



China Magnesium Corporation Limited

Appendix 4E – Preliminary Final Report

| | |
|---|-------------------------------------|
| Name of Entity: | China Magnesium Corporation Limited |
| ABN: | 14 125 236 731 |
| Reporting Period - year ended: | 30 June 2018 |
| Previous corresponding period – period ended | 30 June 2017 |

Results for Announcement to the Market

| | Percentage change Up or Down | % | | \$'000 |
|---|------------------------------------|------|----|---------|
| Revenue from ordinary activities | down | 99% | to | 26 |
| (Loss) from ordinary activities after tax attributable to members | down | 100% | to | (2,736) |
| (Loss) for the period attributable to members | down | 100% | to | (2,736) |

| Dividends | Amount per Security | Franked amount per security |
|---|------------------------|--------------------------------|
| Interim Dividend – Current reporting period | Nil | Nil |
| Final Dividend – Current reporting period | Nil | Nil |
| Record date for determining entitlements to dividends (if any) | | Not applicable |
| Date Dividend is payable | | Not applicable |
| Details of any dividend reinvestment plan in operation | | Not applicable |
| The last date for receipt of an election notice for participation in any dividend reinvestment plan | | Not applicable |

| Net Tangible Assets (NTA) | June 2018 | June 2017 |
|----------------------------------|-----------|-----------|
| Net Tangible Assets per security | 2.8 Cents | 3.8 Cents |

Brief explanation of any figures reported above necessary to enable the figures to be understood

No production of magnesium, semi coke, metallurgical coke, tar oil or associated by-products occurred during the year. Accordingly CMC has recognised an impairment charge on plant and equipment of \$1,739,840, determined using a cost based approach from an independent valuation conducted by a Beijing accounting firm.

CMC has been advised that the disposal/emission specifications in the Environmental Impact Assessment Report dated October 2017 are still applicable to SYMC. CMC is confident that the Pingyao plant satisfies the disposal/emission specifications, and thereby pass the inspection and review by the expert environmental team as the prerequisite for production recommencement. Production is expected to resume in early 2019 after completion of environmental emission work.

On 31 July 2017 the mining license of Jiexiu City Baiyun Quarry was cancelled. Impairment of tangible Quarry assets at carrying value of \$77,010 (RMB401,214) and intangible land use and mining rights at \$524,348 (RMB2,731,800) and other residual balances have been brought to account.

CMC Lithium Pty Ltd., a previously wholly owned subsidiary of CMC, holds the lithium tenements in Western Australia. The Company divested 60% of its interest in the subsidiary on 31 January 2018. The loss of control of the subsidiary gave rise to a fair value gain of \$690,000. The fair value gain was measured by reference to the cash equity contribution made by the counter-party to the agreement that resulted in the loss of control.

Commentary on Results

Refer attached Managing Director report

Dividends

No dividends were paid or declared during the period ending 30 June 2018.

Compliance Statement

This report is based on the financial report that are being audited by our external auditors. Refer also page 2.



Tom Blackhurst
Managing Director

Date: 31 August 2018

China Magnesium Corporation Limited and its subsidiaries

Managing Director's Report – 30 June 2018

Managing Director's Report

Dear Shareholders

I am pleased to report on continued positive progress in our journey to become a large, low cost, integrated producer of magnesium, semi coke, tar oil and other industrial products.

Financial summary

The Group has recorded a net loss after tax of \$3.1M including impairment charges of \$2.405M compared with a 2017 loss of \$0.987M.

Pingyao magnesium production

In April 2017 SYMC (the operating subsidiary of CMC based at Pingyao) management along with other businesses in the province were informed that production was to immediately cease pursuant to action by the Minister of Environmental Protection to effect measures ensuring compliance with emissions standards. These measures were focused on a variety of plants in Beijing, Tianjing, Hebei, Shanxi and surrounding provinces including magnesium plants. The directive from the Minister was not from specific issues identified with the Pingyao plant, but was rather a "blanket cease of operations" for manufacturing plants.

In August 2017 SYMC staff met with the chief of Pingyao Environment Protection Bureau, who confirmed that pollutant standards dated October 2017 as applicable towards SYMC which are stated in the Environmental Impact Assessment Report of SYMC are unchanged from the original Pingyao plant specifications and comply with the EPP discharge standards. CMC is confident that the Pingyao plant will satisfy the disposal/emission specifications, and thereby pass the inspection and review by the expert environmental team as the prerequisite for production commencement.

