29 July 2019

June 2019 Quarterly Report

HIGHLIGHTS

Corporate

 Extension of ASF Loan Facility to \$3.8 million and new financing arrangements post quarter end

Oil & Gas

- L15 site work under preparation
- EP487 commitment well fund raising underway

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Rey Resources Limited (ASX: REY) ("Rey" or "the Company") is focused on developing its oil and gas interests in the Canning and Perth Basins, Western Australia.

1. Oil and Gas

1.1 Fitzroy Blocks (EP457 and EP458)

The Fitzroy Blocks are located in the Canning Basin in the northwest of Western Australia (refer Figure 1 below). Ownership of the Fitzroy Blocks is Rey (via its wholly owned subsidiary Rey Oil and Gas Pty Ltd) (40%) and Buru Fitzroy Pty Ltd (**Buru Fitzroy**), a wholly owned subsidiary of Buru Energy Limited (ASX: BRU) (60% and Operator).

Rey holds a total 40% participating interest in the two blocks, but only has a 33.336% funding obligation until commercial production. This is due to a Funding Agreement whereby Buru Energy Ltd free carries 6.664% of Rey's 40% participating interest. Buru will continue to be the Operator for future exploration work.

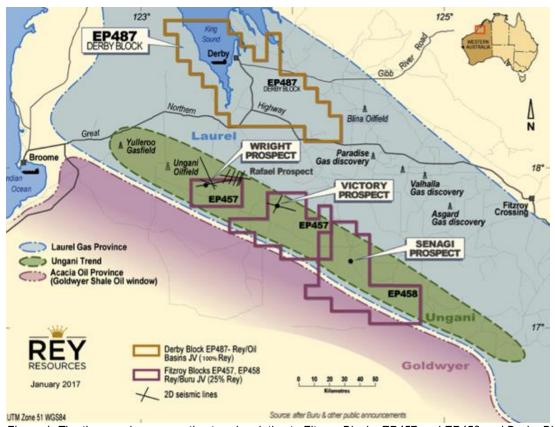


Figure 1: The three major prospective trends relative to Fitzroy Blocks EP457 and EP458 and Derby Block EP487.

An independent scientific inquiry into the hydraulic fracturing (fracking) process was completed and the report from the panel was delivered to the Western Australian Government in September 2018. However, the Government is still considering the potential imposition of new and additional regulations. In light of the uncertainty of the outcome of these deliberations, applications for further 12 month suspensions to the commencement of Year 1 and 12 month extensions to the permit terms of EP 457 and EP 458 were lodged with the regulator (DMIRS) on 7 January 2019 (STP-EPS-0299 and STP-EPS-0300 respectively). These applications were approved on 16 January 2019 and the requirement to complete the acquisition of a magneto-telluric geophysical survey in each permit to fulfil the Year 1 work program obligation has therefore been deferred until March 2021.

During the quarter, the Western Australian Government (the Government) continued to consider the final report from the independent scientific inquiry into the hydraulic fracturing (fracking) process. The final report was delivered to the Government on 12 September 2018 (just over one year after the inquiry panel was established on 5 September 2017) and included 91 findings and 44 recommendations.

The Government announced on 8 July 2019 (i.e. subsequent to the end of the quarter) that it had approved an Implementation Plan (the Plan) following its consideration of the final report from the independent scientific inquiry panel. The Government also announced that a steering group made up of senior officials from key government agencies developed the Plan and had been tasked with overseeing the implementation of the actions resulting from the Government's policy decisions relating to the findings and recommendations of the report. The Government has also stated its intention to implement the recommendations and policy decisions by the end of 2020.

As previously reported, applications for further 12 month suspensions to the commencement of Year 1 and 12 month extensions to the permit terms of EP 457 and EP 458 were submitted to the regulator (DMIRS) due to the uncertainty of the outcome of the Government's deliberations on the final report. Following the approval of these applications by the regulator on 16 January 2019, the requirement to complete the acquisition of a magneto-telluric geophysical survey in each permit to fulfil the Year 1 work program obligation has been deferred until March 2021.

