



(ACN 100 714 181)

## **Annual Report**

For the year ended 30 June 2020

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	<b>Page</b>
Corporate Directory	3
Directors' Report	4
Auditor's Independence Report	12
Directors Declaration	13
Statement of Comprehensive Income	14
Statement of Financial Position	15
Statement of Cash Flows	16
Statement of Changes in Equity	17
Notes to the Consolidated Financial Statements	18
Independent Audit Report	37
ASX Additional Information	41
Corporate Governance Statement	44

ACN: 100 714 181

**ASX Code: KRR**

King River Resources Limited shares are listed on the Australian Stock Exchange (ASX)

**DIRECTORS**

Anthony Barton (Chairman)

Leonid Charuckyj (Director)

Greg MacMillan (Director)

**COMPANY SECRETARIES**

Greg MacMillan  
Kathrin Gerstmayr

**REGISTERED OFFICE**

254 Adelaide Tce  
Perth WA 6000  
Tel: (08) 9221 8055  
Fax: (08) 9325 8088  
Email: [info@kingriverresources.com.au](mailto:info@kingriverresources.com.au)

**SOLICITORS**

Fairweather Corporate Lawyers  
589 Stirling Highway  
Cottesloe WA 6011

**BANKERS**

ANZ Banking Corporation  
77 St George's Terrace  
Perth WA 6000

**SHARE REGISTER**

Automatic Group  
Level 2, 267 St Georges Terrace  
Perth WA 6000

**AUDITORS**

Ernst and Young  
11 Mounts Bay Road  
Perth WA 6000

**INTERNET ADDRESS**

[www.kingriverresources.com.au](http://www.kingriverresources.com.au)

The directors submit their report for King River Resources Limited ("King River" or "the Company") and its controlled entities for the year ended 30 June 2020.

## **DIRECTORS**

The names and details of the Company's directors in office during the financial year and until the date of this report are as follows below. The directors were in office for the entire period unless otherwise stated. No director has served as a director of any other ASX Listed Company in the past 3 years unless mentioned below.

### **Anthony Barton**

#### **Chairman**

#### **Appointed 21 May 2007**

Mr Barton has been involved in founding and growing a number of successful listed public companies. He has extensive experience in capital markets, corporate finance, funds management and venture capital and has had advisory roles in the incorporation and listing of many Australian based resource companies.

Mr Barton is the founding Executive Chairman of the boutique investment bank Australian Heritage Group. He is a graduate of the Royal Melbourne Institute of Technology with a Bachelor of Business (Accountancy) degree and has in excess of 40 years of commercial experience having also acted in senior executive and director capacities for two leading Australian stockbroking firms. Mr Barton was a non-executive director of ASX listed Spectrum Metals Limited from 6 April 2011 to 8 March 2017.

### **Leonid Charuckyj**

#### **Director**

#### **Appointed 13 December 2011**

Mr. Charuckyj (B.E. and M.Eng-Sc. Melbourne University) has had extensive experience over a broad range of technical, engineering, management and corporate roles including senior positions in government, public and private industry both in Australia and overseas. His focus has been on the environmental, pollution control and waste management industries and on the energy and mining industries amongst others.

This has included such diverse roles as representing Australia as an expert engineering advisor in the Middle East, developing and commercialising new technologies (both in the public company arena and for major international groups), and managing all aspects of an industrial minerals development from mine and processing to product development and marketing. Mr Charuckyj was a non-executive director of ASX listed Spectrum Metals Limited from 22 December 2011 to 9 March 2018.

### **Gregory MacMillan**

#### **Director - Appointed 2 July 2014**

#### **Joint Company Secretary - Appointed 9<sup>th</sup> August 2012**

Mr. MacMillan has wide ranging corporate, financial, capital markets and commercial experience over the last 35 years. Greg has held the positions of director, company secretary, chief financial officer, and corporate finance executive in numerous companies across the finance, mining and commercial sectors. Greg holds a Bachelor of Business degree, is a Certified Practising Accountant and a Chartered Company Secretary.

## **COMPANY SECRETARY**

### **Kathrin Gerstmayr**

#### **Joint Company Secretary**

#### **Appointed 4 April 2019**

Ms. Gerstmayr commenced her career working for a chartered accounting and business advisory firm as tax manager, before moving into senior finance roles in a variety of industries. She holds a Bachelor of Commerce degree (Professional Accounting and Marketing Management). Kathrin is a member of CPA Australia, a certificated member of the Governance Institute of Australia and studying towards her Chartered Governance Professional qualification

## **NATURE OF OPERATIONS AND PRINCIPAL ACTIVITIES**

King River has established a portfolio of 100% owned tenements covering approximately 3,289 square kilometres in the East Kimberley region in Western Australia. The principal activities of the entities within the Group during the year were focusing on exploration and development of the tenements in the East Kimberley region of Western Australia. King River has also established a portfolio of 100% owned tenements covering approximately 6,563 square kilometres, in the Tennant Creek region of the Northern Territory.

## OPERATIONS REPORT

The primary focus of King River Resources during the 2020 financial year was the advancement of metallurgical studies on the Company's Specialty Metals project located on the Speewah Dome, in the Eastern Kimberley. The Company's main objective is to design the optimal process route to produce high purity alumina, vanadium, titanium, magnesium and iron. The Company has also enjoyed further success with high grade gold and base metals exploration at Mt Remarkable, located some 120 kilometres South of Speewah.

## INTERESTS IN THE SHARES AND OPTIONS OF THE COMPANY

As at the date of this report, the interests of the directors in the shares of the Company were

		Ordinary Shares	Options Over Ordinary Shares
Anthony Barton	Chairman	104,660,157 <sup>1</sup>	2,272,730 <sup>1</sup>
Leonid Charuckyj	Director	18,162,121 <sup>2</sup>	900,000 <sup>2</sup>
Greg MacMillan	Director	35,648,109 <sup>3</sup>	909,092 <sup>3</sup>
<b>Total</b>		<b>158,470,387</b>	<b>4,081,822</b>

<sup>1</sup> 40,778,058 of the shares and 909,092 options are held by Mr AP Barton and Mrs CH Barton as trustee for the Barton Family Superannuation Fund of which Mr Barton is a director and a beneficiary, 25,022,244 of the shares and 454,546 options are held by Barton & Barton Pty Ltd of which Mr Barton is a director and shareholder, 31,992,238 of the shares and 454,546 options are held by Universal Oil (Australia) Pty Ltd of which Mr Barton is a director and a shareholder, and 6,867,617 of the shares and 454,546 options are held by Harvey Springs Estate Pty Ltd of which Mr Barton is a director and a shareholder.

<sup>2</sup> 1,050,699 shares and 450,000 options are held in Mr L Charuckyj's personal name, 4,939,754 of the shares are held by Mr L Charuckyj & Mrs CM Charuckyj as trustee for the ZETA Super Fund of which Mr Charuckyj is a trustee and beneficiary, 12,171,668 of the shares and 450,000 options are held by Temtor Pty Ltd of which Mr Charuckyj is a director and shareholder.

<sup>3</sup> 35,648,109 shares and 909,092 of the options are held by GDM Services Pty Ltd as trustee for the GDM Services Trust and GDM Services Superannuation Fund of which Mr MacMillan is a director and beneficiary.

## CORPORATE STRUCTURE

King River is a company limited by shares that is incorporated and domiciled in Australia. King River has fully owned subsidiaries:

- Speewah Mining Pty Ltd
- Treasure Creek Pty Ltd
- Kimberley Gold Pty Ltd
- Whitewater Minerals Pty Ltd

The Group has prepared a consolidated financial report incorporating the entities (being 100% owned subsidiaries) that it controlled during the financial year.

## REVIEW OF CONSOLIDATED FINANCIAL CONDITION

The consolidated entity recorded an operating loss after income tax of \$1,115,536 (2019: \$804,862 loss). There was no dividend declared or paid during the year.

## CAPITAL STRUCTURE

As at the date of this report the Company had 1,553,524,947 fully paid ordinary shares. There were also 152,443,342 listed options over ordinary shares on issue and 7,000,000 unlisted options over ordinary shares on issue (2019: 11,500,000). Details of the terms of the unlisted options are outlined in Note 18 of the consolidated financial statements.

## CASH FROM OPERATIONS

The net cash outflow used for operating activities was \$132,410 (2019: \$986,541). The cash balance at year end was \$578,179.

LOSS PER SHARE	2020	2019	2018	2017	2016
Basic and diluted loss per share (cents)	(0.09)	(0.06)	(0.09)	(0.07)	(0.04)
Share price	0.033	0.028	0.097	0.007	0.007

## SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

During the financial year the following significant change was made to the Company's equity:

On 14 August 2019 the Company issued 10,000,000 shares to Ken Rogers at the market price of 3.2 cents per share, the shares have been issued for his services towards achieving the prefeasibility study and bankable feasibility study milestones. The shares will be subject to trading restrictions and 5,000,000 of the shares will be voluntary escrowed until the completion of the prefeasibility study and 5,000,000 of the shares will be voluntary escrowed until the completion of a bankable feasibility study. The shares have been funded by a limited recourse loan from the Company with a 4 year term and zero interest rate, the loan is repayable at the end of the term or from the proceeds of any shares sold after escrow release.

In March 2020, the COVID-19 outbreak was declared a pandemic by the World Health Organization. This event has had no significant impact on the Group.

## SIGNIFICANT EVENTS AFTER THE BALANCE DATE

On 19 August 2020 the Company completed a Security Purchase Plan ("SPP") and raised \$7,861,240 from the issue of 238,219,725 shares and 152,443,342 options. The issue price for each share under this SPP was \$0.033 plus 1 free attaching option for every 2 shares issued. Each option has an exercise price of \$0.06 and expiry date of 31 July 2022.

On 27 July 2020 the Company completed a Placement from professional and sophisticated investors and raised \$2,000,000 from the issue of 66,666,669 shares and 33,333,335 options. The issue price for each share under the Placement was \$0.03 plus 1 free attaching option for every 2 shares issued. The options have an exercise price of \$0.06 and an expiry of 31 July 2022.

## LIKELY DEVELOPMENTS AND EXPECTED RESULTS

The consolidated entity's primary focus is on the completion of a pre-feasibility study on the Company's Specialty Metals project located on the Speewah Dome and exploration of the Company's gold project at Treasure Creek and Mt Remarkable.

## ENVIRONMENTAL REGULATION AND PERFORMANCE

The consolidated entity's environmental obligations are regulated under both State and Federal law. All environmental performance obligations are monitored by the Board and subjected from time to time to Government agency audits and site inspections. The consolidated entity has a policy of at least complying with, but in most cases exceeding, its statutory environmental performance obligations. No environmental breaches have occurred or have been notified by any Government agencies during the year ended 30 June 2020.

## SHARES UNDER OPTION

As at the date of this report, there were 159,443,342 unissued ordinary shares under granted options.

<u>Date Options Granted</u>	<u>Expiry Date</u>	<u>Issue Price of Shares</u>	<u>Number Under Option</u>
14-August- 2019	14-Aug-2022	\$0.06	7,000,000
19-August-2020	31-July-2022	\$0.06	152,443,342
			<u>159,443,342</u>

## SHARES ISSUED ON EXERCISE OF OPTIONS

During or since the end of the financial year, there were no shares issued on options exercised and 4,500,000 unlisted options expired on 30 June 2020 and 412,867,511 listed options expired on 31 July 2020. Refer to Note 16 of the consolidated financial statements for further details of the options. Option holders do not have any right, by virtue of the option, to participate in any issue of the Company or any related body corporate.

## INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS

The Company has entered into Director and Officer Protection Deeds ("D&O Deed") with each Director and the Company Secretary ("Officers"). Under the D&O Deed, the Company indemnifies the Officers to the maximum extent permitted by law and the Constitution against legal proceedings, damage, loss, liability, cost, charge, expense, outgoing or payment (including legal expenses on a solicitor/client basis) suffered, paid or incurred by the officers in connection with the Officers being an officer of the Company, the employment of the officer with the Company or a breach by the Company of its obligations under the D&O Deed.

Also pursuant to the D&O Deed, the Company must insure the Officers against liability and provide access to all board papers relevant to defending any claim brought against the Officers in their capacity as officers of the Company. The Company has paid insurance premiums of \$26,488 (2019: \$27,435) in respect of liability for any current and future directors, Company secretary,

executives and employees of the Company. This amount is payable in total and no specific amount is included in the directors' remuneration. Please also note Directors' Liability insurance premiums was paid in the 2021 financial year.

## ROUNDING

The amounts contained in this report and in the financial report have been rounded to the nearest dollar.

## REMUNERATION REPORT (AUDITED)

This report details the nature and amount of remuneration for each director of King River Resources Limited, and for the executives in accordance with the requirements of the Corporations Act 2001 and its Regulations. For the purposes of this report, key management personnel (KMP) of the Company and the Group are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and the Group, directly or indirectly, including any director (whether executive or otherwise) and includes two executives in the group.

For the purposes of this report, the term "executive" encompasses the chief executive and senior executives of the Company.

### Details of key management personnel

(i) *Directors*

A Barton	Chairman
L Charuckyj	Director
G MacMillan	Director / Company Secretary

(ii) *Executives*

K Rogers	Chief Geologist
A Chapman	Project Geologist

Other than as detailed above there are no other Executives of the Company.

### 1. Remuneration Committee

The Remuneration Committee of the Board of Directors of King River is responsible for determining and reviewing compensation arrangements for the directors and executives. The Remuneration Committee assesses the appropriateness of the nature and amount of emoluments of such officers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality board and executive team. Such officers are given the opportunity to receive their base emolument in a variety of forms including cash and fringe benefits such as motor vehicles and expense payment plans. It is intended that the manner of payment chosen will be optimal for the recipient without creating undue cost for the Company.