SYMC management have conservatively projected additional initial emission discharge control work will be completed for production return by March 2019, at a total cost of \$1.1M. Monitoring of environmental discharge is anticipated to be effected by controls within all relevant plants with regular reporting thereon to the EPP, together with physical inspection by EPP officers on an ongoing basis.

Lithium tenements

CMC acquired 2 tenements in the Greenbushes area of Western Australia in 2016. In September 2016 CMC announced it had entered into a conditional Framework Agreement to finance the assessment and exploitation of lithium from the 2 tenements. Certain conditions were not satisfied, resulting in the forfeiture of the earnest money. An amended agreement was then entered into with another party and on 31 January 2018, upon satisfaction of the conditions, CMC's interest in CMC Lithium was reduced to 40%. There was a gain of \$690,000 for the loss of control of the subsidiary.

CMC's executive management do not intend to be involved with the management of the project, other than contributing to the overall strategy and early establishment of key personnel.

Jiexiu City Baiyun Quarry

On 31 July 2017 the mining license of Jiexiu City Baiyun Quarry was cancelled. Impairment of tangible Quarry assets at carrying value of \$77,010 (RMB401,214) and intangible land use and mining rights at \$524,348 (RMB2,731,800) and other residual balances have been brought to account. Management has sourced alternative dolomite supply for production.

Funding Agreement

In June 2017 the Company entered into a Controlled Placement Agreement ("CPA") with Acuity Capital. The CPA provides the Company with up to \$3 million of standby equity capital over a 2-year period.

CMC entered into the CPA to complement its funding initiatives and to strengthen its overall capital management program by adding a further capital raising tool. The CPA provides CMC with the flexibility to quickly and efficiently raise capital, including the ability to take advantage of suitable opportunities as they arise. The Company retains full control of the placement process, including having sole discretion as to whether or not to use the CPA. The Company is under no obligation to raise capital under the CPA, and there are no break fees if the CPA is not utilised.

China Magnesium Corporation Limited and its subsidiaries

Managing Director's Report – 30 June 2018

Fine Chemicals & Fertiliser Agreement

CMC signed a conditional agreement with Taiyuan Hailifeng Science & Technology Co. Ltd in early 2016 for the 20 year lease of business and production facilities in Taiyuan, Shanxi Province and Shandong, Shandong Province.

The conditions for completion were unable to be satisfied and the agreement was cancelled on 3 August 2018. No financial impact on CMC is anticipated.

Working capital

Under the 2013 Investment and Co-Operation Agreement, Fengyan has continued to provide direct working capital facilities to the CMC Group. CMC & Fengyan continue to evaluate other financial facilities, for which Fengyan has indicated its intention to act as guarantor.

CMC also continues to explore alternative working capital facilities for operations including for lithium tenement acquisition and development.

Magnesium Lithium

Construction and installation of a Magnesium Lithium plant at Pingyao with a nominal capacity of 108tpa has completed on schedule and successfully tested.

Rights and options raising

CMC successfully completed a share issue which raised \$.7M to provide CMC with additional general working capital and to further Australian and Chinese operations including acquiring assets.

Property, plant and equipment

The Group has made investment in the property, plant and equipment assets as it increases the scale of the facility located in Pingyao, China. The plant has been unable to commence production due to changes in the environmental regulation in China. Accordingly CMC has recognised an impairment charge on plant and equipment of \$1,739,840, determined from an independent valuation conducted by a Beijing accounting firm. As a result, the carrying value of these assets is now reduced to \$14,982,503.

The auditors have been unable to obtain sufficient, appropriate audit evidence about the assumptions concerning the expected compliance with the environmental regulations and the related timing of production commencement. At this stage it is likely that the audit report will include a qualification with respect to those two assumptions.

Going concern

In forming a view that the Group is a going concern, the directors' have assumed:-

- [a] continued financial support from creditors who have agreed to extended terms of payment;
- [b] access to funding from capital raisings completed;
- [c] Fengyan continuing to provide working capital facilities to SYMC pursuant to the Investment and Co-Operation Agreement announced 17 December 2013;
- [d] production commencing at Pingyao for MgLi plant by 30 September 2018 and magnesium production by 30 April 2019.

