



ANTARES MINING

ABN 38 119 047 693

Financial Report for the Half-year Ended
31 December 2015

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CORPORATE DIRECTORY

Directors

Mr Frank Licciardello (Non-Executive Director)
 Mr Lay Ann Ong (Non-Executive Director)
 Mr David Colin Wheeler (Non-Executive Director)

Company Secretary

Mr Peter Torre

Registered Office

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 431 Roberts Road
 Subiaco WA 6008
 Telephone: +61 8 6143 4100
 Facsimile: +61 8 9381 2330

Website

www.ataresmining.com.au

Share Registry

Automatic Registry Services Pty Ltd
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 7 Ventnor Ave,
 West Perth WA 6005
 Telephone: + 618 9324 2099
 Facsimile: + 618 9321 2337

Auditors

HLB Mann Judd
 Level 4
 130 Stirling Street
 Perth WA 6000 Australia

Stock Exchange

Australian Securities Exchange
 (Home Exchange: Perth, Western Australia)

ASX Code

AWW

DIRECTORS' REPORT

The Directors of Antares Mining Limited submit the financial report of Antares Mining Limited ("the Company") and its controlled entities ("the Group" or "Consolidated Entity") for the half-year ended 31 December 2015. In order to comply with the provisions of the Corporations Act 2001, the directors report as follows:

DIRECTORS

The names of directors who held office during or since the end of the half-year and until the date of this report are as below. Directors were in office for this entire period unless otherwise stated.

| | |
|----------------------------|---|
| Mr David Wheeler | Non-Executive (appointed 12 August 2015) |
| Mr Frank Licciardello | Non-Executive Director (appointed 10 September 2015) |
| Mr Lay Ann Ong | Non-Executive Director (appointed 10 September 2015) |
| Mr Giuseppe (Joe) Graziano | Non-Executive Director (appointed 12 August 2015, resigned 10 September 2015) |
| Mr Jack James | Non-Executive Director (resigned 10 September 2015) |
| Mr Brian McMaster | Executive Chairman (resigned 12 August 2015) |
| Mr Matthew Wood | Executive Director (resigned 12 August 2015) |

RESULTS OF OPERATIONS

The loss after tax for the half-year ended 31 December 2015 was \$294,923 (31 December 2014: profit of \$2,360,860, which included a gain on debt defeasance of \$3,224,444).

REVIEW OF OPERATIONS

Board and Management

There were various changes in the Board during the period. As announced on 12 August 2015, Mr. David Wheeler and Mr. Giuseppe (Joe) Graziano were appointed as Non-Executive Directors of the Company following the resignation of Mr. Brian McMaster and Mr. Matthew Wood from the position of Executive Chairman and Executive Director, respectively.

On 10 September 2015, Mr. Francesco (Frank) Licciardello and Mr. Lay Ann Ong were appointed as Non-Executive Directors of the Company and Mr. Peter Torre was appointed as Company Secretary of the Company following the resignations of Mr. Giuseppe (Joe) Graziano and Mr. Jack James from their positions of Non-Executive Director and Non-Executive Director and Company Secretary respectively.

The recent appointments followed the raising of \$1,000,000 pursuant to a convertible note as detailed below.

Funding

On 26 August 2015, the Company announced that it had signed a mandate with CPS Capital Group Pty Ltd (CPS) for CPS to seek to issue a loan / convertible note facility to the Company of up to \$100,000.

The Company was subsequently lent \$100,000 pursuant to the mandate with CPS via two unrelated lenders.

Pursuant to the special conditions contained within the loan facilities entered into, the Company was required to issue, free of consideration, 134,000,000 fully paid ordinary shares to the lenders. These shares were issued to the parties on 3 September 2015 and 25 September 2015 respectively.

The loan facilities also provided for the Company to issue, subject to shareholder approval, a further 116,000,000 shares to the lenders. Shareholder approval was obtained at the Company's Annual General Meeting and the shares were issued accordingly as full satisfaction of the Company's obligation to repay the \$100,000 loan amounts and all other monies payable associated with the loan.

As announced on 9 September 2015, AWW entered into a Convertible Note Agreement with Mr. Lay Ann Ong or nominees, whereby Mr. Lay Ann Ong will subscribe for redeemable unlisted convertible notes (Convertible Notes) in the Company with a face value of up to \$1.0 million to allow the Company to review and evaluate a number of potential acquisitions.