As outlined in the report for the previous quarter, a trial 2D seismic reprocessing program was completed and resulted in marked improvement in the quality of the sub-surface image. Technical work was also conducted and a number of anomalous gravity and seismic features that may be interpreted as isolated Late Devonian carbonate build-ups have been identified. These activities provide sufficient encouragement for a larger seismic reprocessing program potentially involving up to several hundred line kilometres of vintage 2D data across both EP 457 and EP 458 and this remains under consideration. The possible acquisition of a new 2D seismic survey may also be considered.

1.2 Derby Block (EP487)

The Company currently holds a 100% interest in petroleum exploration permit EP487, the Derby Block, via its 100% owned subsidiaries Rey Lennard Shelf Pty Ltd and Rey Derby Block Pty Ltd.

The Derby Block is considered to be predominantly a Wet Laurel Basin Centred Gas play (**BCG**) which is regionally extensive throughout the Canning Basin (refer Figure 2) and has been the subject of exploration elsewhere in the Canning Basin by other parties in 2015, resulting in encouraging flow tests by Buru at Valhalla and Asgard (refer to various BRU ASX releases including releases dated 20 January 2016 and 18 April 2016).

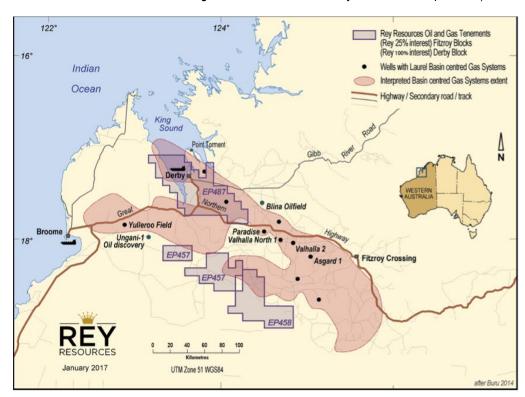


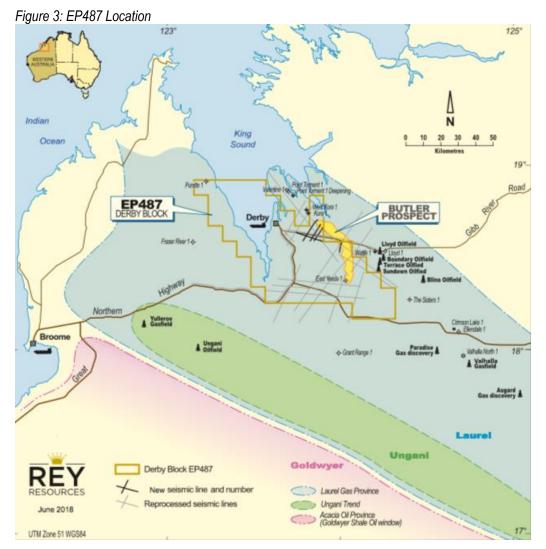
Figure 2: Interpreted extent of the Laurel Basin gas system in relation to Rey's petroleum interests (after Buru and others).

On 20 March 2018, Rey was granted a suspension and extension of the current year commitments for EP487. The one well commitment has been deferred by 12 months to the end of 2019.

On 31 December 2018, Rey entered into a binding letter of intent (Agreement) with Doriemus PLC (**Doriemus**) (ASX: DOR) pursuant to which Doriemus, subject to the completion of due diligence and fulfilling certain conditions precedent, agreed to farmin to EP487. On 28 March 2019, Rey announced that definitive documentation (subject to the usual Government approvals), including a binding Farmout Agreement which comprises an agreed form Joint Operating Agreement (**Agreements**) had been executed with Doriemus for EP487. Pursuant to the Agreements, Doriemus is to drill the commitment well on EP487 at its own cost, in an endeavour to confirm the Butler Prospect potential. Subject to Doriemus raising sufficient funds by end of June 2019 (which was extended to 31 July 2019 during the quarter) and completing the well within 12 months, and subject to government approvals, Doriemus will be assigned 50% of the EP487 permit as well as the Operatorship. Rey has the right to terminate the Agreements if Doriemus has not raised funds by 31 July 2019.