Should all of the above assumptions not eventuate, there exists a material uncertainty regarding the Company's and Group's ability to continue as a going concern and realise its assets and settle its liabilities and commitments in the normal course of business and at the amounts stated in the financial statements.

If production were not to commence there would be risks of further impairment in Property Plant and Equipment.

No adjustment has been made to the financial statements relating to the recoverability and classification of the assets and the carrying amount and classification of the liabilities should the directors' assumptions not eventuate.

China Magnesium Corporation Limited and its subsidiaries

Managing Director's Report – 30 June 2018

Looking forward

CMC anticipates completing all environmental work necessary to commence production. We are encouraged by the sustained improvement in magnesium prices.

We continue to seek diversification in the market offerings from magnesium and magnesium alloy into an array of other manufactures including semi coke and calcium metal.

CMC remains committed to becoming one of the world's largest, integrated, low cost magnesium producers, whilst building capacity in other industries to further leverage our strengths and advantages.

That Corporate Governance statement can be found at <http://www.chinamagnesiumcorporation.com/investor-centre/corporate-governance>

Yours sincerely,



Tom Blackhurst
Managing Director

China Magnesium Corporation Limited and its subsidiaries
Consolidated Financial Statements – 30 June 2018

Consolidated statement of profit or loss and other comprehensive income for the year ended 30 June 2018

| | | Consolidated | |
|---|-------------|---------------------|--------------------|
| | Note | 2018 | 2017 |
| | | \$ | \$ |
| Revenue | 2 | 26,092 | 1,839,341 |
| Other income | 2 | 267,836 | - |
| | | 293,928 | 1,839,341 |
| Gain from loss of control of subsidiary | 2 | 690,000 | - |
| Gain on derecognition of liability | 3 | 386,800 | - |
| Impairment – Quarry | 3 | (665,250) | - |
| Impairment – Plant & equipment | 3 | (1,739,840) | - |
| Share of profit/(loss) of associate | 4 | (54,749) | - |
| Decommissioning expense | | (87,266) | |
| Costs of raw materials and consumables | | (24,591) | (347,427) |
| Auditing and accounting expenses | | (116,851) | (135,454) |
| Depreciation and amortisation | 3 | (386,934) | (353,456) |
| Employee benefits | | (1,555,940) | (1,564,108) |
| Finance costs | | (138,320) | (134,910) |
| Foreign exchange gain/(loss) | | 747,068 | (33,090) |
| Lease interest and amortisation | | (71,035) | (29,935) |
| Other expenses | | (351,782) | (160,892) |
| Travel | | (25,375) | (66,595) |
| Total expenses | | (4,084,065) | (2,825,867) |
| Loss before income tax | | (3,100,137) | (986,526) |
| Income tax benefit | | - | - |
| Loss for the year | | (3,100,137) | (986,526) |
| Other comprehensive income | | | |
| <i>Items that may be reclassified to profit or loss</i> | | | |
| Foreign currency translation differences | | 57,805 | (579,319) |
| Income tax on items of other comprehensive income | | - | - |
| Other comprehensive income for the year (net of tax) | | 57,805 | (579,319) |
| Total comprehensive income for the year | | (3,042,332) | (1,565,845) |
| Loss for the year is attributable to: | | | |
| Owners of the parent | | (2,735,658) | (848,201) |
| Non-controlling interests | | (364,479) | (138,325) |
| | | (3,100,137) | (986,526) |
| Total comprehensive income for the year is attributable to: | | | |
| Owners of the parent | | (2,683,970) | (1,470,607) |
| Non-controlling interests | | (358,362) | (158,238) |
| | | (3,042,332) | (1,628,845) |
| Earnings per share | | Cents | Cents |
| Basic earnings/(loss) per share for the year | 11 | (1.0) | (0.3) |
| Diluted earnings/(loss) per share for the year | 11 | (1.0) | (0.3) |

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

China Magnesium Corporation Limited and its subsidiaries
Consolidated Financial Statements – 30 June 2018

