

MCMining
LIMITED

ANNUAL REPORT

2020

SCOPE OF THE REPORT

In line with international trends and best practice, MC Mining Limited (MCM, MC Mining or the Company) presents its Annual Report for the year ended 30 June 2020. The contents of this report have been informed by regulatory obligations, our risk management processes and the stated interests of our stakeholders. The financial and non-financial activities and performance of MC Mining's colliery and projects are covered in this report.

Although the Company only operates in South Africa, our primary listing remains on the Australian Securities Exchange (ASX), with secondary listings on both the Alternative Investment Market (AIM) of the London Stock Exchange (LSE) and the Johannesburg Stock Exchange Limited (JSE). This report complies with Australian Accounting Standards, the Corporations Act, 2001 and the International Financial Reporting Standards (IFRS). The compilation of the Reserves and Resources is according to the Australasian Joint Ore Reserves Committee (JORC) guidelines, carried out by the Company's Competent Persons, John Sparrow and Nthabiseng Masunyane, and independent consultants Craig Archer and Ben Bruwer. The Resources and Reserves in the report are published with the Competent Persons' consent.

This report was compiled according to the ASX corporate governance principles. In line with our commitment to mine responsibly, we have reported on our sustainability performance with the aim of incrementally improving both our performance and reporting in this area and, in this respect, our reporting is aligned with the principles of the International Council on Mining and Metals (ICMM).

All reference to \$ is to United States dollar, unless otherwise stated.

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FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements which are not historical facts. Any statement that expresses or implies MC Mining's intentions, beliefs, expectations or predictions (and the assumptions underlying them) is a forward-looking statement. Forward-looking statements involve inherent risks, uncertainties and assumptions including, without limitation, risks related to the timing or ultimate completion of any proposed transactions or projects, and the possibility that benefits may not materialise as expected. If such risks or uncertainties materialise or such assumptions prove incorrect, actual results could differ materially from those expressed or implied by such forward-looking statements and assumptions. The forward-looking statements in this report are made as of the date of this report, and MC Mining expressly disclaims any obligation to update or correct these statements due to events occurring after issuing this report. The financial information on which the forward-looking statements are based has not been audited nor reported on by the Company's independent external auditors.



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OVERVIEW

MC Mining's aim is to be the premier producer of hard coking coal in South Africa

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SALIENT HIGHLIGHTS



Uitkomst production costs per saleable tonne **reduced by 16%**

New Makhado Phase 1 IDC term loan facility of

\$17m

In-principle funding agreed of \$14m for Makhado Phase 1

Existing IDC loan restructured, delaying repayment until November 2020

Lockdown places Uitkomst on temporary care and maintenance

Uitkomst ABSA facility increased for lockdown working capital requirements

Uitkomst key features

	FY2020 Mt	FY2019 Mt	% Mt
Production tonnages			
Production ROM (t)	431,354	472,647	(9)
Purchased ROM to blend (t)	–	112,466	(100)
	461,354	485,113	(23)
Sales tonnages			
Own ROM (t)	228,206	295,051	(25)
Production costs/saleable tonnes (\$)	63.01	74.83	(16)



625

employees and contractors



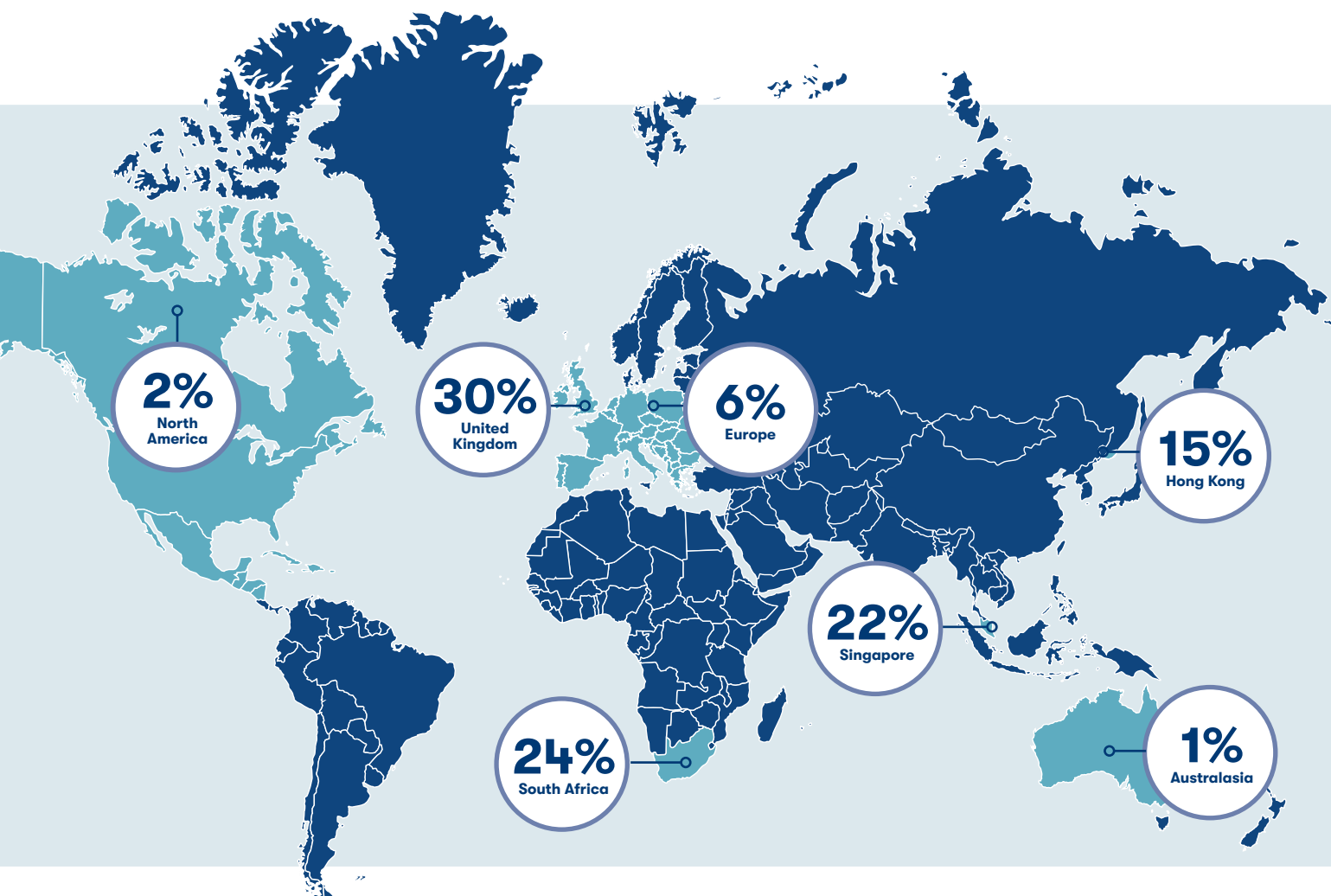
Mining Right granted for the General coking and thermal coal project



**Sold
254,193t
of Uitkomst coal**

WHO WE ARE

SHAREHOLDERS BY GEOGRAPHY as at 31 August 2020

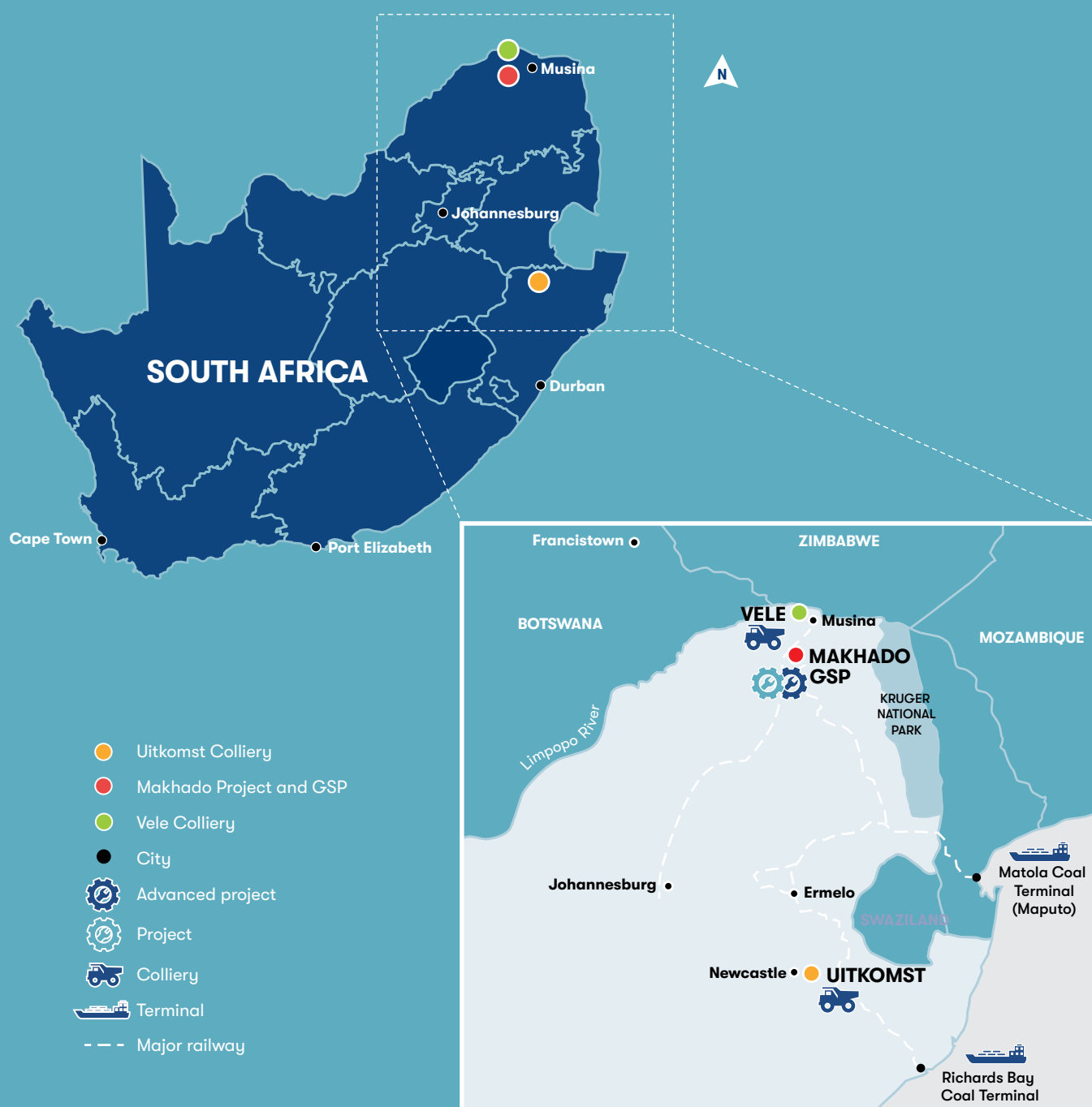


MC Mining is a coal mining company whose high-quality South African metallurgical and thermal coal assets encompass long reserve life and growth options, ensuring the Company is well-positioned for growth. The safety and health of our people takes precedence and a Zero Harm culture is embedded in all activities. We believe in shared value and strive to create and enhance sustainable value for stakeholders by maximising the benefits of mining for all stakeholders, particularly our host communities.

WHERE WE OPERATE

The Company's key assets include Uitkomst Colliery (metallurgical coal), the Makhado Project (hard coking coal), Vele Colliery (semi-soft coking coal) and the Greater Soutpansberg Projects (coking and thermal coal).

MC Mining has high-quality coking, metallurgical and thermal coal assets located in the Limpopo and KwaZulu-Natal provinces of South Africa.



OUR ASSET BASE

THE COMPANY'S OPERATIONAL FOCUS

is the development and mining of high quality metallurgical coal projects in South Africa

MAKHADO PROJECT

FLAGSHIP PROJECT

RESERVES

344.8M

mineable tonnes *in situ*

LOCATION

**Soutpansberg Coalfield,
Limpopo province**

PRODUCT

Hard coking coal

REGULATORY STATUS

Fully permitted

STATUS

Construction of Phase 1 expected to commence in Q1 CY2021, funding dependent

MINING METHOD

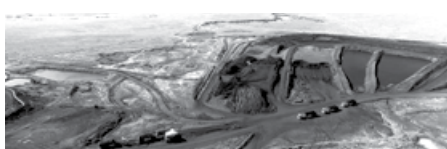
Opencast

DETAILS

MC Mining's flagship Makhado Project is situated in the Soutpansberg coalfield in Limpopo province. Makhado has all required licences and authorisations and construction of Phase 1 of the project is expected to commence in Q1 CY2021, dependent on funding.