Doriemus may at any time by notice to Rey terminate the farmin and assign back all earned interests to Rey. The farm-in arrangements of EP487 will also be terminated if Doriemus is unable to raise the necessary funds to enable the drilling of the EP487 well within 6 months.

On 11 April 2019 Doriemus and Buru Energy Limited (**Buru**) jointly announced that an independent review of the prospective gas and liquids resources of the Butler prospect, which straddles EP487 and EP129 (100% Buru), was undertaken by ERC Equipoise Pte Ltd who had confirmed the view that the Butler prospect has the potential to host a very significant gas and liquids accumulation. See Doriemus and Buru joint announcement, as cross released on Rey's ASX platform on 11 April 2019, for full details. The new resources result is under review by Rey during the period.



1.3 Lennard Shelf Blocks

EP104, R1 and L15

Rey holds a 100% interest in the Lennard Shelf Blocks, comprising EP104, a Retention Lease (R1) and one Production Licence (L15). The Lennard Shelf Blocks are situated to the north of Rey's existing interests in the Canning Basin petroleum exploration licence, EP487 covering a total area of approximately 1,145 km² and are considered prospective for conventional oil and tight gas.

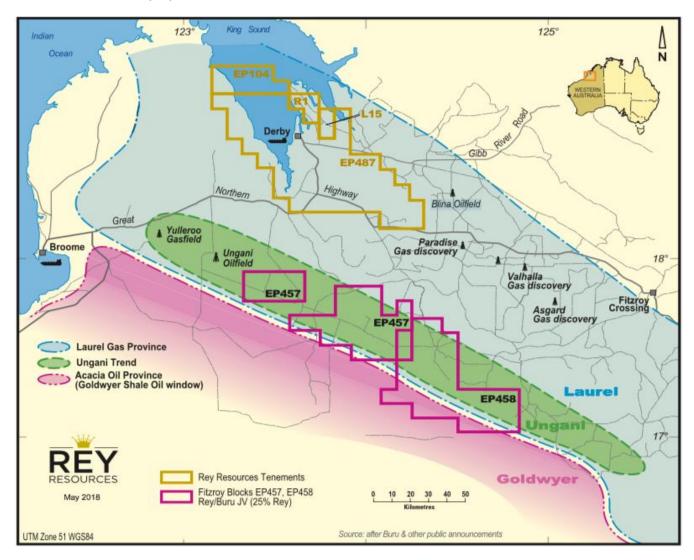


Figure 4: Location of Lennard Shelf Block and Rey's other oil and gas interests in the Canning Basin.

On 31 December 2018, Rey entered into a binding letter of intent with Doriemus plc (Doriemus) (ASX: DOR) pursuant to which Doriemus, subject to the completion of due diligence and fulfilling certain conditions precedent, agreed to farmin to Production Licence 15 (L15).

On 5 March 2019, Rey announced that it had entered into definitive documentation (subject only to the usual Government approvals), including a binding Farmout Agreement which comprises an agreed form Joint Operating Agreement (**Agreements**) with Doriemus for L15. Pursuant to the Agreements, Doriemus is to fund A\$1 million in development work on L15, in an endeavour to bring the West Kora 1 well (which is located within L15) into economic production.

Subject to Doriemus funding the \$1 million field development plan over the next 12 months, Doriemus will be assigned 50% of the L15 permit. On completion, and subject to obtaining government approvals, Doriemus will be appointed the Operator for L15. Doriemus planned the on-site work during the quarter.

As requested by the traditional owner, Rey has scheduled the heritage survey on 11 July 2019 for the coming geochemical survey in R1 and well inspection work in L15. A drafted heritage protection agreement has also been received and reviewed by Rey.

