of the Group's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits are likely either from future exploitation or sale or where activities have not reached a stage which permits a reasonable assessment of the existence of reserves. The determination of a Joint Ore Reserves Committee (JORC) resource is itself an estimation process that requires varying degrees of uncertainty depending on sub-classification and these estimates directly impact the point of deferral of exploration and evaluation expenditure. The deferral policy requires management to make certain estimates and assumptions about future events or circumstances, in particular whether an economically viable extraction operation can be established. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalised, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalised is written off in the statement of comprehensive income in the period when the new information becomes available.

Exploration, evaluation and development costs are accumulated in respect of each separate area of interest. Exploration and evaluation costs are carried forward where right of tenure of the area of interest is current and they are expected to be recouped through sale or successful development and exploitation of the area of interest. When an area of interest is abandoned or the directors decide that it is not commercial, any accumulated costs in respect of that area are written off in the financial period the decision was made. Each area of interest is also reviewed at the end of each accounting period and accumulated costs written off to the extent that they may not be recoverable in the future. Amortisation is not charged on costs carried forward in respect of areas of interest in the development phase until production commences.

Going Concern

The financial statements have been prepared on a going concern basis.

The Group recorded a loss of \$1,521,941 for the half year ended 31 March 2019. Total exploration expenditure recognised in the half year is \$718,065. The Group has cash assets of \$482,242 as at 31 March 2019 and investments held for trading and available for sale valued at \$69,464 at the reporting date. The directors believe the going concern basis of preparation of the financial statements is appropriate.

In May 2019, the Company has agreed terms of an unsecured Loan Facility from Ioma Pty Ltd (**Ioma**), an entity associated with a director of the Company, Mr Philip Crabb, to assist the Company with its general working capital requirements. Ioma will provide the Company with funding of up to \$1,000,000.

The loan is repayable on the later of:

- (a) the date that is 2 years from the date of the first Drawdown; or
- (b) the date that is 2 years from the date of the Loan Facility Agreement (17 May 2021) (Maturity Date)

**CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE HALF YEAR ENDED 31 MARCH 2019**

if not repaid before.

The amount drawn shall accrue interest at 7% per annum calculated on the daily balance of the amount drawn. The accrued interest is payable on the earlier of the date on which any outstanding financial accommodation provided under the facility is repaid in full and the Maturity Date.

The Directors consider these funds, combined with additional funds from any capital raising to be sufficient for the planned expenditure on the mineral projects for the ensuing 12 months as well as for the corporate and administrative overhead costs. The Directors also believe that they have the capacity to raise additional capital should that become necessary. For these reasons, the Directors believe the going concern basis of preparation is appropriate.

3. REVENUE AND EXPENSES

Revenues and expenses from continuing operations:-

	Consolidated	
	31 March 2019	31 March 2018
	\$	\$
(a) Revenue		
Bank interest received and receivable	12,330	64,609
(b) Other Income		
Increase in market value of investments	-	20,214
Net gain on disposal of investment	13,687	-
	13,687	20,214
Total Revenues	26,017	84,823
(c) Employee Benefits Expense		
Salaries and wages	(363,963)	(367,513)
Share based payments	-	(16,906)
	(363,963)	(384,419)
(d) Exploration Expenditure written off		
Exploration costs written off	(718,065)	(2,648,587)
(e) Administration expenses		
General and other administrative expenses	(436,199)	(257,938)

4. EARNINGS / (LOSS) PER SHARE

	Consolidated	
	31 March 2019	31 March 2018
	\$	\$
Basic earnings/(loss) (cents per share)	(0.24)	(0.51)
Diluted earnings/(loss) (cents per share)	(0.24)	(0.51)
Weighted average number of ordinary shares on issue during the period used in the calculation of:		
• Basic earnings per share	643,073,905	633,920,692
• Diluted earnings per share	643,073,905	633,920,692

5. CASH AND CASH EQUIVALENTS

For the purposes of the half year Condensed Consolidated Statement of Cash Flows, cash and cash equivalents comprise the following:

**CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE HALF YEAR ENDED 31 MARCH 2019**

	Consolidated	
	31 March 2019	30 September 2018
	\$	\$
Cash at bank and in hand	78,457	169,142
Short-term deposits	403,785	1,302,889
	<u>482,242</u>	<u>1,472,031</u>

6. CONTRIBUTED EQUITY

(a) Issued and paid up capital

	Consolidated	
	31 March 2019	30 September 2018
	\$	\$
Ordinary shares		
Issued and fully paid	<u>62,533,959</u>	<u>62,360,252</u>

(b) Movement in ordinary shares on issue

	Number of Shares	Issue Price \$	Total \$
1/10/2018 Opening balance	635,095,883		62,360,252
Acquisition of Abbotts Gold Tenements	11,000,000	0.16	176,000
Less: share issue costs	-		(2,293)
At 31 March 2019	<u>646,095,883</u>		<u>62,533,959</u>

**CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE HALF YEAR ENDED 31 MARCH 2019**

6. CONTRIBUTED EQUITY (continued)

(b) Movement in options on issue

31 March 2019	Balance at the Beginning of the Period 1 October 2018	Issued During the Period	Exercised During the Period	Expired During the Period	Balance at the End of the Period 31 March 2019
Unquoted options exercisable at 6 cents each on or before 28 February 2019	11,500,000	-	-	(11,500,000)	-
Unquoted options exercisable at 8 cents each on or before 26 February 2021	3,000,000	-	-	-	3,000,000
Unquoted options exercisable at 6 cents each on or before 14 November 2019	4,350,000	-	-	-	4,350,000
Unquoted options exercisable at 7 cents each on or before 23 February 2022	8,000,000	-	-	-	8,000,000
Quoted options exercisable at 5 cents each on or before 30 September 2019	109,297,721	-	-	-	109,297,721
Unquoted options exercisable at 4 cents each on or before 18 December 2020	2,500,000	-	-	-	2,500,000
Total	138,647,721	-	-	(11,500,000)	127,147,721

**CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE HALF YEAR ENDED 31 MARCH 2019**

7. SEGMENT INFORMATION

Ora Gold Limited operates within the exploration industry in Australia.

8. SUBSEQUENT EVENTS

Since the end of the financial half year, the Directors are not aware of matter or circumstance not otherwise dealt with in this report or the Financial Statements, that has significantly 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 subsequent years, the financial effects of which have not been provided for in the 31 March 2019 half year financial statements.

Director provides Loan Facility

In May 2019, the Company has agreed to terms of an unsecured loan Facility for an amount of up to \$1 million from Ioma Pty Ltd ATF the Gemini Trust, an entity associated with a director of the Company, Mr Philip G Crabb to assist the Company with its general working capital requirements. The loan is repayable on the later of:

- (c) the date that is 2 years from the date of the first Drawdown; or
- (d) the date that is 2 years from the date of the Loan Facility Agreement (17 May 2021) (Maturity Date),

if not repaid before.

The amount drawn shall accrue interest at 7% per annum calculated on the daily balance of the amount drawn. The accrued interest is payable on the earlier of the date on which any outstanding financial accommodation provided under the facility is repaid in full and the Maturity Date.

9. CONTINGENT LIABILITIES

In the opinion of the Directors, there are no contingent liabilities as at 31 March 2019, and none have arisen as at the date of this financial report.

Proceedings on behalf of the Company

William Richmond commenced Proceedings on 1 June 2018 in the Federal Court of Australia against Ora Gold Limited (previously Thundelarra Limited) (Company) and Sandfire Resources NL (Sandfire) (Proceedings). Mr Richmond seeks unspecified damages from the Company and Sandfire. The claims primarily relate to allegations about the Company's and Sandfire's conduct prior to May 2012 in relation to Red Bore mining tenement M52/597.

The Company filed its defence on 19 October 2018. The Company denies liability in respect of the allegations the subject of the Proceedings and denies that Mr Richmond is entitled to any relief. The Company is of the opinion that Mr Richmond's allegations are without merit, and the Company will vigorously defend the Proceedings.

Given the status of the Proceedings, which is in its stages of preparing the Company's defence prior to trial, the Company is presently unable to reliably estimate the quantum of liability, if any, that it may incur in respect of the Proceedings.

**CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE HALF YEAR ENDED 31 MARCH 2019**

10. SHARE BASED PAYMENTS

(a) Recognised share based payment expenses

The expense recognised for services received during the period is shown in the table below:

	Consolidated	
	31 March 2019	31 March 2018
	\$	\$
Expense arising from options issued to Directors, employees and contractors	-	16,906

(b) Issue of Director and Employee Options

The Company has an Employee Share Option Plan in place which was approved by shareholders on 26 February 2016. During the 6 months ended 31 March 2019 there were 2,500,000 options granted or issued to employees during the reporting period. No options were granted or issued to Directors, employees or contractors during the reporting period ending 31 March ending 31 March 2019.

(c) Directors and Employee Options

The following table illustrates the number and weighted average exercise price of and the movements in share options issued during the period:

	Number of Options	WAEP \$
Outstanding at beginning of the period	29,350,000	0.06
Granted during the period	-	-
Exercised during the period	-	-
Lapsed during the period	(11,500,000)	(0.06)
Outstanding at end of the period	17,850,000	(0.07)
Exercisable at the end of the period	17,850,000	(0.07)

11. INTEREST IN JOINT VENTURES

The Consolidated Entity also has a number of interests in joint ventures to explore for uranium and other minerals. The Consolidated Entity's share of expenditure in respect to these exploration and evaluation activities is either expensed or capitalised depending on the stage of development and no revenue is generated.