### 2. Use of Independent Remuneration Consultants

During the year ended 30 June 2020 no external remuneration consultants were engaged to assist the Group in any capacity.

### 3. Remuneration Policy

The Company's remuneration policies are reflected in the Charter of the Remuneration Committee. It is the Company's objective to provide maximum stakeholder benefit from the retention of high quality Board and executive team by remunerating directors and key executives fairly and appropriately with reference to relevant employment market conditions.

The Company's remuneration policy is to establish competitive remuneration (including performance incentives) consistent with long term development and success, to ensure remuneration is fair and reasonable (taking into account all relevant factors, and within appropriate controls or limits) that performance and remuneration are appropriately linked, that all remuneration packages are reviewed annually or on an ongoing basis in accordance with management's remuneration packages, and that retirement benefits or termination payments (other than notice periods) will not be provided or agreed other than in exceptional circumstances.

It is the Company's objective that the remuneration policy aligns with achievement of strategic objectives and creation of long term value for shareholders. The Company does not use specific performance hurdles or conditions in determining remuneration or short term rewards considering the stage of operations of the Company; options are issued to attract and retain Key Management personnel. The Company assesses each employee annually based upon the individual performance in carrying out the agreed responsibilities of the employee which have been developed in consideration of the Company's long term goals. The performance incentive component is reflected as part of the increase in salary and the issue of equity based compensation for each employee on an annual basis.

The Company does not have a formal policy to prohibit executives from entering into arrangements to protect the value of unvested long term incentive awards.

The Company has not issued any performance based payments during the period, performance related payments are under ongoing review and will be included when deemed appropriate given the Company position and performance at the time.

## **4. Non Executive Director Remuneration**

### **4.1 Fixed Remuneration**

The aggregate remuneration of non executive directors will not exceed the maximum approved amount of \$150,000 approved at Annual General Meeting on 24 April 2007. The board seeks to set aggregate remuneration at a level which provides the Company with the ability to attract and retain directors of the highest calibre, whilst incurring a cost which is acceptable by shareholders. The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst directors is reviewed annually. The board considers fees paid to non executive directors of comparable companies when undertaking the annual review as well as additional time commitment of directors who serve on one or more sub committees and assistance to the Company with new investment opportunities. Each of the non executive directors during the financial year received a salary of \$43,800 per annum inclusive of superannuation where superannuation is paid. Non executive directors are encouraged to hold shares in the Company; these are to be purchased by the director on market. It is considered good corporate governance for directors to have a stake in the company on whose board he or she sits. Remuneration of non executive directors for the year ended 30 June 2020 is disclosed in Table 1 under the remuneration section of this report.

### **4.2 Variable Remuneration – Short Term Incentives**

Non executive directors do not receive performance based bonuses or additional remuneration for their membership of subsidiary boards or committees.

### **4.3 Variable Remuneration – Long Term Incentives**

During the financial year, the Company had no contractual obligations to provide long term incentives to non executive directors.

## **5. Executive Director Remuneration**

The Company aims to reward executives with a level and mix of remuneration commensurate with their position and responsibilities within the company so as to:

- reward executives for Company and individual performance;
- align the interests of executives with those of shareholders;
- link reward with the strategic goals and performance of the company; and
- ensure total remuneration is competitive by market standards.

Executive remuneration comprises of:

- base pay and benefits; and
- long term incentives through equity based compensation.

### **5.1 Fixed Remuneration**

#### *Base pay and benefits*

Base pay is structured as a total employment cost package that may be delivered as combination of cash and salary sacrifice superannuation at the executive's discretion.

Executives are offered a competitive base pay. Reference is made to industry benchmarks to ensure that the base pay is set to reflect the market for a comparable role. Base pay is reviewed annually, or upon promotion, to ensure the executive's pay is competitive with comparable positions of responsibility. There is no guaranteed base pay increases for any executive contract.

### **5.2 Variable Remuneration – Long Term Incentives**

During the financial year the Company had no contractual obligations to provide long term incentives to the Key Management Personnel and Executives of the Company.

### **5.3 Employment Contract – Executive - Ken Rogers (Chief Geologist)**

The Company has entered into an employment agreement with Mr Rogers for the provision of technical geological services based on daily rates for the provision of services. Their services can be terminated by giving a 2 week notice by either party.

### **5.4 Consulting Contract – Executives - Andrew Chapman (Project Geologist)**

The Company has entered into a contractor agreement with Mr Chapman for the provision of technical geological services based on daily rates for the provision of services. Their services can be terminated by giving a 2 week notice by either party.

## 6. Remuneration of Key Management Personnel and Executives of the Company

Details of the remuneration of each director of King River, each of the executives of the Company and the consolidated entity for the year ended 30 June 2020 are set out in the following tables.

**Table 1: Remuneration for the year ended 30 June 2020**

30 June 2020	Short Term	Bonus	Post Employment	Share Based		Total	Performance
	Salary & Fees		Superannuation	Payments	Options		Shares
	\$	\$	\$	\$	\$	\$	%
<b>Directors</b>							
A Barton	43,800	-	-	-	-	43,800	-
L Charuckyj	43,800	-	-	-	-	43,800	-
G MacMillan	40,000	-	3,800	-	-	43,800	-
<b>Sub Total<sup>1</sup></b>	<b>127,600</b>	<b>-</b>	<b>3,800</b>	<b>-</b>	<b>-</b>	<b>131,400</b>	<b>-</b>
<b>Executives</b>							
K Rogers	61,776	-	5,869	-	174,532 <sup>2</sup>	242,177	72%
A Chapman	136,672	-	-	-	-	136,672	-
<b>Sub Total</b>	<b>198,448</b>	<b>-</b>	<b>5,869</b>	<b>-</b>	<b>174,532</b>	<b>378,849</b>	<b>46%</b>
<b>Total</b>	<b>326,048</b>	<b>-</b>	<b>9,669</b>	<b>-</b>	<b>174,532</b>	<b>510,249</b>	<b>34%</b>

<sup>1</sup>Premium for Director's liability insurance is not included in remuneration table.

<sup>2</sup>On 14 August 2019 the Company issued 10,000,000 shares to Ken Rogers at the market price of 3.2 cents per share. The shares vested immediately. The shares will be subject to trading restrictions and 5,000,000 of the shares will be escrowed until the completion of the prefeasibility study and 5,000,000 of the shares will be escrowed until the completion of a bankable feasibility study. The shares have been funded by a limited recourse loan from the Company with a 4-year term and zero interest rate. The fair value per share at grant date is \$0.0254 and the remaining future expense is \$79,468. Please refer to Note 18 Share-Based Payment.

By way of cash preservation measure, the Director fees for February 2020 through to June 2020 were accrued and payments deferred until August 2020. Other than disclosed in the table above no director or executive received any compensation in the financial year ended 30 June 2020.

**Table 2: Remuneration for the year ended 30 June 2019**

30 June 2019	Short Term	Bonus	Post	Share Based Payments		Total	Performance
	Salary & Fees		Employment	Options	Shares		Based Remuneration as % of Total
	\$	\$	Superannuation	\$	\$	\$	%
<b>Directors</b>							
A Barton	43,800	-	-	-	-	43,800	-
L Charuckyj	43,800	-	-	-	-	43,800	-
G MacMillan	40,000	-	3,800	-	-	43,800	-
<b>Sub Total<sup>1</sup></b>	<b>127,600</b>	<b>-</b>	<b>3,800</b>	<b>-</b>	<b>-</b>	<b>131,400</b>	<b>-</b>
<b>Executives</b>							
K Rogers	61,776	-	5,869	-	-	67,645	-
A Chapman	141,035	-	-	-	-	141,035	-
<b>Sub Total</b>	<b>202,811</b>	<b>-</b>	<b>5,869</b>	<b>-</b>	<b>-</b>	<b>208,680</b>	<b>-</b>
<b>Total</b>	<b>330,411</b>	<b>-</b>	<b>9,669</b>	<b>-</b>	<b>-</b>	<b>340,080</b>	<b>-</b>

<sup>1</sup>Premium for Director's liability insurance is not included in remuneration table.

Other than disclosed in the table above no director or executive received any compensation in the financial year ended 30 June 2019.

## 6.1 Equity Based Compensation – Options 2020

During the year, the following unlisted options were issued to executives as an alternate remuneration to cash.

**Table 1: Compensation Option Holdings of Key Management Personnel during the year ended 30 June 2020**

30 June 2020	Balance at Beginning of Period 1 July 2019	Granted as Remuneration	Options Exercised	Options Expired	Balance at End of Period 30 June 2020	Vested at 30 June 2020		
						Total	Not Exercisable	Exercisable
<b>Executives</b>								
K Rogers	2,000,000	-	-	(2,000,000)	-	-	-	-
A Chapman	2,000,000	5,000,000 <sup>1</sup>	-	(2,000,000)	5,000,000	5,000,000	5,000,000	-
<b>Total</b>	<b>4,000,000</b>	<b>5,000,000</b>	<b>-</b>	<b>(4,000,000)</b>	<b>5,000,000</b>	<b>5,000,000</b>	<b>5,000,000</b>	<b>-</b>

<sup>1</sup>On 14 August 2019 the Company issued 5,000,000 options to Andrew Chapman with an exercise price of 6 cents per share and an expiry date of 14 August 2022. The options will be subject to exercise restrictions and will vest upon defining a minimum Inferred resource (at either the Tennant Creek Project or the Mt Remarkable Region) of no less than 250,000 ounces of Au at an average grade of no less than 6 grams per tonne. The fair value per option at grant date is \$0.0068 and if vesting conditions are met the future expense to be recognised is \$33,872.

## 6.2 Equity Based Compensation – Shares 2020

**Table 1: Shareholdings of Key Management Personnel during the year ended 30 June 2020**

30 June 2020	Balance 1 July 2019	Granted as Remuneration	On Exercise of Options	Net Change Other	Balance 30 June 2020
	Ord	Ord	Ord	Ord	Ord
<b>Directors</b>					
A Barton <sup>1</sup>	100,114,702	-	-	-	100,114,702
L Charuckyj <sup>2</sup>	16,362,121	-	-	-	16,362,121
G MacMillan <sup>3</sup>	33,649,928	-	-	-	33,649,928
<b>Executives</b>					
K Rogers <sup>4</sup>	3,800,120	10,000,000	-	-	13,800,120
A Chapman	-	-	-	-	-
<b>Total</b>	<b>153,926,871</b>	<b>10,000,000</b>	<b>-</b>	<b>-</b>	<b>163,926,871</b>

<sup>1</sup> 38,959,876 of the shares are held by Mr AP Barton and Mrs CH Barton as trustee for the Barton Family Superannuation Fund of which Mr Barton is a director and a beneficiary. 24,113,153 of the shares are held by Barton & Barton Pty Ltd of which Mr Barton is a director and shareholder. 31,083,147 of the shares are held by Universal Oil (Australia) Pty Ltd of which Mr Barton is a director and a shareholder. 5,958,526 of the shares are held by Harvey Springs Estate Pty Ltd of which Mr Barton is a director and a shareholder.

<sup>2</sup> 150,699 shares are held in Mr L Charuckyj's personal name. 4,939,754 of the shares are held by Mr L Charuckyj & Mrs CM Charuckyj as trustee for the ZETA Super Fund of which Mr Charuckyj is a trustee and beneficiary. 11,271,668 of the shares are held by Temtor Pty Ltd of which Mr Charuckyj is a director and shareholder.

<sup>3</sup> 33,649,928 of the shares are held by GDM Services Pty Ltd as trustee for the GDM Services Trust of which Mr MacMillan is a director and beneficiary.

<sup>4</sup> 13,800,120 shares are held in Mr Roger's personal name. The 10,000,000 shares issued to Mr Rogers during the financial year are subject to trading restrictions and 5,000,000 of the shares will be escrowed until the completion of the prefeasibility study and 5,000,000 of the shares will be escrowed until the completion of a bankable feasibility study. Please refer to Note 18 Share Based Payments.

## 6.3 Related Party Transactions

Australian Heritage Group Pty Ltd ("AHG"), a company of which Mr Anthony Barton, a Director and Mr Greg MacMillan, a Director and the Company Secretary, have entered into an occupancy and administration agreement with King River in respect of providing occupancy and administration commencing March 2009. The total value of the occupancy and administration services provided by AHG during the year was \$4,909 (2019: \$53,034). All services provided by companies associated with directors were provided on commercial terms.

Harvey Springs Estate Pty Ltd, a company controlled by Mr Anthony Barton, has entered into a loan facility agreement in the amount of \$500,000 with King River to fund ongoing development and working capital. The loan facility is non-interest bearing and unsecured with the maturity date being 30 June 2021. The loan facility was drawn down in full before 30 June 2020 to fund prefeasibility expenditure and working capital, the loan facility was repaid on 18 August 2020.

### End of Remuneration Report

#### DIRECTORS' MEETINGS

The number of meetings of directors (including meetings of committees of directors) held during the year and the number of meetings attended by each director was as follows:

	<b>Directors<sup>1</sup> Meetings</b>
<b>Number of Meetings Held</b>	6
<b>Number of Meetings Attended</b>	
Anthony Barton	6
Leonid Charuckyj	6
Greg MacMillan	6

1. During the year the Directors approved 5 circular resolutions which were signed by all Directors of the Company
2. Committee is made up of the full Board. Reference to meeting refers to meeting conducted specifically to deal with the particular business of that Committee.

#### COMMITTEE MEMBERSHIP

The role of the Audit, Remuneration and Nomination Committees is carried out by the full Board in accordance with the appropriate charters. The Board considers that no efficiencies or benefits would be gained by establishing separate committees.