The phased development of the project reduces construction time and execution risk. Phase 1 includes the scalped and screened Makhado run-of-mine (ROM) coal being processed at the existing, modified Vele Colliery plant, producing 0.54 million tonnes per annum (Mtpa) of hard coking coal and 0.57Mtpa of a thermal coal by-product. MC Mining has secured off-take agreements for ~85% of the Makhado Phase 1 hard coking coal and all of the thermal coal by-product.

The development of Phase 2 in circa CY2023, funding and market dependent, includes the construction of a new processing plant and related infrastructure. Phase 2 will generate over 1.7Mtpa of saleable product, including approximately 0.8Mtpa of hard coking coal.



UITKOMST COLLIERY

RESERVES

23.9M
mineable tonnes *in situ*

LOCATION

**Utrecht Coalfield,
KwaZulu-Natal**

PRODUCT

Metallurgical and thermal coal

REGULATORY STATUS

Fully compliant

STATUS

Cash generative, producing asset

MINING METHOD

Underground operation with planned life-of-mine (LoM) extension

NUMBER OF EMPLOYEES AND CONTRACTORS

522

FY2020 ROM PRODUCTION

431,354t

FY2020 SALES

254,193t

FY2020 REVENUE GENERATED

\$17.2m

FY2020 PRODUCTION COST/ SALEABLE TONNE

\$63.01

DETAILS

Uitkomst Colliery in the Utrecht Coalfields in KwaZulu-Natal is a high-grade deposit for domestic metallurgical and thermal coal markets.

The colliery consists of a well-established underground coal mine with an estimated 18-year LoM.



VELE COLLIERY

RESERVES

361.6M
mineable tonnes *in situ*

LOCATION

**Tuli Coalfield,
Limpopo province**

PRODUCT

Semi-soft coking and thermal coal

REGULATORY STATUS

Fully permitted

STATUS

On care and maintenance since 2013 pending development of Musina Special Economic Zone (SEZ); existing processing plant will be modified as part of Makhado Phase 1

MINING METHOD

Opencast

DETAILS

The Vele semi-soft coking and thermal colliery in the Tuli Coalfield in the Limpopo province is a significant resource that has all required regulatory approvals.

The operation remains on care and maintenance pending improvements in coal prices and market conditions and the development of the Musina Special Economic Zone (SEZ).

The existing Vele processing plant will be modified as part of Phase 1 of the Makhado Project to simultaneously produce two saleable products.



GREATER SOUTPANSBERG PROJECT¹

RESERVES

>1.6bn
mineable tonnes *in situ*

LOCATION

**Soutpansberg Coalfield,
Limpopo province**

PRODUCT

Coking and thermal coal

REGULATORY STATUS

Mining Rights granted for Chapudi and Generaal Projects, waiting for granting of Mopane Project Mining Right

STATUS

Early stage exploration project

MINING METHOD

Opencast

¹ Comprises Chapudi, Generaal and Mopane Projects

DETAILS

Chapudi, Generaal and Mopane are three early-stage coal exploration projects in the Soutpansberg Coalfield, forming the Greater Soutpansberg Project (GSP).

The GSP is a significant resource base of coking and thermal coal products and forms part of MC Mining's long-term strategy. The Company has secured Mining Rights for the Chapudi and Generaal Projects and awaits the granting of the Mopane Mining Right.

02

YEAR IN REVIEW

Significant progress on the execution of strategic initiatives prior to the emergence of the COVID-19 pandemic. South African Government-declared lockdown results in operating Uitkomst Colliery being placed on temporary care and maintenance and only essential activities continue at the Limpopo province project areas

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CHAIRMAN'S STATEMENT

The 2020 financial year proved to be one of stark contrasts. During the first eight months, the Company made steady progress, including improving the Uitkomst Colliery production profile while also advancing the funding initiatives for Phase 1 of our flagship Makhado hard coking coal project. These initiatives were adversely affected by the emergence of the COVID-19 pandemic, and its impact on the world economy was unprecedented in both speed and scale. The spread of the virus resulted in many countries introducing lockdowns and Uitkomst was placed on care and maintenance from 26 March 2020 and only returned to full capacity at the end of June. We continued to focus on the safety and well-being of our people, and measures recommended by the South African Government and endorsed by the World Health Organisation were introduced at our sites where staff could work, while others worked remotely.

The evolving pandemic has impacted markets across the world and required a concerted response from companies and stakeholders to minimise the many social and economic effects. The spread of the virus resulted in significant declines in commodity prices and it is difficult to predict the outlook with any reasonable degree of certainty, with coking coal prices only recently showing positive signs. International thermal coal prices remain depressed, placing pressure on our Uitkomst Colliery which continues to experience challenging trading conditions that are a direct result of COVID-19.

Environmental and social governance is becoming more and more dominant in investment decision making, with fossil fuels continuing to face pressure as a result of their contribution to climate change. Many financial institutions and corporates have divested from the coal energy sector while others have committed to reducing their investments in this area. This has increased the hurdles coal mining companies face in sourcing capital, as mining projects

Significant strides were made to secure the Makhado Phase 1 funding during FY2020 despite the challenges of COVID-19



compete for a reducing pool of available funds. Fortunately, the majority of the Company's coal is sold into the ferrous industry and our strategic focus is our coking coal projects, differentiating MC Mining from the majority of South African coal mining companies that specialise in the supply of thermal coal.

Our strategy remains the development of our significant Limpopo assets with the aim of being the country's pre-eminent producer of hard coking coal. The advancement of the Makhado Phase 1 funding initiatives during the financial period is very satisfying. However, the lockdown slowed efforts to secure the remaining capital for Phase 1 and subsequent to year-end, the Company pleasingly secured a bridge loan accompanied by shareholder support. I am also pleased to report that funder interest in the Makhado Project remains and we are hopeful that the

advanced discussions currently under way will yield the necessary funding and the commencement of construction in early CY2021.

South Africa continues to face a myriad of economic challenges, including high levels of unemployment and low economic growth. We are partners with stakeholders in the development of Makhado and the project will provide over 650 sustainable job opportunities as well as replace some of the imported hard coking coal used in the domestic steel industry. Pleasingly, there appears to be enhanced acceptance that public sector stakeholders partner with the private sector to grow the economy, as this will be the largest contributor to poverty alleviation.

I would like to acknowledge my Board colleagues for their wise counsel and valuable input during unprecedented conditions. Peter Cordin, the Company's longest serving Non-executive Director did not stand for re-election at the 2019 Annual General Meeting (AGM) and I would like to thank him for his contribution over the years. The Board is also grateful to Thabo Mosololi who stepped down as a Non-executive Director during the year and we recognise his involvement and wish him well with his future endeavours. David Brown resigned as CEO and Executive Director in January and I would like to thank him for his eight years of leadership. On behalf of the Board I would also like to express our gratitude to Brenda Berlin for accepting the role as Acting Chief Executive Officer (CEO) and the impact she has had since February in progressing the various funding initiatives while also ensuring Uitkomst operates on a sustainable basis. I would also like to thank our employees and shareholders for their continued support during the very challenging period.

Bernard Pryor
Chairman

CEO'S REVIEW

Our year in review

The financial year ended 30 June 2020 was a turbulent period with global economic conditions suffering from the pervasive effects of the COVID-19 pandemic. The spread of the virus has affected almost all aspects of people's daily lives and has required adaptability in a frequently changing environment. The South African Government took a pro-active decision and declared a lockdown from midnight on 26 March 2020, requiring MC Mining to limit actions at all of our sites to essential activities only. The lockdown was eased during May and activities at the operations gradually returned to previous levels by the end of June 2020.

Makhado Project

The South African mining regulatory environment remains extremely complex and the exploration and development of greenfield projects demands a significant amount of capital and takes many years. Our Makhado Project is shovel-ready, having secured the required regulatory approvals, and has access to all surface rights for the mining area. The construction of Makhado will have a positive impact on employment in the Limpopo province and contribute significantly to the upliftment of nearby communities.

South Africa produces significant quantities of thermal coal but has a very limited domestic supply of high-quality metallurgical coal and once developed, Makhado will be the only significant hard coking coal (HCC) mine in the country. The Company has completed detailed studies on the Makhado Project, and the Phase 1 construction costs were independently assessed during a 2019 front end engineering and design (FEED) process followed by a substantially completed detailed engineering design, delivering an approximate 10% accurate capital estimate, while operational costs were obtained from a tender process during the same period.

The phased development of Makhado reduces initial capex, ensuring scalability while safeguarding the project's exceptional returns



Brenda Berlin
Acting CEO

The phased Makhado development plan reduces initial capital expenditure and shortens the construction period, lowering the execution risk and ensures continued scalability of the project. Phase 1 of Makhado incorporates the construction of the west pit and modifications to the existing Vele Colliery processing plant and is anticipated to take nine months with first coal sales in month 10. The plant modifications consist of, amongst others, a new fines circuit to capture the ultra-fine coal and will be managed by independent processing experts to annually produce approximately 1.1Mtpa of HCC and a thermal coal by-product. The Makhado Project will provide significant direct and indirect benefits to communities, creating approximately 650 permanent job opportunities when fully operational while Phase 2 will create approximately 900 jobs. Development of Phase 2 could

Safety, health and environment

The lower than anticipated production in Q1 FY2020 was accompanied by a disappointing safety record and the Uitkomst Colliery recorded five lost time injuries (LTIs) during the first three months. This prompted a review of our safety practices and re-training was provided to focus on the identification of hazards associated with a semi-mechanised underground mining environment and how to address the hazards through safe working practices. All employees attended the safety re-training and the colliery recorded four LTIs during the remaining nine months of FY2020 (FY2019: four LTIs).

The Group's focus continues to be on ensuring our codes of practice are up to date and in line with required practice, delivering a culture of continued adherence to the rules and regulations, including those at the Vele Colliery which continued on care and maintenance during the period. No LTIs were recorded at the Vele Colliery, Makhado Project or GSP during the financial year.

Activities at MC Mining's Uitkomst Colliery and Limpopo project sites were limited to essential services only on commencement of the lockdown with measures taken at the various sites taking direction provided by the South African Government. In line with these measures, Uitkomst was placed on care and maintenance until 4 May 2020.

The scaled back operations were monitored and managed according to procedures enacted to protect the health and safety of all people and included employee communication and training, hygiene response, security controls, health monitoring, resilience and contingency plans.

Activities gradually resumed at Uitkomst and Limpopo project sites during May and June 2020 as the South African Government eased the lockdown conditions. On the environmental front, Uitkomst and Makhado have ongoing monitoring programmes certifying compliance with regulatory requirements.

MC Mining promotes a collaborative approach with regulators and to that end the Vele Colliery works through The colliery's Environmental Management Committee (EMC) which continues its good work by monitoring compliance on the care and maintenance side and on ensuring the Biodiversity Offset Agreement (BOA) benefits the parties to the agreement.

Our tailings dams are inspected periodically by competent third parties and we have our own regular checks. The Company can report all such facilities are operational and with appropriate tolerance levels.

commence in CY2023, coal market and funding dependent, and includes construction of the Makhado processing plant and related infrastructure as well as mining of the east and central pits.

We progressed the various workstreams for Phase 1 of the Makhado Project which has robust fundamentals and will deliver exceptional returns for shareholders. This included the conclusion of a R245 million (\$17 million using a conservative exchange rate of R14.50:\$; \$14.1 million using the year-end exchange rate) loan facility from the Industrial Development Corporation of South Africa Limited (IDC), the initial step in the composite debt/equity Makhado Phase 1 funding package. The completion of the fund raising has been delayed by the COVID-19 lockdown but the Company has secured in-principle agreements for a further \$14 million in funding that is subject to agreement of final documentation. MC Mining is also in significantly advanced discussions with potential equity funders for the remaining balance of \$9 million and we anticipate finalising the composite debt/equity funding process in H2 CY2020 with construction commencing in Q1 CY2021.

Uitkomst Colliery

The Uitkomst Colliery is mined on a conventional drill and blast, bord and pillar design and has a remaining LoM of approximately 18 years, including a potential mine extension to the north. The colliery has well-established infrastructure including power, water supply, buildings, workshops, weighbridge, water storage and management facilities. The adit currently being mined (south adit) is easily accessible but due to the length of time the mine has been operating, travel time to the working areas is taking longer. The development of the north adit requires detailed costing and impact studies as well as regulatory authorisations for the extension.

Uitkomst Colliery's first quarter of FY2020 was challenging with a change of senior management combined with depressed international thermal coal prices. However, cost control and production enhancement initiatives implemented during the first half of FY2020 led to improvements in volumes of ROM coal mined as well as a more stable production profile. These improvements were accompanied by increases in average API4 coal prices from \$59/t in September 2019 to a peak of \$87/t in January 2020. The spread of COVID-19 globally and the resultant slowdown in global economic activity was accompanied by decreased demand for coal. This led to a significant decline in API4 coal prices which averaged \$63/t for the remaining five months of FY2020.

