



ABN 79 123 776 652

RMA Energy Limited

**Financial Statements For The Year Ended
31 December 2015**

RMA Energy Limited

Contents

| | Page No. |
|---|----------|
| Corporate information | 1 |
| Directors' report | 2 |
| Independent auditor's report | 10 |
| Auditor's independence declaration | 12 |
| Statement of profit and loss and other comprehensive income | 13 |
| Statement of financial position | 14 |
| Statement of cash flows | 15 |
| Statement of changes in equity | 16 |
| Notes to and forming part of the financial statements | 17 |
| Directors' declaration | 33 |
| Corporate governance statement | 34 |
| ASX additional information | 41 |

RMA Energy Limited

Corporate information

Directors

Mr Debao Mao (Chairman and non-executive director)
Mr Qin Weihong (Non-Executive director)
Mr Leonard Math (Non-Executive director)

Auditor

Bentleys (WA) Pty Ltd
Level 3, 216 St Georges Terrace
Perth WA 6000
Tel: +61 8 9226 4500
Fax: +61 8 9226 4300

Company Secretary

Mr Leonard Math

Banker

ANZ Banking Group Limited
8 St Georges Terrace
Perth WA 6000

Registered Office

Level 8/16 St Georges Terrace
Perth WA 6000
Tel: +61 8 6218 0200
Fax: +61 8 6218 0222

Solicitor

Kings Park Corporate Lawyers
Level 2, 45 Richardson Street
West Perth WA 6005
Tel: +61 8 9420 0000
Fax: +61 8 9226 5821

Share Registry

Computershare Investor Services Pty Ltd
Level 2, 45 St George's Terrace
Perth WA 6000

Stock Exchange

Australian Securities Exchange
Exchange Plaza
2 The Esplanade
Perth WA 6000

Website

www.rmaenergy.com.au

ASX Code

RMT

RMA Energy Limited

Directors' report

Your directors present their report on the RMA Energy Limited (the "company") for the financial year ended 31 December 2015.

Directors

The names of the directors in office during the period and until the date of this report are as follows:

Debao Mao (Non-executive director)
Weihong Qin (Non-executive director)*
Leonard Math (Non-executive director)

**resigned as Managing Director on 30 March 2016*

All directors were in office for the whole of the financial year unless otherwise stated.

Principal activity

The principal activity of the company during the financial year was mineral resources exploration.

Dividends

No dividend has been paid or recommended by the directors since the commencement of the financial year.

Significant changes in state of affairs

There were no other significant changes in the state of affairs of the company during the financial year.

Operating result and review of operations

For the year ended 31 December 2015, the loss attributable to members of the company was \$619,959 (31 December 2014: loss \$15,451,406).

At the end of the financial year, RMA Energy Limited holds 12 granted tenements which have been subjected to varying degrees of exploration activity during the financial year ended 31 December 2015. Details of the tenements are disclosed at note 19.

Matters subsequent to the end of the financial year

Mr Weihong Qin resigned as Managing Director on 30 March 2016.

On 31 March 2016 the Company has received further loan funds of AUD\$200,000 from its major shareholder, CREC Resources (Australia) Pty Ltd to assist with working capital requirements. The loan term is for 3 years and attracts a fixed interest rate of based on the RMB benchmark lending rate announced by the Peoples Republic of China corresponding to term of borrowing on the borrowing date until maturity date.

There have been no other matters or circumstances that have arisen since the end of the financial year which significantly affected or may significantly affect:

- (i) the company's operations in future years; or
- (ii) the results of those operations in future years; or
- (iii) the company's state of affairs in future years.

Likely developments and expected results

The company intends to continue exploration on its existing tenements, to acquire further tenements for exploration of all minerals, to seek other areas of investment and to develop the resources on its tenements.

Greenhouse gas and energy data reporting requirements

The directors have considered compliance with the National Greenhouse and Energy Reporting Act 2007 which requires entities to report annual greenhouse gas emissions and energy use. For the measurement year 1 January 2015 to 31 December 2015 the directors have assessed that there are no current reporting requirements but may be required to do so in the future.

Environmental regulations

The company's environmental obligations are regulated by Australian State and Federal Law. The company has complied with its environmental performance obligations. No environmental breaches have been notified by any Government agency to the date of the directors' report.

RMA Energy Limited

Directors' report

Remuneration & Key Management Personnel

Information about the remuneration of key management personnel is set out in the remuneration report of this Director's report. The term key management personnel refers to the person having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any directors (whether executive or otherwise) of the entity.

Unissued shares under options

There are no unissued shares under options as at 31 December 2015.

Shares issued from exercise of options

There are no shares issued during the year ended 31 December 2015 as a result of an exercise of options.

Review of Operations

The principal activity of the company during the course of the 2015 financial year was to concentrate on evaluating and exploring its mining tenements.

Corporate

Due to market conditions, the Company has limited its exploration activities on all projects to conserve cash. The Board is constantly reviewing any potential project acquisition opportunities to enhance shareholder value in RMA.

Information on directors

Mr Debao Mao *Chairman and non-executive director*

Mr Mao has a doctorate in mineral exploration from China University of Geosciences and has more than 15 years' experience in the resources sector. He currently occupies the position of deputy general manager and chief geologist of China Railway Resources Group Co Ltd.

Former directorships in the last 3 years

None

Interests in shares and options

Nil

Mr Qin Weihong *Non – Executive Director*

Mr Qin holds a Ph. D degree in law and held qualifications as a lawyer, accountant and broker in China. He has more than 13 years' experience spread across the investment sector and mining industry with major companies such as Chinalco and China Railway.

Former directorships in the last 3 years

Nil

Interests in shares and options

Nil

Mr Leonard Math *Non – Executive Director and Company Secretary*

Mr Leonard Math graduated from Edith Cowan University, majoring in Accounting and Information Systems, in 2003 and is a member of the Institute of Chartered Accountants. In 2005 Mr Leonard Math worked in the audit division at Deloitte before joining GDA Corporate. He is currently a Senior Client Manager for Corporate Services at Nexia Perth.

His public company responsibilities include corporate compliance roles, including extensive liaison with ASX and ASIC, control and implementation of corporate governance, completion of annual financial reports and auditor liaison, and shareholder relations with registry and shareholders both retail and institutional.

He is also a director and company secretary of Elemental Minerals Ltd and Mako Hydrocarbons Ltd; and the company secretary of a number of ASX listed companies.

RMA Energy Limited

Directors' report

Former directorships in the last 3 years
Kangaroo Resources Ltd

Interests in shares and options
Nil

Directors meetings

The number of full directors' meetings and the number of meetings attended by each of the directors of the company for the time the director held office during the financial year are:

| | Meetings attended | Meetings held |
|--------------|----------------------|------------------|
| Debao Mao | 3 | 3 |
| Qin Weihong | 3 | 3 |
| Leonard Math | 3 | 3 |

Remuneration report (Audited)

The remuneration report is set out under the following main headings:

- A. Principles used to determine the nature and amount of remuneration (audited)
- B. Details of remuneration
- C. Service agreements
- D. Share-based compensation
- E. Additional information

The information provided in this remuneration report has been audited as required by Section 308(3C) of the *Corporations Act 2001*.

A. Principles used to determine the nature and amount of remuneration

The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with achievement of strategic objectives and the creation of value for shareholders, and conforms with market practice for delivery of reward. The board ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency
- capital management

The board has elected not to establish either a Remuneration Committee or an Audit Committee based on the size of the organisation and has instead agreed to meet as deemed necessary and allocate the appropriate time at its monthly board meetings.

Non-executive directors

Fees and payments to non-executive directors reflect the demands which are made on, and the responsibilities of, the directors. Non-executive directors' fees and payments are reviewed annually by the board. The maximum currently stands at \$300,000 in aggregate.

Directors' fees are determined within an aggregate directors' fee pool limit, which is periodically recommended for approval by shareholders. This amount is separate from any specific tasks the directors may take on for the company in the normal course of business and at normal commercial rates.

Fees for directors are not linked to the performance of the company, however, to align all directors' interests with shareholders' interests, directors are encouraged to hold shares in the company and may receive options. This effectively links directors' performance to the share price performance and therefore to the interests of shareholders. For this reason there are no performance conditions prior to grant, but instead act as an incentive to increase the value for all shareholders.

RMA Energy Limited

Directors' report

The tables below set out summary information about the company's earnings and movements in shareholder wealth up to 31 December 2015.

| | 31 December 2015 | 31 December 2014 | 31 December 2013 | 31 December 2012 | 31 December 2011 |
|---|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| Income | 49,241 | 19,496 | 68,658 | 8,966 | 21,684 |
| Net loss before tax | (619,959) | (15,451,406) | (866,525) | (1,435,226) | (1,661,759) |
| Net loss after tax | (619,959) | (15,451,406) | (866,525) | (1,435,226) | (1,661,759) |
| | 31 December 2015 | 31 December 2014 | 31 December 2013 | 31 December 2012 | 31 December 2011 |
| Share price at the start of the year (cent) | 0.00 | 0.01 | 0.00 | 0.03 | 0.05 |
| Share price at the end of the year (cent) | 0.01 | 0.00 | 0.01 | 0.05 | 0.03 |
| Basic and diluted earnings per share (cent) | (0.03) | (0.85) | (0.05) | (0.40) | (0.50) |

Additional fees

A director may also be paid fees or other amounts as the directors determine if a director performs special duties or otherwise performs services outside the scope of the ordinary duties of a director. A director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

Retirement allowances for directors

Superannuation contributions required under the Australian superannuation guarantee legislation continue to be made and are deducted from the directors' overall fee entitlements.

Executive pay

The executive pay and reward framework consists of base pay and benefits, including superannuation.