About L15

West Kora 1 is located within L15 (Production Licence) which is located on the Lennard Shelf, onshore Canning Basin, Western Australia. It comprises two graticular blocks covering an area of 163.46 square kilometres. L15 was granted on 1 April 2010 for a period of 21 years.

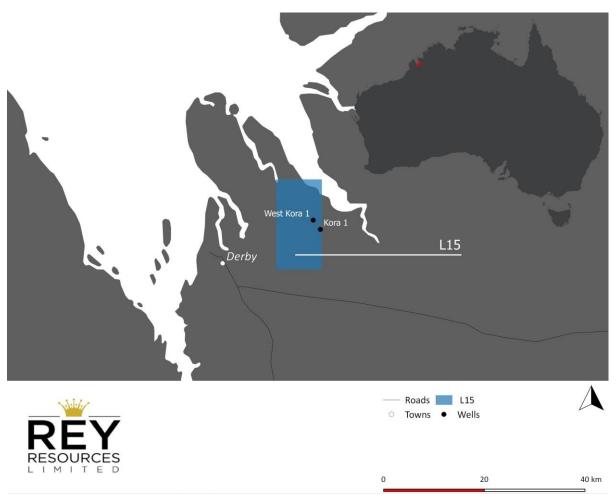


Figure 5: Map of L15 including locations of West Kora 1 Well

2. Coal

The Duchess Paradise Project ("**DP**") is a thermal coal project located in the Canning Basin of Western Australia and is partly contiguous with the Fitzroy Blocks. It has a reported Mineral Resource of 305.8Mt (JORC 2012 Code). Rey is negotiating an Access Deed with the only objector to remove the only objection to the Mining Licence Application. That Warden's Court will give the final decision once Rey and the objector have reached agreement. During June quarter, Rey revised the Access Deed further to reflect the last discussion with objector and has sent back to the objector for final review.

Duchess Paradise P1-seam Resources - October 2014 (JORC 2012 Code)

Duchess Paradise Resources Estimate (in-place, with in situ moisture) Million Tonnes ¹					
Measured	Indicated	Inferred	Inferred	Total	Total
		(Interpolated	(Extrapolated	Inferred	
60.2	78.5	51.3	115.7	167.1	305.8

^{1.} Some values do not sum due to rounding.

The Company continues to investigate potential opportunities for the DP Project to maximise shareholder value.

Following an internal review of its previously reported Ore Reserves in 2017, the Company considered that a review of the Definitive Feasibility Study ("DFS") was warranted given that the initial DFS was undertaken six years ago. Consequently, on 20 September 2017 the Company withdrew its Ore Reserves pending the outcome of this review and decided to update the DFS. Rey has fully reviewed the proposed work program for DFS phase 2 update prepared by LDO during the quarter and is consulting with mining services contractor for further comments.

3. Corporate

As at 30 June 2019, Rey had a loan facility for \$3,800,000 with ASF Group Limited (**ASF Loan Facility**), a \$500,000 outstanding loan from Wanyan Liu, a substantial shareholder in the Company (**Liu Loan #1**) and, as announced on 18 April 2019, a second loan from with Wanyan Liu for \$3,000,000 (**Liu Loan #2**). The Liu Loan #2 was used to repay \$2,500,000 of the ASF Loan Facility (which remains available for re-draw pursuant to the terms of the ASF Loan Facility) and to provide general working capital.

As at 30 June 2019, the Company had fully drawn down the Liu Loans #1 and #2 and had \$2.35 million remaining for draw down from the ASF Loan Facility.

Post the end of the June quarter, as announced on 17 July 2019, the Company entered into a third Loan Agreement with Wanyan Liu, pursuant to which a further loan facility of up to \$3,000,000 has been provided to the Company. The third loan will be used to repay the balance of the ASF Loan Facility and support future working capital needs.