#### CORPORATE GOVERNANCE

In recognising the need for the highest standards of corporate behaviour and accountability, the directors of King River support and have adhered to the principles of corporate governance. The Company's corporate governance statement is contained in the following section of this annual report.

#### INDEMNIFICATION OF AUDITORS

To the extent permitted by law and professional regulations, the Company has agreed to indemnify its auditors, Ernst & Young, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify Ernst & Young during or since the financial year.

#### AUDITOR INDEPENDENCE

Section 370C of the Corporation Act 2001 requires our auditors, Ernst & Young, to provide the directors of the Company with an Independence Declaration in relation to the audit of the consolidated financial report. This Independence Declaration is disclosed on page 12 of this report and forms part of this directors' report for the year ended 30 June 2020.

#### NON AUDIT SERVICES

The Company's auditors, Ernst & Young, provided no non audit services during the year ended 30 June 2020.

#### TAX CONSOLIDATION

The Company and its subsidiaries form a tax consolidated group.

Signed in accordance with a resolution of the directors.



Mr Greg MacMillan  
Director

24 September 2020



**Building a better  
working world**

Ernst & Young  
11 Mounts Bay Road  
Perth WA 6000 Australia  
GPO Box M939 Perth WA 6843

Tel: +61 8 9429 2222  
Fax: +61 8 9429 2436  
ey.com/au

## **Auditor's independence declaration to the Directors of King River Resources Limited**

As lead auditor for the audit of the financial report of King River Resources Limited for the financial year ended 30 June 2020, I declare to the best of my knowledge and belief, there have been:

- a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of King River Resources Limited and the entities it controlled during the financial year.

*Ernst & Young*

Ernst & Young

A handwritten signature in black ink, appearing to read 'Teale', written over a horizontal line.

Philip Teale  
Partner  
24 September 2020

# Directors' Declaration

In accordance with a resolution of the directors of King River Resources Limited, I state that:

In the opinion of the directors:

(a) the financial statements and notes of the consolidated entity are in accordance with the *Corporations Act 2001*, including:

(i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2020 and of its performance for the year ended on that date; and

(ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*;

(b) the financial statements and notes also comply with International Financial Reporting Standards as disclosed in Note 2(a);

(c) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable, subject to the matters set out in Note 2(e) to the financial report;

(d) there are reasonable grounds to believe that the Company and the subsidiary identified in Note 5 will be able to meet any obligations or liabilities to which they are or may become subject to, by virtue of the Deed of Cross Guarantee between the Company and that subsidiary; and

(e) this declaration has been made after receiving the declarations required to be made to the Directors in accordance with section 295A of the *Corporations Act 2001* for the financial year ending 30 June 2020.

On behalf of the Board



Mr Greg MacMillan  
Director

24 September 2020

# Statement of Comprehensive Income

FOR THE YEAR ENDED 30 JUNE 2020



	Notes	Consolidated	
		2020 \$	2019 \$
Revenue	6(a)	1,764	4,466
Other income	6(b)	385,064	115,258
Directors' and employee benefits expenses	6(c)	(131,400)	(131,400)
Compliance costs		(198,766)	(239,255)
Depreciation expense	6(c)	(70,314)	(16,304)
Finance costs		(1,277)	-
Insurance expense		(46,457)	(49,884)
Other administration expenses	6(d)	(330,362)	(487,743)
Share-based payments	18	(188,058)	-
Write-off of capitalised exploration expense	6(e)	(535,730)	-
<b>Loss before income tax expense</b>		<b>(1,115,536)</b>	<b>(804,862)</b>
Income tax benefit	7	-	-
<b>Net loss for the year after tax</b>		<b>(1,115,536)</b>	<b>(804,862)</b>
Other Comprehensive Income		-	-
<b>Total Comprehensive Loss for the Year</b>		<b>(1,115,536)</b>	<b>(804,862)</b>
<b>Total Comprehensive Loss for the Year is attributable to:</b>			
Owners of King River Resources Limited		(1,115,536)	(804,862)
		<b>(1,115,536)</b>	<b>(804,862)</b>
<b>Loss per share</b>			
Basic loss per share (cents per share)	9	(0.09)	(0.06)
Diluted loss per share (cents per share)	9	(0.09)	(0.06)

The accompanying notes form part of these consolidated financial statements.

# Statement of Financial Position

AS AT 30 JUNE 2020



	Notes	Consolidated	
		2020	2019
		\$	\$
<b>Assets</b>			
<b>Current Assets</b>			
Cash and cash equivalents	10(a)	578,179	2,966,940
Other receivables	10(b)	49,389	172,871
Other current assets	10(c)	8,303	18,824
<b>Total Current Assets</b>		<b>635,871</b>	<b>3,158,635</b>
<b>Non Current Assets</b>			
Deferred exploration expenditure	11	17,720,539	15,429,679
Plant and Equipment	12	39,587	55,938
Right of use asset	13	107,445	-
<b>Total Non Current Assets</b>		<b>17,867,571</b>	<b>15,485,617</b>
<b>Total Assets</b>		<b>18,503,442</b>	<b>18,644,252</b>
<b>Liabilities</b>			
<b>Current Liabilities</b>			
Trade and other payables	14	296,657	120,846
Loan and borrowings	14	500,000	-
Lease liabilities	15	55,597	-
<b>Total Current Liabilities</b>		<b>852,254</b>	<b>120,846</b>
<b>Current Liabilities</b>			
Lease liabilities	15	55,260	-
<b>Total Non-Current Liabilities</b>		<b>55,260</b>	<b>-</b>
<b>Total Liabilities</b>		<b>907,514</b>	<b>-</b>
<b>Net Assets</b>		<b>17,595,928</b>	<b>18,523,406</b>
<b>Equity</b>			
Issued capital	16(a)	39,734,369	39,734,369
Reserves	16(b)	1,884,120	1,696,062
Accumulated losses		(24,022,561)	(22,907,025)
<b>Total Equity</b>		<b>17,595,928</b>	<b>18,523,406</b>

The accompanying notes form part of these consolidated financial statements.

# Statement of Cash Flows

FOR THE YEAR ENDED 30 JUNE 2020



	Notes	Consolidated	
		2020	2019
		\$	\$
<b>Cash Flows from Operating Activities</b>			
Interest received		1,764	4,466
Research & Development Tax Rebate		500,322	-
Payments to suppliers and employees		(633,219)	(991,007)
Interest and other finance costs paid		(1,277)	-
Net cash used in operating activities	10(a)	<b>(132,410)</b>	<b>(986,541)</b>
<b>Cash Flows from Investing Activities</b>			
Payment for exploration and evaluation		(2,708,348)	(3,207,409)
Payment for Property, Plant & Equipment		(1,909)	(13,961)
Net cash used in investing activities		<b>(2,710,257)</b>	<b>(3,221,370)</b>
<b>Cash Flows from Financing Activities</b>			
Proceed from loan		500,000	-
Payment of leases		(46,094)	-
Proceeds from share issues		-	2,895,018
Payment of share issue costs		-	(339,306)
Net cash from financing activities <sup>1</sup>		<b>453,906</b>	<b>2,555,712</b>
Net (decrease)/increase in cash and cash equivalents		<b>(2,388,761)</b>	<b>(1,652,199)</b>
Cash and cash equivalents at beginning of year		<b>2,966,940</b>	<b>4,619,139</b>
<b>Cash and Cash Equivalents at end of year</b>	10(a)	<b>578,179</b>	<b>2,966,940</b>

<sup>1</sup>Changes in liabilities arising from financing liabilities

	1 July 2019	Cash flows	Other	30 June 2020
	\$	\$	\$	\$
Loans	-	500,000	-	500,000
Current lease liabilities (Note 15)	66,075	(46,094)	35,616	55,597
Non-current lease liabilities (Note 15)	95,045	-	(39,785)	55,260
<b>Total liabilities from financing activities</b>	<b>161,120</b>	<b>453,906</b>	<b>(4,169)</b>	<b>610,857</b>

The accompanying notes form part of these consolidated financial statements.

# Statement of Changes in Equity

FOR THE YEAR ENDED 30 JUNE 2020



<b>Consolidated</b>	<b>Issued Capital Note 16(a)</b>	<b>Equity Benefits Reserve Note 16(b)</b>	<b>Accumulated Losses</b>	<b>Total Equity</b>
	\$	\$	\$	\$
<b>At 1 July 2019</b>	39,734,369	1,696,062	(22,907,025)	18,523,406
Loss for the year	-	-	(1,115,536)	(1,115,536)
<b>Total comprehensive income for the year</b>	-	-	(1,115,536)	(1,115,536)
<b>Transaction with owners in their capacity as owners:</b>				
Issue of Shares - 14 August 2019 <sup>1</sup>	-	174,532	-	174,532
Options Granted - 14 August 2019 <sup>1</sup>	-	13,526	-	13,526
<b>Balance at 30 June 2020</b>	<b>39,734,369</b>	<b>1,884,120</b>	<b>(24,022,561)</b>	<b>17,595,928</b>
<sup>1</sup> Please refer to Note 18 (a) Recognised Share-Based Payment expenses.				
<b>At 1 July 2018</b>	39,618,414	1,696,062	(22,102,163)	19,212,313
Loss for the year	-	-	(804,862)	(804,862)
<b>Total comprehensive income for the year</b>	-	-	(804,862)	(804,862)
<b>Transaction with owners in their capacity as owners:</b>				
Issue of Shares - 3 July 2018: Options Exercised	89,612	-	-	89,612
Issue of Shares - 4 July 2018: Options Exercised	51,500	-	-	51,500
Issue of Shares - 5 July 2018: Options Exercised	2,661	-	-	2,661
Issue of Shares - 15 August 2018: Options Exercised	200	-	-	200
Issue of Shares - 22 August 2018: Options Exercised	1,046	-	-	1,046
Capital Raising Fee net tax	(29,064)	-	-	(29,064)
<b>Balance at 30 June 2019</b>	<b>39,734,369</b>	<b>1,696,062</b>	<b>(22,907,025)</b>	<b>18,523,406</b>

The accompanying notes form part of these consolidated financial statements.

## 1. CORPORATE INFORMATION

King River Resources ("King River" or "the Company") is a Company domiciled in Australia and publicly listed on the Australian Stock Exchange (ASX). The Company was incorporated on 28 May 2002. The address of the Company's registered office is 254 Adelaide Tce, Perth WA 6000. The consolidated financial statements as at and for the year ended 30 June 2020 comprise the Company and its subsidiaries (the "Group"). The nature of the operations and principal activities of the Group are described in the Directors' Report.

The consolidated financial report was authorised for issue by the directors on the 24 September 2020 in accordance with a resolution of the directors.

## 2. BASIS OF PREPARATION

### (a) Statement of compliance

The financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards (AAS's) and other authoritative pronouncements issued by the Australian Accounting Standards Board, and the Corporations Act 2001. The consolidated financial report also complies with International Financial Reporting Standards (IFRS's) and interpretations adopted by the International Accounting Standards Board (IASB).

### (b) Basis of measurement

Unless stated otherwise, the consolidated financial statements have been prepared on the historical cost basis.

### (c) Functional and presentation currency

These consolidated financial statements are presented in Australian dollars, which is the Company's functional currency.

### (d) Use of estimates and judgements

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

### (e) Going Concern Basis of Preparation

The Group incurred a net loss after income tax of \$1,115,536 for the year ended 30 June 2020 (2019: \$804,862) and a net cash outflow of \$2,388,761 (2019: outflow of \$1,652,199). As at 30 June 2020 the Group had cash and cash equivalents of \$578,179 (2019: \$2,966,940) and a net current asset deficit of \$216,383 (2019: \$3,037,789 surplus). Subsequent to year end, the Group has raised \$9,861,240 from issue of shares and options.

The Group will require further funding in future years to progress its exploration projects. Based on the Group's cash flow forecast the Board of Directors is aware of the Group's need to access additional working capital in the future to enable the Group to continue its normal business activities and to ensure the realisation of assets and extinguishment of liabilities as and when they fall due, including progression of its exploration interests.

The directors are satisfied that at the date of signing of the financial report, there are reasonable grounds to believe that the Group will be able to continue to pay its debts as and when they fall due and that it is appropriate for the financial statements to be prepared on a going concern basis. The directors have based this on the following pertinent matters:

- The Directors have determined that equity raisings in the following 12 months may be required to provide funding for the Group's activities and to meet the Group's objectives.
- The Group has the capacity, if necessary, to reduce its operating cost structure in order to minimise its working capital requirements.
- The Group retains the ability, if required, to wholly or in part dispose of interests in mineral exploration assets.
- The directors regularly monitor the Group's cash position and, on an on-going basis, consider a number of strategic initiatives to ensure that adequate funding continues to be available.
- The Directors believe that future funding will be available to meet the Group's objectives and debts as and when they fall due.

Should the Group not achieve the matters set out above, there is uncertainty whether it will be able to continue as a going concern and therefore whether it will be able to pay its debts as and when they fall due and realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial statements.

The financial report does not include any adjustments relating to the recoverability or classification of recorded asset amounts, or to the amounts or classification of liabilities that might be necessary should the Group not be able to continue as a going concern.

## 2. BASIS OF PREPARATION continued

### (f) Changes in accounting policies

From 1 July 2019 the Group has adopted Standards and Interpretations, mandatory for annual periods beginning on or after 1 July 2019, as applicable to the Group. The application of these Standards and Interpretations' do not have any material impact on the financial position or performance of the Group.

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet effective, have not been adopted by the Group for the annual reporting period ending 30 June 2020. Management are of the view that these standards and amendments will not have a significant impact of the financials.

Accounting Standards and Interpretations adopted by the Company that are mandatory for the current reporting period, and impacted the Company are:

#### AASB 16 Leases

The Company entered into agreements to occupy two warehouse storage facilities in March 2019.