The salient terms of the convertible note are:

- Amount borrowed: up to AUD \$1,000,000;
- Fees: Nil;
- Conversion price: \$0.0008
- Repayment date: 9 September 2016 (unless converted earlier); and
- Interest: a flat cash rate of 8%.

The right to convert and the issue of shares upon such conversion is subject to shareholder approval for the purposes of the ASX Listing Rules and Corporations Act 2001 (Cth).

Operations

On 29 December 2015, the Company was pleased to announce that it had entered into an agreement for the acquisition of 100% of the shares in Precast Australia Pty Ltd ABN 71 602 022 837 (**Precast**), a Western Australian business involved in the manufacture of precast concrete products (**Agreement**).

As noted in the Company's announcement on 26 March 2015 regarding the Company's sale of 75% of the shares in Copper Range (SA) Pty Limited, the Company had been actively looking for alternative investments to provide shareholder value. The evaluation of opportunities has culminated in the proposed acquisition of Precast (**Acquisition**). Precast is a related party of Antares by virtue of being controlled by an entity owned by recently appointed Director, Mr Lay Ann Ong.

The Acquisition will involve a significant change to the nature of the Company's main business activity from mineral exploration and resource investment to the manufacture of precast concrete products. Furthermore, the Acquisition involves a significant change to the size of the Company's business operations. Given these circumstances, the Company is required to seek shareholder approval to the change in the nature and scale of its main business activity under ASX Listing Rule 11.1.2. All necessary shareholder approvals will be sought at a general meeting to be held in or around March 2016 (**General Meeting**). Further details of the proposed Acquisition and its effect on the Company will be contained in the Notice of Meeting convening the General Meeting which will be dispatched early in 2016.

The consideration for the Acquisition comprises the issue to Precast's shareholders (together, the **Vendors**) of:

- 80 million fully paid ordinary shares in the capital of the Antares (**Shares**);
- 20 million options to acquire Shares, exercisable at \$0.10 each on or before the date falling 3 years after their issue date; and
- up to 80 million performance shares which, subject to satisfaction of certain milestones relating to Precast's EBITDA over the 2016, 2017 and 2018 financial years in aggregate, will convert into Shares (or will otherwise lapse) (**Performance Shares**),

in each case, on a post-consolidation basis (as further described below).

Completion of the Acquisition is conditional on certain conditions being satisfied or waived by no later than 30 May 2016, including (without limitation):

- the completion of due diligence by each party in respect of the other;
- shareholders approving the Acquisition and related resolutions in General Meeting;
- shareholders approving the issue of Shares upon conversion of the \$1 million in Convertible Notes held by Director, Lay Ann Ong (details of which were announced by the Company on 10 September 2015);
- the Company completing a consolidation of its issued Share capital on a 1 for 50 basis (**Consolidation**);
- the Company making an offer of Shares at \$0.05 each (on a post-Consolidation basis) under a prospectus (**Offer**) and raising a minimum of \$3 million under the Offer;
- the Company receiving all necessary approvals, waivers and consents required to complete the Acquisition, including without limitation a waiver of ASX Listing Rule 2.1 (condition 2) and approval of the Performance Share terms in accordance with ASX Listing Rule 6.2; and
- ASX confirming that it will reinstate the Company's Shares to trading on ASX, subject only to the satisfaction of customary terms and conditions which are acceptable to the Company, acting reasonably.

The Company's announcement on 29 December 2015 contains details in respect to the Company's capital structure post acquisition and indicative timetable.

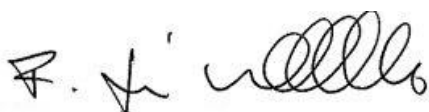
SIGNIFICANT EVENTS AFTER THE BALANCE DATE

There are no significant events subsequent to balance date.

AUDITOR INDEPENDENCE DECLARATION

Section 307C of the Corporations Act 2001 requires our auditors, HLB Mann Judd, to provide the directors of the company with an Independence Declaration in relation to the review of the half-year financial report. This Independence Declaration is set out on page 5 and forms part of this directors' report for the half-year ended 31 December 2015.

This report is signed in accordance with a resolution of the Board of Directors made pursuant to s.306(3) of the Corporations Act 2001.