The combination of these comprises the executive's total remuneration. The company intends to review its long-term equity-linked performance incentives for executives as deemed necessary by the board.

Base pay

Base pay is structured as a total employment cost package, which may be delivered as a combination of cash and prescribed non-financial benefits, at the executives' discretion.

Executives are offered a competitive base pay that comprises the fixed component of pay and rewards. Correspondence with external remuneration consultants provides the market analysis to ensure base pay is set to reflect the market for a comparable role. Base pay for executives is reviewed annually to ensure the executive's pay is competitive with the market. There is no formal link between executive remuneration and shareholder wealth.

Benefits

No benefits other than noted above are paid to directors or management except as incurred in normal operations of the business.

Short and long term incentives

At the date of this report, the company has not adopted any employee incentive schemes.

There is no relationship between company performance and remuneration.

RMA Energy Limited

Directors' report

B. Details of remuneration

Key Management Personnel (KMP) and other executives of the company:

| <i>Name</i> | Short-Term Benefits <i>Base Remuneration</i> | Short-Term Benefits <i>Fees and Disbursements</i> | Post-Employment Benefits <i>Super-annuation</i> | Share Based Payments <i>Value of Options and ESS</i> | Total | Value of Share Based Payments as a Proportion of Remuneration % |
|-------------------------------------|--|---|---|--|--------------|---|
| Directors | | | | | | |
| Debao Mao | | | | | | |
| - 31 Dec 2015 | 60,000 | - | - | - | 60,000 | - |
| - 31 Dec 2014 | 90,000 | - | - | - | 90,000 | - |
| Qin Weihong | | | | | | |
| - 31 Dec 2015 | 125,000 | - | 11,875 | - | 136,875 | - |
| - 31 Dec 2014 | 150,000 | - | 14,062 | - | 164,062 | - |
| Leonard Math | | | | | | |
| - 31 Dec 2015 | 12,000 | - | - | - | 12,000 | - |
| - 31 Dec 2014 | 12,000 | - | - | - | 12,000 | - |
| Total | | | | | | |
| - For 12 months to 31 December 2015 | 197,000 | - | 11,875 | - | 208,875 | - |
| - For 12 months to 31 December 2014 | 252,000 | - | 14,062 | - | 266,062 | - |

The percentage of the remuneration of the directors and other key management personnel that is performance based is nil.

C. Service agreements

On appointment to the Board, all non-executive directors enter into a service agreement with the company in the form of a letter of appointment. The letter summarises the Board policies and terms, including compensation, relevant to the office of director.

Remuneration and other terms of employment for the managing director and the other key management personnel are also formalised in service agreements. Each of these agreements provide for the provision of performance-related conditions, other benefits including car allowances and when eligible, participation in the RMA Energy Employee Option Plan. Other major provisions of the agreements relating to remuneration are set out below.

Mr Qin Weihong:

- Employment commenced on 27 August 2012 with no fixed employment term.
- Salary of \$150,000 per annum (excluding superannuation), inclusive of director's fees, subject to annual review by the company in accordance with the company's annual review of salaries.

Mr Mao Debao:

- Engagement commenced on 15 October 2013 with no fixed engagement term.
- Remuneration of \$90,000 per annum, inclusive of director's fees.

RMA Energy Limited

Directors' report

Mr Leonard Math:

- Engagement commenced on 24 May 2013 with no fixed engagement term.
- Remuneration of \$12,000 per annum plus applicable GST, inclusive of director's fees.

D. Share-based compensation

During the period no unlisted options were granted to key management personnel as part of their remuneration.

E. Option holdings of key management personnel (KMP)

There were no options exercised during the financial period.

Changes in options held by key management personnel during the period were as follows:

| 31 December 2015 | | | | | | Vested at 31 December 2015: | | |
|------------------|--------------------------------|-------------------------|-------------------|----------------|--------------------------|-----------------------------|-------------|-----------------|
| Directors | Balance at beginning of period | Granted as remuneration | Options exercised | Options lapsed | Balance at end of period | Total | Exercisable | Not exercisable |
| Nil | - | | - | - | - | - | - | - |
| | - | | - | - | - | - | - | - |

| 31 December 2014 | | | | | | Vested at 31 December 2014: | | |
|------------------|--------------------------------|-------------------------|-------------------|----------------|--------------------------|-----------------------------|-------------|-----------------|
| Directors | Balance at beginning of period | Granted as remuneration | Options exercised | Options lapsed | Balance at end of period | Total | Exercisable | Not exercisable |
| Nil | - | | - | - | - | - | - | - |
| | - | | - | - | - | - | - | - |

F. Loans to key management personnel

At the 31 December 2015, no loans had been made to key management personnel.

G. Other transactions with key management personnel

There were no other material transactions with key management personnel.

The directors are satisfied that the company has complied with its policies on ethical standards, including trading in securities.

As at the date of this report there were no unlisted options on issue.

End of audited remuneration report

Indemnification and insurance of officers

The company resolved that it would indemnify its current directors and officers. Coverage in respect of this indemnity has been provided via a *Directors and Officers* insurance policy negotiated at commercial terms. The premium was paid in April 2015 (\$5,750).

RMA Energy Limited

Directors' report

Excluding the matter noted above the company has not, during or since the financial period-end, in respect of any person who is, or has been an officer or auditor of the company or a related body corporate:

- Indemnified or made any relevant agreement for indemnifying against a liability incurred as an officer, including costs and expenses in successfully defending legal proceedings; or
- Paid or agreed to pay a premium in respect of a contract insuring against a liability incurred as an officer for the costs or expenses to defend legal proceedings.

Proceedings on behalf of the company

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the company, or to intervene in any proceedings to which the company is a party, for the purpose of taking responsibility on behalf of the company for all or part of those proceedings.

No proceedings have been brought or intervened in on behalf of the company with leave of the Court under section 237 of the *Corporations Act 2001*.

Non-audit services

The company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the company and/or the company are important.

Details of the amounts paid or payable to the auditor Bentleys Perth and Deloitte Touche Tohmatsu for audit and non-audit services provided during the period are set out below.

The board of directors has considered the position and is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The directors are satisfied that the provision of non-audit services by the auditor, as set out below, did not compromise the auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services have been reviewed by the board to ensure they do not impact the impartiality and objectivity of the auditor.
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professional Accountants*.

During the period the following fees were paid or payable for services provided by the auditor of the company, its related practices and non-related audit firms:

| | 31-Dec-15 | 31-Dec-14 |
|--|---------------|---------------|
| | \$ | \$ |
| Audit services | | |
| Audit and review of financial reports (Deloitte Touche Tohmatsu) | 11,000 | 35,550 |
| Audit and review of financial reports (Bentleys Perth) | 12,000 | - |
| Total remuneration for audit services | <u>23,000</u> | <u>35,550</u> |

RMA Energy Limited

Directors' report

Auditor's independence declaration

A copy of the auditors' independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 10.



Signed in accordance with a resolution of the directors.

Mr Qin Weihong

Non-Executive Director

Perth, Western Australia
31 March 2016

Independent Auditor's Report

To the Members of RMA Energy Limited

We have audited the accompanying financial report of RMA Energy Limited ("the Company"), which comprises the statement of financial position as at 31 December 2015, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, notes comprising a summary of accounting policies, other explanatory information and the directors' declaration.

Directors' Responsibility 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 Note 2, the directors also state, in accordance with Accounting Standards AASB 101: *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial report that gives a true and fair view 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 Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

Bentleys Audit & Corporate
(WA) Pty Ltd

London House

Level 3,

216 St Georges Terrace

Perth WA 6000

PO Box 7775

Cloisters Square WA 6850

ABN 33 121 222 802

T +61 8 9226 4500

F +61 8 9226 4300

bentleys.com.au

Independence

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

Opinion

In our opinion:

- a. The financial report of RMA Energy Limited is in accordance with the *Corporations Act 2001*, including:
 - i. giving a true and fair view of the Company's financial position as at 31 December 2015 and of its performance for the year ended on that date; and
 - ii. complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- b. The financial statements also comply with *International Financial Reporting Standards* as disclosed in Note 2.

Emphasis of Matter

Without qualifying our conclusion, we draw attention to note 1(d) of the financial report which indicates that the company incurred a net loss of \$619,959 during the year ended 31 December 2015. This condition, along with other matters as set forth in note 1(d), indicate the existence of a material uncertainty which may cast significant doubt about the ability of the company to continue as a going concern and 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.

Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 31 December 2015. 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.

Opinion

In our opinion, the Remuneration Report of RMA Energy Limited for the year ended 31 December 2015, complies with section 300A of the *Corporations Act 2001*.



BENTLEYS
Chartered Accountants



CHRIS NICOLOFF CA
Director

Dated at Perth this 31st day of March 2016

**Bentleys Audit & Corporate
(WA) Pty Ltd**

London House

Level 3,

216 St Georges Terrace

Perth WA 6000

PO Box 7775

Cloisters Square WA 6850

ABN 33 121 222 802

T +61 8 9226 4500

F +61 8 9226 4300

bentleys.com.au

To The Board of Directors

Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

As lead audit director for the audit of the financial statements of RMA Energy Limited for the financial year ended 31 December 2015, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Yours faithfully



BENTLEYS
Chartered Accountants



CHRIS NICOLOFF CA
Director

Dated at Perth this 31st day of March 2016

RMA Energy Limited
Statement of profit and loss and other comprehensive income
For the year ended 31 December 2015

| | Notes | Dec-2015 | Dec-2014 |
|---|-------|------------------|---------------------|
| | | \$ | \$ |
| Income from continuing operations | | | |
| Other income | 5 | 49,241 | 19,496 |
| Total income | | <u>49,241</u> | <u>19,496</u> |
| Expenditure from continuing operations | | | |
| External professional fees | | (85,395) | (397,098) |
| Employee benefits expense | 6 | (280,490) | (403,261) |
| Impairment of exploration expenses | | (63,672) | (14,438,483) |
| Impairment of property, plant and equipment | 12 | (14,189) | - |
| Office rental and utilities | 6 | (87,664) | (76,132) |
| Travel and accommodation | | (11,204) | (30,267) |
| Other administrative expenses | | (97,180) | (125,608) |
| Financial costs | 6 | (29,406) | (53) |
| Loss before income tax | | <u>(619,959)</u> | <u>(15,451,406)</u> |
| Income tax expense from continuing operations | 7 | - | - |
| Net loss after income tax attributable to members of the company | | <u>(619,959)</u> | <u>(15,451,406)</u> |
| Total comprehensive loss for the year attributable to members of the company | | <u>(619,959)</u> | <u>(15,451,406)</u> |
| Basic and diluted loss per share (cents) | 8 | (0.03) | (0.85) |

The above statement of comprehensive income is to be read in conjunction with the accompanying notes.