Competent Persons Statements

Coal Resources Estimate

The estimate of P1-seam Resources in the Duchess Paradise area was first reported to ASX on 28 October 2014, in accordance with:

- "The Australian Guidelines for Estimating and Reporting of Inventory Coal, Coal Resources and Coal Reserves" 2003 Edition prepared by the Coalfields Geology Council of New South Wales and the Queensland Mining Council:
- JORC Code, 2012 Edition, and as adopted by the Australian Stock Exchange; and
- ASX Companies Update 03/07 and the JORC paper of June 19th 2007, Guidance for Practitioners.

The P1-seam Resources estimate and discussion presented in this report is based on information supplied by Rey Resources or by companies employed by Rey Resources, as well as information collected during exploration activities under the guidance of Rey Resources. The information was approved by consultants to the Company Mr K. Scott Keim, C.P.G Area Manager, Senior Principal for Cardno, and Mr Ronald H. Mullennex, C.P.G., C.G.W.P., Senior Principal for Cardno. The Company confirms that the form and context in which the information is presented has not been materially modified and it is not aware of any new information or data that materially affects the information included in the relevant market announcements, as detailed in the body of this announcement.

Mr Keim has over 32 years of experience in coal-related work, including but not limited to coal exploration and coal reserve/resource estimation. He is a member of the Society of Mining, Metallurgy, and Exploration (SME), which is part of The American Institute of Mining, Metallurgy, and Petroleum Engineers (AIME). He is also a member of the American Institute of Professional Geologists (AIPG). He has served as a member of the Board of Directors of The Penn State Research Foundation, and on the Advisory Board to the Virginia Center for Coal and Energy Research, affiliated with the Virginia Polytechnic Institute and State University. Mr Keim holds a Bachelor of Science degree from The Pennsylvania State University. His education and experience qualify him as a Competent Person as defined in the JORC Code. 2012 Edition.

Mr Mullennex has over 40 years of experience in diverse geologic and hydrogeologic applications related to all aspects of coal geology. One of his specific areas of expertise involves application of stratigraphic and deposystem analysis to coal resource and reserve delineation and mineability determination. Mr Mullennex is a member of the American Institute of Professional Geologists, the Association of Engineering Geologists, the Geological Society of America (Coal Geology and Hydrogeology Divisions), SME of AIME, Association of Ground Water Scientists and Engineers (division of National Ground Water Association), International Mine Water Association, and the American Society of Mining and Reclamation. Mr Mullennex holds both Bachelor of Science and Master of Science degrees in Geology from West Virginia University. He has served on the Visiting Committee for the Department of Geology and Geography at WVU. His education and experience qualify him as a Competent Person as defined in the JORC Code, 2012 Edition.

Petroleum Exploration

The technical information quoted for the Derby Block has been compiled and/or assessed by Mr. Keven Asquith who is a qualified petroleum reserves and resources evaluator. Mr Asquith is Director of 3D-GEO Pty Ltd and has over 30 years of geotechnical experience in the Petroleum Industry, as well as seven years of Project Management in the Government Sector. His experience includes four years at ESSO Resources Canada, 16 years at BHP Petroleum in Melbourne and the 10 years consulting at 3D-GEO. Keven has an Honours BSc in Geology and a Diploma in Project Management. He has been a member of the American Association of Petroleum Geologists for over 25 years. The Company confirms that the form and context in which the information is presented has not been materially modified and it is not aware of any new information or data that materially affects the information included in the relevant market announcements, as detailed in the body of this announcement.

The technical and the prospective reserves and resources information quoted for L15 is quoted from Rey's announcement on 14 May 2018 and was compiled and/or assessed by Mr Doug Barrenger. Mr Doug Barrenger received a BSc degree (geology) from the Australian National University and a Graduate Diploma in computing Science from the Queensland University of Technology. He has more than 35 years of experience in the petroleum industry. He has written numerous Independent Expert Reports, Resource Reports and Acreage and Resource Valuations, for IPO on several stock exchanges. He was the General Manager Subsurface at Exoma Energy through 2012 and is a founding partner of Fluid Energy Consultants (2013). He is a member of the Petroleum Exploration Society of Australia (PESA), the Society of Petroleum Engineers (SPE) and a thirty five-year, Active Member of the American Association of Petroleum Geologists (number 330431). The Company confirms that the form and context in which the information is presented has not been materially modified and it is not aware of any new information or data that materially affects the information included in the relevant market announcements, as detailed in the body of this announcement.