Frank Licciardello
Director
 Perth, Western Australia
 23 February 2016



AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the review of the consolidated financial report of Antares Mining Limited for the half-year ended 31 December 2015, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- a) the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- b) any applicable code of professional conduct in relation to the review.

Perth, Western Australia
23 February 2016

A handwritten signature in blue ink, appearing to read 'D I Buckley', with a stylized flourish at the end.

D I Buckley
Partner

Condensed Consolidated Statement of Comprehensive Income *for the half-year ended 31 December 2015*

| | Note | 31 December 2015 \$ | 31 December 2014 \$ |
|---|------|------------------------|------------------------|
| Interest revenue | | 3,318 | 115 |
| Other income | | 23 | 32,210 |
| Gain on debt defeasance | 7 | - | 3,224,444 |
| | | <u>3,341</u> | <u>3,256,769</u> |
| Loss on sale of investment | 5 | - | (569,510) |
| Serviced office and outgoings | | (5,455) | (60,000) |
| Exploration expenditure | | - | (32,769) |
| Listing and share registry expenses | | (39,322) | (47,561) |
| Professional and consulting fees | | (129,520) | 18,051 |
| Finance costs | | (27,421) | (2,292) |
| Acquisition costs | | (53,637) | - |
| Impairment of held for trading assets | | - | (159,000) |
| Share of loss from associate | | (491) | - |
| Other expenses | 4 | (42,418) | (42,828) |
| Profit / (loss) before income tax | | (294,923) | 2,360,860 |
| Income tax expense | | - | - |
| Profit / (loss) after income tax | | (294,923) | 2,360,860 |
| Profit / (loss) for the half-year | | (294,923) | 2,360,860 |
| Other Comprehensive Income | | | |
| <i>Items in other comprehensive income that may be reclassified to profit or loss</i> | | - | - |
| Reclassification of foreign currency translation reserve realised on sale of investment | 5 | - | (635,262) |
| Other comprehensive loss for the half-year, net of tax | | - | (635,262) |
| Total comprehensive income / (loss) for the half-year | | (294,923) | 1,725,598 |
| Earnings / (loss) per share | | | |
| Basic (loss)/earnings per share (cents) | | (0.03) | 0.28 |
| Diluted (loss)/earnings per share (cents) | | (0.03) | 0.28 |

The above Consolidated Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

Condensed Consolidated Statement of Financial Position *as at 31 December 2015*

| | Note | 31 December 2015 \$ | 30 June 2015 \$ |
|------------------------------------|------|------------------------|--------------------|
| ASSETS | | | |
| Current Assets | | | |
| Cash and cash equivalents | | 882,325 | 3,884 |
| Other receivables | | 16,857 | 2,867 |
| Available for sale investments | | 6,000 | 6,000 |
| Non-Current asset held for sale | 5 | - | - |
| Total Current Assets | | 905,182 | 12,751 |
| Non-Current Assets | | | |
| Investment in an associate | | 99,426 | 99,917 |
| Total Non-Current Assets | | 99,426 | 99,917 |
| Total Assets | | 1,004,608 | 112,668 |
| LIABILITIES | | | |
| Current Liabilities | | | |
| Trade and other payables | 6 | 174,825 | 122,042 |
| Borrowings | 7 | 1,029,739 | - |
| Total Current Liabilities | | 1,204,564 | 122,042 |
| Total Liabilities | | 1,204,564 | 122,042 |
| Net Assets / (Liabilities) | | (199,956) | (9,374) |
| EQUITY | | | |
| Issued capital | 8 | 22,009,591 | 21,905,250 |
| Reserves | | 1,760,319 | 1,760,319 |
| Accumulated losses | | (23,969,866) | (23,674,943) |
| Total Equity / (Deficiency) | | (199,956) | (9,374) |

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

Condensed Consolidated Statement of Cash Flows *for the half-year ended 31 December 2015*

| | 31 December 2015 | 31 December 2014 |
|---|-------------------------|-------------------------|
| | \$ | \$ |
| Cash flows from operating activities | | |
| Payments to suppliers and employees | (234,743) | (66,355) |
| Payments for exploration expenditure | - | (4,580) |
| Interest received | 3,230 | 115 |
| Other receipts | 9,954 | 32,211 |
| Net cash flows used in operating activities | (221,559) | (38,609) |
| Cash flows from investing activities | | |
| Cost of investment in associate | - | (3,231) |
| Net cash flows used in investing activities | - | (3,231) |
| Cash flows from financing activities | | |
| Proceeds from borrowings | 1,100,000 | 50,000 |
| Net cash provided by financing activities | 1,100,000 | 50,000 |
| Net increase in cash and cash equivalents | 878,441 | 8,160 |
| Cash and cash equivalents at beginning of period | 3,884 | 16,791 |
| Cash and cash equivalents at the end of the period | 882,325 | 24,951 |