RMA Energy Limited
Statement of financial position
As at 31 December 2015

| | Notes | Dec-15 \$ | Dec-14 \$ |
|--|-------|------------------|----------------|
| ASSETS | | | |
| Current assets | | | |
| Cash and cash equivalents | 9 | 91,692 | 772,469 |
| Other assets | 11 | 41,310 | 53,223 |
| Total current assets | | 133,002 | 825,692 |
| Non-current assets | | | |
| Property, plant and equipment | 12 | 64,121 | 118,326 |
| Exploration and evaluation expenditure | 13 | - | - |
| Total non-current assets | | 64,121 | 118,326 |
| Total assets | | 197,123 | 944,018 |
| LIABILITIES | | | |
| Current liabilities | | | |
| Trade and other payables | 14 | 37,744 | 193,027 |
| Total current liabilities | | 37,744 | 193,027 |
| Non-current liabilities | | | |
| Loans | 15 | 438,847 | 410,500 |
| Total non-current liabilities | | 438,847 | 410,500 |
| Total liabilities | | 476,591 | 603,527 |
| NET ASSETS | | (279,468) | 340,491 |
| EQUITY | | | |
| Contributed equity | 16 | 24,362,841 | 24,362,841 |
| Accumulated losses | | (24,642,309) | (24,022,350) |
| Total equity | | (279,468) | 340,491 |

The above statement of financial position is to be read in conjunction with the accompanying notes.

RMA Energy Limited
Statement of cash flows
For the year ended 31 December 2015

| | Notes | Dec-2015 \$ | Dec-2014 \$ |
|--|-------|------------------|------------------|
| Cash flows from operating activities | | | |
| Receipts from customers (inclusive of GST) | | - | - |
| Payments to suppliers and employees (inclusive of GST) | | (619,441) | (934,190) |
| Interest received | | 5,559 | 19,496 |
| Interest paid | | (1,059) | (53) |
| Net cash flows used in operating activities | 10 | <u>(614,941)</u> | <u>(914,747)</u> |
| Cash flows from investing activities | | | |
| Purchase of plant and equipment | | - | (790) |
| Proceeds from sale of plant and equipment | | 61,545 | - |
| Payments for exploration and evaluation tenements | | <u>(127,381)</u> | <u>(291,458)</u> |
| Net cash flows used in investing activities | | <u>(65,836)</u> | <u>(292,248)</u> |
| Cash flows from financing activities | | | |
| Proceeds from borrowings | | <u>-</u> | <u>410,500</u> |
| Net cash flows from financing activities | | <u>-</u> | <u>410,500</u> |
| Net (decrease)/increase in cash and cash equivalents | | (680,777) | (796,495) |
| Cash and cash equivalents at beginning of year | | <u>772,469</u> | <u>1,568,964</u> |
| Cash and cash equivalents at end of year | 9 | <u>91,692</u> | <u>772,469</u> |

The above statement of cash flows is to be read in conjunction with the accompanying notes.

RMA Energy Limited
Statement of changes in equity
For the year ended 31 December 2015

| | Notes | Issued capital \$ | Accumulated losses \$ | Reserves \$ | Total \$ |
|--|-------|-------------------------|-----------------------------|----------------|-------------|
| Balance at 1 Jan 2015 | | 24,362,841 | (24,022,350) | - | 340,491 |
| Total comprehensive income for the period | | - | (619,959) | - | (619,959) |
| Transactions with owners in their capacity as owners: | | | | | |
| Issue of shares, net of transaction costs | | - | - | - | - |
| | | - | - | - | - |
| Balance at 31 December 2015 | | 24,362,841 | (24,642,309) | - | (279,468) |

For the period ended 31 December 2014

| | | | | | |
|---|--|------------|--------------|---|--------------|
| Balance at 1 Jan 2014 | | 24,362,841 | (8,570,944) | - | 15,791,897 |
| Total comprehensive income for the period | | - | (15,451,406) | - | (15,451,406) |
| Transactions with owners in their capacity as owners: | | | | | |
| Issue of shares, net of transaction costs | | - | - | - | - |
| | | - | - | - | - |
| Balance at 31 December 2014 | | 24,362,841 | (24,022,350) | - | 340,491 |

The above statements of changes in equity should be read in conjunction with the accompanying notes.

RMA Energy Limited

Notes to and forming part of the financial statements

For the year ended 31 December 2015

1. Corporate information

The financial statements for profit of RMA Energy Limited for the year ended 31 December 2015 were authorised for issue in accordance with a resolution of the directors on 31 March 2016.

RMA Energy Limited is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange.

The nature of operations and principal activities of the company are described in the Directors' Report.

2. Statement of significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

These general purpose financial statements have been prepared in accordance with the Australian Accounting Standards Board, Australian Accounting Interpretations and the Corporations Act 2001.

The financial statements of the company also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

(b) Statement of compliance

These financial statements are general purpose financial statements that have been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, urgent Issues Group Interpretations and the Corporations Act. For the purposes of preparing the consolidated financial statements, the Company is a for-profit entity.

(c) Standards and interpretations adopted in the current year

The Company has adopted all of the new and revised Standards and Interpretation issued by the Australian Accounting Standards Board that are relevant to their operations and are effective for the current financial reporting period beginning 1 January 2015.

New and revised Standards and amendments thereof and Interpretations effective for the current period that are relevant to the Group include:

Amendments to:

- AASB 2011-4 Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements;
- AASB 2012-3 Amendments to Australian Accounting Standards – Offsetting Financial Assets and Financial Liabilities;
- AASB 1031 Materiality; and
- AASB 2013-9 Amendments to Australian Accounting Standards–Part B: Materiality.

The adoption of all the new and revised Standards and Interpretations has not resulted in any changes to the Group's accounting policies and has no effect on the amounts reported for the current or prior year.

(d) Going concern

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

The Company has incurred a loss for the year ended 31 December 2015 of \$619,959 (2014: \$15,451,406) and cash outflows from operating and investing activities of \$680,777 (2014: \$1,206,995). As at 31 December 2015, the Company has exploration commitments of \$1,435,800 which are due to be paid over the next 12 months.

These conditions indicate a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

On 31 March 2016 the Company has received further loan funds of AUD\$200,000 from its major shareholder, CREC Resources (Australia) Pty Ltd to assist with working capital requirements. The loan term is for 3 years and attracts a fixed interest rate of based on the RMB benchmark lending rate announced by the Peoples Republic of China corresponding to term of borrowing on the borrowing date until maturity date.

The ability of the Company to continue as a going concern and to pay its debts as and when they fall due is dependent on the following;

RMA Energy Limited
Notes to and forming part of the financial statements
For the year ended 31 December 2015

- The raising of approximately \$1,500,000 to meet all commitment expenditure on tenements over the next 12 months. The company has the ability to relinquish some of the tenements and therefore the quantum of commitments can be reduced should insufficient cash be available;
- Cash inflows from bonds and sale of plant and equipment totaling \$64,000, expected to be received between April 2016 and October 2016;
- The continual support from major shareholder, China Railway Resources Group Co. Ltd. At the date of this report China Railway Resources Group Co. Ltd have provided a letter of financial support for a period of 12 months from the date of the financial report;
- The directors ability to manage the quantum and timing of all discretionary expenditures including exploration costs, and wherever necessary, these costs will be minimized or deferred to suit the Company's cash flow from operations; and
- Ongoing and active management of the expenditure incurred by the Company to protect the current cash levels.

The directors have prepared a cash flow forecast, which indicates that the Company will have sufficient cash flows to meet all commitments and working capital requirements for the 12 month period from the date of signing this financial report.

The directors are confident that they will achieve a successful resolution of the matters set out above and therefore that the going concern basis is appropriate. The financial report has therefore been prepared on the going concern basis, which assumes continuity of normal business activities and the realization of assets and the settlement of liabilities in the ordinary course of business.

Based on the cash flow forecasts and other factors referred to above, the directors are satisfied that the going concern basis of preparation is appropriate. In particular, given the Company's history of raising capital to date, the directors are confident of the Company's ability to raise additional funds as and when they are required.