The Company has adopted AASB 16 from 1 July 2019. The standard replaces AASB 117 'Leases' and for lessees eliminates the classification of operating leases and finance leases. Except for short-term leases and leases of low-value assets, right-of-use assets and corresponding lease liabilities are recognised in the statement of financial position. Straight-line operating lease expense recognition is replaced with a depreciation charge for the right-of-use assets (included in operating costs) and an interest expense on the recognised lease liabilities (included in finance costs). In the earlier periods of the lease, the expenses associated with the lease under AASB 16 will be higher when compared to lease expenses under AASB 117. However, EBITDA (Earnings Before Interest, Tax Depreciation and Amortisation) results improve as the operating expense is now replaced by interest expense and depreciation in profit or loss. For classification within the statement of cash flows, the interest portion is disclosed in operating activities and the principal portion of the lease payments are separately disclosed in financing activities.

#### Impact of adoption

AASB 16 was adopted using the modified retrospective approach and as such comparatives have not been restated.

The impact of adoption on opening accumulated losses as at 1 July 2019 was as follows:

	1 July 2019
Operating lease commitments as at 1 July 2019 (AASB 117)	163,608
Operating lease commitments discounted (AASB 16)	(2,488)
Lease liabilities at 1 July 2019 (AASB 16)	161,120

#### Right-of-use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever the shorter. Where the Company expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over the estimated useful life. Right-of-use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The Company has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

#### Lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, Company's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do depend on an index or a rate are expensed in the period in which they are incurred.

## 2. BASIS OF PREPARATION *continued*

### Lease liabilities *continued*

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of-use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

## 3. SIGNIFICANT ACCOUNTING POLICIES

### (a) Principles of Consolidation

The consolidated financial report comprises the financial statements of King River Resources Limited and its controlled entities (the "Group" or "consolidated entity"). King River Resources Limited's controlled entities are the wholly owned companies Speewah Mining Pty Ltd, Treasure Creek Pty Ltd, Kimberley Gold Pty Ltd and Whitewater Minerals Pty Ltd. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with its investee and has ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has;

- Power over the investee (eg, existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including;

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the statement of comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary. Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All inter-company balances and transactions between entities in the consolidated entity, including any unrealised profits or losses, have been eliminated on consolidation.

Where controlled entities have entered or left the consolidated entity during the year, their operating results have been included/excluded from the date control was obtained, or until the date control ceased. There are no minority interests in the equity of the controlled entity.

### (b) Income Tax and Other Taxes

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the current period's taxable income. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date. Deferred income tax is provided for on all temporary differences at balance date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences except when the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and that,

- at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, and the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or

### 3. SIGNIFICANT ACCOUNTING POLICIES *continued*

#### (b) Income Tax and Other Taxes *continued*

- when the deductible temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of deferred income tax assets is reviewed at each financial year end and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at each balance sheet date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and deferred tax liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance date.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

#### *Tax consolidation legislation*

The Company and its' subsidiary have formed a tax consolidated group. The consolidated financial statements have been prepared on this basis of the formation of a consolidated group.

The Company and its' subsidiaries have implemented the tax consolidation legislation as of 1 July 2004.

The head entity, King River and the subsidiary in the tax consolidated group continue to account for their own current and deferred tax amounts. The Group has applied the group allocation approach in determining the appropriate amount of current taxes and deferred taxes to allocate to members of the tax consolidated group.

In addition to its own current and deferred tax amounts, King River also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from controlled entities in the tax consolidated group.

#### (c) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### *Financial assets*

##### *Initial recognition and measurement*

On initial recognition a financial asset is classified and measured at:

- Amortised cost;
- Fair Value through Other Comprehensive Income (FVOCI) – debt investment;
- FVOCI – equity investment; or
- Fair Value through Profit or Loss (FVTPL)

The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition. For financial assets measured at amortised cost, these assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses.

Interest income and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss. The Group's financial assets consist of cash and cash equivalents and other receivables. Cash and cash equivalents and other receivables are classified as amortised cost and approximate their fair value due to their short-term nature.

##### *Impairment of financial assets*

In relation to the financial assets carried at amortised cost, an expected credit loss model is applied. For receivables, the Company applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

#### *Financial liabilities*

##### *Initial recognition and measurement*

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables and loans and borrowings.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

**3. SIGNIFICANT ACCOUNTING POLICIES continued****(c) Financial Instruments continued**

Trade and other payables are designated as other financial liabilities and are measured at amortised cost.

*Derecognition*

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

**(d) Plant and Equipment**

Each class of plant and equipment is carried at cost less, where applicable, any accumulated depreciation and impairment losses.

*Plant and Equipment*

Plant and equipment are measured on the cost basis less accumulated depreciation and impairment losses.

Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

*Impairment*

Carrying values of assets are reviewed at each financial year end to determine whether there are any objective indicators of impairment that may indicate the carrying values may not be recoverable in whole or in part.

Where an asset does not generate cash flows that are largely independent it is assigned to cash generating unit and the recoverable amount test applied to the cash generating unit as a whole.

Recoverable amount is determined as the greater of fair value less costs to sell and value in use. The assessment of value in use considers the present value of future cash flows discounted using an appropriate pre-tax discount rate reflecting the current market assessments of the time value of money and risks specific to the asset.

An impairment exists if the carrying value of the asset is determined to be in excess of its recoverable amount, in which case the asset or cash generating unit is written down to its recoverable amount.

*Depreciation*

The depreciable amount of plant and equipment is depreciated on a straight line basis over their useful lives to the Group commencing from the time the asset is held ready for use. The depreciation rates used for each class of depreciable assets are on the next page.

Class of Fixed Asset	Depreciation Rate
Plant and equipment	10-50%

The assets residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the income statement.

**(e) Shares in controlled entities**

Investments in controlled entities are measured at cost. The Company assesses whether it is necessary to recognise any impairment loss in the investment in subsidiaries following any significant changes in the underlying assets or operations of the relevant subsidiary.

**(f) Exploration and Evaluation Expenditure**

Expenditure on exploration and evaluation is accounted for in accordance with the 'area of interest' method.

Exploration and evaluation expenditure is capitalised provided the rights to tenure of the area of interest is current and either:

- the exploration and evaluation activities are expected to be recouped through successful development and exploitation of the area of interest or, alternatively, by its sale; or
- exploration and evaluation activities in the area of interest have not at the reporting date reached a stage that permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or relating to, the area of interest is continuing.

When the technical feasibility and commercial viability of extracting a mineral resource have been demonstrated then any capitalised exploration and evaluation expenditure is reclassified as capitalised mine development. Prior to reclassification, capitalised exploration and evaluation expenditure is assessed for impairment.

*Impairment*

The carrying value of capitalised exploration and evaluation expenditure is assessed for impairment at the cash generating unit level whenever facts and circumstances suggest that the carrying amount of the asset may exceed its recoverable amount.

### 3. SIGNIFICANT ACCOUNTING POLICIES continued

#### (f) Exploration and Evaluation Expenditure continued

An impairment exists when the carrying amount of an asset or cash-generating unit exceeds its estimated recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. The asset or cash-generating unit is then written down to its recoverable amount. Any impairment losses are recognised in the income statement.

#### (g) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the balance sheet date. If the effect of the time value of money is material, provisions are discounted using a pre-tax rate that reflects the time value of money and the risks specific to the liability. The increase in the provision resulting from the passage of time is recognised in finance costs.

#### (h) Goods and Services Tax ("GST")

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the balance sheet are shown inclusive of GST.

Cash flows are presented in the cash flow statement on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

#### (i) Share Based Payment Transactions

##### *Equity settled transactions*

The Group provides benefits to directors and employees (including senior executives) of the Group in the form of share based payments, whereby employees render services in exchange for shares or rights over shares (equity settled transactions).

The cost of these equity settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value of shares is determined by the price on grant date and of options using the Black & Scholes model, further details of which are given in Note 18. In valuing equity settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of King River (market conditions) if applicable.

The cost of equity settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the vesting period).

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects:

- (i) the extent to which the vesting period has expired; and
- (ii) the Group's best estimate of the number of equity instruments that will ultimately vest.

No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The income statement charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is only conditional upon a market condition.

If the terms of an equity settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification that increases the total fair value of the share based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification. If an equity settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

### 3. SIGNIFICANT ACCOUNTING POLICIES *continued*

#### (j) Employee Benefits

##### *Wages, salaries and annual leave*

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date. They are measured at the amounts expected to be paid when the liabilities are settled.

##### *Long service leave*

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee, departures, and period of service. Expected future payments are discounted using market yields at the reporting date on high quality corporate bonds with terms to maturity and currencies that match, as closely as possible, the estimated future cash outflows.

#### (k) Contributed Equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### (l) Earnings Per Share

Basic earnings per share is calculated as net profit attributable to members of the parent, adjusted to exclude any costs of servicing equity (other than dividends), divided by the weighted average number of ordinary shares, adjusted for any bonus element.

Diluted earnings per share is calculated as net profit attributable to members of the parent, adjusted for:

- costs of servicing equity (other than dividends);
- the after tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses; and
- other non discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares;

divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element. Losses have an anti-dilutive effect. Therefore, the basic and diluted earnings for the current and prior period have remained the same.

### 4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

#### (a) Significant accounting judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the consolidated financial statements:

##### (i) *Capitalisation of exploration and evaluation expenditure*

Under AASB 6 *Exploration for and Evaluation of Mineral Resources*, the Group has the option to either expense exploration and evaluation expenditure as incurred, or to capitalise such expenditure (provided certain conditions are satisfied). The Group has elected, when the conditions in AASB 6 are met, to capitalise these costs.

##### (b) Significant accounting estimates and assumptions

The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events and are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities with the next annual reporting period are:

##### (i) *Determination of mineral resources and ore reserves*

The Group's policy for estimating its mineral resources and ore reserves requires that the Australian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves 2004 (the 'JORC code') be used as a minimum standard.

The information on mineral resources and ore reserves were prepared by or under the supervision of Competent Persons as defined in the JORC code. The amounts presented are based on the mineral resources and ore reserves determined under the JORC code. There are numerous uncertainties inherent in estimating mineral resources and ore reserves and assumptions that are valid at the time of estimation may change significantly when new information becomes available.

##### (ii) *Share based payment transactions*

The Group measures the cost of equity settled transactions with employees and suppliers by reference to the fair value of the equity instrument at the date at which they are granted. The fair value is determined by using a Black and Scholes model, using the assumptions detailed in Note 18. The accounting estimates and assumptions relating to equity settled share based payments would have no impact on the carrying amounts of the assets and liabilities within the next annual reporting period but may impact income and expenses.

# Notes to the Consolidated Financial Statements

FOR THE YEAR ENDED 30 JUNE 2020



## 4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS continued

### (b) Significant accounting estimates and assumptions continued

#### (iii) Impairment of capitalised exploration and evaluation expenditure

The future recoverability of capitalised exploration and evaluation expenditure is dependent on a number of factors, including whether the Group decides to exploit the related lease itself or, if not, whether it successfully recovers the related exploration and evaluation asset through sale. To the extent that capitalised exploration and evaluation expenditure is determined not to be recoverable in the future, profits and net assets will be reduced in the period in which this determination is made. In addition, exploration and evaluation expenditure is capitalised if activities in the area of interest have not yet reached a stage that permits a reasonable assessment of the existence or otherwise of economically recoverable reserves. To the extent it is determined in the future that this capitalised expenditure should be written off, profits and net assets will be reduced in the period in which this determination is made.

## 5. PARENT ENTITY INFORMATION

	Parent	
	2020	2019
	\$	\$
Current Assets <sup>1</sup>	465,316	2,902,924
Non-current Assets	112,107	6,875
<b>Total Assets</b>	<b>577,423</b>	<b>2,909,799</b>
Current Liabilities	672,802	50,094
Non-current Liabilities	53,631	-
<b>Total Liabilities</b>	<b>726,433</b>	<b>50,094</b>
Contributed Equity	39,734,369	39,734,369
Accumulated Losses	(41,767,499)	(38,570,726)
Option Reserve	1,884,120	1,696,062
<b>Total Equity</b>	<b>(149,010)</b>	<b>2,859,705</b>
Loss for the year	(3,196,773)	(3,970,454)
<b>Total Comprehensive loss for the year</b>	<b>(3,196,773)</b>	<b>(3,970,454)</b>

<sup>1</sup>Loan receivables from the subsidiaries of King River have been impaired in the parent entity information and recorded in profit and loss.

### Guarantees

As a condition of the Corporations Instrument 2016/785, King River Resources Limited, Speewah Mining Pty Ltd, Treasure Creek Pty Ltd, Kimberley Gold Pty Ltd and Whitewater Minerals Pty Ltd (The "Closed Group") have entered into a deed of cross guarantee. The effect of the deed is that King River Resources Limited has guaranteed to pay any deficiency in the event of winding up of the controlled entity or if it does not meet its obligations under the terms of overdrafts, loans, leases or other liabilities subject to the guarantee. The controlled entity has also given a similar guarantee in the event that King River Resources Limited is wound up or if it does not meet its obligations under the terms of overdrafts, loans, leases or other liabilities subject to the guarantee.

	Consolidated	
	2020	2019
	\$	\$

## 6. REVENUES AND EXPENSES

### (a) Revenue

Interest	1,764	4,466
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### (b) Other Income

Research & Development Tax Rebate <sup>1</sup>	385,064	115,258
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<sup>1</sup> The Group which has a turnover of less than \$20 million, is eligible to receive a refundable tax offset to reduce its research and development costs. The research & development tax rebate is recognised once the cash is received.