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

Condensed Consolidated Statement of Changes in Equity *for the half-year ended 31 December 2015*

| | Note | Issued capital \$ | Accumulated losses \$ | Option reserve \$ | Foreign currency translation reserve \$ | Share based payment reserve \$ | Total \$ |
|---|------|----------------------|--------------------------|----------------------|--|-----------------------------------|------------------|
| At 1 July 2015 | | 21,905,250 | (23,674,943) | 1,613,319 | - | 147,000 | (9,374) |
| Loss for the half-year | | - | (294,923) | - | - | - | (294,923) |
| Other comprehensive loss | | - | - | - | - | - | - |
| Total comprehensive loss for the half-year | | - | (294,923) | - | - | - | (294,923) |
| Issue of Shares as Establishment fee for loan | | 2,000 | - | - | - | - | 2,000 |
| Conversion of debt to equity | | 102,341 | - | - | - | - | 102,341 |
| Transactions with owners in their capacity as owners | | 104,341 | - | - | - | - | 104,341 |
| Balance at 31 December 2015 | | 22,009,591 | (23,969,866) | 1,613,319 | - | 147,000 | (199,956) |

| | Note | Issued capital \$ | Accumulated losses \$ | Option reserve \$ | Foreign currency translation reserve \$ | Share based payment reserve \$ | Total \$ |
|---|------|----------------------|--------------------------|----------------------|--|-----------------------------------|--------------------|
| At 1 July 2014 | | 20,994,255 | (24,654,351) | 1,613,319 | 635,262 | 147,000 | (1,264,515) |
| Profit for the half-year | | - | 2,360,860 | - | - | - | 2,360,860 |
| Other comprehensive loss | | - | - | - | (635,262) | - | (635,262) |
| Total comprehensive income for the half-year | | - | 2,360,860 | - | (635,262) | - | 1,725,598 |
| Conversion of debt to equity | | 910,995 | - | - | - | - | 910,995 |
| In-specie distribution | 5 | - | (1,620,000) | - | - | - | (1,620,000) |
| Transactions with owners in their capacity as owners | | 910,995 | (1,620,000) | - | - | - | (709,005) |
| Balance at 31 December 2014 | | 21,905,250 | (23,913,491) | 1,613,319 | - | 147,000 | (247,922) |

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

Notes to the Condensed Consolidated Financial Statements

for the half-year ended 31 December 2015

1. Corporate

The consolidated half-year financial report of Antares Mining Limited ("the Company") for the half-year ended 31 December 2015 was authorised for issue on 23 February 2016 in accordance with a resolution of the directors on 16 February 2016.

Antares Mining Limited is a company limited by shares incorporated and domiciled in Australia whose shares are publicly traded on the Australian Securities Exchange. The nature of the operations and principal activities of the Group are described in the Directors' Report.

2. Basis Of Preparation And Accounting Policies

(a) Basis of preparation

These general purpose condensed financial statements for the half-year ended 31 December 2015 have been prepared in accordance with Australian Accounting Standard 134 Interim Financial Reporting and the Corporations Act 2001. Compliance with AASB 134 ensures compliance with IAS 34 Interim Financial Reporting.

These half-year financial statements do not include all the notes of the type normally included in annual financial statements and therefore cannot be expected to provide as full an understanding of the financial performance, financial position and financing and investing activities of the Group as the full financial statements. Accordingly, these half-year financial statements are to be read in conjunction with the annual financial statements for the year ended 30 June 2015 and any public announcements made by Antares Mining Limited during the half-year reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The half-year report has been prepared on an accruals basis and is based on a historical cost basis, except for the revaluation of certain financial instruments to fair value.

For the purpose of preparing the half-year financial report, the half year has to be treated as a discrete reporting period. The accounting policies and methods of computation are the same as those adopted in the most recent annual financial statements.