List of Standards and Interpretations in issue not yet effective

At the date of authorisation of the financial statements, the Standards and Interpretations listed below were in issue but not yet effective.

| Standard/Interpretation | Effective for annual reporting periods beginning on or after | Expected to be initially applied in the financial year ending |
|--|---|--|
| AASB 9 'Financial Instruments', and the relevant amending standards | 1 January 2018 | 31 December 2018 |
| AASB 2014-1 'Amendments to Australian Accounting Standards' - Part B: 'Defined Benefit Plans: Employee Contributions (Amendments to AASB 119)' - Part C: 'Materiality' | 1 July 2014 | 31 December 2015 |
| AASB 2014-3 'Amendments to Australian Accounting Standards – Accounting for Acquisitions of Interests in Joint Operations' | 1 January 2016 | 31 December 2016 |
| AASB 2014-4 'Amendments to Australian Accounting Standards – Clarification of Acceptable Methods of Depreciation and Amortisation' | 1 January 2016 | 31 December 2016 |
| AASB 2015-2 'Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 101' | 1 January 2016 | 31 December 2016 |
| AASB 2015-3 'Amendments to Australian Accounting Standards arising from the Withdrawal of AASB 1031 Materiality' | 1 July 2015 | 31 December 2016 |
| AASB 2015-4 'Amendments to Australian Accounting Standards – Financial Reporting Requirements for Australian Groups with a Foreign Parent' | 1 July 2015 | 31 December 2016 |

At the date of authorisation of the financial statements, the following IASB Standards and IFRIC Interpretations were also

RMA Energy Limited

Notes to and forming part of the financial statements

For the year ended 31 December 2015

in issue but not yet effective, although Australian equivalent Standards and Interpretations have not yet been issued.

Historical cost convention

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, financial assets and liabilities (including derivative instruments) at fair value through profit or loss, certain classes of property, plant and equipment and investment property.

Critical accounting estimates

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

Functional and presentation currency

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

(e) Exploration expenses

Exploration, evaluation and development expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are carried forward only if they relate to an area of interest for which rights of tenure are current and in respect of which:

- such costs are expected to be recouped through successful development and exploitation or from sale of the area; or
- exploration and evaluation activities in the area have not yet reached a stage that permits a reasonable assessment of the existence or otherwise of economically recoverable reserves and active operations in, or relating to, the area are continuing.

When an area of interest is abandoned or the directors decide that it is not commercial, any accumulated costs in respect of that area are written off in the financial period the decision is made.

(f) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(g) Plant and equipment

Plant and equipment is stated at historical cost less depreciation. Depreciation is calculated using the diminishing value method so as to write off the net cost of each asset during their expected useful life of 3 to 20 years.

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not shown in the accounts at a value in excess of the recoverable amount from assets.

(h) Investments and other financial assets

Classification

The company classifies its investments in the following categories: financial assets at fair value through profit and loss, loans and receivables, held-to-maturity investments and available-for-sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and, in the case of assets classified as held-to-maturity, re-evaluates this designation at each reporting date.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities greater than 12 months after 31 December 2013 which are classified as non-current assets. Loans and receivables are included in trade and other receivables in the statement of financial position.

Recognition and derecognition

Regular purchases and sales of financial assets are recognised on trade date – the date on which the company commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value

RMA Energy Limited
Notes to and forming part of the financial statements
For the year ended 31 December 2015

Recognition and derecognition (continued)

through profit or loss is initially recognised at fair value and transaction costs are expensed to the statement of comprehensive income. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the company has transferred substantially all the risks and rewards of ownership.

Subsequent measurement

Loans and receivables and held-to-maturity investments are carried at amortised cost using the effective interest method.

Impairment

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

(i) Provisions and employee benefits

Provisions and employee benefits

Provisions are recognised when the Company has a present obligation (either 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.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at 31 December 2015 using a discounted cash flow methodology. The risks specific to the provision are factored into the cash flows and as such a risk-free government bond rate relative to the expected life of the provision is used as a discount rate. The increase in the provision resulting from the passage of time is recognised in finance costs.

Employee leave benefits

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave expected to be settled wholly within 12 months of the reporting date are recognised 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. Expenses for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid or payable.

(j) Share based payments

The company provides benefits to directors, employees, consultants and other advisors of the company in the form of share-based payments, whereby the directors, employees, consultants and other advisors render services in exchange for shares or rights over shares (equity-settled transactions).

The cost of these equity-settled transactions is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an external valuer using a Black-Scholes model.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the market price of the shares of the company 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 recipient becomes 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 company's best estimate of the number of equity instruments that will ultimately vest.

RMA Energy Limited
Notes to and forming part of the financial statements
For the year ended 31 December 2015

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 statement of comprehensive income 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 recipient, 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 award are treated as if they were a modification of the original award, as described in the previous paragraph.

(k) Earnings per share

The calculation of basic earnings per share is determined by dividing the profit/(loss) after income tax attributable to equity holders of the company by the weighted average number of ordinary shares outstanding during the period.

(l) Fair value estimation

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in the active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The fair value of financial instruments traded in active markets (such as shares in listed companies) is based on quoted market prices at 31 December 2015.

The nominal value, less any estimated credit adjustments, of trade receivables and payables are assumed to approximate their fair value.

(m) Impairment of assets

At each reporting date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

(n) Payables

Trade payables and other accounts payable are recognised when the company becomes obliged to make future payments resulting from the purchase of goods and services.

RMA Energy Limited
Notes to and forming part of the financial statements
For the year ended 31 December 2015

(o) Revenue recognition

Interest income

Interest income is recognised on a time proportionate basis that takes into account the effective yield on the financial assets.

Rental income

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

(p) Foreign currency

Transactions in foreign currencies are translated at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at 31 December 2015 are translated to Australian dollars at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the statement of comprehensive income. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to Australian dollars at foreign exchange rates ruling at the dates the fair value was determined.

(q) Segment reporting

AASB 8 Operating Segments requires a 'management approach', under which segment information is presented on the same basis as that used for internal reporting purposes.

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the board of directors.

(r) Income tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the notional income tax rate, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company operates and generates income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from the initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the assets and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

RMA Energy Limited
Notes to and forming part of the financial statements
For the year ended 31 December 2015

(s) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the statement of financial position. Cash flows are presented on a gross basis, inclusive of GST.

(t) Leases

Leases of property, plant and equipment where the company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in other short-term and long-term payables. Each lease payment is allocated between the liability and the finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance

leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the company will obtain ownership at the end of the lease term.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases (note 22(b)). Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis over the lease term. The respective leased assets are included in the statement of financial position based on their nature.

(u) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds, net of transaction costs, and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case the fee is deferred until the draw down occurs.

(v) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(w) 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 from the proceeds.

3. Significant accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements and estimates on historical experience and on other various factors it believes to be reasonable under the circumstances, the results of which form the basis of the carrying values of

RMA Energy Limited
Notes to and forming part of the financial statements
For the year ended 31 December 2015

assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions.

Management has identified the following critical accounting policies for which significant judgements, estimates and assumptions are made. Actual results may differ from these estimates under different assumptions and conditions and may materially affect financial results or the financial position reported in future periods.

Further details of the nature of these assumptions and conditions may be found in the relevant notes to the financial statements.

Significant accounting judgements

Determination of mineral resources

The determination of mineral resources impacts the accounting for asset carrying values. The company estimates its mineral resources in accordance with the *Australian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves 2004* (the 'JORC' Code). The information on mineral resources was prepared by or under the supervision of Competent Persons as defined in the JORC Code. The amounts presented are based on the mineral resources determined under the JORC Code.

There are numerous uncertainties inherent in estimating mineral resources and assumptions that are valid at the time of estimation may change significantly when new information becomes available.

Changes in the forecast prices of commodities, exchange rates, production costs or recovery rates may change the economic status of reserves and may ultimately result in reserves being restated.

Significant accounting estimates and assumptions

Impairment of capitalised mineral acquisition expenditure

The future recoverability of capitalised mineral acquisition expenditure, as disclosed in note 13, is dependent upon a number of factors, including whether the Company decides to exploit the related lease itself or, if not, whether it successfully recovers the related exploration and evaluation asset through sale.

Factors that could impact future recoverability include the level of reserves and resources, future technological changes which could impact the cost of mining, future legal changes (including changes to environmental restoration obligations) and changes to commodity prices.

To the extent that capitalised mineral acquisition expenditure is determined not to be recoverable in the future, profits and net assets will be reduced in the period in which the determination is made.

Share based payment transactions

The company measures the cost of equity-settled share based payment transactions with employees by reference to the fair value of the equity instruments at the grant date. The fair value is determined by using a recognised option valuation model, with the assumptions detailed in note 20. The accounting estimates and assumptions relating to equity-settled share based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact expenses and equity.

4. Segment information

Management has determined that the company has one reporting segment being mineral exploration.

As the company is focused on mineral exploration, management make resource allocation decisions by reviewing the working capital balance, comparing cash balances to committed exploration expenditure and the current results of exploration work performed. This internal reporting framework is the most relevant to assist the board with making decisions regarding the company and its ongoing exploration activities, while also taking into consideration the results of exploration work that has been performed to date and capital available to the company.

The exploration assets as presented in Note 13 relate to the reporting segment identified above.

All revenue and expenses relate to corporate activities and would not be used to assess segment performance.

Geographical information

The Company operates in one principal geographical area – Australia (country of domicile).