In compliance with the government-declared lockdown, the Uitkomst Colliery was placed on care and maintenance on 27 March 2020 with limited activities recommencing from 4 May 2020 and production only normalising at the end of June 2020. The colliery's customers were also adversely affected by the lockdown and orders only started returning to pre-lockdown levels during Q1 FY2021.

Financial performance

MC Mining's revenue for FY2020 was adversely affected by average API4 coal prices being 22% lower than FY2019, as well as the lower production and sales volumes, due to the lockdown, which declined to \$17.2 million (FY2019: \$26.4 million).



CEO'S REVIEW continued

At 30 June 2020, the \$0.4 million (FY2019: \$8.8 million) net cash balance, coupled with access to \$8.5 million of the \$17.0 million IDC loan and the Uitkomst ABSA facility of \$1.4 million, provided access to funding. The lower revenue for FY2020 contributed to the loss from continuing operations for the year of \$12.0 million (FY2019: \$33.7 million):

- Lower coal volumes, cost savings initiatives and a weaker ZAR:US\$ exchange rate resulted in cost of sales decreasing from FY2019's \$25.4 million to \$18.2 million, yielding a gross loss of \$1.1 million (FY2019: gross profit of \$1.0 million).
- Contributing to the loss were non-cash charges of \$4.7 million (FY2019: \$28.2 million) that included impairment of the carrying value of non-core subsidiaries, resulting in a non-cash net impairment expense of \$1.3 million (FY2019: \$21.9 million).
- A reduction in the number of employees, particularly corporate staff, as well as the 'no work, no pay' policy implemented due to the lockdown, resulted in administrative employee expenses declining 20% to \$3.9 million (FY2019: \$4.9 million).
- The ZAR:US\$ exchange rate was increasingly volatile during the period and the Company recorded a net foreign exchange loss of \$0.4 million (FY2019: gain of \$0.2 million) due to borrowings and payment of the final Pan African Resources deferred consideration. The Company also changed its functional currency from Australian dollars to South African rands from 1 July 2019 and the translation of inter-group loan balances also contributed.

- Net interest expense arising from borrowings and finance leases reduced to \$2.9 million (FY2019: \$4.6 million).

Corporate matters and progress on strategy

The development of the Makhado Project is vital and will successfully transition MC Mining from a project development company to a self-sufficient, profitable metallurgical coal producer. The cash generated by Uitkomst contributed to a portion of corporate costs but is not and never was designed to be enough to cover the full overhead structure.

The cost control measures implemented at corporate level in FY2020 resulted in these costs reducing by an annualised 40%, primarily through a reduction in staff numbers and reallocation of roles and responsibilities across the Group. The South African mining sector has a significant regulatory and compliance load and the majority of the employee overhead is necessary in order to comply with regulatory matters as well as be sufficiently staffed to continue progressing the Makhado Project.

The ability to deliver on our vision depends on access to both the equity markets as well as the debt markets and a stable and certain regulatory environment. The current economic climate both locally and internationally is particularly challenging, accompanied by lower coal prices since the emergence of COVID-19. Dependent on the ability to close out the funding in Q4 CY2020, we are hopeful that the construction of the Makhado Project will commence during Q1 of CY2021.

The Company continues to rely on a combination of debt and shareholder funds to survive as it moves toward construction of the Makhado Project. The Company did not require any additional equity raises during FY2019, and in fact, has not required a working capital equity raise since 2015. However, the reduced contribution from Uitkomst due to depressed API4 prices, lower sales volumes and delays in securing the Phase 1 funding necessitated the post year-end IDC loan restructuring and issue of R15 million (\$0.9 million) of new equity, providing the working capital to progress the remaining funding for Makhado.

The Company's strategy to work collaboratively and follow due process has been successful, as reflected with the granting of the Generaal coking and thermal coal project's Mining Right during FY2020. This results in MC Mining now having secured two of the three Mining Rights required for our longer-term GSP. We anticipate that the outstanding Mopane Mining Right will be granted in the near future.

Appreciation

We are very close to finalising the Makhado Phase 1 funding and this would not have been possible without the support of our shareholders as well as our debt funders, the IDC and ABSA – so thank you to these parties as well as to all of our stakeholders. To the MC Mining team, thank you for the continued hard work and resilience during these unprecedented conditions. Furthermore, thank you to our Board for its continued support and guidance.



SUMMARY OF OPERATIONS AND PROJECTS

Uitkomst Colliery

Uitkomst Colliery is an owner-operated mine situated in the Utrecht Coalfield of KwaZulu-Natal and is a high-grade coal deposit which supplies domestic metallurgical and thermal markets. The colliery comprises an existing underground coal mine with approximately 18 years' remaining LoM. The colliery currently mines the south adit (horizontal shaft) and the development of the north adit is subject to receipt of the regulatory approvals, available funds and prevailing market conditions. Uitkomst has established infrastructure, including a processing plant, with all the required environmental and social permits in place. MC Mining holds a 70% interest in Uitkomst and the remaining 30% is held by broad-based black economic empowerment (BBBEE) trusts for employees and communities and a black industrialist.

The Uitkomst Colliery employs approximately 522 employees (including contractors) and recorded nine LTIs during FY2020 (FY2019: four LTIs). The colliery compiled a safety strategy in conjunction with its employees and also completed a re-training programme with emphasis on hazard identification during FY2020.

On 27 March 2020, Uitkomst was placed on care and maintenance, in compliance with regulations, following the South African Government's declaration of a lockdown to prevent the spread of the COVID-19 virus. Following this, only essential activities were undertaken at the site until 4 May 2020 when the colliery was permitted to recommence with limited activities, utilising up to 50% of its labour capacity. The lockdown regulations were gradually eased during May and June 2020 with full production resuming at the end of June 2020.

Uitkomst sells its smaller 0 to 40mm coal product into the domestic metallurgical market for use as pulverised coal while the larger sized product (peas) are supplied to local energy generation facilities. The

The key production and financial metrics for the period are detailed below.

	FY2020	FY2019	%
Production tonnages			
Uitkomst ROM (t)	431,354	472,647	(9%)
Purchased ROM to blend (t) ¹	–	12,466	(100%)
	431,354	485,113	(11%)
Sales tonnages			
Own ROM (t)	228,206	295,051	(23%)
Middlings sales	25,987	8,315	213%
Purchased ROM to wash or blend (t) ¹	–	6,035	(100%)
	254,193	309,401	(18%)
Financial metrics			
Revenue/t(\$)	65.15	81.39	(20%)
Production costs/saleable tonnes (\$) ²	63.01	74.83	(16%)

¹ contract completed

² all costs are rand based



colliery also sells a high-ash, coarse discard (middlings) coal and customer order levels for all three products only normalised subsequent to year-end.

The Uitkomst Colliery implemented revised mining cycles and optimisation initiatives during H1 FY2020, contributing to the 11% improvement in the colliery's ROM coal production compared to the first six months to FY2019 (262,696t vs. 237,715t). This measure had increased to 13% at the end of February 2020 but the lockdown resulted in the colliery not mining or processing coal in April. The gradual easing of the lockdown limited production and the ROM coal mined in H2 FY2020 was 28% lower than the comparative period (168,658t vs. 234,932t). The reduced activities due to the lockdown resulted in the Uitkomst Colliery's ROM

coal production for the 12 months being 9% lower than the prior year (431,354t vs. 485,113t) with no ROM coal purchased from third parties due to supply contracts expiring previously (FY2019: 12,466t).

The majority of Uitkomst Colliery's customers also suspended operations during lockdown and this, combined with the lower production, resulted in sales derived from ROM coal reducing by 9% compared to the prior year (228,206t vs. 295,051t). Uitkomst completed modifications to its processing plant during H2 FY2019, allowing for the production of high-ash, coarse discard coal. The sales of this type of coal during FY2020 was 25,987t (FY2019: 8,315t).

Uitkomst's revenue was adversely affected by reduced sales volumes as well as the 22% year-on-year decline in average API4 coal prices, with revenue per tonne 20% lower than FY2019. The colliery has a rand denominated cost base and production costs benefited from the implementation of stringent cost control measures as well as the 10% weakening of the rand against the US dollar during the period. Despite all the challenges that arose due to the lockdown, Uitkomst was cash generative for the year with positive operating inflows of \$1.1 million (FY2019: \$2.8 million).

SUMMARY OF OPERATIONS AND PROJECTS

continued

Makhado Project

MC Mining has a 69% interest in its flagship Makhado hard coking coal project, situated in the Soutpansberg Coalfield in the Limpopo province. The project has a LoM in excess of 46 years. During 2015 the Company agreed to sell 20% of the project to the Makhado Colliery Community Development Trust, comprising seven beneficiary communities. An agreement was also signed with a black industrialist, facilitating his acquisition of a 6% interest in Makhado, and the IDC acquired a 5% shareholding in terms of its existing loan facility. The Makhado Project has all the regulatory permits required to commence mining operations and no LTIs were recorded during the 12 months (FY2019: nil).

South Africa produces significant quantities of thermal coal but has a very limited domestic supply of high-quality metallurgical coal and once developed, Makhado will be the only significant HCC mine in the country. The project will also provide direct and indirect benefits to communities located in an area with significant unemployment levels and is expected to create approximately 1,500 job opportunities during the construction and operational phases.

The Makhado Project mining area covers four farms and will be developed in two phases. MC Mining owns all required surface rights where the opencast mining pits and related infrastructure will be situated. The development of the project in phases reduces execution risk and capital expenditure while ensuring scalability and both phases have compelling returns. Phase 1 includes the construction of the west pit and modifications to the existing Vele Colliery processing plant, while Phase 2 incorporates development of the Makhado processing plant and related infrastructure and mining of the east and central pits.

The Company anticipates that the composite debt/equity funding process for Phase 1 will be completed in Q4 CY2020 with the nine-month construction period commencing in Q1 CY2021, followed by first sales in month 10. Phase 1 will produce approximately 3.0Mtpa of ROM coal that will be

crushed, screened and scalped at Makhado. The resultant 2.0Mtpa of scalped ROM coal will be transported to the existing Vele Colliery for final processing, yielding approximately 0.54Mtpa of HCC and 0.57Mtpa of an export quality thermal coal by-product. The saleable coal will be trucked to Musina siding for sale to domestic and export customers, utilising previously tested logistics infrastructure.

The limited production of high-quality metallurgical (coking) coal in South Africa results in ArcelorMittal South Africa Limited (AMSA) and other coke producers having to import HCC for the manufacture of metallurgical coke, a key ingredient in the production of steel. HCC typically attracts significantly higher sales prices compared to thermal coal and the Company signed an off-take agreement with AMSA during FY2019. This off-take will result in AMSA purchasing between 350,000t and 450,000t of Phase 1 HCC annually, reaffirming the quality of Makhado's coal with sales prices linked to a published, international US dollar denominated index. All the thermal coal by-product is also under agreement with prices linked to US dollar export prices.

The Company made significant progress on the Phase 1 funding during FY2020 with the initial step being the signature of a binding agreement with the IDC for a new R245 million (\$17 million) facility. MC Mining has also secured in-principle agreements for a further \$14 million in funding that is subject to agreement of final documentation and is in significantly advanced discussions with potential equity funders for the remaining \$9 million. The Company expects to complete the funding process in Q4 CY2020 with construction of Phase 1 anticipated to start in Q1 CY2021.

Phase 2 is expected to commence circa CY2023, funding and market dependent, and will result in 4.0Mtpa of ROM coal, producing approximately 1.7Mtpa of saleable HCC and thermal coal. The Company has also secured a three-year off-take agreement for the Phase 2 HCC. The off-take with Huadong Coal Trading Center Co, Ltd, a Chinese state-owned enterprise with logistics and bulk commodity trading interests, is for up to 450,000t of HCC, also at index-linked prices, affirming international appetite for Makhado's HCC.





Greater Soutpansberg Project

The GSP, also situated in the Soutpansberg Coalfield in the Limpopo province, is located within close proximity to the SEZ. The GSP comprises the Mopane, Generaal and Chapudi project areas. The project is jointly owned by MC Mining (74%) and its BEE partner, Rothe Investments (Pty) Ltd (26%) and recorded no LTIs in FY2020 (FY2019: nil).

The exploration and development of the three GSP areas is the catalyst for MC Mining's long-term growth. The Company applied for Mining Rights for the three project areas during 2013 and the Chapudi Project Mining Right was granted in December 2018 and was subsequently appealed. The Chapudi Project contains over 6.3 billion gross tonnes *in situ* of inferred coal Resources, positioning the GSP to be a potential long-term coal supplier to the planned SEZ, as well as other markets.