Going Concern

This report has been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The Group incurred a loss after tax for the half-year ended 31 December 2015 of \$294,923 however experienced net cash inflows of \$878,441 resulting primarily from the issue of a convertible note in September 2015 which raised \$1,000,000.

On 29 December 2015, the Company was pleased to announce that it had entered into an agreement for the acquisition of 100% of the shares in Precast Australia Pty Ltd ABN 71 602 022 837 (**Precast**), a Western Australian business involved in the manufacture of precast concrete products (**Agreement**). Further details of the Agreement are included in the Directors' Report.

The acquisition of Precast is conditional on a number of factors, including the Company making an offer of Shares at \$0.05 each (on a post-Consolidation basis) under a prospectus (**Offer**) and raising a minimum of \$3 million under the Offer. The Directors are confident that this condition will be satisfied and it is expected to occur in the second quarter of 2016.

Upon the successful completion of the Offer, the convertible note currently on issue will mandatorily convert into equity when the Company's shares are reinstated to trading on the ASX.

In considering the above, the directors have reviewed the Group's financial position and are of the opinion that the use of the going concern basis of accounting is appropriate.

There are a number of inherent uncertainties relating to the Group's future plans including but not limited to:

- The Company's shares are currently suspended and shareholders are required to approve the acquisition of Precast Australia and other related matters;
- The Company will need to successfully complete the capital raising as noted above.

Accordingly, there is a material uncertainty that may cast significant doubt whether the Group will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

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

Notes to the Condensed Consolidated Financial Statements

for the half-year ended 31 December 2015

(b) Changes in accounting policies

From 1 July 2015, the Group has adopted the Standards and Interpretations, mandatory for annual periods beginning on or after 1 July 2015. Adoption of these standards and interpretations did not have any effect on the financial position or performance of the Group.

(c) Significant accounting judgments and key estimates

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

In preparing this half-year financial report, the significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated annual financial report for the year ended 30 June 2015.

3. Segment Reporting

Management has determined the operating segments based on the reports reviewed by the board of directors that are used to make strategic decisions. The entity does not have any operating segments with discrete financial information.

The Board of Directors review internal management reports on a monthly basis that are consistent with the information provided in the statement of comprehensive income, statement of financial position and statement of cash flows. As a result no reconciliation is required because the information as presented is what is used by the Board to make strategic decisions.

4. Other Expenses

Accounting, audit and taxation fees
Administration expense
Travel and accommodation
Other

| 31 December 2015 | 31 December 2014 |
|------------------|------------------|
| \$ | \$ |
| (23,948) | (8,700) |
| (450) | (2,700) |
| - | (925) |
| (18,020) | (30,503) |
| (42,418) | (42,828) |
| 31 December 2015 | 30 June 2015 |
| \$ | \$ |

5. Non-Current Asset Held for Sale

Investment in Petromad (Mauritius) Limited

| | |
|---|---|
| - | - |
|---|---|

The Group held a 25% interest in Petromad (Mauritius) Limited (Petromad) which was the licence holder of Concession Block 3114 located in the Morondava Oil Basin in Southern Madagascar. The carrying amount of the investment was accounted for using the equity method.

On 11 June 2014, the Company announced that it had sold its 25% interest (ability to earn up to 80%) in PetroMad Mauritius Limited (being the company which owns a 100% interest in the Bezaha Oil Project concession located in Southern Madagascar). The purchaser of the asset was ASX listed company Crestal Petroleum Limited formally Tellus Resources Limited (CRX). The consideration for the sale was the issue of 85 million CRX shares (of which shares were issued directly to the Company's lenders in satisfaction of all amounts owed to them including accrued interest) (note 7).

On 8 October 2014, the Company announced the satisfaction of all conditions precedent regarding the sale of its 25% interest in PetroMad Mauritius Limited ("PetroMad").

Crestal Petroleum Limited ("Crestal") issued 79 million Crestal shares (of which 54 million were issued to Antares Mining and the other 25 million to the lenders). A further 6 million Crestal shares were issued to Antares Mining immediately following the in-specie distribution of the 54 million Tellus shares, valued at \$1,620,000, to shareholders on 30 October 2014.