RMA Energy Limited
Notes to and forming part of the financial statements
For the year ended 31 December 2015

| | Dec-2015 \$ | Dec-2014 \$ |
|--|------------------|------------------|
| 5. Revenues | | |
| (a) Other income | | |
| Interest income | 5,559 | 19,496 |
| Profit on sale of assets | 43,682 | - |
| | <u>49,241</u> | <u>19,496</u> |
| 6. Expenses | | |
| (a) Finance cost | | |
| Interest expense | <u>29,406</u> | <u>53</u> |
| (b) Depreciation | | |
| Depreciation | <u>22,154</u> | <u>28,464</u> |
| (c) Employee benefits expense | | |
| Wages and salaries | 255,750 | 362,425 |
| Superannuation costs | <u>24,740</u> | <u>40,836</u> |
| | <u>280,490</u> | <u>403,261</u> |
| (d) Rental expense | | |
| Rental expenses | <u>87,664</u> | <u>76,132</u> |
| 7. Income tax expense | | |
| The income tax (benefit) for the year differs from the prima facie tax as follows: | | |
| Loss for the year | (619,959) | (15,451,406) |
| Prima facie income tax (benefit) @30% | (185,988) | (4,635,422) |
| Non deductible expenses | 4,450 | 4,243,999 |
| Deferred tax assets not brought to account | <u>181,538</u> | <u>391,423</u> |
| Total income tax expense | <u>-</u> | <u>-</u> |
| The directors estimate that the potential deferred tax asset, at the prevailing rate of 30% (2014:30%), in respect of tax losses not brought to account is | <u>7,784,144</u> | <u>7,584,898</u> |

No income tax expense has been provided in the accounts because the company has an operating loss for the year. No future tax benefit attributable to tax losses has been brought to account as recovery is not probable.

The benefit will only be obtained if the company derives future assessable income of a nature and of an amount sufficient to enable the benefit to be realised, continues to comply with the conditions for deductibility imposed by taxation legislation and there are no changes in tax legislation adversely affecting the company in realising the benefit.

RMA Energy Limited
Notes to and forming part of the financial statements
For the year ended 31 December 2015

| | Dec-2015 \$ | Dec-2014 \$ |
|--|-----------------------|-----------------------|
| 8. Earnings per share | | |
| Basic loss per share amounts are calculated by dividing net loss for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year. | | |
| Diluted loss per share amounts are calculated by dividing the net loss attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares. | | |
| (a) Net Loss | | |
| | (619,959) | (15,451,406) |
| (b) Basic and Diluted earnings per share – cents per share | | |
| Loss attributable to the ordinary equity holders of the company | (0.03) | (0.85) |
| (c) Weighted average number of shares used as the denominator | | |
| Weighted average number of ordinary shares outstanding during the period used in calculation of basic earnings per share | 1,826,291,848 | 1,826,291,848 |
| 9. Cash at bank and in hand | | |
| Cash as at the end of the financial year as shown in the statement of cash flows is reconciled to the related items in the statement of financial position as follows: | | |
| Cash at bank and on hand | 91,692 | 772,469 |
| Deposits at call | - | - |
| Balance per statement of cash flows | 91,692 | 772,469 |
| The company's exposure to interest rate risk is discussed at note 21. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of cash and cash equivalents noted above. | | |
| 10. Reconciliation from the net loss after tax to the net cash flows used in operations | Dec-2015 \$ | Dec-2014 \$ |
| Operating loss | (619,959) | (15,451,406) |
| <i>Add (less) non-cash items</i> | | |
| Depreciation | 22,154 | 28,464 |
| Payments made not classified as operating activities | 65,836 | - |
| Impairment expenses | 14,189 | 14,438,483 |
| <i>Increases and decreases in operating assets and liabilities</i> | | |
| (Increase)/decrease in trade and other receivables | 6,062 | (6,371) |
| (Increase)/decrease in prepayments | - | 876 |
| (Decrease)/increase in provisions | - | 7,224 |
| (Decrease)/increase in trade and other payables | (103,223) | 67,983 |
| Net cash (used in)/from operating activities | (614,941) | (914,747) |

RMA Energy Limited
Notes to and forming part of the financial statements
For the year ended 31 December 2015

11. Other assets (current)

| | | |
|------------------|---------------|---------------|
| Prepaid expenses | 4,649 | 4,535 |
| Deposits | 20,000 | 22,500 |
| Other | 16,661 | 26,188 |
| | <u>41,310</u> | <u>53,223</u> |

12. Property, plant and equipment (non-current)

| | | |
|-----------------------------|---------------|----------------|
| Cost of plant and equipment | 183,843 | 453,535 |
| Accumulated depreciation | (119,723) | (335,209) |
| Net book amount | <u>64,120</u> | <u>118,326</u> |

Movement in carrying value

| | | |
|-------------------------|---------------|----------------|
| Opening net book amount | 118,326 | 146,000 |
| Additions | - | 790 |
| Disposals | (17,863) | - |
| Depreciation charge | (22,154) | (28,464) |
| Impairment charge | (14,189) | - |
| Closing net book amount | <u>64,120</u> | <u>118,326</u> |

13. Exploration and evaluation expenditure (non-current)

| | | |
|--|----------|--------------|
| Opening balance | - | 14,146,753 |
| Exploration and evaluation expenditure capitalised | - | 291,730 |
| Impairment | - | (14,438,483) |
| | <u>-</u> | <u>-</u> |

The ultimate recoupment of costs carried forward for exploration and evaluation phases is dependent on the successful development and commercial exploitation or sale of the respective mining tenements. The company has written off capitalised exploration and evaluation expenditure of \$14,438,483 as at 31 December 2014 due to the current financial position of the Company and the capacity to raise substantial capital to further explore on the Company's projects.

| | Dec-2015 | Dec-2014 |
|---|-----------------|-----------------|
| | \$ | \$ |
| 14. Trade and other payables (current) | | |
| Trade payables | 37,745 | 193,027 |
| Other payables | - | - |
| | <u>37,745</u> | <u>193,027</u> |

Trade payables are normally settled on 30 – 60 day terms.

15. Borrowings (non-current)

| | | |
|-------------------------------|----------------|----------------|
| Loan from parent entity | 410,500 | 410,500 |
| Add: Interest accrued on loan | 28,347 | - |
| | <u>438,847</u> | <u>410,500</u> |

The loan is part of a facility of \$5,000,000 that has been provided by the parent entity to the Company. The loan is unsecured and is repayable within 5 years from the dates of draw down. Interest accrues on the loan at the rate of 6.30%.

RMA Energy Limited
Notes to and forming part of the financial statements
For the year ended 31 December 2015

16. Contributed equity

Ordinary share capital

Movement in ordinary shares on issue:

| | | |
|--|------------|------------|
| Ordinary shares at beginning of year | | |
| 1,826,291,848 (31 December 2014: 1,826,291,848) | 24,362,841 | 24,362,841 |
| Ordinary shares issued during the year: | | |
| Nil (2014: Nil) | - | - |
| Transaction costs of issuing shares | - | - |
| Issue of shares, net of transaction costs, as per Statement of Changes in Equity | 24,362,841 | 24,362,841 |

Contributed equity at end of year

| | | |
|---|------------|------------|
| Ordinary shares at end of year | | |
| 1,826,291,848 (31 December 2014: 1,826,291,848) | 24,362,841 | 24,362,841 |

17. Key management personnel

(a) Details of key management personnel

The key management personnel (KMP) of RMA Energy Limited during the period were:

Mr Qin Weihong (Managing director)

Mr Debao Mao (Non-executive director)

Mr Leonard Math (Non-executive director)

(b) Compensation for key management personnel

| | Dec-2015 | Dec-2014 |
|------------------------------|-----------------|-----------------|
| | \$ | \$ |
| Short term employee benefits | 197,000 | 252,000 |
| Post-employment benefits | 11,875 | 14,062 |
| Total compensation | 208,875 | 266,062 |

18. Financial instruments

Overview – risk management

This note presents information about the company's exposure to credit, liquidity and market risks, its objectives, policies and processes for measuring and managing risk and the management of capital.

The company does not use any form of derivatives as it is not at a level of exposure that requires the use of derivatives to hedge its exposure. Exposure limits are reviewed by management on a continuous basis. The company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

The board of directors of the company has overall responsibility for the establishment and oversight of the risk management framework. Management monitors and manages the financial risks relating to the operations of the company and the company through regular reviews of the risks.

Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the company's receivables from customers and investment securities. At 31 December 2015 there were no significant concentrations of credit risk.

Cash and cash equivalents

The company limits its exposure to credit risk by only investing in liquid securities and only with counterparties that have an acceptable credit rating.

RMA Energy Limited
Notes to and forming part of the financial statements
For the year ended 31 December 2015

Trade and other receivables

As the company operates primarily in exploration activities, it will only have insignificant trade receivables and therefore is not exposed to significant credit risk in relation to trade receivables. The Company where necessary establishes an allowance for impairment that represents its estimate of incurred losses in respect of other receivables and investments.

The company where necessary establishes an allowance for impairment that represents its estimate of incurred losses in respect of other receivables and investments. Management does not expect any counterparty to fail to meet its obligations.

Exposure to credit risk

The carrying amount of the company's financial assets represents the maximum credit exposure. The company's maximum exposure to credit risk at the reporting date was:

| | Note | Dec-2015 \$ | Dec-2014 \$ |
|---------------------------|------|----------------|----------------|
| Other current assets | 11 | 41,310 | 53,223 |
| Cash and cash equivalents | 9 | 91,692 | 772,469 |

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Impairment losses

None of the company's other receivables are past due (2014: Nil).

Liquidity risk

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they fall due. The company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation.

The company manages liquidity risk by maintaining adequate cash reserves from funds raised in the market and by continuously monitoring forecast and actual flows. The company does not have any external borrowings.

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

31 December 2015

| | Note | Effective interest rate | Carrying amount | Less than 6 months | 2-5 years |
|--------------------------|------|----------------------------|--------------------|-----------------------|-----------|
| Trade and other payables | 14 | | 37,745 | 37,745 | - |
| Loan from parent entity | 16 | 6.30% | 438,847 | - | 438,847 |
| | | | 476,592 | 37,745 | 438,847 |

31 Dec 2014

| | | | | | |
|--------------------------|----|-------|---------|---------|---------|
| Trade and other payables | 14 | | 193,027 | 193,027 | - |
| Loan from parent entity | 16 | 6.30% | 410,500 | - | 410,500 |
| | | | 603,527 | 193,027 | 410,500 |

Disclosure of the Company's capital and leasing commitments are disclosed in Note 19.