Consolidated statement of financial position as at 30 June 2018

| | Note | 2018 \$ | 2017 |
|---|------|-------------------|-------------------|
| ASSETS | | | |
| Current assets | | | |
| Cash and cash equivalents | 5 | 1,043,615 | 1,433,592 |
| Trade and other receivables | | 954,319 | 1,087,219 |
| Inventories | | 80,267 | 145,603 |
| Other | | - | - |
| Total Current Assets | | 2,078,201 | 2,666,414 |
| Non-current assets | | | |
| Prepayments | | 2,607,120 | 2,350,990 |
| Property, plant and equipment | | 14,982,503 | 16,450,269 |
| Right of use assets | | 144,596 | 201,130 |
| Tenements | | - | 10,000 |
| Investment equity accounted associate | 4 | 645,251 | - |
| Total Non-Current Assets | | 18,379,470 | 19,012,389 |
| Total assets | | 20,457,671 | 21,678,803 |
| LIABILITIES | | | |
| Current liabilities | | | |
| Trade and other payables | | 1,923,901 | 1,910,082 |
| Other liabilities | | - | 199,374 |
| Lease liabilities | | 61,050 | 61,050 |
| Employee benefits | | 17,248 | 29,152 |
| Total Current Liabilities | | 2,002,199 | 2,199,658 |
| Non-Current liabilities | | | |
| Trade and other payables | | 3,029,219 | 2,827,071 |
| Lease liabilities | | 96,971 | 144,838 |
| Borrowings | | 5,301,704 | 4,140,963 |
| Total Non-Current Liabilities | | 8,427,894 | 7,112,872 |
| Total liabilities | | 10,430,093 | 9,312,530 |
| Net assets | | 10,027,578 | 12,366,273 |
| EQUITY | | | |
| Contributed equity | 6 | 23,892,855 | 23,189,218 |
| Reserves | | 3,447,917 | 3,396,229 |
| Accumulated losses | | (17,007,486) | (14,271,828) |
| Total equity attributable to owners of the parent | | 10,333,286 | 12,313,619 |
| Non-controlling interest | | (305,708) | 52,654 |
| Total equity | | 10,027,578 | 12,366,273 |

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

China Magnesium Corporation Limited and its subsidiaries
Consolidated Financial Statements – 30 June 2018

**Consolidated statement of changes in equity for the year ended
30 June 2018**

| | Contributed equity | Accumulated losses | Foreign currency translation reserve | Change of interest in subsidiary reserve | Total | Non- Controlling interest | Total equity |
|---|-----------------------|-----------------------|---|---|--------------------|---------------------------------|--------------------|
| | \$ | \$ | \$ | \$ | \$ | \$ | \$ |
| At 1 July 2016(restated) | 21,111,526 | (13,423,627) | 3,436,705 | 518,930 | 11,643,534 | 210,892 | 11,854,426 |
| (Loss) for the year | - | (848,201) | - | - | (848,201) | (138,325) | (986,526) |
| <i>Other comprehensive income:</i> | | | | | | | |
| Foreign currency translation difference | - | - | (559,406) | - | (559,406) | (19,913) | (579,319) |
| Total comprehensive income for the year | - | (848,201) | (559,406) | - | (1,407,607) | (158,238) | (1,565,845) |
| Transactions with owners in their capacity as owners | | | | | | | |
| Issue of shares | 2,116,771 | - | - | - | 2,116,771 | - | 2,116,771 |
| Issue costs | (39,079) | - | - | - | (39,079) | - | (39,079) |
| At 30 June 2017 | 23,189,218 | (14,271,828) | 2,877,299 | 518,930 | 12,313,619 | 52,654 | 12,366,273 |
| Loss for the year | - | (2,735,658) | - | - | (2,735,658) | (364,479) | (3,100,137) |
| <i>Other comprehensive income:</i> | | | | | | | |
| Foreign currency translation difference | - | - | 51,689 | - | 51,689 | 6,117 | 57,806 |
| Total comprehensive income for the year | - | (2,735,658) | 51,689 | - | (2,683,969) | (358,362) | (3,042,331) |
| Transactions with owners in their capacity as owners | | | | | | | |
| Issue of shares | 704,440 | - | - | - | 704,440 | - | 704,440 |
| Issue costs | (803) | - | - | - | (803) | - | (803) |
| At 30 June 2018 | 23,892,855 | (17,007,486) | 2,928,988 | 518,930 | 10,333,286 | (305,708) | 10,027,578 |

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

China Magnesium Corporation Limited and its subsidiaries
Consolidated Financial Statements – 30 June 2018