Corporate Directory

Board of Directors

Min Yang Non-executive Chairman

Wei Jin Managing Director

Geoff Baker Non-executive Director

Dachun Zhang Independent Non-executive Director
Zhiliang Ou Independent Non-executive Director

Louis Chien Alternate Non-Executive Director (alternate to Min Yang)

Company Secretary

Shannon Coates

Capital Structure

Rey Resources is listed on the Australian Securities Exchange (ASX: REY) and had 212,188,439 ordinary shares on issue as at 30 June 2019.

Share Registry

Boardroom Pty Limited

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Sydney NSW 2000 Australia

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Registered Office

Suite 5, 62 Ord Street

West Perth WA 6005 Australia

Tel: +61 2 8259 9620 info@reyresources.com www.reyresources.com

Tenement Tenure Status (as at 30 June 2019)

Tenure ID¹	Tenure Type	Holder (wholly-owned Rey subsidiary company)	Ownership% begin quarter	Ownership% end quarter
	Mineral Licences			
E04/1386	Exploration Licence	Blackfin Pty Ltd	100	100
E04/1519	Exploration Licence	Blackfin Pty Ltd	100	100
E04/1770	Exploration Licence	Blackfin Pty Ltd	100	100
M04/0453	Mining Lease Application	Blackfin Pty Ltd	100	100
	Petroleum Permits			
EP457	Exploration Permit	Rey Oil and Gas Pty Ltd	25	40
EP458	Exploration Permit	Rey Oil and Gas Pty Ltd	25	40
EP487 ^{2,3}	Exploration Permit	RLS	50	50
EP487 ^{2,3}	Exploration Permit	RDB	50	50
L15 ³	Production Licence	Gulliver Productions	100	100
R1	Retention Licence	Gulliver Productions	100	100
EP104	Exploration Permit	Gulliver Productions	100	100

¹ All tenements are located in Western Australia.

Royalties attaching to EP487: RLS may, at its election, on the grant of a production licence on EP487, either: grant Backreef Oil Pty Ltd a 1% royalty on sales proceeds from future production from its interest in EP487; or pay \$2 million to Backreef.

³ Subject to farmin by Doriemus Plc., as first announced on 31 December 2018, with Doriemus to earn 50% operating interest on completion.

+Rule 5.5

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10, 01/05/13, 01/09/16

Name of entity

REY RESOURCES LIMITED ABN Quarter ended ("current quarter") 84 108 003 890 30 June 2019

Cor	solidated statement of cash flows	Current quarter \$A'000	Year to date (12 months) \$A'000
1.	Cash flows from operating activities		
1.1	Receipts from customers		
1.2	Payments for		
	(a) exploration & evaluation	(451)	(850)
	(b) development	-	-
	(c) production	-	-
	(d) staff costs	(35)	(205)
	(e) administration and corporate costs	(178)	(916)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	-	-
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Research and development refunds	-	-
1.8	Other (Refund of Rental Bond)	-	-
1.9	Net cash from / (used in) operating activities	(664)	(1,971)

2.	Cash flows from investing activities
2.1	Payments to acquire:
	(a) property, plant and equipment
	(b) tenements (see item 10)
	(c) investments
	(d) other non-current assets

⁺ See chapter 19 for defined terms

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Con	solidated statement of cash flows	Current quarter \$A'000	Year to date (12 months) \$A'000
2.2	Proceeds from the disposal of:		
	(a) property, plant and equipment	-	-
	(b) tenements (see item 10)	-	-
	(c) investments	-	-
	(d) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	Net cash from / (used in) investing activities	-	(480)