Reconciliation of Non-Current Asset Held for Sale

| | 31 December 2015 | 30 June 2015 |
|---|------------------|--------------|
| | \$ | \$ |
| Balance at the beginning of period | - | 3,001,541 |
| Transferred from investment in associate | - | - |
| Cost of investment in associate | - | 3,231 |
| Foreign currency translation reserve realised | - | (635,262) |
| Value of Crestal Shares received | - | (1,800,000) |
| Loss on sale of investment | - | (569,510) |
| Carrying amount of investment in associate | - | - |

Notes to the Condensed Consolidated Financial Statements

for the half-year ended 31 December 2015

| | 31 December 2015 \$ | 30 June 2015 \$ |
|------------------------------------|--------------------------------|----------------------------|
| 6. Trade and other payables | | |
| Trade payables | 144,825 | 57,042 |
| Accruals | 30,000 | 65,000 |
| | <u>174,825</u> | <u>122,042</u> |
| | 31 December 2015 \$ | 30 June 2015 \$ |
| 7. Borrowings | | |
| Convertible Note (i) | 1,024,703 | - |
| Premium Funding | 5,036 | - |
| | <u>1,029,739</u> | <u>-</u> |

- (i) On 9 September 2015, the Company entered into a Convertible Note Agreement with Mr. Lay Ann Ong or nominees, whereby Mr. Lay Ann Ong will subscribe for redeemable unlisted convertible notes (Convertible Notes) in the Company with a face value of up to \$1.0 million to allow the Company to review and evaluate a number of potential acquisitions.

The salient terms of the convertible note are:

- Amount borrowed: up to AUD \$1,000,000;
- Fees: Nil;
- Conversion price: \$0.0008
- Repayment date: 9 September 2016 (unless converted earlier); and
- Interest: a flat cash rate of 8%.

The right to convert and the issue of shares upon such conversion is subject to shareholder approval for the purposes of the ASX Listing Rules and Corporations Act 2001 (Cth). If certain conditions are met, the notes will mandatorily convert to equity when the Company's shares are reinstated to trading on the ASX.

- (ii) On 26 August 2015, the Company announced that it had signed a mandate with CPS Capital Group Pty Ltd (CPS) for CPS to seek to issue a loan / convertible note facility to the Company of up to \$100,000.

The Company was subsequently lent \$100,000 pursuant to the mandate with CPS via two unrelated lenders.

Pursuant to the special conditions contained within the loan facilities entered into, the Company was required to issue, free of consideration, 134,000,000 fully paid ordinary shares to the lenders. These shares were issued to the parties on 3 September 2015 and 25 September 2015 respectively (note 8(b)).

The loan facilities also provided for the Company to issue, subject to shareholder approval, a further 116,000,000 shares to the lenders. Shareholder approval was obtained at the Company's Annual General Meeting and the shares were issued accordingly as full satisfaction of the Company's obligation to repay the \$100,000 loan amounts and all other monies payable associated with the loan (note 8 (b)).

| | 31 December 2015 \$ | 31 December 2014 \$ |
|-------------------------------|------------------------|------------------------|
| (iii) Gain on debt defeasance | | |
| Liabilities at 30 June 2014: | | |
| Loans payable | - | 1,500,000 |
| Interest payable | - | 1,724,444 |
| | <u>-</u> | <u>3,224,444</u> |

In the December 2014 period, the company settled loans and interest payable of \$3,224,444 by CRX issuing shares directly to the lenders in full satisfaction of the liabilities. As a result, Antares Mining's liability was extinguished and a resulting gain on debt defeasance has been recognised (note 5).

Notes to the Condensed Consolidated Financial Statements

for the half-year ended 31 December 2015

8. Issued Capital**(a) Issued and paid up capital**

| | 31 December 2015 | 30 June 2015 |
|----------------------------|------------------|--------------|
| | \$ | \$ |
| Ordinary shares fully paid | 22,009,591 | 21,905,250 |

(b) Movements in shares on issue

| | 6 months to 31 December 2015 | | Year to 30 June 2015 | |
|--|------------------------------|------------|----------------------|------------|
| | No. | \$ | No. | \$ |
| <i>Movements in ordinary shares on issue</i> | | | | |
| Opening balance | 916,938,638 | 21,905,250 | 825,839,108 | 20,994,255 |
| Conversion of debt to equity 7(ii) | 250,000,000 | 104,341 | 91,099,530 | 910,995 |
| Closing balance | 1,166,938,638 | 22,009,591 | 916,938,638 | 21,905,250 |

(c) Share options

The are no options on issue at balance date.