### (c) Expenses

Depreciation expenses:

depreciation – right of use asset	(52,054)	-
depreciation – plant and equipment	(18,260)	(16,304)
	<b>(70,314)</b>	<b>(16,304)</b>

# Notes to the Consolidated Financial Statements

FOR THE YEAR ENDED 30 JUNE 2020



	Consolidated	
	2020	2019
	\$	\$
<b>6. REVENUES AND EXPENSES continued</b>		
Directors' and employee benefits expenses:		
wages and fees	(127,600)	(127,600)
superannuation contribution expense	(3,800)	(3,800)
	(131,400)	(131,400)
<b>(d) Other administration expenses</b>		
Administration and bookkeeping fees	(74,909)	(80,612)
Travel and accommodation	(33,566)	(38,469)
Advertising and marketing	(107,262)	(126,100)
Office expenses	(45,678)	(79,087)
Rent expenses	(54,396)	(54,449)
Other expenses	(14,551)	(109,026)
	(330,362)	(487,743)
<b>(e) Tenement Expenses</b>		
During the financial year, the following tenement licences were allowed to expire or surrendered and the total capitalised tenement costs in the amount of \$535,730 incurred were written off.		
Speewah E80/4741	(195,631)	
Speewah E80/4829	(86,232)	
Speewah E80/4830	(84,924)	
Speewah E80/4831	(83,506)	
Speewah E80/4832	(85,437)	
	(535,730)	
	Consolidated	
	2020	2019
	\$	\$
<b>7. INCOME TAX</b>		
<b>(a) The components of tax expense comprise:</b>		
<i>Current income tax</i>		
Current income tax expense / (benefit)	-	-
<i>Deferred income tax</i>		
Relating to the origination and reversal of temporary differences	-	-
Adjustments in respect of deferred income tax of previous years	-	-
Total income tax expense as reported in the profit or loss	-	-
<b>(b) The prima facie tax on profit from ordinary activities before income tax is reconciled to the income tax expense as follows:</b>		
<b>Profit / (Loss) Before Income Tax</b>	(1,115,536)	(804,862)
Prima facie tax payable on profit from ordinary activities before income tax at 27.5% (2019: 27.5%)	(306,771)	(221,337)
<b>Add:</b>		
<b>Tax Effect of:</b>		
Movement in deferred tax assets not brought to account	(272,772)	249,781
Adjustment in respect of taxable income of previous years	245,899	-
Adjustment in respect of carry forward tax losses of previous years	387,360	-
Non-deductible expenses	(53,716)	(28,444)
	-	-

# Notes to the Consolidated Financial Statements

FOR THE YEAR ENDED 30 JUNE 2020



## 7. INCOME TAX continued

### Deferred Tax Assets and Liabilities

	30 June 2019	Movement	30 June 2020
<b>Deferred Tax Assets (DTA)</b>			
Capital raising costs	79,623	(24,345)	55,278
Tax losses	7,485,029	371,556	7,856,585
Other	-	30,486	30,486
Accrued expenses	6,394	3,163	9,556
DTA to offset DTL	(4,253,641)	(653,632)	(4,907,273)
	<b>3,317,404</b>	<b>(272,772)</b>	<b>3,044,632</b>
<b>Deferred Tax Liabilities (DTL)</b>			
Exploration	(4,243,162)	(629,987)	(4,873,148)
Fixed assets	(10,479)	5,902	(4,577)
Other	-	(29,547)	(29,547)
Deferred tax assets to offset DTL	4,253,641	653,632	4,907,273
	-	-	-

The Company and its subsidiary form a tax consolidated group. The consolidated financial statements have been prepared on this basis of the formation of a consolidated group. The above DTA amounts are not recognised in the accounts on the basis the Company does not meet the DTA recognition test, as profits are not forecast for the period ended 30 June 2020.

## 8. SEGMENT REPORTING

The Consolidated Entity operates in one geographical area being Australia (Western Australia and Northern Territory) and one industry, being exploration for the year to 30 June 2020. The Chief Operating Decision Makers are the Board of Directors and management of the Group. There is only one operating segment identified being exploration activities in Australia based on internal reports reviewed by the Chief Operating Decision Makers in assessing performance and allocation of resources.

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

	Consolidated	
	2020	2019
	\$	\$
<b>9. LOSS PER SHARE</b>		
Loss used in calculation of basic and diluted earnings per share	<b>(1,115,536)</b>	(804,862)
	<b>Number</b>	Number
Weighted average number of ordinary shares for the purposes of basic earnings per share	<b>1,247,826,282</b>	1,238,634,408
Effect of dilution - share options	-	-
Weighted average number of ordinary shares adjusted for effect of dilution	<b>1,247,826,282</b>	1,238,634,408

As at 30 June 2020 the Company has 7,000,000 unlisted options (2019: 4,500,000) and 412,867,511 (2019: 412,867,511) listed options on issue. These options are not considered to be dilutive as the issue of the shares are contingent on certain vesting conditions or conversion of the options to ordinary shares will decrease the loss per share. There have been no other transactions involving ordinary shares or potential ordinary shares subsequent to the balance date that would significantly change the number of ordinary shares or potential ordinary shares outstanding for the reporting period.

# Notes to the Consolidated Financial Statements

FOR THE YEAR ENDED 30 JUNE 2020



	Consolidated	
	2020	2019
	\$	\$
<b>10. FINANCIAL ASSETS</b>		
<b>(a) Cash and cash equivalents balance</b>		
Cash at bank and on hand	566,024	2,954,785
Cash at bank - bank security deposits	12,155	12,155
	578,179	2,966,940
Cash at bank earns interest at floating rates based on daily bank deposit rates. The bank security deposits of \$12,155 is made up of two bank accounts in the name of King River for security of the bank guarantees in the amount of \$5,555 and \$6,600 on the warehouse leases.		
<b>Reconciliation of net loss after tax to net cash flows from operations</b>		
Profit/(Loss) for the year	(1,115,529)	(804,862)
Share-based payments	188,058	-
Depreciation	70,314	16,304
Capitalise Exploration Cost written off	535,730	-
(Increase)/decrease in assets:		
- current receivables	115,258	(134,082)
- other current assets	3,060	-
Increase/(decrease) in liabilities:		
- Trade and other current payables	70,699	(63,901)
<b>Net Cash flow used in Operating Activities</b>	(132,410)	(986,541)
<b>(b) Other Receivables</b>		
GST recoverable	49,389	57,613
Research & Development tax rebate receivable	-	115,258
	49,389	172,871
<b>(c) Other current assets</b>		
Prepayments	8,303	11,363
Lease deposit	-	7,461
	8,303	18,824

#### Allowance for impairment loss

Other receivables which are primarily from the ATO are non-interest bearing and are generally paid on 30 day settlement terms. Trade and other receivables are neither past due nor materially impaired at 30 June 2020 and 30 June 2019.

#### Fair value

Due to the short-term nature of the other receivables, their carrying value is assumed to approximate their fair value.

	Consolidated	
	2020	2019
	\$	\$
<b>11. DEFERRED EXPLORATION EXPENDITURE</b>		
Costs carried forward in respect of:		
<b>Explorations and Evaluations Phase - At Cost</b>		
Balance at beginning of the year	15,429,679	12,252,588
Expenditure incurred	2,826,590	3,177,091
Capitalise Tenement cost written off <sup>1</sup>	(535,730)	-
<b>Total Exploration Expenditure</b>	17,720,539	15,429,679

<sup>1</sup> Please refer to Note 6. Revenue and Expenses (e).

The recoupment of costs carried forward in relation to areas of interest in the exploration and evaluation phases are dependent on the successful development and commercial exploitation or sale of the respective areas. As at 30 June 2020 there are no indicators of impairment under AASB 6 related to Deferred Exploration Expenditure.

# Notes to the Consolidated Financial Statements

FOR THE YEAR ENDED 30 JUNE 2020



	Consolidated	
	2020	2019
	\$	\$
<b>12. PLANT AND EQUIPMENT</b>		
Cost	121,011	119,102
Accumulated depreciation	(81,424)	(63,164)
<b>Net carrying amount</b>	<b>39,587</b>	<b>55,938</b>
At beginning of year, net accumulated depreciation	55,938	58,281
Acquired	1,909	13,961
Disposals	-	-
Depreciation charge for the year	(18,260)	(16,304)
<b>At end of year, net accumulated depreciation</b>	<b>39,587</b>	<b>55,938</b>

The useful life of the assets was estimated between 2 and 20 years for 2020.

## 13. RIGHT OF USE ASSET

Leased warehouse storage	107,445	-
	<b>107,445</b>	<b>-</b>

## 14. FINANCIAL LIABILITIES

Trade payables	260,832	95,590
Accruals	34,750	23,250
Loan funding <sup>1</sup>	500,000	-
Other payables	1,075	2,006
	<b>796,657</b>	<b>120,846</b>

<sup>1</sup> Harvey Springs Estate Pty Ltd, a company controlled by Mr Anthony Barton, has entered into a loan facility agreement in the amount of \$500,000 with King River to fund ongoing development and working capital. The loan facility is non-interest bearing and unsecured with the maturity date being 30 June 2021. The loan facility was drawn down in full before 30 June 2020 to fund prefeasibility expenditure and working capital and repaid in full in August 2020.

Trade payables and other creditors are non-interest bearing and are normally settled on 30 day terms. Due to the short term nature of these payables, their carrying value is assumed to approximate their fair value.

	Consolidated	
	2020	2019
	\$	\$
<b>15. LEASE LIABILITIES</b>		
Leased warehouse storage - current	55,597	-
Leased warehouse storage - non-current	55,260	-
	<b>110,857</b>	<b>-</b>

# Notes to the Consolidated Financial Statements

FOR THE YEAR ENDED 30 JUNE 2020



## 16. CONTRIBUTED EQUITY AND RESERVES

### (a) Contributed Equity – Consolidated

	2020	
	Number	\$
<b>Issued capital at beginning of year as at 1 July 2019</b>	<b>1,238,638,553</b>	<b>39,734,369</b>
Fully paid ordinary shares carry one vote per share and carry the right to dividends		
<b>Movements in ordinary shares on issue</b>		
Issue of Shares – 22 August 2019	10,000,000 <sup>1</sup>	-
Capital Raising Fees net of tax	-	-
<b>Issued capital at end of year as at 30 June 2020</b>	<b>1,248,638,553</b>	<b>39,734,369</b>

<sup>1</sup> On 14 August 2019 the Company issued 10,000,000 shares to Ken Rogers at the market price of 3.2 cents per share. The shares will be subject to trading restrictions and 5,000,000 of the shares will be escrowed until the completion of the prefeasibility study and 5,000,000 of the shares will be escrowed until the completion of a bankable feasibility study. The shares have been funded by a limited recourse loan from the Company with a 4-year term and zero interest rate. Please refer to Note 18 Recognised Share-Based Payment Expenses, which includes the pro rata expense of the value for the relevant period. The Share Based Payment amount is recognised in the Reserves and not Issued Capital.

	Number	Exercise Price
<b>Movement in options on issue</b>		
<b>Listed Options on Issue as at 1 July 2019</b>	<b>412,867,511</b>	<b>12 cents</b>
Exercised	-	-
Expired	-	-
<b>Listed Options on Issue as at 30 June 2020</b>	<b>412,867,511</b>	<b>12 cents</b>
	<b>Number</b>	<b>Exercise Price</b>
Unlisted Options on Issue as at 1 July 2019	<b>4,500,000</b>	<b>10 cents</b>
Granted – 14 August 2019	7,000,000 <sup>1</sup>	6 cents
Expired – 30 June 2020	(4,500,000)	10 cents
<b>Options on Issue as at 30 June 2020</b>	<b>7,000,000</b>	<b>6 cents</b>

<sup>1</sup> On 14 August 2019 the Company issued 5,000,000 options to Andrew Chapman with an exercise price of 6 cents per share and an expiry date of 14 August 2022. The options will be subject to exercise restrictions and will vest upon defining a minimum Inferred resource (at either the Tennant Creek Project or the Mt Remarkable Region) of no less than 250,000 ounces of Au at an average grade of no less than 6 grams per tonne.

On 14 August 2019 the Company issued 2,000,000 options to Kathrin Gerstmayr with an exercise price of 6 cents per share and an expiry date of 14 August 2022.

	2019	
	Number	\$
<b>Issued capital at beginning of year as at 1 July 2018</b>	<b>1,237,190,445</b>	<b>39,618,414</b>
Fully paid ordinary shares carry one vote per share and carry the right to dividends		
<b>Movements in ordinary shares on issue</b>		
Issue of Shares – 3 July 2018: Options Exercised	896,117	89,612
Issue of Shares – 4 July 2018: Options Exercised	515,000	51,500
Issue of Shares – 5 July 2018: Options Exercised	26,605	2,661
Issue of Shares – 15 August 2018: Options Exercised	1,666	200
Issue of Shares – 22 August 2018: Options Exercised	8,720	1,046
Capital Raising Fees net of tax	-	(29,064)
<b>Issued capital at end of year as at 30 June 2019</b>	<b>1,238,638,553</b>	<b>39,734,369</b>

# Notes to the Consolidated Financial Statements

FOR THE YEAR ENDED 30 JUNE 2020



## 16. CONTRIBUTED EQUITY AND RESERVES continued

### (a) Contributed Equity – Consolidated continued

Movement in options on issue	2019	
	Number	Exercise Price
<b>Listed Options on Issue as at 1 July 2018</b>	-	-
Issued – Bonus Options 19 July 2018 <sup>1</sup>	412,877,897	12 cents
Exercised - 3 July 2018	(1,666)	12 cents
Exercised - 4 July 2018	(8,720)	12 cents
<b>Listed Options on Issue as at 30 June 2019</b>	<b>412,867,511</b>	<b>12 cents</b>
<sup>1</sup> Free bonus options were issued to all eligible shareholders on 19 July 2018. One free option was issued for every three shares held by eligible shareholders.		
		6,250,000 @ 10c
Unlisted Options on Issue as at 1 July 2018	8,800,000	2,550,000 @ 20c
Expired - 30 November 2018	(1,750,000)	1,750,000 @ 10c
Expired - 30 June 2019	(2,550,000)	2,550,000 @ 20c
<b>Options on Issue as at 30 June 2019</b>	<b>4,500,000</b>	<b>4,500,000 @ 10c</b>

There were no other significant movements in equity after the 2020 reporting period until the lodgement of this report.