The Department of Mineral Resources and Energy (DMRE) granted the Generaal Mining Right in November 2019 and the Company is hopeful that the Mopane Mining Right will be granted during FY2021, following which the Company will commence with the various studies required for the outstanding water and environmental regulatory approvals.

Vele Colliery

The 100% owned Vele Colliery is in the Tuli Coalfield of the Limpopo province. Vele has been on care and maintenance since October 2013 and recorded no LTIs during the 12 months (FY2019: nil). The colliery has all regulatory approvals required to recommence operations and the existing processing plant will be modified as part of Phase 1 of Makhado. These modifications include circuits to capture the fine coal fraction and will facilitate the simultaneous production of two products, namely HCC and a thermal coal by-product.

The Company anticipates that, following the nine-year Makhado Phase 1 LoM circa 2029, the Vele Colliery will be ideally positioned to potentially supply coal to the Government gazetted Limpopo SEZ. Compliance with

regulatory and licensing requirements at the colliery is monitored using various initiatives – internal inspections, external audits conducted by the Department of Water and Sanitation (DWS), as well as audits conducted by the Environmental Compliance Officer. Vele participates in a Project Steering Committee in line with the historic October 2014 BOA between the Company, the Department of Environmental Affairs (DEA) and the South African National Parks (SANParks). The colliery also participates in the EMC, established as an oversight committee in terms of The colliery's Environmental Authorisation (EA). The EMC comprises various stakeholders from regulatory authorities, relevant organs of state, municipal representatives, civil society and stakeholders identified during the initial public process.



REGULATORY COMPLIANCE UPDATE

Colliery and project regulatory status

Colliery/ Project	Mining Right granted by the DMRE			IWUL granted by the DWS			EA granted by the environmental departments			Access to surface rights secured
	Granted	Duration	Status	Granted	Duration	Status	Granted	Duration	Status	
Uitkomst Colliery (KwaZulu- Natal)	✓	Until 2023	See below ¹	✓	10 years (granted in 2011) ²	Fully compliant	✓	LoM	Fully compliant	✓
Makhado Project (Limpopo)	✓	30 years	Received May 2015	✓	20 years	See below ³	✓	LoM	Amended and validity period extended by five years	✓
Vele Colliery (Limpopo)	✓	30 years	Fully compliant	✓	20 years		✓	LoM	Fully compliant See below ⁴	✓
GSP (Limpopo)	DMRE accepted Mining Right applications for various component projects in 2013 – Chapudi Mining Right granted in December 2018, General Mining Right granted in November 2019, Mopane Mining Right approval outstanding			No applications for IWUL submitted – will apply after granting of the three Mining Rights			No EA applications submitted – will apply after granting of the three Mining Rights			✗

Notes:

¹ Extension Application submitted in late CY2019 to extend the Mining Right for LoM

² Expires in February 2021 and a renewal application will be lodged in October 2020

³ Suspension lifted in FY2017 and appeal to be heard by the Water Tribunal

⁴ MC Mining committed to spending R55 million over 25 years on bio-diversity and cultural heritage in line with the off-set agreement signed in 2014

IWUL – Integrated Water Use Licence



MINERAL RESOURCES AND MINERAL RESERVES STATEMENT

as at 30 June 2020

Introduction

MC Mining reviews and reports its Mineral Resources at least annually to coincide with its financial year-end of 30 June. If there are any material changes to the Mineral Resources over the course of the financial year, the Company is required to promptly report these changes. The Uitkomst Colliery was mined continuously save for the period between 27 March 2020 and 3 May 2020 when the mine was under care and maintenance for the COVID-19 lockdown. The Company's projects have been continuously evaluated with no addition or reduction in the Resources or Reserves required.

The following summary of the Resource and Reserve statement for MC Mining's operations and projects is compliant with the Committee for the Mineral Reserves International Reporting Standards (CRIRSCO) of November 2013, which is a requirement due to the fact that MC Mining has its primary listing on the ASX (MCM: AU) with secondary listings on United Kingdom AIM (MCM: LN) and the JSE (MCZ: SJ).

Under the auspices of CRIRSCO, the reporting is required to be compliant to the relevant National Reporting Organisations (NROs) and are required to be founded on the Central Principles of Transparency, Materiality and Competence and are provided on an "if not, why not" basis.

The various projects are the subject of Competent Persons Reports (CPRs) that are all JORC 2012 and SAMREC 2016 compliant.

Regarding the CPRs used in this report:

- the Makhado Project was evaluated by Minxcon Consulting Engineers and an independent report dated 1 January 2018 was prepared
- the Uitkomst Colliery was evaluated by Minxcon Consulting and an independent report dated 28 February 2017 was presented
- the Vele Colliery was evaluated by VBKom mining engineers and an independent report dated 1 March 2017 was presented
- the Greater Soutpansberg Projects were evaluated by Venmyn Deloitte consultants and their report dated 1 February 2017 was prepared

By whom is this statement prepared

The principle competent persons involved in this declaration are Mr J.C.H.K. Sparrow and Ms N. Masunyane in terms of the Resource declaration and Mr B Bruwer and Mr C.W. Archer in terms of the Reserve declaration. Mr Sparrow and Ms Masunyane are in full time employ of MC Mining, Mr Sparrow as the Group Geologist and Ms Masunyane as the Principle Geological Modeller. Mr Bruwer and Mr Archer are both consultants to MC Mining, Mr Bruwer in terms of the projects and Mr Archer in terms of the Uitkomst Colliery.

Mr Sparrow is a registered professional scientist of good standing with the South African Council for Natural Scientific Professions (SACNASP) (400109/03).

Ms Masunyane is a registered professional scientist of good standing with the SACNASP (400226/10).

Mr Bruwer is a qualified mining engineer and registered member of good standing with the SAImm (South African Institute of Mining and Metallurgy).

Mr Archer is a qualified mining engineer and registered member of good standing with the SAImm (706388).

All parties have consented to the inclusion of the Resources and Reserves in the FY2020 Integrated Report. The units of measure in this report are metric, with Tonnes (t) = 1,000kg.

This report includes technical information that requires subsequent calculations to derive subtotals, totals and weighted averages. Such calculations may involve a degree of rounding and consequently introduce an error. Where such errors occur MC Mining does not consider them to be material. Terminology used herein is English, with English spellings utilised throughout.

Background

MC Mining has a number of operations and projects that will be reported.

Operating colliery

Uitkomst Colliery, Amajuba Magisterial District, KwaZulu-Natal province, Republic of South Africa (GPS Coordinates, Lat: 27° 36'02.99"S, and Long: 30°08'06.51"E)

Operation on care and maintenance

Vele Colliery, Vhembe Magisterial District, Limpopo province, Republic of South Africa (GPS Coordinates Lat: 22° 9'29.28"S, and Long: 29°38'41.24"E) - on care and maintenance since October 2013.

Projects at various stages of development

Makhado Project, Vhembe Magisterial District, Limpopo province, Republic of South Africa (GPS Coordinates Lat: 22°48'13.44"S, and Long: 29°57'44.52"E). Mining Right granted May 2015.

Chapudi Project, Vhembe Magisterial District, Limpopo province, Republic of South Africa (GPS Coordinates Lat: 22°52'52.36"S, and Long: 29°39'41.72"E). Mining Right application submitted in June 2013 and granted in December 2018. The project consists of the Chapudi, Chapudi West and Wildebeesthoek Sections.

Generaal Project, Vhembe Magisterial District, Limpopo province, Republic of South Africa (GPS Coordinates Lat: 22°40'34.46"S, and Long: 30° 8'51.19"E). Mining Right application submitted April 2013 and the project consists of the Generaal and Mount Stuart Sections.

MINERAL RESOURCES AND MINERAL RESERVES STATEMENT as at 30 June 2020

Mopane Project, Vhembe Magisterial District, Limpopo province, Republic of South Africa (GPS Coordinates Lat: 22°32'42.06"S, and Long: 29°48'51.40"E). Mining Right application submitted March 2013 and the project consists of the Voorburg and Jutland Sections.

Makhado Extension Project, Vhembe Magisterial District, Limpopo province, Republic of South Africa (GPS Coordinates Lat: 22°45'33.18"S, and Long: 30° 4'10.34"E). This project is currently under a Prospecting Right application.

SUMMARY OF THE MC MINING LIMITED RESOURCES AND RESERVES

Extract from the Resource and Reserve statement

The Mineral Resource and Reserve statement has been extracted from the independent technical reports compiled by Minxcon consulting, VBKom consulting engineers and Venmyn Deloitte. These technical reports can be viewed at: www.mcmining.co.za/technical-reports. The Resources and Reserves are at 30 June 2020 for all assets. The statement below

is relevant for the Mineral assets under MC Mining Limited's control at 30 June 2020. They have been based upon reliable exploration and mining results (where appropriate) and accurately estimated using industry best practice standards of modelling. The Resources and Reserves have been correctly classified according to the JORC Code (2012) by the relevant Competent Persons in the employ of/or consulting to the Company. Mr J Sparrow, Ms N Masunyane, Mr C Archer and Mr B Bruwer consent to the inclusion of this extract of the Resources and Reserves in this Annual Report.

MC Mining Limited Resources¹

Project\operation	Resource category ²	Gross tonnes in situ (GTIS) Mt	Total tonnes in situ (TTIS) Mt	Mineable tonnes in situ (MTIS) Mt	MCM attributable interest	MCM attributable MTIS Resource
Vele Colliery	Measured	148,166	133,349	86,112	100%	86,112
Uitkomst Colliery ⁷		16,450	15,627	14,805	70%	10,363
Mopane Project ³		109,435	98,492	94,916	97%	92,012
Makhado Project		402,781	362,503	265,025	69%	182,867
Makhado Extension Project ⁶		42,245	38,020	36,241	100%	36,241
Total Measured Resources		719,076	647,991	497,098		407,595
Vele Colliery	Indicated	426,854	362,826	200,303	100%	200,303
Uitkomst Colliery ⁷		4,777	4,300	4,061	70%	2,842
Mopane Project ³		125,034	106,279	100,507	96%	96,444
Makhado Project		298,595	253,806	76,743	69%	52,953
Makhado Extension Project ⁶		29,581	25,144	23,226	100%	23,226
Total Indicated Resources		884,841	752,354	404,840		375,769
Vele Colliery	Inferred	218,932	175,145	75,154	100%	75,154
Uitkomst Colliery ⁷		6,339	5,388	5,071	70%	3,550
Mopane Project ³		36,239	28,991	24,001	88%	21,130
Makhado Project		94,232	75,386	2,998	69%	2,069
Generaal Project ⁴		407,163	325,730	55,511	100%	55,511
Chapudi Project ⁵		6 399,023	5 119,219	1 318,481	74%	975,676
Makhado Extension Project ⁶		12,301	9,841	7,346	100%	7,346
Total Inferred Resources		7 174,229	5 739,700	1 488,562		1 140,435
Grand Total Resources		8 778,147	7 140,046	2 390,500		1 923,798

Notes

¹ www.mcmining.co.za/technical-reports

² The JORC and SAMREC compliant coal Resource is at 30 June 2020 and is inclusive of Reserves

³ Mopane Project – Consists of the Voorburg and Jutland Sections

⁴ Generaal Project – Consists of the Generaal and Mount Stuart Sections

⁵ Chapudi Project – Consists of the Chapudi, Chapudi West and Wildebeesthoek Sections

⁶ Makhado Extension Project – This project is held under a New Order Prospecting Right application

⁷ Uitkomst Colliery – This operation has undergone some operational drilling that has improved the confidence of the Resources

MC Mining Limited does not own the surface rights to all farms over which it has rights.

MC Mining Limited Reserves^{1,4}

Operation	Reserve category	Mineable tonnes <i>in situ</i> reserve Mt	Run-of-mine tonnes (ROM) Mt ³	Saleable primary product tonnes Mt	Saleable secondary product tonnes Mt	MCM attributable interest
Vele Colliery	Proven	23,806	25,280	4,666	9,68	100%
Uitkomst Colliery ⁵		10,561	6,144	3,879		70%
Total Proven		34,368	31,424	8,545	9,682	
Vele Colliery	Probable	301,371	266,115	47,848	117,751	100%
Makhado Project ²		188,250	172,757	25,637	44,536	69%
Uitkomst Colliery ⁵		2,427	1,355	0,861		70%
Total Probable		492,048	440,227	74,346	162,287	
Grand Total Reserves		526,416	471,651	82,891	171,969	

Notes

¹ www.mcmining.co.za/technical-reports

² The Makhado Project is based on the published feasibility study, and a current front end engineering and design

³ The declared coal Reserves are based upon the Measured and Indicated coal Resources only

⁴ Tonnages reported in millions of tonnes and rounding of weighted averages may have occurred

⁵ Uitkomst Colliery Reserves are based on a detailed LoM layout (1 July 2020)



MINERAL RESOURCES AND MINERAL RESERVES STATEMENT as at 30 June 2020

Resource and Reserve Statement comparison

The only operation that has undergone any change is Uitkomst Colliery and a depletion calculation considered the production for the 2019/2020 financial year.