Consolidated Statement of cash flows for the year ended 30 June 2018

Consolidated

| | Note | 2018 \$ | 2017 \$ |
|---|-------------|--------------------|--------------------|
| Cash flows from operating activities | | | |
| Receipts from customers | | 123,989 | 1,774,548 |
| Payments to suppliers and employees | | (1,050,962) | (2,651,389) |
| Interest received | | 5,617 | 4,479 |
| Interest and other costs of finance paid | | (135,706) | (3,130) |
| Net cash inflow/(outflow) from operating activities | 10 | (1,057,062) | (875,492) |
| Cash flows from investing activities | | | |
| Payments for property plant and equipment | | - | (192,782) |
| Net cash inflow/(outflow) from investing activities | | - | (192,782) |
| Cash flows from financing activities | | | |
| Proceeds from share issue/share option | | 704,440 | 2,116,771 |
| Share issue costs | | (804) | (39,079) |
| Bill of exchange repayment | | - | (1,535,538) |
| Lease capital repayment | | (47,866) | (18,889) |
| Lease interest | | (14,502) | (6,548) |
| Net cash inflow/(outflow) from financing activities | | 641,268 | 516,717 |
| Net increase / (decrease) in cash and cash equivalents | | (415,794) | (551,557) |
| Cash and cash equivalents at the beginning of the year | | 1,433,592 | 2,194,662 |
| Effects of exchange rate changes on cash and cash equivalents | | 25,817 | (209,512) |
| Cash and cash equivalents at the end of the year | 5 | 1,043,615 | 1,433,592 |

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

Notes to the consolidated financial statements

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China Magnesium Corporation Limited and its subsidiaries

Notes to Consolidated Financial Statements - 30 June 2018

NOTE 1: SEGMENT INFORMATION

(a) Description of segments

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors (chief operating decision maker) in assessing performance and determining the allocation of resources. Operating segments are determined on the basis of financial information reported to the Board, which is at the Group level. Accordingly, management currently identifies the Group as having only one reportable segment, being the processing and sale of magnesium, coke, fertilisers and related products.

During the year, the Group equity account the results of an associate, which is involved in preliminary exploration of lithium. CMC's executive management do not intend to be involved with the management of the project, other than contributing to the overall strategy and early establishment of key personnel. Hence, the relevant financial results are incorporated in the financial statements of the consolidated entity as a whole.

(b) Entity-wide disclosures

Consolidated revenues from each product or service;

| | Magnesium, coke, fertilisers and related products | Other income | Total |
|-------------|--|---------------------|--------------|
| | \$ | \$ | \$ |
| 2018 | - | 293,928 | 293,928 |
| 2017 | 354,862 | 1,480,000 | 1,834,862 |

During the year Nil (2017: \$354,862) revenue was derived from trading activities of magnesium, coke, fertilisers and related products conducted through the subsidiaries. The value for the Group's property, plant and equipment net of depreciation at \$14,982,503 (2016: \$16,340,270) are located in the People's Republic of China.

NOTE 2: REVENUE AND OTHER INCOME

| | Consolidated 2018 \$ | 2017 \$ |
|--|-------------------------------------|--------------------|
| Revenue from sale of magnesium, fertilisers and related products | - | 354,862 |
| Marketing support fee | - | 1,480,000 |
| Management fee (a) | 20,000 | |
| Other income (b) | 68,462 | - |
| Earnest money forfeited (c) | 199,374 | |
| Interest | 6,092 | 4,479 |
| Total revenue and other income | 293,928 | 1,839,341 |

- (a) Management fee was from CMC Lithium Pty Ltd (associate) - \$5,000 monthly effective March 2018;
 (b) Other income was attributable to costs recovery from CMC Lithium Pty Ltd. and
 (c) Earnest money of \$199,374 (RMB1 million), held as a deposit in prior period, was forfeited by the counterparty to the Framework agreement for Lithium business, due to not satisfying the conditions by the agreed date.

China Magnesium Corporation Limited and its subsidiaries
Notes to Consolidated Financial Statements - 30 June 2018

NOTE 3: EXPENSES AND OTHER ITEMS

| Profit/(loss) before income tax includes | 2018 | 2017 |
|---|----------------|----------------|
| The following specific items | \$ | \$ |
| <i>Depreciation</i> | | |
| Buildings | 145,967 | 24,312 |
| Vehicles | - | - |
| Plant and equipment | 191,410 | 240,886 |
| <i>Amortisation</i> | | |
| Leasehold Land | 29,483 | 29,007 |
| Quarry | 20,074 | 59,251 |
| Total depreciation and amortisation | 386,934 | 353,456 |
| Interest and finance charges paid/payable | 138,320 | 262,196 |
| Rental expense, including lease interest and amortisation of right to use asset | 71,305 | 72,404 |
| Plant & Equipment impairment (a) | 1,739,840 | - |
| Quarry impairment (b) | 665,250 | - |
| Gain from loss of control of subsidiary (c) | 690,000 | - |

(a) Plant and Equipment impairment was determined using a cost approach under AASB 13, from an independent valuation conducted by a Beijing accounting firm. Given the uncertainty of the timing of recommencement of production a value in use approach was not considered appropriate.