### Terms and conditions of contributed equity

#### Ordinary shares

Ordinary shares have the right to receive dividends as declared and, in the event of winding up the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held. On a show of hands, every holder of ordinary shares present at a meeting in person or by proxy is entitled to one vote, and upon a poll each share is entitled to one vote.

As per the Corporations Act 2001 the Company does not have authorised capital and ordinary shares do not have a par value.

### 16(b) Reserves

	Equity Benefits Reserve
	\$
<b>Reserves</b>	
At 30 June 2018	1,696,062
Share – based payments	-
At 30 June 2019	1,696,062
Share – based payments	188,058
At 30 June 2020	1,884,120

### Nature and Purpose of Equity Benefits Reserve

This reserve is used to record the value of equity benefits provided to directors, employees and external service providers as part of their fees and remuneration.

During the 2019 year, the following options expired:

- 1,750,000 unlisted options exercisable at \$0.10 expired 30 November 2018.

During the 2020 year, the following options expired and were issued:

- 2,000,000 unlisted options exercisable at \$0.06 on or before 14 August 2022 were issued to contractors of the Company. These options all vested immediately.
- 5,000,000 unlisted options exercisable at \$0.06 on or before 14 August 2022 were issued to contractors of the Company. These options have vesting conditions.
- 4,500,000 unlisted options exercisable at \$0.10 expired 30 June 2020.

# Notes to the Consolidated Financial Statements

FOR THE YEAR ENDED 30 JUNE 2020



	Consolidated	
	2020	2019
	\$	\$
<b>17. COMMITMENTS</b>		
<i>Exploration Expenditure Commitment</i>		
In order to maintain the Company's interest in mining tenements, the Company is committed to meet the minimum expenditure conditions under which the tenements were granted. These amounts change annually and are also based on whether term of extensions are granted for each tenement.		
<b>Within 1 year</b>	<b>1,938,800</b>	<b>1,334,350</b>

## 18. SHARE BASED PAYMENTS

### (a) Recognised share-based payment expenses

On 14 August 2019 the Company issued 10,000,000 shares to Ken Rogers at the market price of 3.2 cents per share. The shares will be subject to trading restrictions and 5,000,000 of the shares will be escrowed until the completion of the prefeasibility study and 5,000,000 of the shares will be escrowed until the completion of a bankable feasibility study. The shares have been funded by a limited recourse loan from the Company with a 4-year term and zero interest rate, the loan is repayable at the end of the term or from the proceeds of any shares sold after escrow release. In the event that any shares sold are less than 3.2 cents the Company will only recoup the value of the shares sold at the respective price in repayment of the loan, or part thereof.

The fair value of the shares is estimated as at the date of grant using the Black and Scholes model taking into account the terms and conditions upon which the shares were granted. The value brought to account as a share-based payment expense in the year ended 30 June 2020 was \$174,532.

On 14 August 2019 the Company issued 2,000,000 options to Kathrin Gerstmayr with an exercise price of 6 cents per share and an expiry date of 14 August 2022. These options all vested immediately.

The fair value of the options is estimated as at the date of grant using the Black and Scholes model taking into account the terms and conditions upon which the options were granted. The value brought to account as a share-based payment expense in the year ended 30 June 2020 was \$13,526.

### (b) Summaries of options granted

The following table illustrates the number and weighted average exercise prices (WAEP) and movements of share options issued during the year to contractors & employees.

	2020		2019	
	Number	WAEP	Number	WAEP
Options outstanding at the beginning of the year	4,500,000	0.10	8,800,000	0.15
Granted during the year	7,000,000	0.06	-	-
Converted during the year	-	-	-	-
Expired during the year	(4,500,000)	0.10	(4,300,000)	0.15
Outstanding at the end of the year	7,000,000	0.06	4,500,000	0.10
Exercisable at the end of the year	2,000,000	0.06	4,500,000	0.10

There were 7,000,000 options on issue as at 30 June 2020 (2019: 4,500,000). Only 2,000,000 are vested immediately and exercisable. 5,000,000 have vesting conditions.

### (c) Weighted average remaining contractual life

The weighted average remaining contractual life for the options outstanding as at 30 June 2020 is 2.12 year (2019: 1 years).

### (d) Range of exercise price and weighted average share price at the date of exercise

The exercise price for options outstanding at the end of the year was:

Options	2020	2019
Class N (4,500,000)	-	0.10
Class O (7,000,000)	0.06	-

There were no options exercised during the 2020 financial year. Class N 4,500,000 options expired 30 June 2020.

**18. SHARE BASED PAYMENTS continued****(e) Weighted average fair value**

There were no options granted during the previous year ended 30 June 2019.

**(f) Option pricing model**

The fair value of the equity-settled share options granted under the option plan is estimated as at the date of grant using a Black-Scholes model taking into account the terms and conditions upon which the options were granted.

The following table lists the inputs to the model used for the year ended 30 June 2020.

Grant Date	14 August 2019
Options Issued	7,000,000
Volatility (%)	50
Risk free interest rate (%)	0.69
Discount rate (%)	0.94
Historic share price previous to grant date (\$)	0.036
Expected life of options (months)	36
Options exercise price (\$)	0.06
Fair value at grant date (\$)	0.0068

The expected life of the options is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. No other features of options granted were incorporated into the measurement of fair value.

**(g) Share pricing model**

The fair value of the equity-settled share granted under the shares issued to Ken Rogers is estimated as at the date of grant using a Black-Scholes model taking into account the terms and conditions upon which the shares were granted.

The following table lists the inputs to the model used for the year ended 30 June 2020.

Grant Date	14 August 2019
Options Issued	10,000,000
Volatility (%)	100
Risk free interest rate (%)	0.71
Discount rate (%)	0.94
Historic share price previous to grant date (\$)	0.032
Expected life of options (months)	48
Fair value at grant date (\$)	0.0254

The expected life of the shares is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

**19. FINANCIAL RISK MANAGEMENT**

The Group's principal financial instruments comprise of cash and short term deposits. The Group has various other financial assets and liabilities such as loan and borrowings, lease liabilities, receivables and trade payables, which arise directly from its operations.

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in notes 10 and 14 to the consolidated financial statements.

The Group manages its exposure to a variety of financial risks: market risk (including commodity risk and interest rate risk), credit risk, liquidity risk and cash flow interest rate risk in accordance with the approved Group policies.

Primary responsibility for the identification and control of financial risks rests with the Board. The Board reviews and agrees policies for managing each of the risks identified.

The Group uses different methods to measure and manage different types of risks to which it is exposed. These include monitoring levels of exposure to interest rate and foreign exchange risk and assessment of market forecast for interest rate and foreign exchange. The Group manages credit risk by only dealing with recognised, creditworthy, third parties and liquidity risk is monitored through the development of future rolling cash flow forecasts.

## 19. FINANCIAL RISK MANAGEMENT continued

### Commodity price risk

The Group's policy is to sell its commodity products at current market prices. Once in production the Group expects to have an exposure to commodity price risk associated with the production and sale of vanadium and fluorite. Presently the Group is not exposed to commodity price risk.

### Interest rate risk

The Group's current exposure to the risk of changes in market interest rates relate primarily to cash assets rates and is managed by the Board in accordance with the approved investment policy. This policy defines maximum exposures and credit ratings limits.

The Group does not account for fixed rate financial assets and liabilities at fair value through profit or loss.

During the financial year the Group has managed its cash assets by entering into a fixed interest term deposits to maximise its cash balance.

The group does not have any material exposure to interest rate risk as at 30 June 2020.

### Foreign currency risk

The Group has no material transactional foreign currency exposure.

### Credit risk

Credit risk arises in the event that counterparty will not meet its obligations under a financial instrument leading to financial losses. The Group is exposed to credit risk from its operating activities, financing activities including deposits with banks and receivables.

The credit risk control procedures adopted by the Group is to assess the credit quality of the institution with whom funds are deposited or invested, taking into account its financial position and past experiences. Investment limits are set in accordance with

limits set by the Board based on the counterparty credit rating. The limits are assigned to minimise concentration of risks and mitigate financial loss through potential counterparty failure. The compliance with credit limits is regularly monitored as part of day-to-day operations. Any credit concerns are highlighted to senior management.

As the Group is yet to commence mining operations it has no significant exposure to customer credit risk. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets in the Statement of Financial Position.

### Credit Quality of Financial Assets

	S&P Credit rating				
	AAA	A1+	A1	A2	Unrated
	\$	\$	\$	\$	\$
<b>Consolidated as at 30 June 2020</b>					
Cash and cash equivalents	-	578,179	-	-	-
Other Financial Assets	-	-	-	-	-
Trade and Other Receivables	49,389	-	-	-	-

	S&P Credit rating				
	AAA	A1+	A1	A2	Unrated
	\$	\$	\$	\$	\$
<b>Consolidated as at 30 June 2019</b>					
Cash and cash equivalents	-	2,966,940	-	-	-
Other Financial Assets	-	18,824	-	-	-
Trade and Other Receivables	172,871	-	-	-	-

### Liquidity risk

The responsibility for liquidity risk management rests with the Board of Directors.

The Group manages liquidity risk by maintaining sufficient cash to meet the operating requirements of the business and investing excess funds in highly liquid short term investments. The Group's liquidity needs can be met through a variety of sources, including: cash generated from interest accrued on cash balances, short and long term borrowings and issue of equity instruments. Alternatives for sourcing our future capital needs include our current cash position, future operating cash flow, project debt financings and equity raisings. These alternatives are evaluated to determine the optimal mix of capital resources for our capital needs.

# Notes to the Consolidated Financial Statements

FOR THE YEAR ENDED 30 JUNE 2020



## 19. FINANCIAL RISK MANAGEMENT continued

### Capital risk management

The Group's capital comprises share capital, reserves less accumulated losses amounting to \$17,595,928 at 30 June 2020 (2019: \$18,523,406). The Group's capital management objectives are:

- To safeguard the business as a going concern;
- To maximise potential returns for shareholders through minimising dilution; and
- To retain an optimal debt to equity balance in order to minimise the cost of capital.

The Group may issue new shares or sell assets to reduce debts in order to maintain the optimal capital structure.

## 20. GROUPS INFORMATION

The consolidated financial statements include the financial statements of King River Resources Limited and its subsidiaries:

	Country of Incorporation	% Equity Interest	
		2020	2019
Speewah Mining Pty Ltd	Australia	100	100
Treasure Creek Pty Ltd	Australia	100	100
Kimberley Gold Pty Ltd	Australia	100	100
Whitewater Minerals Pty Ltd	Australia	100	100

## 21. EVENTS AFTER THE BALANCE SHEET DATE

On 19 August 2020 the Company completed a Security Purchase Plan ("SPP") and raised \$7,861,240 from the issue of 238,219,725 shares and 152,443,342 options. The issue price for each share under this SPP offer was \$0.033 plus 1 free attaching option for every 2 shares issued. Each option has an exercise price of \$0.06 and expiry date of 31 July 2022.

On 27 July 2020 the Company completed a Placement from professional and sophisticated investors and raised \$2,000,000 from the issue of 66,666,669 shares and 33,333,335 options. The issue price for each share under the Placement was \$0.03 plus 1 free attaching option for every 2 shares issued. The options have an exercise price of \$0.06 and an expiry of 31 July 2022.

## 22. AUDITORS' REMUNERATION

The auditors of King River are Ernst & Young.

	Consolidated	
	2020	2019
Auditor's Remuneration	\$	\$
<b>Fees to Ernst &amp; Young (Australia)</b>		
Fees for auditing the statutory financial report of the parent covering the group and auditing the statutory financial reports of any controlled entities	37,804	35,014
Fees for other assurance and agreed-upon-procedures services under other legislation or contractual arrangements where there is discretion as to whether the service is provided by the auditor or another firm		
- Audit of Form 5 expenditure report	3,120	-
<b>Total fees to Ernst &amp; Young (Australia)</b>	<b>40,924</b>	<b>35,014</b>
<b>Total auditor's remuneration</b>	<b>40,924</b>	<b>35,014</b>

## 23. DIRECTORS AND KEY MANAGEMENT PERSONNEL DISCLOSURES

There were no changes to Directors and Key Management Personnel between the reporting date and the date the financial report was authorised for issue.

	Consolidated	
	2020	2019
	\$	\$
<b>(a) Compensation of Directors and Key Management Personnel</b>		
<i>Director and Key Management Personnel</i>		
Short-term	326,048	330,411
Post-employment superannuation	9,669	9,669
Value of Share based payments	174,532	-
	<b>510,249</b>	<b>340,080</b>

# Notes to the Consolidated Financial Statements

FOR THE YEAR ENDED 30 JUNE 2020



## 24. RELATED PARTY TRANSACTIONS

Australian Heritage Group Pty Ltd ("AHG"), a company of which Mr Anthony Barton, a Director and Mr Greg MacMillan, a Director and the Company Secretary, have entered into an occupancy and administration agreement with King River Resources in respect of providing occupancy, administration and bookkeeping services commencing March 2009. The total value of the occupancy and administration services provided by AHG during the year was \$4,909 (2019: \$53,034). As at 30<sup>th</sup> June 2020, there is \$450 amount (2019: \$450) outstanding to pay AHG. All services provided by companies associated with directors were provided on commercial terms.