MC Mining Limited Resources¹

Project \ Operation	Resource category	Gross tonnes <i>in situ</i> (GTIS) Mt	Total tonnes <i>in situ</i> (TTIS) Mt	Mineable tonnes <i>in situ</i> (MTIS) Mt	MCM attributable interest	MCM attributable MTIS Resource
Uitkomst Colliery	Measured	-0,384	-0,365	-0,346	70%	-0,242
Total Measured Resources		-0,384	-0,365	-0,346		-0,242
Uitkomst Colliery	Indicated	-0,138	-0,125	-0,118	70%	-0,082
Total Indicated Resources		-0,138	-0,125	-0,118		-0,082
Uitkomst Colliery	Inferred	-0,630	-0,535	-0,504	70%	-0,353
Total Inferred Resources		-0,630	-0,535	-0,504		-0,353
Grand Total Resources		-1,153	-1,025	-0,968		-0,677

MC Mining Limited Reserves^{1,2,3}

Operation	Reserve category	Mineable tonnes <i>in situ</i> reserve Mt	Run-of-mine Tonnes (ROM) Mt	Saleable primary product tonnes Mt	Saleable secondary product tonnes Mt	MCM attributable interest
Uitkomst Colliery	Proven	-1,304	-1,171	-0,667		70%
Total Proven		-1,304	-1,171	-0,667	0,000	
Uitkomst Colliery	Probable	-0,070	-0,092	-0,061		70%
Total Probable		-0,070	-0,092	-0,061	0,000	
Grand Total Reserves		-1,374	-1,263	-0,728	-	

Notes

¹ www.mcmining.co.za/technical-reports

² The declared coal Reserves are based upon the Measured and Indicated coal Resources only

³ Tonnages reported in millions of tonnes and rounding of weighted averages may have occurred

Governance arrangement and internal controls

MC Mining has ensured that the Mineral Resources quoted are subject to good governance arrangements and internal controls. The Company has engaged external independent consultants to update the Mineral Resource in accordance with the JORC Code 2012 and South African Code for the Reporting of Exploration Results, Mineral Resources and Mineral Reserves (SAMREC) 2016.



03

SUSTAINABLE DEVELOPMENT REVIEW

Securing and maintaining our social licence to operate is a continual process, requiring the building and maintenance of relationships with stakeholders

IN THIS SECTION

- 22** Introduction
- 23** Safety and health
- 24** Stakeholder engagement
- 26** Employment
- 27** Environmental management
- 29** Corporate social investment



INTRODUCTION

Enhancing our contribution to sustainable development through shared value

Our approach to sustainability continues to evolve as the challenges of poverty, inequality and weak economic growth continue to plague our country and our communities.

We have begun a process to align our sustainability strategy to the 2030 Vision of the United Nations Sustainable Development Goals.

This involves the integration of their sustainability principles into all our business activities.

This dynamic and ever-shifting conversation has led to an executive-driven approach to enhancing and sharing value for all our stakeholders.

Our aim is to transform our areas of operation, improve the lives and prosperity of our people on a healthy planet.

SUSTAINABILITY GOALS AND PILLARS

Creating and sharing value



SAFETY AND HEALTH

Leading by example to embed Zero Harm culture

- Pro-actively ensuring the safety and health of our people takes precedence
- Improving the health and well-being of our people
- Facilitating access to clean water



ENVIRONMENT

Beyond compliance approach

- Sustainable management of natural resources
- Building partnerships to implement the co-existent model
- Designing an integrated approach to social, economic and environmental impact management



ECONOMY AND INFRASTRUCTURE

Transforming our areas of operation by improving the lives and prosperity of our people on a healthy planet

- Reducing poverty
- Creating jobs
- Enabling access to opportunities
- Creating linkages between the Company and our people
- Investment in infrastructural development to enable access to basic services



COMMUNITIES AND GOVERNMENTS

Developing a shared purpose to transform communities at all levels

- Building sustainable communities
- Fostering social cohesion amongst communities
- Integrating our Company into the local, regional and national fabric of governmental agenda of socio-economic transformation



PRESERVING AND PROTECTING THE RIGHTS OF OUR PEOPLE

Respecting human rights and cultural heritage

- Actively promoting gender equality
- Reducing inequality
- Creating opportunities for advancement and empowerment



EDUCATION

Developing a culture of life-long learning

- Providing education and training programmes for our communities to build skills and develop capacity

SAFETY AND HEALTH

Our number one priority is our greatest asset, our people. Above all else, the safety and health of our people takes precedence, and we implement an inclusive and pro-active approach towards ensuring that each day we achieve our goal of Zero Harm.

Embedding and integrating the Zero Harm culture into all our activities is a prioritised pillar for not only management, but for all our employees, contractors and communities.

LEADERSHIP DRIVEN APPROACH

The Company's leadership drives the safety programme, regularly visiting the operations and projects to ensure that safety remains a priority.

RISK MANAGEMENT

The identification, analysis and mitigation of risks remains a primary area of focus for the Company. Safety management systems and risk management are geared towards potential hazards and controls, and related contractor-based risks. Mandatory codes of practice are regularly reviewed and updated, ensuring practices remain relevant and are aligned to global best practice.

CONTRACTOR MANAGEMENT

We manage our contractors as employees and ensure compliance with all relevant procedures to create a safe working environment for our people.

SAFETY PERFORMANCE

During the performance under review, we recorded nine LTIs (FY2019: four LTIs).

ENSURE A HEALTHY WORKING ENVIRONMENT

In line with our sustainability goals, we remain committed to ensuring a healthy workforce and workplace, premised on the conviction that occupational disease is preventable. We conduct extensive regular medical assessments and have implemented a medical monitoring programme to achieve our aim of no new cases of occupational diseases. Our preventative management strategy will continue in FY2021.

PRIMARY HEALTHCARE

Primary health care services are made available to our employees and contractors, which include amongst others, family planning, antenatal care, chronic disease monitoring including tuberculosis (TB) (no new cases identified in FY2020; FY2019: four), human immunodeficiency virus (HIV) counselling and testing as well as anti-retroviral treatment and, malaria treatment and prevention. The table below records the significant diseases monitored by the Company.

	FY2020	FY2019
HIV/ AIDS		
Number of tests	93	134
New positive diagnosis	–	7
Employees on treatment	67	69
Mortalities	–	–
Tuberculosis		
Number of cases	–	4
Mortalities	–	1
Diabetes		
Number of cases	12	11
Hypertension		
Number of cases	53	53
Pneumoconiosis		
Suspected cases	2	1
Noise induced hearing loss		
Submitted/reportable cases	–	–
COVID-19		
Positive cases	23	–
Recoveries	22	–

OCCUPATIONAL HEALTH

An independent occupational hygienist is employed to conduct regular monitoring at our operation and projects, thus ensuring compliance with airborne pollutants, thermals stress and occupational noise requirements.

Underground, we monitor four key elements – dust monitoring which includes silica and coal dust levels and these were within occupational exposure limits (OEL), particulates not otherwise classified and the air quality index level, which were all within OEL. Hearing matters are addressed through two main initiatives – firstly ensuring all staff have and use the appropriate hearing protection provided, and secondly through ensuring noise levels are reduced appropriately to within the legislated levels. Thermal conditions are measured underground and no recordings showed

above the threshold OEL. The last key element monitored underground is ventilation and all workplaces are appropriately ventilated.

COVID-19

The emergence of COVID-19 during FY2020 resulted in the virus forming part of the MC Mining's prevention scheme, together with TB and HIV. The Company has implemented measures recommended by the South African Government to prevent the spread of COVID-19 and this includes daily screening of employees combined with educational programmes. The Company also undertakes annual as well as entry/exit medicals for personnel and as the Vele Colliery and the Makhado Project are located in the Limpopo province, this elevates the importance of malaria prevention and treatment, particularly during the rainy season.

STAKEHOLDER ENGAGEMENT

Mining companies in South Africa today are operating within a very challenging political, regulatory and socio-economic environment.

The operations and projects of MC Mining, located in areas facing significant socio-economic challenges due to high levels of poverty and unemployment, were severely impacted by the COVID-19 pandemic. Our ability to secure and maintain our social and legal licence to operate was hampered by the restrictions imposed during the lockdown, which included the Uitkomst Colliery being placed on care and maintenance and the halting of stakeholder engagement activities at all Limpopo province sites.

Despite these challenges, we continually seek to build social or relationship capital with all our stakeholders, albeit more creatively through:

- identifying stakeholders and sharing relevant information timeously, in a transparent and ethical manner
- creating concrete and meaningful connections and relationships based on mutual benefit
- building trust by responding timeously to stakeholders, engaging in an honest and transparent manner and delivering on commitments
- enabling and enhancing value creation for all stakeholders by understanding their needs and challenges and designing strategies to address our Sustainable Value Model
- recording and reviewing progress regularly, adapting, aligning and amending where necessary against desired outcomes:
 - improved stakeholder relationships leading to not only acceptance for the Company's projects and operations, but also support
 - enhanced corporate reputation
 - improvement in the well-being of beneficiary communities:
 - education
 - income
 - socio-economic environment

We have revised our policies and frameworks in line with social distancing requirements to ensure that we are still able to meet our environmental, legal and social obligations. The increase in poverty and unemployment levels amongst our beneficiary communities due to COVID-19, and our restricted ability to address these challenges through our socio-economic programmes, posed a significant challenge.

UITKOMST COLLIERY

We continue to implement our stakeholder engagement strategies, engaging at various levels. Our beneficiary communities are being empowered to actively participate in the activities of the mining operation. Quarterly engagements

also take place through the Municipality Forum to ensure structures outside our Mining Right area are informed of our Socio Economic Benefit Model.

MAKHADO PROJECT

The Makhado Project is within a multi-stakeholder environment, comprising seven beneficiary communities headed by traditional leadership, neighbouring landowners and various advocacy groups.

Regular, interactive and transparent engagements are held with key stakeholders to ensure that there is an understanding of various mandates, that expectations are managed, and that there is a shared sense of ownership of the project's goals.

Makhado Project stakeholder engagement structures

Structure	Stakeholder groups	Mandate	Date established	Meeting frequency
King's Advisory Forum	Traditional leadership	Structure for sharing of information regarding development in the Venda area	October 2014	As and when required
Makhado Chiefs Forum	Traditional leadership	To deal with traditional and ancestral matters	June 2012	Quarterly
Makhado Colliery Community Consultative Forum	Community	Structure to share information on Makhado, and to deal with community issues	June 2012	Quarterly
Communities	Community	Engagement with communities through mass meetings to share information	–	Annually
Integrated Government Forum (IGF)	Authorities National – DMRE, DWS, DEA, DRDLR Provincial – LEDET, DAFF Local – Makhado, Musina and municipalities	Compliance and legislative framework	March 2011	Annually Individual departments quarterly

VELE COLLIERY

The Vele Colliery stakeholder groups are varied, due in part to the proximity of the mine to the Mapungubwe World Heritage Site. These include land claimant communities, authorities at a national, provincial and local level, neighbouring landowners and the Save Mapungubwe Coalition (representing a number of statutory bodies such as Birdlife South Africa, Endangered Wildlife Trust, the Association of Southern African Professional Archaeologists (ASAPA) and UNESCO, amongst others).

The Vele EMC, an oversight committee in terms of Vele's EA, was established in 2012. The membership of the EMC includes representatives from relevant organs of state at a national, provincial and local level, civic society (represented by the Save Mapungubwe Coalition), farmers' forum and other stakeholder groups identified during the EIA process. The quarterly meetings are well attended, and are characterised by robust debate and constructive discussion on global best practice. There is a shared mindset to ensure high levels of compliance at the colliery.

In October 2014 MC Mining, the DEA and SANParks signed a historic BOA to strengthen co-operation between the three parties towards the conservation and sustainable development of the Mapungubwe World Heritage Site, and to protect the outstanding universal value of the Mapungubwe Cultural Landscape. A Project Steering Committee (PSC) was instituted to implement and manage implementation of the BOA and deliver on its objectives. Throughout 2020, the PSC continued to oversee the implementation of the projects of the BoA.