The Consolidated Entity's share in these joint venture activities is as follows:

Joint Venture	Principal Activities	Percentage Interest 31/3/2019	Percentage Interest 30/9/2018
Red Bore JV	Base metals	90%	90%
Curara Well JV	Base metals	90%	90%
Breakaway JV	Base metals	20%	20%

**CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE HALF YEAR ENDED 31 MARCH 2019**

12. COMMITMENTS

In the opinion of the directors, there are no outstanding commitments or contingencies at 31 March 2019 and none were incurred in the interval between the period end and the date of this interim financial report other than:

(a) Mineral tenement expenditure commitments

	Consolidated	
	31 March 2019	30 September 2018
	\$	\$
Within one year	370,062	226,149
After one year but not more than five years	513,838	223,994
More than five years	189,753	-
	<u>1,073,653</u>	<u>450,143</u>

The Group has expenditure obligations with respect to mineral tenements and minimum expenditure requirements on mineral tenements that have not been recognised as a liability or payable in the financial statements. These include commitments relating to tenement lease rentals and the minimum expenditure requirements of the Western Australian and Northern Territory Mines Department attaching to the tenements and are subject to re-negotiation upon expiry of the exploration leases or when application for a mining licence is made.

If the Group decides to relinquish certain leases and/or does not meet these obligations, assets recognised in the statement of financial position may require review to determine the appropriateness of carrying values. The sale, transfer or farm-out of exploration rights to third parties will reduce or extinguish these obligations. These are necessary in order to maintain the tenements in which the Group and other parties are involved. All parties are committed to meet the conditions under which the tenements were granted in accordance with the relevant mining legislation in Western Australia.

(b) Operating Lease Commitments

	Consolidated	
	31 March 2019	30 September 2018
	\$	\$
Within one year	134,453	132,677
After one year but not more than five years	22,507	90,030
More than five years	-	-
	<u>156,960</u>	<u>222,707</u>

The Group has a commercial sub-lease on its corporate office premises. This is a non-cancellable lease expiring 1 June 2020 that has not been recognised as liability or payable in the financial statements.

(c) Bank Guarantee

As at the 31 March 2019, the Group has outstanding \$44,683 (2018: \$44,683) as a non-current guarantee provided by the Company's bank for corporate office lease.

(d) Bonds

As at the 31 March 2019, the Group has outstanding \$246,613 (2018: \$248,606) as non-current bonds provided by the Group's bank for mineral tenements in Australia.

DIRECTORS' DECLARATION

In accordance with a resolution of the directors of Ora Gold Limited (the Company), I state that:

In the opinion of the directors:

- (1) the financial statements and notes of the consolidated entity are in accordance with the Corporations Act 2001, including:
 - (a) giving a true and fair view of the financial position as at 31 March 2019 and the performance for the half-year ended on that date of the consolidated entity; and
 - (b) complying with Accounting Standard AASB 134: "Interim Financial Reporting" and the Corporations Regulations 2001; and
- (2) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

On behalf of the Board

Dated at Perth this 30 May 2019



Frank DeMarte
Executive Director

Perth, Western Australia

**INDEPENDENT AUDITOR'S REVIEW REPORT
TO THE MEMBERS OF
ORA GOLD LIMITED**

Report on the Half-Year Financial Report

We have reviewed the accompanying half-year financial report of Ora Gold Limited, which comprises the condensed consolidated statement of financial position as at 31 March 2019, the condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity, and condensed consolidated statement of cash flows for the half-year ended on that date, condensed notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration for Ora Gold Limited (the consolidated entity). The consolidated entity comprises both Ora Gold Limited (the Company) and the entities it controlled during the half year.

Directors' Responsibility for the Half-Year Financial Report

The directors of Ora Gold Limited are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) 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 March 2019 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 Ora Gold 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.

Whilst we considered the effectiveness of management's internal controls over financial reporting when determining the nature and extent of our procedures, our review was not designed to provide assurance on internal controls.

Our review did not involve an analysis of the prudence of business decisions made by the directors or management.

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*, has been provided to the directors of Ora Gold Limited on 30 May 2019.

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 Ora Gold 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 March 2019 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.

Material Uncertainty Regarding Going Concern

We draw attention to note 2 of the financial report, which describes that the financial report has been prepared on a going concern basis. At 31 March 2019 the Group had net assets of \$534,341, cash and cash equivalents of \$482,242 and net working capital of \$158,436. The Group had incurred a loss for the period ended 31 March 2019 of \$1,521,941 and had net cash outflows from operating activities of \$532,007 and from investing activities of \$455,489.

The ability of the Group to continue as a going concern and meet its planned exploration, administration, and other commitments is dependent upon the future successful raising of necessary funding through equity or borrowings, successful exploitation of the Group's exploration assets, and or sale of non-core assets. In the event that the Group cannot raise further equity, the Group may not be able to meet its liabilities as they fall due or realise its assets in the normal course of business.

Our conclusion is not modified in respect of this matter.

STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LTD
(Trading as Stantons International)
(An Authorised Audit Company)

Stantons International Audit & Consulting Pty Ltd



Martin Michalik
Director

West Perth, Western Australia
30 May 2019