Harvey Springs Estate Pty Ltd, a company controlled by Mr Anthony Barton, has entered into a loan facility agreement in the amount of \$500,000 with King River to fund ongoing development and working capital. The loan facility is non-interest bearing and unsecured with the maturity date being 30 June 2021. The loan facility was drawn down in full before 30 June 2020 to fund prefeasibility expenditure and working capital. The loan was repaid in full on 18 August 2020.



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Ernst & Young  
11 Mounts Bay Road  
Perth WA 6000 Australia  
GPO Box M939 Perth WA 6843

Tel: +61 8 9429 2222  
Fax: +61 8 9429 2436  
ey.com/au

## **Independent auditor's report to the members of King River Resources Limited**

### **Report on the audit of the financial report**

#### **Opinion**

We have audited the financial report of King River Resources Limited (the Company) and its subsidiaries (collectively the Group), which comprises the consolidated statement of financial position as at 30 June 2020, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- a) giving a true and fair view of the consolidated financial position of the Group as at 30 June 2020 and of its consolidated financial performance for the year ended on that date; and
- b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

#### **Basis for opinion**

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Material uncertainty related to going concern**

We draw attention to Note 2(e) in the financial report, which describes the principal conditions that raise doubt about the Group's ability to continue as a going concern. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

## Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matter described below to be the key audit matter to be communicated in our report. For the matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial report. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial report.

## Carrying value of capitalised exploration and evaluation assets

### Why significant

At 30 June 2020, the Group held exploration and evaluation assets of \$17,720,539.

The carrying value of exploration and evaluation assets is assessed for impairment by the Group when facts and circumstances indicate that the exploration and evaluation assets may exceed their recoverable amount.

The determination as to whether there are any indicators to require an exploration and evaluation asset to be assessed for impairment involves a number of judgments, including whether the Group has tenure, will be able to perform ongoing expenditure and whether there is sufficient information for a decision to be made that the area of interest is not commercially viable. For the year ended 30 June 2020 the Group identified impairment indicators for a number of tenements which resulted in a write off of their full carrying values of \$535,730 as set out in note 6 (e). The Group did not identify any further indicators of impairment.

Given the size of the balance and the judgmental nature of impairment indicator assessments associated with exploration and evaluation assets, we consider this a key audit matter.

### How our audit addressed the key audit matter

We evaluated the Group's assessment of the carrying value of exploration and evaluation assets. In obtaining sufficient audit evidence, we:

- ▶ Considered the Group's right to explore in the relevant exploration area which included obtaining and assessing supporting documentation such as license agreements
- ▶ Considered the Group's intention to carry out significant exploration and evaluation activity in the relevant exploration area which included assessment of the Group's cash-flow forecast models and enquiries with senior management and the Directors as to the intentions and strategy of the Group
- ▶ Assessed whether exploration and evaluation data exist to indicate that the carrying value of capitalised exploration and evaluation is unlikely to be recovered through development or sale
- ▶ Assessed the appropriateness of exploration and evaluation asset balances written off where impairment triggers were identified
- ▶ Assessed the adequacy of the disclosures in Note 11.

## Information other than the financial report and auditor's report thereon

The directors are responsible for the other information. The other information comprises the information included in the Company's 2020 Annual Report but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of the Directors for the financial report

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

In preparing the financial report, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

## Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



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- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- ▶ Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- ▶ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions to eliminate threats or safeguards applied.

From the matters communicated to the directors, we determine those matters that were of most significance in the audit of the financial report of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **Report on the audit of the Remuneration Report**

### **Opinion on the Remuneration Report**

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2020.

In our opinion, the Remuneration Report of King River Resources Limited for the year ended 30 June 2020, complies with section 300A of the *Corporations Act 2001*.



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## **Responsibilities**

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

*Ernst & Young*

Ernst & Young

Philip Teale  
Partner  
Perth  
24 September 2020

Additional information required by the Australian Stock Exchange Limited and not shown elsewhere in this report is as follows. The information is current as at 22 September 2020.

## (a) Distribution of Equity Securities

The number of shareholders, by size of holding, in each class of share are:

			Listed Ordinary Shares		Listed Options	
			Number of Holders	Number of Shares	Number of Holders	Number of Options
1	–	1,000	152	42,083	8	896
1,001	–	5,000	321	1,145,590	-	-
5,001	–	10,000	567	4,705,231	-	-
10,001	–	100,000	2,407	101,342,675	255	9,713,793
100,001	–	and over	1,551	1,446,289,368	305	142,728,653
			<b>4,998</b>	<b>1,553,524,947</b>	<b>568</b>	<b>152,443,342</b>

## (b) Twenty Largest Shareholders

The names of the twenty largest holders of quoted shares are:

			Listed Ordinary Shares	
			Number of Shares	Percentage of Shares %
1.	BNP PARIBAS NOMINEES PTY LTD HUB24 CUSTODIAL SERV LTD		40,827,630	2.63%
2.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED		35,020,687	2.25%
3.	CITICORP NOMINEES PTY LIMITED		31,188,575	2.01%
4.	UNIVERSAL OIL (AUSTRALIA) PTY LTD		28,064,033	1.81%
5.	GDM SERVICES PTY LTD		27,373,619	1.76%
6.	BNP PARIBAS NOMINEES PTY LTD		21,454,375	1.38%
7.	BARTON ANTHONY P + C H		20,965,700	1.35%
8.	BARTON ANTHONY P + C H		19,812,358	1.28%
9.	L & E FISHER NOMINEES PTY LTD		17,575,758	1.13%
10.	S F MARAVENTANO PTY LTD		15,713,098	1.01%
11.	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED		15,708,821	1.01%
12.	SESNA PTY LTD		15,000,000	0.97%
13.	LASTING LEGACY PTY LTD		14,909,091	0.96%
14.	CARTER KENNETH JON + MANDY EMMA		14,300,000	0.92%
15.	BARTON & BARTON PTY LTD		13,917,018	0.90%
16.	HOOKS ENTERPRISES PTY LTD		13,600,000	0.88%
17.	BARTON CORINNE HEATHER		11,132,422	0.72%
18.	TEMTOR PTY LTD		10,391,667	0.67%
19.	ROGERS KENNETH ARNOLD		10,303,031	0.66%
20.	BARTON & BARTON PTY LTD		10,196,135	0.66%

## (c) Voting Rights

All ordinary shares (whether fully paid or not) carry one vote per share without restriction.

**(d) Substantial Shareholders**

The names of substantial shareholders who have notified the Company in accordance with section 671B of the Corporations Act 2001 are:

	Number of Shares	Percentage of Ordinary Shares %
Mr Anthony Barton and Associates	104,660,157	6.737%

**(e) Twenty Largest Quoted Option Holders**

These options all have an exercise price of 6 cents and expire on the 31 July 2022.

		Listed Options	
		Number of Options	Percentage of Options %
1	BNP PARIBAS NOMINEES PTY LTD HUB24 CUSTODIAL SERV LTD	5,606,064	3.68%
2	THE KING'S RANSOM (VIC) PTY LTD	5,000,000	3.28%
3	MARRIOTT PRINTERY PTY LIMITED	3,000,000	1.97%
3	MORGRAE PTY LTD	3,000,000	1.97%
4	OCEAN REEF HOLDINGS PTY LTD	2,500,000	1.64%
5	CALM NOMINEES PTY LTD	2,121,213	1.39%
6	L & E FISHER NOMINEES PTY LTD	2,037,880	1.34%
6	L & E FISHER NOMINEES PTY LTD	2,037,880	1.34%
7	ANNLEW INVESTMENTS PTY LTD	2,000,000	1.31%
7	AMY TERESA DETATA	2,000,000	1.31%
7	DENILQUIN PHARMACY (NSW) PTY LTD	2,000,000	1.31%
8	KHE SANH PTY LTD	1,750,000	1.15%
8	BRUCE SHANNAHAN	1,750,000	1.15%
9	MULLOWAY PTY LTD	1,666,667	1.09%
10	ERIC JOHN ANDERSON	1,582,148	1.04%
11	MARK LA STARZA SUPERANNUATION FUND PTY LTD	1,545,455	1.01%
12	M & K KORKIDAS PTY LTD	1,454,546	0.95%
12	MARK FRANK LA STARZA	1,454,546	0.95%
13	JOHN FRIEDRICH + RITA MARIA FRIEDRICH	1,200,000	0.79%
14	JUSTIN TYLER	1,061,377	0.70%
15	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	1,037,881	0.68%
16	J & R SUPERANNUATION PTY LTD	1,000,000	0.66%
16	DOLPHIN PARTNERS PTY LTD	1,000,000	0.66%
16	FAIRBROTHER HOLDINGS PTY LTD	1,000,000	0.66%
16	MR RICHARD STIRLING MICKLE	1,000,000	0.66%
16	DOLPHIN CAPITAL PARTNERS PTY LTD	1,000,000	0.66%
16	ILLINGTON PTY LTD	1,000,000	0.66%
17	PAUL DAMIAN + DIANA JANE KIRCHNER	875,000	0.57%
18	CITICORP NOMINEES PTY LIMITED	848,487	0.56%
19	MR KHALED ABOU-EID	833,333	0.55%
19	MRS TRUDI MILNE	833,333	0.55%
20	TIALING PTY LTD	825,000	0.54%

**(f) Distribution of unquoted option holder numbers**

Category (Size of Holding)	No of Option Holders	No of Options
100,001 and over	2	7,000,000
	<b>2</b>	<b>7,000,000</b>

**(g) Holders of more than 20% of unquoted options**

There are no holders, holding more than 20% of the unquoted options on issue.

**(h) On-Market Buyback**

There is no on-market buy-back scheme in operation for the company's quoted shares or quoted options.

**(i) Schedule of Mining Tenements**

Area of Interest	Tenements	Comments
<b>Australia - Western Australia</b>		
East Kimberley	M80/267	All of the Tenements are registered in the name of Speewah Mining Pty Ltd, Treasure Creek Pty Ltd and Whitewater Minerals Pty Ltd the wholly owned subsidiaries of King River Resources Limited.
East Kimberley	M80/268	
East Kimberley	M80/269	
East Kimberley	E80/2863	
East Kimberley	E80/3657	
East Kimberley	E80/4468	
East Kimberley	E80/4961	
East Kimberley	E80/4962	
East Kimberley	E80/4972	
East Kimberley	E80/4973	
East Kimberley	E80/5007	
East Kimberley	E80/5133	
East Kimberley	E80/5176	
East Kimberley	E80/5177	
East Kimberley	E80/5178	
East Kimberley	E80/5192	
East Kimberley	E80/5193	
East Kimberley	E80/5194	
East Kimberley	E80/5195	
East Kimberley	E80/5196	
East Kimberley	L80/43	Note: M = Mining Lease E/EL = Exploration Licence L = Miscellaneous Licence
East Kimberley	L80/47	
Tennant Creek	EL31617	
Tennant Creek	EL31618	
Tennant Creek	EL31619	
Tennant Creek	EL31623	
Tennant Creek	EL31624	
Tennant Creek	EL31625	
Tennant Creek	EL31626	
Tennant Creek	EL31627	
Tennant Creek	EL31628	
Tennant Creek	EL31629	
Tennant Creek	EL31633	
Tennant Creek	EL31634	

The Board is responsible for establishing the Company's corporate governance framework. In establishing its corporate governance framework, the Board has referred to the 3<sup>rd</sup> edition of the ASX Corporate Governance Councils' Corporate Governance Principles and Recommendations.

In accordance with ASX Listing Rule 1.1 Condition 13, the corporate governance statement discloses the extent to which the Company follows the recommendations. The Company will follow each recommendation where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where the Company's corporate governance practices will follow a recommendation, the Board has made appropriate statements reporting on the adoption of the recommendation. In compliance with the "if not, why not" reporting regime, where, after due consideration, the Company's corporate governance practices will not follow a recommendation, the Board has explained its reasons for not following the recommendation and disclosed what, if any, alternative practices the Company will adopt instead of those in the recommendation.

The following governance-related documents can be found on the Company's website at [www.kingriverresources.com.au](http://www.kingriverresources.com.au) under the section marked "Corporate Governance":

- a) Board Charter;
- b) Board Performance Evaluation Policy;
- c) Code of Conduct;
- d) Audit Committee Charter;
- e) Remuneration and Nomination Committee Charter;
- f) Security Trading Policy;
- g) Continuous Disclosure Policy;
- h) Shareholder Communication and Investor Relations Policy;
- i) Risk Management Policy; and
- j) Diversity Policy.

## **Principle 1: Lay solid foundations for management and oversight**

### Recommendation 1.1

The Company has established the respective roles and responsibilities of its Board and management, and those matters expressly reserved to the Board and those delegated to management, and has documented this in its Board Charter.

The responsibilities of the Board include but are not limited to:

- a) setting and reviewing strategic direction and planning;
- b) reviewing financial and operational performance;
- c) identifying principal risks and reviewing risk management strategies; and
- d) considering and reviewing significant capital investments and material transactions.

In exercising its responsibilities, the Board recognises that there are many stakeholders in the operations of the Company, including employees, shareholders, co-ventures, the government and the community.

The Board has delegated responsibility for the business operations of the Company to the Chief Executive Officer and the management team. The management team, led by the Chief Executive Officer is accountable to the Board.

### Recommendation 1.2

The Company undertakes appropriate checks before appointing a person, or putting forward to shareholders a candidate for election as a director and provides shareholders with all material information in its possession relevant to a decision on whether or not to elect a director.