Vele's stakeholder engagement structures

Structure	Stakeholder groups	Mandate	Date established	Meeting frequency
EMC	MC Mining, DMRE, DEA, DWS, Capricorn and Blouberg Municipalities, Weipie Farmers Ass, Coalition	Established in terms of the EA to monitor environmental compliance	2012/11/01	Quarterly
Heritage Sub-committee	DEA, SAHRA, SANParks, Coalition, ASAPA, MC Mining	Sub-committee of the EMC to monitor compliance within the approved Heritage Management Plan	2012/11/01	Quarterly
Water Sub-committee	DWS, Farmers Association, Coalition MCM	Sub-committee of the EMC to monitor compliance within the approved IWUL	2012/11/01	Quarterly
PSC	DEA, SANParks, MC Mining	Established in terms of the BOA	2015/02/01	Quarterly
Vele Community Forum	Land claimant communities Tshivhula, Machete and Leshivha	To provide updates to community on the project and the Sustainable Value Model (SVM)	March 2011	Bi-Annual
Authorities	Authorities National – DMRE, DWS, DEA, DRDLR Provincial - LEDET, DAFF, DoA, Local – Musina and Vhembe municipalities	Compliance Legislative framework Socio-economic transformation		

MC MINING'S CO-EXISTENT MODEL

The delay in the commencement of Makhado Phase 1 due to the pandemic has also delayed the implementation of the transformative benefits of the project which include job creation, significant procurement opportunities and capacity building programmes.

EMPLOYMENT

MC Mining is committed to the strategic business objectives that drive employment equity and measures have been set in place to achieve these goals, reaffirming our aim to serve the interests of all stakeholders. The Company strives to achieve the desired employment equity status in a responsible manner, with due regard to the broader realities of the business and economic environments.

The key principles for this process include:

- promotion of equal opportunities for all races and genders and fair treatment in the workplace
- elimination of discriminatory practices and implementation of practical procedures to address employment equity barriers
- eradication of all forms of harassment in the workplace

Labour relations

Relationships with employees are governed by the legal requirements of common and labour law, mutual agreement, societal influence, ethical considerations, customs and traditions and most importantly integrity, trust, consistency and fairness.

The Company subscribes to an integrated industrial relations system in which all parties are empowered to freely communicate their views supported through a two-way communication structure.

Remuneration

MC Mining's remuneration framework is based on the industry's agreed principles with the aim of attracting and retaining top talent to drive a high performance culture.

Fixed pay

The Company's remuneration structure at corporate level is based on a total cost-to-company principle. MC Mining has conducted benchmarking exercises at various intervals demonstrating that employee remuneration is within industry standards.

Variable pay: Short-term discretionary bonus scheme

The discretionary bonus scheme rewards employees on the basis of both Company and individual performance, providing employees with a predetermined bonus percentage based on the attainment of Nomination and Remuneration Committee-approved, Company and individual targets. The scheme is discretionary and is reviewed on an ongoing basis, dependent on business requirements.

The business scorecard is signed off by the Nomination and Remuneration Committee on an annual basis and this drives the individual performance management process. At lower level employment and subsidiary levels, a discretionary payment is used, equivalent to one month's salary, based on Company and individual performance.

Variable pay: Long-term incentive plan

The Company has a shareholder approved long-term incentive plan based on industry standards. In terms of the incentive plan, the Nomination and Remuneration Committee approves the issuing of Performance Rights to qualifying employees on an annual basis and shareholders approve Performance Rights granted to MC Mining Directors.

Human rights

No incidents of discrimination were reported during FY2020 and hence no corrective action was taken at the Company's operations. At our operations, we subscribe to the South African constitution which prohibits child labour as well as discrimination on any grounds and the Company promotes the preservation of human rights.

Historically Disadvantaged South African (HDSA) statistics (%)*

	FY2020	FY2019
Senior management	57	43
Management	38	32
Employees	95	96

* Includes white females

Employment by project

	Employees			Contractors		
	FY2020	FY2019	FY2018	FY2020	FY2019	FY2018
Uitkomst	447	463*	121	75	92	435
Makhado/Bakstaun	22	24	22	14	14	18
Vele/Harrisia	28	31	31	18	18	31
Corporate office	21	25	25	0	1	1



ENVIRONMENTAL MANAGEMENT

To balance the socio-economic potential of mining development with the potential impact on natural and heritage resources, MC Mining is committed to sustainable mining, employing a co-existent model focused on developing and operating sustainably alongside agricultural, heritage and tourist interests.

Our commitment to our stakeholders remains one of regular, co-operative and transparent engagement and includes our shareholders, permitting authorities, neighbouring and/or host communities, and interest groups.

Our environmental management strategy is in line with the Company's aim of earning and maintaining both our legal and social licences to operate. The risk-based approach to environmental management focuses on the key areas of water stewardship, responsible resource consumption, proactive forward-planning for sustainable mine closure and, biodiversity and heritage management. An Environmental Management System (EMS) for Uitkomst Colliery was developed as the formal tool for environmental management and was implemented during FY2020.

Vele Colliery continues to maintain its EMS, which is subject to quarterly independent audits, the reports of which are submitted to the permitting authority.

Water management

MC Mining's water management strategy, aligned with the co-existent model, continues to be governed by the following three principles:

- Responsibly sourcing water for our projects
- Mitigating negative impacts on existing industries
- Meeting our socio-economic commitment to aid in assurance of supply to host communities

Recent changes in climatic conditions have placed additional pressure on South Africa's status as a water-stressed

country. The strain on available water supply and quality is a key environmental consideration for MC Mining. In addition, the social challenges presented by the growing need for access to water in the areas in which we operate and, in which our projects are located, is a key driver in our planning and implementation processes.

Water consumption

Both Uitkomst and Vele Collieries operate a closed water system with zero discharge to the natural environment. MC Mining's operations strive, through the implementation of continued improvement projects, to reduce water consumption by increasing the use of waste water in the processing of coal.

Energy management

Responsible utilisation of our available resources is a key focus area for MC Mining. We remain committed to the application of best practice and technological developments to reduce consumption of energy resources where feasible. Uitkomst Colliery utilises Eskom, the state power utility, as its primary source of energy with diesel generators as a back-up supply.

Uitkomst's supply from Eskom commenced during FY2019. Vele Colliery utilises a diesel generator to meet its current energy requirements. Eskom will provide the full electricity requirements once the care and maintenance status is amended and production is resumed.

Energy consumption at Uitkomst Colliery

	FY2020	FY2019
Energy from electricity purchased from Eskom (MWh)	8 937 434	5 190 493
Diesel used (litres)	411 572	748 964
Energy generated from diesel (GJ)	15 767 323	28 692 810



ENVIRONMENTAL MANAGEMENT continued

Monitoring and compliance

In line with MC Mining's commitment to earning and maintaining our legal and social licences to operate, monitoring and auditing at both Uitkomst and Vele takes place, with Vele remaining on care and maintenance during the reporting period. All environmental audits have been conducted by independent consultants and include annual external IWUL audits, Environmental Management Plan (EMP) performance assessments and financial closure and liability assessments.

Monitoring includes ground and surface water quantity and quality assessments, bio-monitoring, ecotoxicology, plant moisture stress, alien invasive plant species and eradication status, habitat assessment, rehabilitation monitoring, biodiversity and avifaunal assessment, riverine forest monitoring, threatened and protected fauna and flora assessments as well as monitoring of identified heritage resources, as applicable to the operation.

Vele Colliery employs a full-time, independent environmental control officer (ECO) to monitor compliance with The colliery's Environmental Management Programme (EMPr), EA, IWUL and related specialist recommendations. The ECO conducts daily, weekly and monthly inspections against the various environmental licensing conditions. Further to this, quarterly audits are conducted, with the environmental performance reports of these audits submitted to the DEA as well as to Vele Colliery's EMC. This provides oversight over and above internal and external specialist monitoring and inspections. The last quarterly environmental performance report noted Vele Colliery's compliance as 99%. Vele's water monitoring committee, EMC and heritage and biodiversity sub-committee continue to meet on a quarterly basis and meetings are well represented by the permitting authorities, interested and affected parties, industry specialists and civil society.

The environmental monitoring and auditing management programme for Uitkomst Colliery is undertaken by an independent environmental consultancy, aligned to the environmental licensing conditions of the colliery's EMPr, IWUL and related specialist studies.

Regular dust, surface and ground water monitoring continues at the Makhado Project, despite no mining activity being undertaken. The results continue to indicate that the bulk sample pit has no impact on the air or water quality of the surrounding community.

Incidents

No significant environmental incidents were reported by Uitkomst, Vele or the Makhado Project for the period under review.

Complaints

No formal complaints were lodged and/or received during the financial year from local or affected communities regarding environmental matters.



CORPORATE SOCIAL INVESTMENT

Our shared value approach seeks to harness the full potential of our assets to address the societal and economic challenges in our areas of operation. The needs of our community are extensive – jobs, access to basic services, quality education and decent housing amongst others.

Whilst the State is the primary enabler of inclusive, sustainable development and the provision of basic services, we acknowledge that partnerships between communities, Government and private sector are key to achieving the goals of the National Development Plan (NDP) to reduce poverty and inequality, raise economic growth, increase employment, build skills and develop capabilities.

Through our Social and Labour Plan (SLP), we build partnerships with communities and various government departments to improve the well-being of our communities. We carefully select the projects in which we invest, prioritising challenges, as we evolve from compliance to sharing value.



Our focus areas of investment are:

Education and skills development

Enterprise and supplier development

Infrastructural development

These core themes appear in all the various SLPs as they are aligned to the goals of the NDP.

EDUCATION AND SKILLS DEVELOPMENT



Makhado Project
The Makhado Centre of Learning



MAKHADO
CENTRE OF LEARNING
KHA RI 'GIDE "LET US LEARN"



BRIDGING THE DIVIDE

TECHNICAL • DIGITAL • COMMUNICATION • ENTREPRENEURSHIP • LIFE SKILLS

There were more than 200 trainees enrolled at the Makhado Centre of Learning (MCoL) on various programmes accredited by both merSETA and the MICTSETA. Our trained and accredited facilitators and assessors ensure that the programmes address the language barriers and various skills levels amongst trainees.

The vision of the MCoL is to be a key partner of the Makhado Colliery to develop skills, build capacity and foster social cohesion within and amongst our beneficiary communities.

Education is a key driver of socio-economic transformation. The objectives of the MCoL are to be **responsive** to the educational and development needs of our beneficiary communities and to provide **relevant** training programmes which are **reflective** of the dynamic environment in which we operate.



CORPORATE SOCIAL INVESTMENT continued

II

Makhado Bursary Fund

Launched in 2016, the MBF has eight students enrolled on the programme. Their studies were interrupted due to COVID-19, but we made every effort to assist students to actively participate in online tuition.



III

Other training programmes

Two MCoL facilitators received their assessor qualifications from the Education, Training and Development Practices (ETDP) SETA.



IV

The Makhado artisan programme

Launched in March 2019, the Makhado Artisan Programme enrolled three students from our beneficiary communities who completed their technical training at the Colliery Training College in Witbank during September 2019. On 1 November 2019, they commenced their practical training at Uitkomst Colliery.



Vele Colliery Vele Bursary Fund

Launched in 2009 to address the critical skills shortage in the Vhembe Municipality, the Vele Bursary Fund currently has five students. The intent was to develop a pipeline of technically skilled individuals who would then enter the mining and engineering sectors. This fund was then expanded into project specific funds, and renamed the Vele Bursary Fund.

There are currently five students on the fund enrolled at various universities around the country.

Uitkomst Colliery Uitkomst Bursary Fund

Three students were awarded bursaries under the Uitkomst Bursary Fund in January 2020.