(b) On 31 July 2017 the mining licence of Jiexiu City Baiyun Quarry was cancelled. Impairment of quarry assets at carrying value of \$77,010 (RMB401,214) and land use and mining rights of \$524,348 (RMB2,731,800) and other residual balances have been brought to account.

(c) On 31 January 2018 the Company divested 60% of its interest in CMC Lithium. The loss of control gave rise to a fair value gain of \$690,000. The fair value gain was measured by reference to the cash equity contribution made by the counter-party to the agreement that resulted in loss of control.

NOTE 4: INVESTMENT ACCOUNTED FOR USING EQUITY METHOD

| Name | Principal activities /Country of incorporation | Ownership Interest | |
|---|---|---------------------------|---------------|
| | | 2018 | 2017 |
| | | % | % |
| CMC Lithium Pty Ltd | Preliminary exploration for lithium / Australia | 40% | 100% |
| | | | 2018 |
| | | | \$'000 |
| <i>Summarised statement of financial position</i> | | | |
| Current assets | | | 913 |
| Non-current assets | | | 700 |
| Total assets | | | 1,613 |
| Current liabilities | | | 41 |
| Non-current liabilities | | | - |
| Total liabilities | | | 41 |
| Net Assets | | | 1,572 |

China Magnesium Corporation Limited and its subsidiaries
Notes to Consolidated Financial Statements - 30 June 2018

NOTE 4: INVESTMENT ACCOUNTED FOR USING EQUITY METHOD (continued)

Summarised statement of profit or loss and other comprehensive income

| | |
|---|--------------|
| Revenue | - |
| Expenses | (137) |
| Profit / (loss) before income tax | (137) |
| Income tax expense | - |
| Profit / (loss) after income tax | (137) |
| Other comprehensive income | - |
| Total comprehensive income | (137) |
| <i>Consolidated entity's carrying amount reconciliation</i> | |
| Opening carrying amount | 700 |
| Share of loss after income tax | (55) |
| Closing carrying amount | 645 |

No comparatives have been presented in the table above as the results of the associate were equity accounted effective from 31 January 2018.

NOTE 5: CASH AND CASH EQUIVALENTS

| | Consolidated 2018 \$ | 2017 \$ |
|--------------------------|----------------------------|------------------|
| Cash at bank and in hand | 961,819 | 1,151,612 |
| Deposits at call | 81,796 | 281,980 |
| | 1,043,615 | 1,433,592 |

Cash at bank and in hand earn interest rates between zero and 1.0% (2017: zero and 1.0%).
Deposits at call earn a floating interest rate of around 1% (2017: 1%).

NOTE 6: CONTRIBUTED EQUITY

| | Consolidated 2018 Shares | 2017 Shares | Consolidated 2018 \$ | 2017 \$ |
|--|--------------------------------|---------------------|----------------------------|-------------------|
| (a) Share capital | | | | |
| Ordinary shares fully paid | 314,897,034 | 279,693,676 | 23,892,855 | 23,189,218 |
| (b) Movements in ordinary share capital | | | | |
| Date | Details | Number of shares | *Issue price | \$ |
| 30 June 2016 | Balance | 195,022,849 | | 21,111,526 |
| 30 November 2016 | Share placement | 84,670,827 | 0.025 | 2,116,771 |
| | Share issue transaction costs | - | - | (39,079) |
| Balance at 30 June 2017 | | 279,693,676 | | 23,189,218 |
| 30 November 2017 | Options | 12,445 | 0.05 | 622 |
| 22 June 2018 | Share placement | 35,190,913 | 0.02 | 707,862 |
| | Share issue transaction costs | | | (4,847) |
| Balance at 30 June 2017 | | 314,897,034 | | 23,892,855 |
| | | | | 23,892,855 |

* Issue price rounded to two decimal places

NOTE 6: CONTRIBUTED EQUITY(continued)

(c) Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on shares held.