The checks which are undertaken, and the information provided to shareholders, are set out in the Company's Remuneration and Nomination Committee Charter.

### Recommendation 1.3

The Company has a written agreement with each of the Directors. The material terms of any employment, service or consultancy agreement the Company, or any of its child entities, has entered into with its Chief Executive Officer, any of its directors, and any other person or entity who is a related party of the Chief Executive Officer or any of its directors will be disclosed in accordance with ASX Listing Rule 3.16.4 (taking into consideration the exclusions from disclosure outlined in that rule).

### Recommendation 1.4

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The Company Secretary is responsible for the application of best practice in corporate governance and also supports the effectiveness of the Board by:

- a) ensuring a good flow of information between the Board, its committees, and Directors;
- b) monitoring policies and procedures of the Board;
- c) advising the Board through the Chairman of corporate governance policies; and
- d) conducting and reporting matters of the Board, including the dispatch of Board agendas, briefing papers and minutes.

## Recommendation 1.5

The Company has a Diversity Policy, the purpose of which is:

- a) to outline the Company's commitment to creating a corporate culture that embraces diversity and, in particular, focuses on the composition of its Board and senior management; and
- b) to provide a process for the Board to determine measurable objectives and procedures which the Company will implement and report against to achieve its diversity goals.

The Board intends to set measurable objectives for achieving diversity, specifically including gender diversity and will review and report on the effectiveness and relevance of these measurable objectives. However, due to the current size of the Board and management, these measurable objectives have not yet been set.

## Recommendation 1.6

The Chair will be responsible for evaluating the performance of the Board, Board committees and individual directors in accordance with the process disclosed in the Company's Board performance evaluation policy.

This policy is to ensure:

- a) individual Directors and the Board as a whole work efficiently and effectively in achieving their functions;
- b) the executive Directors and key executives execute the Company's strategy through the efficient and effective implementation of the business objectives; and
- c) committees to which the Board has delegated responsibilities are performing efficiently and effectively in accordance with the duties and responsibilities set out in the board charter.

This policy will be reviewed annually.

## Recommendation 1.7

The Chief Executive Officer will be responsible for evaluating the performance of the Company's senior executives in accordance with the process disclosed in the Company's Process for Performance Evaluations, which is currently being developed by the Board.

The Chair will be responsible for evaluating the performance of the Company's Chief Executive Officer in accordance with the process disclosed in the Company's Process for Performance Evaluations, which is currently being developed by the Board.

## **Principle 2: Structure the board to add value**

### Recommendation 2.1

Due to the size of the Board, the Company does not have a separate nomination committee. The roles and responsibilities of a nomination committee are currently undertaken by the Board.

The duties of the full Board in its capacity as a nomination committee are set out in the Company's Remuneration and Nomination Committee Charter which is available on the Company's website.

When the Board meets as a remuneration and nomination committee it carries out those functions which are delegated to it in the Company's Remuneration and Nomination Committee Charter. Items that are usually required to be discussed by a Remuneration and Nomination Committee are marked as separate agenda items at Board meetings when required.

The Board has adopted a Remuneration and Nomination Committee Charter which describes the role, composition, functions and responsibilities of a Nomination Committee and is disclosed on the Company's website.

### Recommendation 2.2

The mix of skills and diversity which the Board is looking to achieve in its composition is:

- a) a broad range of business experience; and
- b) technical expertise and skills required to discharge duties.

### Recommendation 2.3

The Board considers the independence of directors having regard to the relationships listed in Box 2.3 of the Principles and Recommendations.

Currently the Board is structured as follows:

- a) Anthony Barton (Chairman and Director) appointed 24 May 2007;
- b) Greg MacMillan (Director) appointed 2 July 2014; and
- c) Leonid Charuckyj (Non Executive Director) appointed 13 December 2011.

Mr Barton & Mr MacMillan are not considered independent as Mr Barton is a substantial shareholder of the Company and Mr MacMillan is Company Secretary they are also directors and shareholders of Australian Heritage Group Pty Ltd, a provider of professional services to the Company.

Mr Leonid Charuckyj is an independent director.

## Recommendation 2.4

As noted above the board is not made up of a majority of independent directors, however the company has also adopted certain procedures intended to ensure independent decision making occurs where a conflict of interest may arise.

## Recommendation 2.5

As noted above Mr Barton is not an independent Chairman. Mr Barton is considered to be the most appropriate person to Chair the Board because of his public company experience.

## Recommendation 2.6

It is a policy of the Company, that new Directors undergo an induction process in which they are given a full briefing on the Company. Where possible this includes meetings with key executives, tours of the premises, an induction package and presentations.

In order to achieve continuing improvement in Board performance, all Directors are encouraged to undergo continual professional development. Specifically, Directors are provided with the resources and training to address skills gaps where they are identified.

### **Principle 3: Act ethically and responsibly**

#### Recommendation 3.1

The Company is committed to promoting good corporate conduct grounded by strong ethics and responsibility. The Company has established a Code of Conduct (**Code**), which addresses matters relevant to the Company's legal and ethical obligations to its stakeholders. It may be amended from time to time by the Board, and is disclosed on the Company's website.

The Code applies to all Directors, employees, contractors and officers of the Company.

The Code will be formally reviewed by the Board each year.

### **Principle 4: Safeguard integrity in corporate reporting**

#### Recommendation 4.1

Due to the size of the Board, the Company does not have a separate Audit Committee. The roles and responsibilities of an audit committee are undertaken by the Board.

The full Board in its capacity as the audit committee is responsible for reviewing the integrity of the Company's financial reporting and overseeing the independence of the external auditors. The duties of the full Board in its capacity as the audit committee are set out in the Company's Audit Committee Charter which is available on the Company's website.

When the Board meets as an audit committee is carries out those functions which are delegated to it in the Company's Audit Committee Charter. Items that are usually required to be discussed by an Audit Committee are marked as separate agenda items at Board meetings when required.

The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises. Candidates for the position of external auditor must demonstrate complete independence from the Company through the engagement period. The Board may otherwise select an external auditor based on criteria relevant to the Company's business and circumstances. The performance of the external auditor is reviewed on an annual basis by the Board.

The Board has adopted an Audit Committee Charter which describes the role, composition, functions and responsibilities of the Audit Committee and is disclosed on the Company's website.

#### Recommendation 4.2

Before the Board approves the Company financial statements for each financial period it will receive from the Chief Executive Officer and the Chief Financial Officer or equivalent a declaration that, in their opinion, the financial records of the Company for the relevant financial period have been properly maintained and that the financial statements for the relevant financial period comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and the consolidated entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

#### Recommendation 4.3

Under section 250RA of the Corporations Act, the Company's auditor is required to attend the Company's annual general meeting at which the audit report is considered, and does not arrange to be represented by a person who is a suitably qualified member of the audit team that conducted the audit and is in a position to answer questions about the audit. Each year, the Company will write to the Company's auditor to inform them of the date of the Company's annual general meeting. In accordance with section 250S of the Corporations Act, at the Company's annual general meeting where the Company's auditor or their representative is at the meeting, the Chair will allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor (or its representative) questions relevant to the conduct of the audit; the preparation and content of the auditor's report; the accounting policies adopted by the Company in relation to the preparation of the financial statements; and the independence of the auditor in relation to the conduct of the audit. The Chair will also allow a reasonable opportunity for the auditor (or their representative) to answer written questions submitted to the auditor under section 250PA of the Corporations Act.

## **Principle 5: Make timely and balanced disclosure**

### Recommendation 5.1

The Company is committed to:

- a) ensuring that shareholders and the market are provided with full and timely information about its activities;
- b) complying with the continuous disclosure obligations contained in the Listing Rules and the applicable sections of the Corporations Act; and
- c) providing equal opportunity for all stakeholders to receive externally available information issued by the Company in a timely manner.

The Company has adopted a Disclosure Policy, which is disclosed on the Company's website. The Disclosure Policy sets out policies and procedures for the Company's compliance with its continuous disclosure obligations under the ASX Listing Rules, and addresses financial markets communication, media contact and continuous disclosure issues. It forms part of the Company's corporate policies and procedures and is available to all staff.

The Company Secretary manages the policy. The policy will develop over time as best practice and regulations change and the Company Secretary will be responsible for communicating any amendments. This policy will be reviewed by the Board annually.

## **Principle 6: Respect the rights of security holders**

### Recommendation 6.1

The Company provides information about itself and its governance to investors via its website at [www.kingriverresources.com.au](http://www.kingriverresources.com.au). The Company is committed to maintaining a Company website with general information about the Company and its operations and information specifically targeted at keeping the Company's shareholders informed about the Company. In particular, where appropriate, after confirmation of receipt by ASX, the following will be posted to the Company website:

- a) relevant announcements made to the market via ASX;
- b) media releases;
- c) investment updates;
- d) Company presentations and media briefings;
- e) copies of press releases and announcements for the preceding three years; and
- f) copies of annual and half yearly reports including financial statements for the preceding three years.

### Recommendation 6.2

The Company has a Shareholder Communication and Investor Relations Policy which aims to ensure that Shareholders are informed of all major developments of the Company. The policy is disclosed on the Company's website.

Information is communicated to Shareholders via:

- a) reports to Shareholders;
- b) ASX announcements;
- c) annual general meetings; and
- d) the Company website.

This Shareholder Communication and Investor Relations policy will be formally reviewed by the Board each year. While the Company aims to provide sufficient information to Shareholders about the Company and its activities, it understands that Shareholders may have specific questions and require additional information. To ensure that Shareholders can obtain all relevant information to assist them in exercising their rights as Shareholders, the Company has made available a telephone number and relevant contact details (via the website) for Shareholders to make their enquiries.

### Recommendation 6.3

The Board encourages full participation of Shareholders at meetings to ensure a high level of accountability and identification with the Company's strategies and goals.

However, due to the size and nature of the Company, the Board does not consider a policy outlining the policies and processes that it has in place to facilitate and encourage participating at meetings of shareholders to be appropriate at this stage.

### Recommendation 6.4

Shareholders are given the option to receive communications from, and send communication to, the Company and its share registry electronically. To ensure that shareholders can obtain all relevant information to assist them in exercising their rights as shareholders, the Company has made available a telephone number and relevant contact details (via the website) for shareholders to make their enquiries.

## **Principle 7: Recognise and manage risk**

### Recommendation 7.1

Due to the size of the Board, the Company does not have a separate Risk Committee. The Board is responsible for the oversight of the Company's risk management and control framework.

When the Board meets as a risk committee it carries out those functions which are delegated to it in the Company's Risk Committee Charter. Items that are usually required to be discussed by a Risk Committee are marked as separate agenda items at Board meetings when required.

The Board has adopted a Risk Committee Charter which describes the role, composition, functions and responsibilities of the Risk Committee and is disclosed on the Company's website.

The Board has adopted a Risk Management Policy, which is disclosed on the Company's website. Under the policy, responsibility and control of risk management is delegated to the appropriate level of management within the Company with the Chief Executive Officer having ultimate responsibility to the Board for the risk management and control framework.

The risk management system covers:

- a) operational risk;
- b) financial reporting;
- c) compliance / regulations; and
- d) system / IT process risk.

### Recommendation 7.2

The Board will review the Company's risk management framework annually to satisfy itself that it continues to be sound, to determine whether there have been any changes in the material business risks the Company faces and to ensure that the Company is operating within the risk appetite set by the Board.

Arrangements put in place by the Board to monitor risk management include, but are not limited to:

- a) monthly reporting to the Board in respect of operations and the financial position of the Company; and
- b) quarterly rolling forecasts prepared;

### Recommendation 7.3

The Company does not have, and does not intend to establish, an internal audit function. To evaluate and continually improve the effectiveness of the Company's risk management and internal control processes, the Board relies on ongoing reporting and discussion of the management of material business risks as outlined in the Company's Risk Management Policy.

### Recommendation 7.4

Given the speculative nature of the Company's business, it is subject to general risks and certain specific risks.

The Company has identified those economic, environmental and/or social sustainability risks to which it has a material exposure, and disclosed how it intends to manage those risks.

## **Principle 8: Remunerate fairly and responsibly**

### Recommendation 8.1

Due to the size of the Board, the Company does not have a separate remuneration committee. The roles and responsibilities of a remuneration committee are currently undertaken by the Board.

The duties of the full board in its capacity as a remuneration committee are set out in the Company's Remuneration and Nomination Committee Charter which is available on the Company's website

When the Board meets as a remuneration committee it carries out those functions which are delegated to it in the Company's Remuneration and Nomination Committee Charter. Items that are usually required to be discussed by a Remuneration Committee are marked as separate agenda items at Board meetings when required.

The Board has adopted a Remuneration and Nomination Committee Charter which describes the role, composition, functions and responsibilities of the Remuneration Committee and is disclosed on the Company's website.

### Recommendation 8.2

Details of the Company's policies on remuneration will be set out in the Company's "Remuneration Report" in each Annual Report published by the Company. This disclosure will include a summary of the Company's policies regarding the deferral of performance-based remuneration and the reduction, cancellation or clawback of the performance-based remuneration in the event of serious misconduct or a material misstatement in the Company's financial statements.

### Recommendation 8.3

The Company's Security Trading Policy includes a statement on the Company's policy on prohibiting participants in the Company's Employee Incentive Plan entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Employee Incentive Plan.

## Security Trading Policy

In accordance with ASX Listing Rule 12.9, the Company has adopted a trading policy which sets out the following information:

- a) closed periods in which directors, employees and contractors of the Company must not deal in the Company's securities;
- b) trading in the Company's securities which is not subject to the Company's trading policy; and
- c) the procedures for obtaining written clearance for trading in exceptional circumstances.

The Company's Security Trading Policy is available on the Company's website.