RMA Energy Limited
Notes to and forming part of the financial statements
For the year ended 31 December 2015

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposure within acceptable parameters, while optimising the return.

Foreign exchange risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

The company has no exposure to currency risk at 31 December 2015.

Interest rate risk

The company is exposed to interest rate risk (primarily on its cash and cash equivalents), which is the risk that a financial instrument's value will fluctuate as a result of changes in the market interest rates on interest-bearing financial instruments. The company does not use derivatives to mitigate these exposures.

The company adopts a policy of ensuring that as far as possible it maintains excess cash and cash equivalents on short term deposit at interest rates maturing over 90 day rolling periods.

Profile

At the reporting date the interest rate profile of the company's interest-bearing financial instruments was:

| | Dec-2015 | Dec-2014 |
|--|-----------------|-----------------|
| | \$ | \$ |
| Fixed rate instruments | | |
| Financial assets – cash and cash equivalents | - | - |
| Variable rate instruments | | |
| Financial assets – cash and cash equivalents | 91,692 | 772,469 |

Fair value sensitivity analysis for fixed rate instruments

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

Cash flow sensitivity analysis for variable rate instruments

A change of $\pm 1.50\%$ in interest rates, being the amount official interest rates increased during the financial period, at the reporting date and assuming all other variables held constant, would have increased (decreased) equity and profit or loss by \$278 (2014: \$975).

Capital risk management

The company's objectives when managing capital are to safeguard the company's ability to continue as a going concern, so as to maintain a strong capital base sufficient to maintain future exploration and development of its projects. In order to maintain or adjust the capital structure, the company may return capital to shareholders, issue new shares or sell assets to reduce debt. The company's focus has been to raise sufficient funds through equity and/or parent company borrowings to fund exploration and evaluation activities. The company monitors capital on the basis of the gearing ratio; however there were no external borrowings from unrelated parties as at balance date and the company is not subject to externally imposed capital requirements.

There were no changes in the company's approach to capital management during the period. Risk management policies and procedures are established with regular monitoring and reporting.

RMA Energy Limited
Notes to and forming part of the financial statements
For the year ended 31 December 2015

19. Commitments

(a) Capital and leasing commitments

The following expenditure is required to maintain the exploration permits in which the company has an interest:

Exploration permits

| Tenure No. | Holder | Area (blocks) | Grant date | Expiry date | Rent (\$) | Minimum expenditure per annum (\$) |
|--------------|--------------------|------------------|------------|-------------|--------------|---|
| EPMs | | | | | | |
| EPM 15117 | RMA Energy Limited | 21 | 15/05/2006 | 14/05/2016 | 2,530 | 80,000 |
| EPM 15127 | RMA Energy Limited | 4 | 15/05/2006 | 14/05/2016 | 562 | 70,000 |
| EPM 15128 | RMA Energy Limited | 5 | 15/05/2006 | 14/05/2016 | 703 | 70,000 |
| EPM 15136 | RMA Energy Limited | 95 | 22/07/2009 | 21/07/2017 | 13,375 | 154,800 |
| EPM 18330 | RMA Energy Limited | 8 | 19/04/2011 | 18/04/2016 | 1,124 | 90,000 |
| EPM 18997 | RMA Energy Limited | 11 | 23/05/2012 | 22/05/2017 | 1,546 | 100,000 |
| EPM 19736(1) | RMA Energy Limited | 17 | Pending | n/a | Pending | Pending |
| EPCs | | | | | | |
| EPC 1000 | RMA Energy Limited | 17 | 31/05/2006 | 30/05/2016 | 2,390 | 661,000 |
| EPC 1946 | RMA Energy Limited | 37 | 19/06/2013 | 18/06/2018 | 5,202 | 110,000 |
| EPC 1942 | RMA Energy Limited | 19 | 14/01/2013 | 13/01/2018 | 2,671 | 100,000 |
| Total | | | | | | 1,435,800 |

(1) Pending approval of application

(1) The period in which the commitment to meeting the minimum expenditure will fall, in relation to an exploration permit application, is dependent on the timing of the granting of the application. The Company does not have control over the granting date of the application.

RMA Energy Limited
Notes to and forming part of the financial statements
For the year ended 31 December 2015

| | Expiry Date | < 1 Year \$ | 1 - 5 Years \$ |
|--|------------------------|-------------------------------|-------------------------------|
| (b) Operating leases | | | |
| Perth office (Level 8, 16 St Georges Tce, Perth) | 30/09/16 | 43,182 | - |
| Queensland Office (15 Bullard St, Greenslopes, Queensland) | 5/1/2016 | 460 | - |
| | | <u>43,642</u> | <u>-</u> |

The company has a term deposit totalling \$13,605, which provides security for the following:

1. Perth office lease to Douglas Mann Pty Ltd - \$11,765
2. Queensland office lease to LJ Hooker Lutwyche - \$1,840

20. Related party disclosure

The ultimate Australian parent entity is CREC Resources (Aust) Pty Ltd, which, 31 December 2015, owned 59.04% (2014: 59.04%) of the issued ordinary shares of RMA Energy Limited. The Company has a \$5m credit facility with CREC Resources (Aust) Pty Ltd and has not been drawn down as at 31 December 2015.

The ultimate parent entity is China Rail Resource Co., Ltd (incorporated in the People's Republic of China) which, at 31 December 2015, owned 100% of the issued ordinary shares of CREC Resources (Aust) Pty Ltd.

Director related entities

The company paid \$10,000 (2014: \$12,000) to GDA Corporate and \$2,000 to Nexia Perth for the service of Mr Leonard Math as Non-Executive Director and \$53,395 (2014: \$73,770) to GDA Corporate and \$9,000 to Nexia Perth for accounting, taxation and company secretarial services to the Company. Mr Math was an employee of GDA Corporate which has merged with Nexia Perth in October 2015.

21. Events after the balance sheet date

On 31 March 2016 the Company has received further loan funds of AUD\$200,000 from its major shareholder, CREC Resources (Australia) Pty Ltd to assist with working capital requirements. The loan term is for 3 years and attracts a fixed interest rate of based on the RMB benchmark lending rate announced by the Peoples Republic of China corresponding to term of borrowing on the borrowing date until maturity date.

There have been no other events occurring after the balance sheet date that have a material effect on the financial statements.

22. Contingent liabilities

The company had no contingent liabilities as at 31 December 2015.

23. Auditor's remuneration

| | Dec-2015 \$ | Dec-2014 \$ |
|--|------------------------|------------------------|
| Audit services | | |
| Audit and review of financial reports | | |
| Deloitte Touche Tohmatsu | 11,000 | 35,550 |
| Bentleys Perth | 12,000 | - |
| Total remuneration for audit services | <u>23,000</u> | <u>35,550</u> |

RMA Energy Limited
Directors' declaration
For the year ended 31 December 2015

Directors' declaration

The directors of the company declare that:

1. In the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.
2. In the directors' opinion, the attached financial statements are in compliance with International Financial Reporting Standards, as stated in note 2(a) to the Financial Statements.
3. In the director's opinion, the attached financial statements and notes thereto are in accordance with the Corporations Act 2001, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the consolidated entity.
4. The directors have been given the declarations by the chief executive officer and chief financial officer required by section 295A of the Corporations Act.

This declaration is made in accordance with a resolution of the board of directors and is signed for and on behalf of the directors by:



Mr Qin Weihong
Non-Executive Director

Perth, Western Australia
31 March 2016

RMA Energy Limited

Corporate governance statement

Board of directors and corporate governance

The board of directors of RMA Energy Limited (RMA Energy or company) is responsible for the corporate governance of the company and is committed to applying the ASX Corporate Governance Council Principles of Good Corporate Governance and Best Practice Recommendations (ASX Principles). The board guides and monitors the business and affairs of RMA Energy on behalf of the shareholders by whom they are elected and to whom they are responsible.

In establishing this framework, the Board has considered and reports against the Corporate Governance Principles and Recommendations (3rd Edition) as published by the ASX Corporate Governance Council (ASX Corporate Governance Principles).

This Corporate Governance Statement has been approved by the RMA Energy Board and summarises the corporate governance practices and procedures the Company on 30 March 2016.

The ASX Corporate Governance Principles are not prescriptive and if a company considers that a recommendation is inappropriate having regard to its particular circumstances, the company has the flexibility not to adopt it. Where EGS considered it was not appropriate to presently comply with a particular recommendation, the reasons are set out in the relevant section of this Corporate Governance Statement.

With the exception of the departures detailed in this Corporate Governance Statement, the corporate governance practices of the Company are compliant with the ASX Corporate Governance Principles (3rd Edition).

To ensure the board is well equipped to discharge its responsibilities it has established guidelines for the nomination and selection of directors and for the operation of the board.

Composition of the board

The composition of the board is determined in accordance with the following principles and guidelines:

- the board should comprise at least three directors;
- a majority of non-executive directors with at least one being independent;
- the board should comprise directors with an appropriate range of qualifications and expertise.

The directors in office at the date of this statement are:

| Name | Role | Non-executive | Independent | Date of Appointment |
|-----------------|------------------------|---------------|-------------|---------------------|
| Mr Debao Mao | Chairman | Yes | No | 30 April 2010 |
| Mr Leonard Math | Non-Executive director | Yes | Yes | 24 May 2013 |
| Mr Qin Weihong | Managing Director* | No | No | 27 August 2012 |

**Mr Qin resigned as Managing Director on 30 March 2016.*

Board responsibilities

As the board acts on behalf of and is accountable to the shareholders, the board seeks to identify the expectations of the shareholders, as well as other regulatory and ethical expectations and obligations. In addition, the board is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks. The board seeks to discharge these responsibilities in a number of ways.