On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

Ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

(d) Shares in escrow

There were no shares in escrow at 30 June 2018 (2017: nil).

(e) Contributed equity

During the year the company issued 35,203,358 (2017: nil) ordinary shares comprising:

[i] a pro rata non-renounceable rights issue of fully paid ordinary shares at \$0.025 each offered on the basis of one (1) new share for every 2.4378 shares held, together with one (1) free listed option for every two (2) shares issued (exercisable at \$0.05 on or before 8 December 2017) for every new share offered. Pursuant to this the company issued 12,445 (2017: nil) ordinary shares with capital raised \$622 and costs of \$804.

[ii] a placement of fully paid ordinary shares at \$0.02 each. Pursuant to this the company issued 35,190,913 (2017: nil) ordinary shares with capital raised of \$707,862 and costs of \$4,043.

(f) Capital risk management

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

NOTE 7: CONTINGENCIES

On 1 March 2016 CMC signed a conditional agreement with Taiyuan Hailifeng Science & Technology Co. Ltd for the 20 year lease of business and production facilities in Taiyuan, Shanxi Province and Shandong, Shandong Province.

The conditions for completion were unable to be satisfied and the agreement was cancelled on 3 August 2018. No financial impact on CMC is anticipated.

NOTE 8: COMMITMENTS

(a) Capital commitments

The Group had the following commitments in relation to capital expenditure contracted for at the reporting date but not recognised as liabilities, payable:

| | | |
|--|------------------|----------------|
| Within one year | 1,100,000 | - |
| Later than one year but no later than five years | 992,125 | 926,121 |
| Later than five years | - | - |
| | 2,092,125 | 926,121 |

China Magnesium Corporation Limited and its subsidiaries

Notes to Consolidated Financial Statements - 30 June 2018

NOTE 8: COMMITMENTS (continued)

(b) Mortgage Guarantee

Shanxi Yushun Magnesium Corporation Ltd (SYMC), a 91.25% owned subsidiary of China Magnesium Corporation Limited, has entered into two mortgage guarantee agreements.

The mortgage guarantees are in favour of Shanxi Pingyao Rural Commercial Bank Co. Ltd and Shanxi Pingyao Rural Commercial Bank Co. Ltd against a registered mortgage with Pingyao Fengyan Coal & Coke Group Co Ltd. (Fengyan).

The mortgage guarantee agreements are for the term 22 December 2015 to 21 December 2018 for up to RMB 26,100,000 (AUD \$5,220,000).

At the date of this report neither SYMC nor the Company are aware of any act of default by Fengyan under the registered mortgages.

NOTE 9: SUBSIDIARIES AND TRANSACTIONS WITH NON-CONTROLLING INTERESTS (NCI)

Interests in subsidiaries

Information relating to the group's interests in principal subsidiaries at 30 June 2018 is set out below:

| Name of entity | Country of incorporation | Group holding 2018 % | Group holding 2017 % | NCI holding 2018 % | NCI holding 2017 % |
|-------------------------------------|--------------------------|----------------------|----------------------|--------------------|--------------------|
| Shanxi Yushun Magnesium Corporation | China | 91.25 | 91.25 | 8.75 | 8.75 |
| CMC Commodities Pte Ltd | Singapore | 100.00 | 100.00 | 0.00 | 0.00 |
| CMC Commodities Pty Ltd | Australia | 100.00 | 100.00 | 0.00 | 0.00 |

Shanxi Yushun Magnesium Corporation (SYMC), is a Sino-foreign joint venture entity. CMC Commodities Pte Ltd is a proprietary limited company, incorporated in Singapore while CMC Commodities Pty Ltd is incorporated in Australia.