9. Contingent Liabilities & Commitments.

Pursuant to the Share Purchase Agreement entered into with Precast Australia Pty Ltd as noted in the Directors Report, subject to the completion of the conditions noted below, the Company has committed to provide the consideration to the vendors as set out in the Agreement as follows:

- 80 million fully paid ordinary shares in the capital of the Antares (**Shares**);
- 20 million options to acquire Shares, exercisable at \$0.10 each on or before the date falling 3 years after their issue date; and
- up to 80 million performance shares which, subject to satisfaction of certain milestones relating to Precast's EBITDA over the 2016, 2017 and 2018 financial years in aggregate, will convert into Shares (or will otherwise lapse) (**Performance Shares**),

in each case, on a post-consolidation basis.

Completion of the Acquisition is conditional on certain conditions being satisfied or waived by no later than 30 May 2016, including (without limitation):

- the completion of due diligence by each party in respect of the other;
- shareholders approving the Acquisition and related resolutions in General Meeting;
- shareholders approving the issue of Shares upon conversion of the \$1 million in Convertible Notes held by Director, Lay Ann Ong (details of which were announced by the Company on 10 September 2015);
- the Company completing a consolidation of its issued Share capital on a 1 for 50 basis (**Consolidation**);
- the Company making an offer of Shares at \$0.05 each (on a post-Consolidation basis) under a prospectus (**Offer**) and raising a minimum of \$3 million under the Offer;
- the Company receiving all necessary approvals, waivers and consents required to complete the Acquisition, including without limitation a waiver of ASX Listing Rule 2.1 (condition 2) and approval of the Performance Share terms in accordance with ASX Listing Rule 6.2; and
- ASX confirming that it will reinstate the Company's Shares to trading on ASX, subject only to the satisfaction of customary terms and conditions which are acceptable to the Company, acting reasonably.

There has been no other change in commitments, contingent liabilities or contingent assets since the last annual reporting date.

10. Subsequent Events

There are no significant events subsequent to reporting date.

11. Financial Instruments

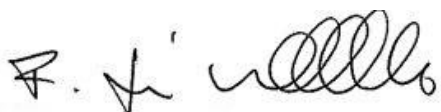
At 31 December 2015 the carrying value of all financial assets and liabilities is considered to approximate their fair values. The held for trading assets are recognised at fair value and have been classified as level 1 financial assets based on quoted prices in active markets. There were no transfers between levels during the half-year.

DIRECTORS' DECLARATION

In the opinion of the directors of Antares Mining Limited ('the company'):

1. The financial statements and notes thereto, are in accordance with the Corporations Act 2001 including:
 - a. complying with Accounting Standard AASB 134: Interim Financial Reporting and the Corporations Regulations 2001; and
 - b. giving a true and fair view of the consolidated entity's financial position as at 31 December 2015 and of its performance for the half-year then ended.
2. There are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable subject to the matters set out in Note 2(a).

This declaration is signed in accordance with a resolution of the Board of Directors made pursuant to s.303(5) of the Corporations Act 2001.



Frank Licciardello
Director
Perth, Western Australia
23 February 2016



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INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Antares Mining Limited

Report on the Condensed Half-Year Financial Report

We have reviewed the accompanying half-year financial report of Antares Mining Limited ("the company") which comprises the condensed consolidated statement of financial position as at 31 December 2015, the condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory notes and the directors' declaration of the Group comprising the company and the entities it controlled at the half-year end or from time to time during the half-year.

Directors' responsibility for the half-year financial report

The directors of the company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half year financial report that is free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the Group's financial position as at 31 December 2015 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of the company, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*.



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Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Antares Mining Limited is not in accordance with the *Corporations Act 2001* including:

- a) giving a true and fair view of the Group's financial position as at 31 December 2015 and of its performance for the half-year ended on that date; and
- b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Emphasis of matter

Without modifying our conclusion, we draw attention to Note 2(a) to the financial report which discloses that the Group will need to successfully complete the capital raising in order to continue as a going concern. This indicates the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern and therefore, whether it will be unable to realise its assets and discharge its liabilities in the normal course of business.

A handwritten signature in blue ink that reads 'HLB Mann Judd'.

HLB Mann Judd
Chartered Accountants

A handwritten signature in blue ink that reads 'D I Buckley'.

D I Buckley
Partner

Perth, Western Australia
23 February 2016