The responsibility for the operation and administration of the company is delegated by the board to the executive directors and the key management team. The board ensures that this team is appropriately qualified and experienced to discharge their responsibilities and has in place procedures to assess the performance of the executive directors and the key management team.

The board is responsible for ensuring the management's objectives and activities are aligned with the expectations and risks identified by the board. The board has a number of mechanisms in place to ensure this is achieved. In addition to the establishment of the committees referred to above, these mechanisms include the following:

- Contributing to the development of and approving corporate strategy;
- Appointing, assessing the performance of and, if necessary removing the managing director/CEO;
- Contributing to the performance assessment of members of the senior management team;

RMA Energy Limited

Corporate governance statement

- Reviewing and approving business plans, the annual budget and financial plans including available resources and major capital expenditure initiatives;
- Overseeing and monitoring:
 - Organisational performance and the achievement of strategic goals and objectives;
 - Compliance with the company's code of conduct;
 - Progress of major capital expenditures and other corporate projects including acquisitions, mergers and divestments;
 - Monitoring financial performance including approval of the annual, half yearly and quarterly reports and liaison with the auditor;
 - Ensuring there are effective management processes in place, including reviewing and ratifying systems of risk identification and management, ensuring appropriate and adequate internal control processes, and that monitoring and reporting procedures for these systems are effective;
 - Enhancing and protecting the company's reputation;
 - Approving, major capital expenditure, capital management, acquisitions and divestments;
 - Reporting to shareholders;
 - Appointment of directors; and
 - Any other matter considered desirable and in the interest of the shareholders.

1. Lay solid foundations for management and oversight

The ASX Corporate Governance Council states a company should "Recognise and publish the respective roles and responsibilities of board and management". The board has adopted a formal charter which sets out the responsibilities reserved by the board and those delegated to the executive officers.

The charter is reviewed regularly to ensure it remains consistent with accepted practice in the context of the board's objective and responsibilities. Specifically, the board is charged with: setting the strategic direction of the RMA and monitoring management's performance within the framework.

RMA objectives; appointing and removing executives and overseeing succession plans for the Key Management team; approving and monitoring financial reporting and capital management; approving and monitoring the progress of business objectives; assessing the risk management framework and whether appropriate procedures are being followed; ensuring RMA has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility; and monitoring whether the board is appropriately skilled to meet the changing needs of the company.

The chairman is responsible for leading the board in its duties, facilitating effective discussions at board meetings, ensuring procedures are in place to evaluate board performance and overseeing shareholder communications. The executive directors are responsible for the efficient and effective operation of RMA, and for bringing material and other relevant matters to the attention of the board in an accurate and timely manner.

Before appointing a new Director, the Company will undertake appropriate checks such as a character reference, police clearance certificate, bankruptcy check and any other check it deems appropriate. Where a Director is to be re-elected or a candidate is put up for election to shareholders, all material information will be provided to shareholders for consideration.

To ensure that Directors clearly understand the requirements of their role, formal letters of appointment are provided to them.

To ensure that Executive Directors clearly understand the requirements of the role, service contracts and formal job descriptions are provided to them.

Company Secretary

The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

RMA Energy Limited

Corporate governance statement

Diversity Policy

RMA is committed to actively manage diversity as a means of enhancing the Company's performance and maximising its corporate goals by recognising the contributions of diverse skills and talent from its employees.

Diversity includes, but is not limited to, gender, age, ethnicity and cultural background.

It is the Board's responsibility and objective to embrace diversity when determining the composition of the Board, senior management and employees. This will allow the Company to draw on a variety of qualifications, skills, experience and diversity of gender to maximise the Company's performance.

To assist with gender diversity, the Board's objectives include:

- a) Ensuring that there is an appropriate selection criteria when employing new members of staff based on diverse skills and experience. Direct and inferred discrimination will not be utilised and tolerated.
- b) Professional development programs that are targeted at helping women and men develop skills and experience for advancement to senior management positions.
- c) Fostering a corporate environment that embraces and values diversity where individual differences are respected and employment opportunities are based on merit, and where inappropriate attitudes and behaviour are not tolerated.
- d) Management supporting the promotion of talented women and men into leadership roles.

Gender Diversity

The Company is committed to gender diversity at all levels of the organisation. The Board is responsible for establishing and monitoring on an annual basis the achievement against gender diversity objectives and strategies, including the representation of women at all levels of the organisation. The proportion of women within the whole organisation as at the date of this report is as follows:

| | |
|---|----|
| Women employees in the whole organisation | 0% |
| Women in Senior Executive positions | 0% |
| Women on the Board of Directors | 0% |

All decisions relating to employees will be based strictly on merit, without regard to gender, ethnicity, age, relationship status or any other irrelevant factor not applicable to the position.

The Board acknowledges the absence of female participation on the Board of Directors. The Board has determined that the composition of the current Board represents the best mix of Directors that have an appropriate range of qualifications and expertise, can understand and competently deal with current and emerging business issues and can effectively review and challenge the performance of management.

Due to the small size of the organization and its current stage of operations, the introduction of specific measurable objectives at this stage has not been implemented.

Whilst the Board of the Company strongly endorses the concept of gender diversity, until the Company's human resource base has grown to a point where fully implementing specific measurable objectives will become more meaningful, the Company will, in accordance with its policy, continue to recruit the best person for each role, regardless of gender, ethnicity, age, relationship status or any other irrelevant factor not applicable to the position.

2. Structure the board to add value

The ASX Corporate Governance Council states a company should "Have a board of an effective composition, size and commitment to adequately discharge its responsibilities and duties".

Skills

A requirement for the RMA directors is an understanding of exploration in the mining sector. All directors meet this threshold requirement. They also bring a diverse range of skills, and backgrounds including mining engineering, financial regulation, law and public policy as well as international business skills. The board currently consists of three directors. The experience and qualification of each director and their terms of office are further discussed in the Directors' Report.

Experience

The directors have an appropriate mix of tenure, blending experience with new membership. The board considers this mix invaluable. Given the nature of RMA's business, longstanding involvement and experience in the resources

RMA Energy Limited

Corporate governance statement

sector is highly desirable to bring the skills, experience and judgement required for effective decision-making. The board considers the directors exercise independent judgement in the task of enhancing shareholder value.

Appointment and removal

Board succession planning is considered an important part of the governance process. Progressive and orderly renewal of board membership is important. The appointment of directors is governed by the RMA board and the Appointment of Non-executive Directors Policy set out the procedures followed when considering the appointment of new directors.

Stakeholder perspectives

An important function of directors is to bring the perspective of stakeholders to the oversight of a company. RMA directors bring many perspectives to the board's deliberations including those of members of the investment community and the views and interests of employees.

Independence

The board considered given the company's stage of development and resources available it was appropriate at this time to have at least one independent non-executive director on the board, in the interests of maximising efficiency of the board and developing the company's business.

An independent director is a non-executive director and:

- is not a substantial shareholder of the company or an officer of, or directly or indirectly associated with, a substantial shareholder of the company;
- within the last three years has not been employed in an executive capacity by the company or another group member, or been a director after ceasing to hold any such employment;
- within the last three years has not been a principal of a material professional adviser or a material consultant to the company or another group member, or an employee material associated with the service provided;
- is not a material contractual relationship with the company or another group member other than as a director of the company;
- has not served on the board for a period which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interest of the company;
- is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the company.

The company has not considered the company's materiality thresholds for assessing independence on the basis of the company's stage of development.

As circumstances change directors table any change in outside interests at a meeting of the board.

Where it is considered a director had a material potential conflict, it is noted and where appropriate the relevant director absents him or herself for the specific item of business. This process is appropriately minuted.

Monitoring of the board's performance and communication to shareholders

In order to ensure that the board continues to discharge its responsibilities in an appropriate manner, the performance of all directors is reviewed annually by the chairperson. Directors whose performance is unsatisfactory are asked to retire.

During the year, performance evaluation of the Board was not undertaken.

The board recognises the importance of a formal performance evaluation but as because of the size and nature of the company, the board believes that a formal performance evaluation is not required at this point in time. As the company grows and develops it will continue to consider the efficiencies and merits of a formal performance evaluation of the board, its committees and individual directors.

Independent advice

RMA directors may seek external professional advice at the expense of the company on matters relating to their role as directors of RMA. However, they must first request approval from the chairman, which must not unreasonably be withheld. If permission is withheld the matter may be referred to the whole board.

RMA Energy Limited

Corporate governance statement

3. Act ethically and responsibly

The ASX Corporate Governance Council states a company should "Actively promote ethical and responsible decision-making".

Code of Ethics and Conduct

RMA has formally adopted a Code of Ethics and Conduct, which promotes ethical and responsible decision-making by directors and employees. The Code requires high standards of honesty, integrity, fairness and equity in all aspects of employment with RMA. The Code also sets the task for management of delivering shareholder value, with the oversight of the board, through the sustainable and efficient operation of the company.

Education

The executive directors of RMA and company secretary ensure directors and employees of the RMA are informed with respect to corporate governance.

4. Safeguard integrity in corporate reporting

The ASX Corporate Governance Council states a company should "Have a structure to independently verify and safeguard the integrity of the company's financial reporting".

RMA believes its practices satisfy this principle.

RMA has a structured six-monthly reporting process, culminating in board sign-off and release of financial results to the market. The chief executive officer and chief financial officer provide letters of assurance to the board for each quarterly cashflow statements, half-year and full-year result.

No director has any association, past or present, with RMA's external auditor.

RMA is required to undergo regulatory audits each year in order to provide assurances to the market regulators and RMA shareholders regarding the operational integrity of RMA systems and processes.

