

## Appendix 5B

### Mining exploration entity and oil and gas exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10, 01/05/2013

Name of entity

Atlantic Ltd

ABN

60 009 213 763

Quarter ended ("current quarter")

30 June 2015

#### Consolidated statement of cash flows

Cash flows related to operating activities	Current quarter \$A'000	Year to date (12 months) \$A'000
1.1 Receipts from product sales and related debtors	101	4,574
1.2 Payments for (a) exploration & evaluation (b) development (c) production (d) administration	- - - (1,533)	(285) - (1,225) (31,584)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	75	230
1.5 Interest and other costs of finance paid	(1,264)	(3,022)
1.6 Income taxes paid	-	-
1.7 Other (Insurance proceeds)	-	61,003
<b>Net Operating Cash Flows</b>	<b>(2,621)</b>	<b>29,691</b>
<b>Cash flows related to investing activities</b>		
1.8 Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets	- - -	- - (17,401)
1.9 Proceeds from sale of: (a) prospects (b) equity investments (c) other fixed assets	- - -	- - 96
1.10 Loans to other entities	-	-
1.11 Loans repaid by other entities	-	-
1.12 Other (Office bond refund)	-	375
Other (Research and development claim)	-	16,057
Other (Loss of control of subsidiaries due to administration – refer 2.1)	-	(25,262)
<b>Net investing cash flows</b>	<b>-</b>	<b>(26,135)</b>
1.13 Total operating and investing cash flows (carried forward)	<b>(2,621)</b>	<b>3,556</b>

+ See chapter 19 for defined terms.

## Appendix 5B

### Mining exploration entity and oil and gas exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(2,621)	3,556
	<b>Cash flows related to financing activities</b>		
1.14	Proceeds from issues of shares, options, etc.	-	-
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	301
1.17	Repayment of borrowings	(2,500)	(5,933)
1.18	Dividends paid	-	-
1.19	Other	-	-
	<b>Net financing cash flows</b>	<b>(2,500)</b>	<b>(5,632)</b>
	<b>Net increase (decrease) in cash held</b>	<b>(5,121)</b>	<b>(2,076)</b>
1.20	Cash at beginning of quarter/year to date	11,123	8,075
1.21	Exchange rate adjustments to item 1.20	-	3
1.22	<b>Cash at end of quarter</b>	<b>6,002</b>	<b>6,002</b>

### Payments to directors of the entity, associates of the directors, related entities of the entity and associates of the related entities

		Current quarter \$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	103
1.24	Aggregate amount of loans to the parties included in item 1.10	-
1.25	Explanation necessary for an understanding of the transactions	
	Payments to Directors include salary and related benefits.	

### Non-cash financing and investing activities

- 2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

Atlantic Ltd (**Atlantic**) has entered into a forbearance agreement with its largest shareholder and major creditor Droxford International Limited (**Droxford**). Droxford agreed that it will forbear and not take any action, until 6 October 2015, to accelerate any of its convertible bond or promissory note debts that matured in March 2015. Atlantic is now in discussion with Droxford regarding a solvent restructuring of Atlantic's balance sheet.

- 2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

N/A

+ See chapter 19 for defined terms.

### Financing facilities available

Add notes as necessary for an understanding of the position.

	Amount available \$A'000	Amount used \$A'000
3.1 Loan facilities	266,500	266,500
3.2 Credit standby arrangements	-	-

Loan facilities referred to above exclude the facilities of Atlantic Vanadium Holdings Pty Ltd (AVHPL) and Midwest Vanadium Pty Ltd (MVPL) which Atlantic lost control of during the previous quarter. Loan facilities as at 30 June 2015 relate to Atlantic facilities only and include:

1. A\$41.8m in Class A Convertible Bonds, with interest payable at 17.5% p.a. plus accrued interest of A\$5.4m
2. A\$67.7m in Class B Convertible Bonds, with interest payable at 22.5% p.a. plus accrued interest of A\$17.4m
3. A\$56.9m in Class C Bonds, with interest payable at 22.5% p.a. plus accrued interest of A\$13.5m
4. A\$29.9m in Class D Bonds, with interest payable at 22.5% p.a. plus accrued interest of A\$7.1m
5. A\$21.7m in Promissory Notes, with interest payable at 22.5% p.a. plus accrued interest of A\$5.1m

### Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	-
4.2 Development	-
4.3 Production	-
4.4 Administration	1,053
<b>Total</b>	<b>1,053</b>

### Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.	Current quarter \$A'000	Previous quarter \$A'000
5.1 Cash on hand and at bank	6,002	11,123
5.2 Deposits at call	-	-
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
<b>Total: cash at end of quarter (item 1.22)</b>	<b>6,002</b>	<b>11,123</b>

+ See chapter 19 for defined terms.

## Appendix 5B

### Mining exploration entity and oil and gas exploration entity quarterly report

#### Changes in interests in mining tenements and petroleum tenements

	Tenement reference and location	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1	Interests in mining tenements and petroleum tenements relinquished, reduced or lapsed	N/A		
6.2	Interests in mining tenements and petroleum tenements acquired or increased	N/A		

#### Issued and quoted securities at end of current quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

	Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1	<b>Preference securities</b> (description)			
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions			
7.3	<b>+Ordinary securities</b>	154,757,339	154,757,339	
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs	66 Class B	-	
7.5	<b>+Convertible debt securities</b> (description)	416,986,960*	Nil	\$0.2625

+ See chapter 19 for defined terms.

**Appendix 5B**

**Mining exploration entity and oil and gas exploration entity quarterly report**

---

7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7	<b>Options</b> <i>(description and conversion factor)</i>			<i>Exercise price</i>	<i>Expiry date</i>
7.8	Issued during quarter				
7.9	Exercised during quarter				
7.10	Expired during quarter				
7.11	<b>Debentures</b> <i>(totals only)</i>				
7.12	<b>Unsecured notes</b> <i>(totals only)</i>				

\*The convertible debt securities shown at 7.5 above relate to:

1. A\$41.8m in Class A Convertible Bonds convertible at 26.25 cents each
2. A\$67.7m in Class B Convertible Bonds convertible at 26.25 cents each

These convertible debt securities are included in financing facilities in 3.1 above.

## Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 5).
- 2 This statement does give a true and fair view of the matters disclosed.

Sign here:



(Company Secretary)

Date: 3 August 2015

Print name: Tony Veitch

---

+ See chapter 19 for defined terms.

## Notes

- 1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements and petroleum tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement or petroleum tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Financial Reporting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

== == == == ==