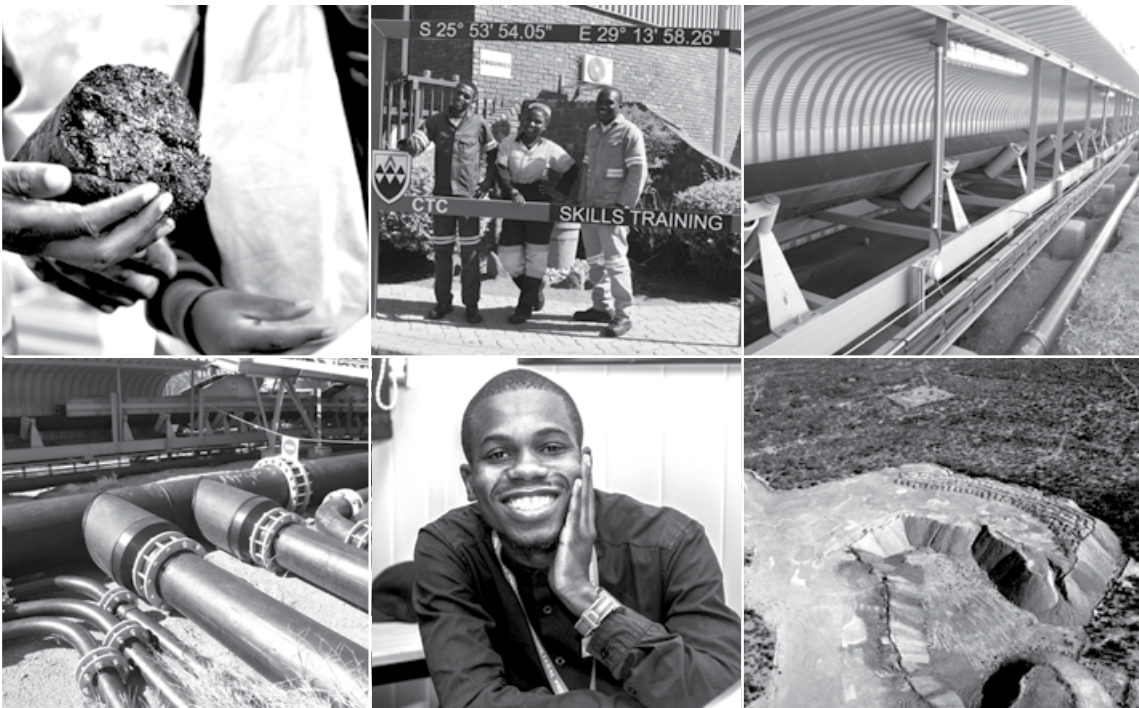
04

GOVERNANCE

Development of greenfield projects demands a significant amount of capital and takes many years. MC Mining's Makhado Project is shovel-ready having all of the required regulatory approvals and access to the surface rights for the mining area.

IN THIS SECTION

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- 56** Directors' declaration



CORPORATE GOVERNANCE STATEMENT

The Board of Directors of MCM is responsible for the establishment of a corporate governance framework that has regard for the best practice recommendations set by the ASX Corporate Governance Council.

This statement summarises the corporate governance practices that have been adopted by the Board. In addition to the information contained in this statement, the Company's website at www.mcmining.co.za contains additional details of its corporate governance procedures and practices.

The Company has followed the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Third Edition) (ASX Principles) where the Board has considered the recommendations to be an appropriate benchmark for its corporate governance principles. Where the Company considered it was not appropriate to presently comply with a particular recommendation, the reasons are set out in the relevant section of this statement.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.

ASX PRINCIPLES RECOMMENDATION 1.1

A listed entity should disclose:

- the respective roles and responsibilities of its board and management and
- those matters expressly reserved to the board and those delegated to management.

The Board has established a Board Charter which sets out functions reserved to the Board and those delegated to senior executives. This Charter is available on the Company's website.

The role of the Board is to provide leadership for and supervision of the Company's senior management. The Board provides the strategic direction of the Company and regularly measures the progression by senior management of that strategic direction.

The key responsibilities of the Board include:

- overseeing the Company, including its control and accountability systems
- appointing the CEO, or equivalent, for a period and on terms as the Directors see fit and, where appropriate, removing the CEO, or equivalent
- ratifying the appointment and, where appropriate, the removal of senior executives, including the Chief Financial Officer (CFO) and the Company Secretary
- ensuring the Company's policy and procedures for selection and (re)appointment of Directors is reviewed in accordance with the Company's Nomination Committee Charter
- approving the Company's policies on risk oversight and management, internal compliance and control, Code of Conduct, and legal compliance, which is available on the Company's website
- satisfying itself that senior management has developed and implemented a sound system of risk management and internal control in relation to financial reporting risks and reviewed the effectiveness of the operation of that system
- assessing the effectiveness of senior management's implementation of systems for managing material business risk including the making of additional enquiries and to request assurances regarding the management of material business risk, as appropriate
- monitoring, reviewing and challenging senior management's performance and implementation of strategy

- ensuring appropriate resources are available to senior management
- approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures
- monitoring the financial performance of the Company
- ensuring the integrity of the Company's financial and other reporting (with the assistance of the Audit and Risk Committee) through approval and monitoring
- providing overall corporate governance of the Company, including conducting regular reviews of the balance of responsibilities within the Company to ensure division of functions remain appropriate to the needs of the Company
- appointing the external auditor (where applicable, based on recommendations of the Audit and Risk Committee) and the appointment of a new external auditor when any vacancy arises, provided that any appointment made by the Board must be ratified by shareholders at the next AGM of the Company
- engaging with the Company's external auditors and Audit and Risk Committee
- monitoring compliance with all of the Company's legal obligations, such as those obligations relating to the environment, indigenous title, cultural heritage and occupational health and safety
- making regular assessments of whether each Non-executive Director is independent in accordance with the Company's policy on assessing the independence of Directors

The Board has delegated responsibilities and authorities to management to enable them to conduct the Company's day-to-day activities. Matters which are not covered by these delegations, such as approvals which exceed certain limits, require Board approval.

Meeting attendance of members of the Board for FY2020

	Number of Board meetings attended while a member	Number of Board meetings held while a member
Bernard Pryor (Chairman)	12	12
David Brown ¹	4	4
Brenda Berlin	12	12
An Chee Sin	11	12
Andrew Mifflin	12	12
Brian He Zhen	11	12
Khomotso Mosehla	12	12
Peter Cordin ²	2	2
Sebastiano Randazzo	12	12
Shangren Ding	11	12
Thabo Mosololi ³	2	3

¹ Resigned 31 January 2020

² Retired on 22 November 2019

³ Resigned on 31 December 2019

The Board has established three Standing Committees to assist it to meet its responsibilities:

- Audit and Risk Committee
- Nomination and Remuneration Committee
- Safety, Health and Environment Committee

Each Standing Committee has a formal Charter approved by the Board setting out the matters relevant to composition, terms of reference, process and administration of that Committee. These Committees are described in further detail elsewhere in this Corporate Governance Statement.

The Board Charter requires the Board to convene regular meetings with such frequency as is sufficient to appropriately discharge its responsibilities.

Standing Committee meetings are held as required, generally the day prior to the scheduled Board meeting. The Chairman sets the agenda for each meeting in conjunction with the CEO and Company Secretary. Any Director may request additional matters on the agenda. Members of senior management attend meetings of the Board and its Committees by invitation and are available for questioning by Directors.

ASX PRINCIPLES RECOMMENDATION 1.2

A listed entity should:

- undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director and
- provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

The Company performs checks on all potential Directors which include checks on a person's character, experience, education, criminal record and bankruptcy history. Potential Directors are required to provide their consent for the Company to conduct any background or other checks and also acknowledge that they will have sufficient time available to fulfil their responsibilities as a Director of the Company.

Newly appointed Directors must stand for reappointment at the next AGM of the Company. The Notice of Meeting for the AGM provides shareholders with information about each Director standing for election or re-election including details regarding their length of tenure, relevant skills and experience.

ASX PRINCIPLES RECOMMENDATION 1.3

A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

The Company has written agreements in place with each Director in the form of an appointment letter. The letter, among other matters, summarises the terms of appointment including remuneration, the requirements to comply with key corporate policies including the Code of Conduct and Share Trading Policy and indemnity and insurance arrangements.

All senior executives including the CEO and the CFO have their position descriptions, roles and responsibilities set out in writing in an employment contract.

ASX PRINCIPLES RECOMMENDATION 1.4

The company secretary of a listed entity should:

- be accountable directly to the board, through the chairman, on all matters to do with the proper functioning of the board and
- the company secretary has an important role in supporting the effectiveness of the board and its committees.

The role of MCM's Company Secretary includes:

- advising the Board and its Committees on governance matters
- monitoring that Board and Committee policy and procedures are followed
- ensuring that the business at Board and Committee meetings is accurately reflected in the minutes

All Directors have direct access to the Company Secretary and vice versa. The appointment and removal of the Company Secretary is a matter for decision by the Board as a whole.

ASX PRINCIPLES RECOMMENDATION 1.5

A listed entity should:

- have a diversity policy which includes requirements for the board or a

CORPORATE GOVERNANCE STATEMENT

continued

relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them

- disclose the policy or a summary of it and
- disclose at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:
 - the respective proportions of men and women on the board, in senior executive positions and across the whole organisation or
 - if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.

The Company is committed to developing a diverse workforce and providing a work environment in which all employees are treated fairly and with respect. To this end, the Company has in place an Employment Equity Policy which details its commitment to be an equal opportunity employer and is in line with the South African Mining Charter and Employment Equity legislation in South Africa. A copy of MC Mining's Diversity Policy is available on the Company's website.

The Mining Charter requires that a company establish measurable objectives for achieving gender diversity and assess such objectives and progress toward achieving them. The targets set for MCM include female representation in core mining positions while employment equity targets as these relate to designated groups (one of which is women) are included as part of the business key performance area.

The Company is not considered a relevant employer under the Australian Workplace Gender Equality Act as the number of employees in Australia is below the threshold.

ASX PRINCIPLES RECOMMENDATION 1.6

A listed entity should:

- have and disclose a process for periodically evaluating the performance of its board, its committees and individual directors and
- disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

The Board reviews its performance and the performance of individual Directors annually. The most recent review, which was conducted during the year, involved the completion of a detailed questionnaire by each Director. The process was managed by the Company Secretary and the Chairman and the results of the review were discussed at a subsequent Board meeting.

The Board considers its processes for reviewing the performance of the Board appropriate for the size and stage of development of the Company.

ASX PRINCIPLES RECOMMENDATION 1.7

A listed entity should:

- have and disclose a process for periodically evaluating the performance of its senior executives and
- disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

The CEO is responsible for assessing the performance of the key executives within the Company. This is performed at least annually through a formal process involving a formal meeting with each senior executive. A performance evaluation of senior executives was completed in the financial year in accordance with this process.

Proportion of women employees in the organisation at end FY2020 (%)



PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.

ASX PRINCIPLES RECOMMENDATION 2.1

The board of a listed entity should:

- have a nomination committee that:
 - has at least three members, a majority of whom are independent directors and
 - is chaired by an independent director and disclose
 - the charter of the committee
 - the members of the committee and
 - as at the end of the reporting period the number of times the committee met throughout the period and the individual attendances of the members at those meetings or
- if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

The Company has established a Nomination and Remuneration Committee and adopted a Charter that sets out the Committee's roles and responsibilities, composition and membership requirements. The Charter has been published on the Company's website.

The Committee's nomination responsibilities include ensuring that the Board has the appropriate blend of Directors with the necessary expertise and relevant industry experience. As such, the Charter requires the Committee to:

- regularly review the size and composition of the Board, and make recommendations to the Board on any appropriate change
- identify and assess necessary and desirable Director competencies and provide advice on the competency levels of Directors to enhance the Board
- make recommendations on the appointment and removal of Directors
- make recommendations on whether any Directors whose term of office is due to expire should be nominated for re-election
- regularly review the time required from Non-executive Directors and whether Non-executive Directors are meeting that requirement

ASX PRINCIPLES RECOMMENDATION 2.2

- A listed entity should have and disclose a board skills matrix setting out the skills and diversity that the board currently has or is looking to achieve in its membership.

The Company's website contains details on the procedures for the selection and appointment of new Directors and the re-election of incumbent Directors, together with the Board's policy for the nomination and appointment of Directors.

The Board has developed a structured process for selection and appointment of new Directors to the Board. As part of this procedure, the Board has committed to:

- the evaluation and identification of the diversity, skills, experience and expertise that will best complement Board effectiveness
- the development of a competencies review process for identifying and assessing Director competencies
- the conduct of a competencies review of the Board before a candidate is recommended for appointment
- the periodic review of the Board's succession plan

Meeting attendance of members of the Nomination and Remuneration Committee for FY2020

	Number of committee meetings attended while a member	Number of committee meetings held while a member
Bernard Pryor (Chairman)	12	12
Khomotso Mosehla ¹	4	4
Sebastiano Randazzo ¹	12	12
Thabo Mosololi ²	11	12
David Brown ²	2	3

¹ Appointed on 20 November 2019

² Resigned on 20 November 2019

The responsibilities of this Committee with respect to remuneration matters are set out elsewhere in this statement.

The Committee Charter states that the composition should include a minimum of three members, the majority of whom must be independent, and a Chairman who is an independent Director. Membership is consistent with the composition requirements of the Charter and the recommendations of the ASX Principles.



CORPORATE GOVERNANCE STATEMENT

continued

The following Board skills matrix sets out the mix of skills, experience and expertise the Board currently has across its membership:

Competencies	Rating
South African politics	✓
Strategic thinking	✓
Gender	✓
Technical	✓
Financial	✓
Commercial	✓
Mergers and acquisitions	✓
Coal markets	✓
International affairs	✓
Shareholder relations	✓
Project development	✓
Equity markets	✓
Debt markets/banking experience	✓
Executive leadership	✓
Listed board experience	✓
Safety, health, environment (SHE) and sustainability	✓

considers the relationships that may affect independence.