Non-controlling interests (NCI)

Below is the summarised financial information for each subsidiary that has non-controlling interests that are material to the group. Amounts disclosed are before inter-company eliminations.

| Summarised statement of financial position | SYMC 2018 \$ | SYMC 2017 \$ |
|--|--------------|--------------|
| Current assets | 3,995,017 | 5,482,973 |
| Non-current assets | 17,273,847 | 15,798,808 |
| Total assets | 21,268,864 | 21,281,781 |
| Current liabilities | (1,736,255) | (1,391,302) |
| Non-current liabilities | (19,787,541) | (18,255,332) |
| Total liabilities | (21,523,796) | (19,646,634) |
| Net assets | (254,931) | 1,635,147 |
| Accumulated NCI | (22,306) | 143,075 |

China Magnesium Corporation Limited and its subsidiaries
Notes to Consolidated Financial Statements - 30 June 2018

NOTE 9: SUBSIDIARIES AND TRANSACTIONS WITH NON-CONTROLLING INTERESTS (NCI) (continued)

| Summarised statement of profit or loss and other comprehensive income | SYMC 2018 \$ | SYMC 2017 \$ |
|--|-----------------------------|-----------------------------|
| Loss for the period | 2,348,631 | 1,580,852 |
| Other comprehensive income | (398,874) | 227,574 |
| Total comprehensive income | 1,949,757 | 1,808,426 |
| | | |
| Summarised cash flows | SYMC 2018 \$ | SYMC 2017 \$ |
| Cash flows from operating activities | (1,482,772) | (1,156,667) |
| Cash flows from investing activities | (695,291) | (1,430,597) |
| Cash flows from financing activities | 2,155,446 | 2,618,680 |
| Effect of exchange rate changes | 312,105 | 72,811 |
| Net increase/(decrease) in cash and cash equivalents | 289,488 | 104,227 |

Potential restrictions

China's State Administration of Foreign Exchange (SAFE) is generally known to monitor and control companies' ability to convert and transfer currencies. Based on the anticipated transactions in the next 12 months, we do not expect to be affected by such potential restrictions. The carrying amount of cash in the consolidated financial statements on 30 June 2018 is \$11,485 (2017: \$1,567,371).

NOTE 10: RECONCILIATION OF PROFIT / (LOSS) AFTER INCOME TAX TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

| | Consolidated 2018 \$ | 2017 \$ |
|---|-------------------------------------|--------------------|
| (Loss) for the year | (3,100,137) | (986,526) |
| Depreciation and amortisation | 386,933 | 353,455 |
| Impairment - Quarry | 665,250 | - |
| Impairment - Plant & equipment | 1,739,840 | - |
| Gain on derecognition of liability | (386,800) | - |
| Amortisation of rights of use asset | 56,533 | 23,387 |
| Lease interest expense included in financing activities | 14,502 | 6,548 |
| Gain from loss of control of subsidiary | (690,000) | - |
| Share of results in associate | 54,749 | - |
| Foreign exchange loss/(gain) | (747,068) | 33,090 |
| Net assets of investment | 635,251 | - |
| Decrease (increase) in trade and other receivables | 234,820 | (170,273) |
| Decrease (increase) in prepayments | - | (110,173) |
| Decrease (increase) in inventories | 75,713 | 102,476 |
| (Decrease) Increase in trade and other payables | 15,988 | (139,310) |
| (Decrease) Increase in other provisions | (12,635) | 11,834 |
| Net cash inflows / (outflows) from operating activities | (1,057,062) | (875,492) |

NOTE 11: EARNINGS PER SHARE

| | 2018 Cents | 2017 Cents |
|---|-----------------------|-----------------------|
| Basic earnings / (loss) per share | (1.0) | (0.3) |
| Diluted earnings / (loss) per share | (1.0) | (0.3) |
| | \$ | \$ |
| Net loss for the year attributable to owners of the parent used to calculate loss per share – basic and diluted | (2,735,658) | (848,201) |
| | Number | Number |
| Weighted average number of ordinary shares outstanding during the year used to calculate basic loss per share | 280,568,625 | 243,969,546 |
| Diluted earnings per share:- options over ordinary shares would decrease loss per share and provide antidilutive effect | - | 10,000,000 |
| Weighted average number of ordinary shares outstanding during the year used to calculate diluted loss per share | 280,568,625 | 253,969,546 |

NOTE 12: SUBSEQUENT EVENTS

Pursuant to the Pingyao plant production closure the Company has scoped additional work to enhance emissions standards compliance. Management project the cost of this work at \$1.1M.

On 3 August 2018, as the conditions for the lease and lease-back agreement with Taiyuan Hailifeng Science and Technology Co. Ltd were unable to be satisfied, the agreement was cancelled.

Except for the matters discussed above, no other matter or circumstance has arisen since 30 June 2018 that has significantly affected, or may significantly affect:

- (a) the Group's operations in future financial years, or
- (b) the results of those operations in future financial years, or
- (c) the Group's state of affairs in future financial years.