3.	Cash flows from financing activities		
3.1	Proceeds from issues of shares	-	-
3.2	Proceeds from issue of convertible notes	-	-
3.3	Proceeds from exercise of share options	-	-
3.4	Transaction costs related to issues of shares, convertible notes or options	-	-
3.5	Proceeds from borrowings	3,150	5,010
3.6	Repayment of borrowings	(2,500)	(2,500)
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Share buy back	(61)	(67)
3.10	Net cash from / (used in) financing activities	589	2,443

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	103	36
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(664)	(1,971)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	-	(480)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	589	2,443
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	Cash and cash equivalents at end of period	28	28

⁺ See chapter 19 for defined terms 1 September 2016

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5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1	Bank balances	28	103
5.2	Call deposits	-	-
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	28	103

6.	Payments to directors of the entity and their associates	Current quarter \$A'000
6.1	Aggregate amount of payments to these parties included in item 1.2	82
6.2	Aggregate amount of cash flow from loans to these parties included in item 2.3	-
6.3 Include below any explanation necessary to understand the transactions included in items 6.1 and 6.2		
Directo	or fees (\$33,875), Consulting fees (\$47,632)	

7.	Payments to related entities of the entity and their associates	Current quarter \$A'000
7.1	Aggregate amount of payments to these parties included in item 1.2	-
7.2	Aggregate amount of cash flow from loans to these parties included in item 2.3	-
7.3	Include below any explanation necessary to understand the transaction items 7.1 and 7.2	ns included in

+ See chapter 19 for defined terms 1 September 2016 Page 3

8.	Financing facilities available Add notes as necessary for an understanding of the position	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
8.1	Loan facilities	7,300	4,950
8.2	Credit standby arrangements	-	-
8.3	Other (please specify)	-	-

8.4 Include below a description of each facility above, including the lender, interest rate and whether it is secured or unsecured. If any additional facilities have been entered into or are proposed to be entered into after quarter end, include details of those facilities as well.

The total facility amount as at quarter end comprises a loan facility for \$3,800,000 with ASF Group Limited (**ASF Loan Facility**), a \$500,000 outstanding loan from Wanyan Liu, a substantial shareholder in the Company (**Liu Loan #1**) and, as announced on 18 April 2019, a second loan from with Wanyan Liu for \$3,000,000 (**Liu Loan #2**). The Liu Loan #2 was used to repay \$2,500,000 of the ASF Loan Facility (which remains available for re-draw pursuant to the terms of the ASF Loan Facility) and to provide general working capital.

As at 30 June 2019, the Company had fully drawn down the Liu Loans #1 and #2 and had \$2.35 million remaining for draw down from the ASF Loan Facility.

Post the end of the June quarter, as announced on 17 July 2019, the Company entered into a third Agreement with Wanyan Liu pursuant to which a further loan facility of up to \$3,000,000 has provided to the Company (**Liu Loan #3**). Liu Loan #3 will be used to repay the balance of the ASF Loan Facility and support future working capital needs.

9.	Estimated cash outflows for next quarter	\$A'000
9.1	Exploration and evaluation	312
9.2	Development	-
9.3	Production	-
9.4	Staff costs	29
9.5	Administration and corporate costs	278
9.6	Other (provide details if material)	-
9.7	Total estimated cash outflows	619

10.	Changes in tenements (items 2.1(b) and 2.2(b) above)	Tenement reference and location	Nature of interest	Interest at beginning of quarter	Interest at end of quarter
10.1	Interests in mining tenements and petroleum tenements lapsed, relinquished or reduced				
10.2	Interests in mining tenements and petroleum tenements acquired or increased				

1 September 2016

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⁺ See chapter 19 for defined terms

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Jamon Cootso

		29 July 2019
Sign here:	(Director /Company secretary)	Date:
	SHANNON COATES	
Print name:		

Notes

- 1. The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity that wishes to disclose additional information is encouraged to do so, in a note or notes included in or attached to this report.
- 2. If this quarterly report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, AASB 6: Exploration for and Evaluation of Mineral Resources and AASB 107: Statement of Cash Flows apply to this report. If this quarterly report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
- 3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.

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⁺ See chapter 19 for defined terms