Audit committee

The board considers that the company is not currently of a size, nor its affairs of such complexity, to justify the formation of a separate audit committee, preferring at this stage to manage the company through the full board of directors to verify and safeguard the integrity of the company's financial reporting and to ensure the independence and competence of the company's external auditor.

The board requires the chief executive officer and chief financial officer to state in writing on an annual basis that the company's financial reports contain a true and fair view, in all material respects, of the financial condition and operating performance of the company.

The company's auditor is required to attend the company's AGM and be available to answer shareholder questions.

5. Make timely and balanced disclosure

The ASX Corporate Governance Council states a company should "Promote timely and balanced disclosure of all material matters concerning the company".

RMA fulfils its disclosure responsibilities absolutely.

Responsibility for supervision of RMA's compliance with continuous disclosure lies with the board.

The executive director responsible for Investor relations has the authority and responsibility for approving market disclosure, which in practice is exercised in consultation with the company secretary. The board reviews announcements made each month, and considers disclosure obligation in the context of each item of business which comes before it.

RMA considers its disclosed discussion of financial results meets the standards outlines in the ASX Guidelines. This disclosure includes availability of materials on the RMA website and provision of all information necessary for investors to make informed decisions about an investment in RMA Energy Limited's securities.

RMA Energy Limited

Corporate governance statement

6. *Respect the rights of shareholders*

The ASX Corporate Governance Council states a company should "Respect the rights of shareholders and facilitate the effective exercise of those rights".

RMA aims to provide good quality, clear communication with shareholders, using available methods and technologies.

RMA views shareholder meetings as an opportunity for shareholders to meet with and question the board and management of RMA. RMA's external auditor attends the annual general meeting and is available to answer shareholder questions.

RMA's website is a source of information for RMA shareholders and prospective shareholders. RMA places company announcements on the site immediately following confirmation of their release to the market.

Further communication with shareholders occurs with the distribution of the annual report (unless shareholders have chosen not to receive these). Email is also an important method of communication for investors. Key announcements and updates can be received by email where shareholders provide their details to the appointed share registrar.

7. *Recognise and manage risk*

The ASX Corporate Governance Council states a company should "Establish a sound system of risk and oversight management and internal control".

RMA takes this responsibility seriously and has put in place appropriate procedures for risk management.

The board has responsibility for reviewing the risk management framework and policies within RMA. It receives information from the executive directors on risks and risk containment measures adopted.

Risk is broadly considered as anything which may impede the achievement of effective operation of its business and RMA's strategic goals.

Risk Committee

Due to the size and scale of the Company, during the year the Board has not established a sub-committee to undertake the responsibilities normally undertaken by a Risk Committee.

The Board is responsible for ensuring that risks, as well as opportunities are identified on a timely basis and receive an appropriate and measured response, recognising however that no cost effective internal control system will preclude all errors and irregularities.

The Company currently is not subject to any material exposure to environmental and social sustainability risks. The principal areas of risk for the Company are in:-

- occupational health and safety and work related safety risks; and
- financial risk in the areas of maintaining sufficient funding for the continuation of operations and risks related to fraud, misappropriation and errors.

The Board will review the effectiveness of implementation of the risk management system and internal control system at least annually. When reviewing risk management policies and internal control system the Board should take into account the Company's legal obligations and should also consider the reasonable expectations of the Company's stakeholders, including security holders, employees, customers, suppliers, creditors, consumers and the community.

Internal Audit

The Company does not currently have an internal audit function. Once the Company is at a size and scale that warrants an internal auditor or nears production status, the Board will be responsible for the appointment and overseeing of the internal auditor.

RMA has adopted a policy requiring the chief executive officer and chief financial officer to state to the board in writing to the best of their knowledge the integrity of the financial statement is founded on a sound system of risk management and internal compliance and control which operates efficiently and effectively in all material respects.

8. Remunerate fairly and responsibly

The ASX Corporate Governance Council states a company should “Ensure the level and composition of remuneration is sufficient and reasonable and its relationship to corporate and individual performance is defined”.

The board has put in place a number of measures to implement this principle.

Discussion on the company’s remuneration policies of non-executive directors, the executive directors and senior executives of the company and the relationship between such policy and the company’s performance is provided in the directors’ report.

Nomination committee

The board of directors believe that the company is not of the size to warrant a nomination committee and therefore allocate the appropriate time as required at their monthly general meetings.

Remuneration committee

The board is responsible for determining and reviewing compensation arrangements for the executive directors and the key management team. The board has not established a remuneration committee as the company is not of the size to warrant a remuneration committee. The board allocates the required time at board meetings.

The RMA Energy website – corporate governance

RMA Energy publishes on its website at www.rmaenergy.com.au all information relating to the company’s corporate governance policies and practices.

RMA Energy Limited

ASX additional information

The shareholder information set out below was applicable as at 24 March 2016.

20 largest shareholdings – ordinary shares

The 20 largest registered holders of quoted ordinary shares were:

| | Name | Number of Shares | % |
|-----|--|-------------------------|--------------|
| 1. | CREC RESOURCES (AUST) PTY LTD | 1,078,173,341 | 59.04 |
| 2. | GOLDEN CONTINENT LIMITED | 225,073,342 | 12.32 |
| 3. | NATIONAL NOMINEES LIMITED | 178,988,775 | 9.80 |
| 4. | MS MIN HAO + MR GUOLIANG YANG | 141,440,000 | 7.74 |
| 5. | TANG CHENGHUA | 80,929,637 | 4.43 |
| 6. | HSBC CUSTODY NOMINEES (AUST) LIMITED | 57,623,526 | 3.16 |
| 7. | MR JULIAN PETER SISSON + M/S JULIE MAREE WHITE | 10,400,000 | 0.57 |
| 8. | MR WEIRAN ZHU | 7,554,327 | 0.41 |
| 9. | MS JING HAN | 3,776,360 | 0.21 |
| 10. | MRS SYLVIA MARY MACWHIRTER <NO 2 A/C> | 3,500,000 | 0.19 |
| 11. | MS HUI CHEN | 3,250,000 | 0.18 |
| 12. | MRS ELIZABETH MCCORMICK | 3,000,000 | 0.16 |
| 13. | MR ZHIHONG JACK CHEN | 1,468,636 | 0.08 |
| 14. | SYRACUSE CAPITAL PTY LTD <THE TENACITY A/C> | 1,280,000 | 0.07 |
| 15. | MR JINBAO GAO | 1,180,000 | 0.06 |
| 16. | MR ZHI MING CAI | 1,177,250 | 0.06 |
| 17. | GA & AM LEAVER INVESTMENTS PTY LTD <GA & AM LEAVER S/FUND A/C> | 1,127,333 | 0.06 |
| 18. | MR ZE WEI LIANG | 1,100,000 | 0.06 |
| 19. | MRS SADHNA CHAND | 1,000,000 | 0.05 |
| 20. | MR KAI DONG | 998,000 | 0.05 |
| | | 1,803,040,527 | 98.73 |

Distribution of Ordinary Shareholders

| Shares Range | Holders | Units | % |
|-------------------------|----------------|----------------------|---------------|
| 1 - 1,000 | 6 | 2,316 | 0.00 |
| 1,001 - 5,000 | 35 | 103,126 | 0.01 |
| 5,001 - 10,000 | 34 | 284,550 | 0.02 |
| 10,001 - 100,000 | 136 | 5,482,871 | 0.30 |
| 100,001 - 9,999,999,999 | 75 | 1,820,418,985 | 99.68 |
| Rounding | | | -0.01 |
| Total | 286 | 1,826,291,848 | 100.00 |

The number of shareholders holding less than a marketable parcel of shares are:

221 7,154,066

Voting rights – ordinary shares

The voting rights attaching to ordinary shares are:

On a show of hands every member present in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Substantial shareholders

The names of substantial shareholders in accordance with section 671B of the *Corporations Act 2001* are:

| Name | Number of Shares | % |
|----------------------------------|-------------------------|----------|
| 1. CREC RESOURCES (AUST) PTY LTD | 1,078,173,341 | 59.04 |
| 2. GOLDEN CONTINENT LIMITED | 225,073,342 | 12.32 |
| 3. NATIONAL NOMINEES LIMITED | 178,988,775 | 9.80 |
| 4. MS MIN HAO + MR GUOLIANG YANG | 141,440,000 | 7.74 |

Restricted securities

The company currently has no restricted securities on issue.

Company's interests in mining tenements

| Tenure No. | Holders | Location | Grant Date | Interest Held |
|-------------------|--------------------|------------------------------|-------------------|----------------------|
| EPMs | | | | |
| EPM 15117 | RMA Energy Limited | 100km NE of Townsville, Qld. | 15/05/06 | 100% |
| EPM 15127 | RMA Energy Limited | 120km NE of Townsville, Qld. | 15/05/06 | 100% |
| EPM 15128 | RMA Energy Limited | 120km NE of Townsville, Qld. | 15/05/06 | 100% |
| EPM 15136 | RMA Energy Limited | 250km NNW of Mt Isa, Qld. | 22/07/09 | 100% |
| EPM 18330 | RMA Energy Limited | 102km W of Townsville, Qld. | 19/04/11 | 100% |
| EPM 18997 | RMA Energy Limited | 100km NE of Townsville, Qld | 23/05/12 | 100% |
| EPM 19736 | RMA Energy Limited | 100km NE of Townsville, Qld | Pending | Pending |
| EPCs | | | | |
| EPC 1000 | RMA Energy Limited | 20km NW of Emerald, Qld. | 31/05/06 | 100% |
| EPC 1946 | RMA Energy Limited | 250km WSW of Brisbane, Qld. | 19/06/13 | 100% |
| EPC 1942 | RMA Energy Limited | 120km SSE of Blackall, Qld. | 14/01/13 | 100% |