Criteria that the Board takes into account when determining Director independence include:

- substantial shareholdings in the Company
- past or current employment in an executive capacity
- whether or not the Director has been a principal of a material professional adviser or a material consultant to the Company in the past three years
- material supplier or customer relationships with the Company
- material contractual relationships or payments for services other than as a Director
- family ties and cross-directorships

Materiality for these purposes is based on quantitative and qualitative thresholds, set out in the Board Charter available on the Company's website.

ASX PRINCIPLES RECOMMENDATION 2.3

A listed entity should disclose:

- the names of the directors considered by the board to be independent directors
- if a director has an interest, position, association or relationship of the type that might cause doubts about the independence of that director but the board is of the opinion that it does not compromise the independence of the director; the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion and
- the length of service of each director.

The Board currently comprises one Executive Director and seven Non-executive Directors. Four of the Non-executive Directors are considered to be independent. The Chairman, Bernard Pryor, is one of the independent Directors.

The Board agrees that all Directors should bring an independent judgement to bear in decision making.

The Board has adopted a formal policy on access to independent professional advice which provides that Directors are entitled to seek independent professional advice for the purposes of the proper performance of their duties. The advice is at the Company's expense and advice so obtained is to be made available to all Directors.

A Director's obligations to avoid a conflict of interest are set out in the Code of Conduct, available on the Company's website. Directors must also comply strictly with Corporations Act requirements for the avoidance of conflicts.

The Board considers an independent Director to be a Non-executive Director who meets the criteria for independence set out the ASX Principles. In determining a Director's independence, the Board

The Board has reviewed and considered the positions and associations of each of the Directors in office and consider four of the Directors are independent. Bernard Pryor, Andrew Mifflin, Khomotso Mosehla, and Sebastiano Randazzo are considered independent. Executive Director Brenda Berlin and Non-executive Directors Shangren Ding, An Chee Sin and Brian He Zhen are not considered independent. The three Non-executive Directors are not considered independent because they are shareholder nominee Directors for substantial shareholders in the Company (Haohua Energy International (Hong Kong) Resource Co Ltd, Summer Trees Pte LTD and Ying He Yuan Investment (S) Pte Limited respectively).

The resignation and/or retirement of two independent Directors during the last financial year has resulted in the same number of independent and non-independent Directors. It is worthwhile noting that under the Company's constitution, the Chair, who is independent, ordinarily has a casting vote. If the Chairman does not have a second or casting vote, the matter is decided in the negative. The Board does not expect this departure from the ASX Principles to be permanent.

ASX PRINCIPLES RECOMMENDATION 2.4

A majority of the board of a listed entity should be independent directors.

ASX PRINCIPLES RECOMMENDATION 2.5

The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.

The period of office held by each Director in office is listed in the table below:

Director	Date appointed	Period in office (years)	Due for re-election or retirement
Bernard Pryor	6 August 2012	8	2022 AGM
Brenda Berlin	24 April 2018	2	2021 AGM
An Chee Sin	24 April 2018	2	2020 AGM
Andrew Mifflin	12 December 2014	5	2020 AGM
Brian He Zhen	24 April 2018	2	2020 AGM
Khomotso Mosehla	18 November 2010	9	2022 AGM
Sebastiano Randazzo	29 March 2019	1	2022 AGM
Shangren Ding	11 October 2016	4	2022 AGM

Directors must retire at the third AGM following their election or most recent re-election. At least one third of Directors must stand for election at each AGM. Any Director appointed to fill a casual vacancy since the date of the previous AGM must submit themselves to shareholders for election at the next AGM. Re-appointment of Directors by rotation is not automatic.



ASX PRINCIPLES RECOMMENDATION 2.6

A listed entity should have a programme for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.

As part of the induction process, meetings are arranged with other Board members and key executives prior to a Director's appointment.

All Directors are expected to maintain the skills required to discharge their obligations to the Company. Directors are encouraged to undertake continuing professional education and where this involves industry seminars and approved education courses, this is paid for by the Company where appropriate.

The skills, experience and expertise relevant to the position of Director held by each Director in office at the date of this integrated report are set out in the Directors' report and on the Company's website.

PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY

A listed entity should act ethically and responsibly.

ASX PRINCIPLES RECOMMENDATION 3.1

A listed entity should:

- have a code of conduct for its directors, senior executives and employees; and
- disclose that code or a summary of it.

CODE OF CONDUCT

The Board encourages appropriate standards of conduct and behaviour from Directors, officers, employees and contractors of the Company. The Board has adopted a Code of Conduct in relation to Directors and employees, available from the Company's website. This Code of Conduct is regularly reviewed and updated as necessary to ensure that it reflects the highest standards of behaviour and professionalism and the practices necessary to maintain confidence in the Company's integrity.

CORPORATE GOVERNANCE STATEMENT

continued

A fundamental theme is that all business affairs are conducted legally, ethically and with strict observance of the highest standards of integrity and propriety.

SECURITIES TRADING POLICY

The Board has adopted a securities trading policy (the MC Mining Dealing Code) which regulates dealings by Directors, officers and other restricted persons in securities issued by the Company. The policy is intended to assist in maintaining market confidence in the integrity of dealings in the Company's securities.

Under the policy, which is available on the Company's website, Directors and officers of the Company and other restricted persons must not, whether in their own capacity or as an agent for another, subscribe for, purchase or sell, or enter into an agreement to subscribe for, purchase or sell, any securities (i.e. shares or options) in the Company, or procure another person to do so:

- if that Director, officer or restricted person possesses information that a reasonable person would expect to have a material effect on the price or value of the securities if the information was generally available
- if the Director, officer or restricted person knows or ought reasonably to know, that information:
 - relates to the Company or any Company securities
 - is specific enough to enable a conclusion to be drawn as to the possible effect on the price of Company securities
 - is likely to have a non-trivial effect on the price or value of Company securities (meaning that a reasonable investor would be likely to use it as part of the basis of their investment decision)
 - the information is not publicly available
- without written acknowledgement (detailed below).

Further, Directors, officers and restricted persons must not either directly or indirectly pass on this kind of information to another person if they know, or ought

reasonably to know, that this other person is likely to deal in the securities of the Company or procure another person to do so.

The policy regulates trading by restricted persons (being a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director, whether executive or otherwise, of the Company) within defined closed periods, as well as providing details of trading not subject to the policy, exceptional circumstances in which key management personnel may be permitted to trade during a prohibited period with prior written clearance and the procedure for obtaining written clearance.

A restricted person must not trade in Company securities without obtaining prior written clearance:

- the CEO must not trade without clearance to do so from the Chairperson
- chairperson must not trade without clearance from the Audit Committee
- directors (other than the Chairperson or CEO) must not trade without clearance from the Chairperson or in his absence, the CEO
- other restricted persons must not trade without clearance from the CEO or CFO

Directors, officers and employees must not enter into transactions or arrangements which operate to limit the economic risk of their security holding in the Company without first seeking and obtaining written acknowledgement from the Chair.

Directors, officers and employees are also prohibited from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements.

PRIVACY

The Company has resolved to comply with the National Privacy Principles contained in the Privacy Act 1988, to the extent required for a company the size and nature of MC Mining.

PRINCIPLE 4: SAFEGUARD INTEGRITY IN CORPORATE REPORTING

A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.

ASX PRINCIPLES RECOMMENDATION 4.1

The board of a listed entity should:

- have an audit committee that:
 - has at least three members, all of whom are Non-executive Directors and a majority of whom are independent directors and
 - is chaired by an independent director, who is not the chair of the board, and disclose
 - the charter of the committee
 - the relevant qualifications and experience of the members of the committee and
 - in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings or
- if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

AUDIT AND RISK COMMITTEE

The Company has established an Audit and Risk Committee which is comprised of a majority of independent Non-executive Directors.

The role of the Audit and Risk Committee is to:

- monitor and review the integrity of the financial reporting of the Company, reviewing significant financial reporting judgments
- review the Company's internal financial control system and, unless expressly addressed by a separate risk committee or by the Board itself, risk management systems
- monitor, review and oversee the external audit function including matters concerning appointment and remuneration, independence and non-audit services

- monitor and review compliance with the Company's Code of Conduct
- perform such other functions as assigned by law, the Company's Constitution, or the Board

The Board has determined that the Audit and Risk Committee should comprise:

- at least three members
- a majority of independent Non-executive Directors
- an independent chair who is not the Chair of the Board

In addition, the Audit and Risk Committee should include:

- members who are financially literate i.e. able to read and understand financial statements
- at least one member with relevant qualifications and experience, i.e. a qualified accountant or other finance professional with experience of financial and accounting matters
- at least one member with an understanding of the industry in which the entity operates
- Sebastiano Randazzo replaced Bernard Pryor on the Audit and Risk Committee during the year
- membership is consistent with the composition requirements of the Charter and the recommendations of the ASX Principles.

The Charter is published on the Company's website. The website also contains information on the procedures for the selection and appointment of the external auditor and for the rotation of external audit partners. The meeting attendance of members of the Audit and Risk Committee for FY2020 is detailed in the table below:

The period of office held by each Director in office is listed in the table below:

Director	Number of Committee meetings attended while a member	Number of Committee meetings held while a member
Sebastiano Randazzo (Chairman)	4	4
Khomotso Mosehla	4	4
An Chee Sin ¹	2	2
Thabo Mosololi ²	1	2

¹ Appointed 20 November 2019

² Resigned 20 November 2019

ASX PRINCIPLES RECOMMENDATION 4.2

The board of a listed entity should before it approves the entity's financial statements for a financial period, receive from the CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The CEO and CFO confirm in writing to the Board that:

- the Company's annual financial reports present a true and fair view, in all material respects, of the Company's financial condition and operational results are in accordance with relevant accounting standards
- the above confirmation is founded on a sound system of risk management and internal compliance and control which implements the policies of the Board and
- the Company's risk management and internal compliance and control system is operating efficiently and effectively in all material respects.

This declaration was obtained for the relevant reporting period.



CORPORATE GOVERNANCE STATEMENT

continued

ASX PRINCIPLES RECOMMENDATION 4.3

A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.

The auditor attends the AGM by telephone as the meeting is usually held in the United Kingdom. In November 2020, in response to the COVID-19 pandemic, the AGM will be a virtual meeting held using an online platform. Shareholders are able to ask questions on the conduct of the audit and the preparation and content of the audit report, in accordance with the requirements of the Corporations Act 2001 as detailed in the relevant Notice of Meeting.

PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

The Company is committed to ensuring that:

- All investors have equal and timely access to material information concerning the Company – including its financial situation, performance, ownership and governance and
- Company announcements are factual and presented in a clear and balanced way.

ASX PRINCIPLES RECOMMENDATION 5.1

A listed entity should:

- have a written policy for complying with its continuous disclosure obligations under the Listing Rules and
- disclose that policy or a summary of it.

The Board has an established Shareholder Communication Policy which is available from the Company's website. The Company has adopted certain procedures to ensure that it complies with its continuous disclosure obligations and has appointed a Responsible Officer who is responsible for ensuring the procedures are complied with.

PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS

A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.

ASX PRINCIPLES RECOMMENDATION 6.1

A listed entity should provide information about itself and its governance to investors via its website.

ASX PRINCIPLES RECOMMENDATION 6.2

A listed entity should design and implement an investor relations programme to facilitate effective two-way communication with investors.

ASX PRINCIPLES RECOMMENDATION 6.3

A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.

ASX PRINCIPLES RECOMMENDATION 6.4

A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security register electronically.

The Board has established a communications strategy which is available from the Company's website.

The Board aims to ensure that the shareholders are informed of all major developments affecting the Company. All shareholders receive the Company's annual report and may also request copies of the Company's half-yearly and quarterly reports.

The Company maintains a website at www.mcmining.co.za and makes comprehensive information available on a regular and up-to-date basis.

The Company provides shareholder materials directly to shareholders through electronic means. A shareholder may request a hard copy of the Company's annual report to be posted to them.

Shareholders are encouraged at AGMs to ask questions of Directors and senior management and also the Company's external auditors, who attend the Company's AGMs.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.

ASX PRINCIPLES RECOMMENDATION 7.1

The board of a listed entity should:

- have a committee or committees to oversee risk, each of which:
 - has at least three members, a majority of whom are independent directors
 - is chaired by an independent director
 - discloses the charter of the committee
 - discloses the members of the committee and
 - as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings or
- it does not have a risk committee or committee that satisfies (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

The Company has a policy for the oversight and management of material business risks, which is available on the Company's website. The Board is responsible for approving the Company's policies on risk oversight and management and satisfying itself that management has developed and implemented a sound system of risk management and internal control.

Implementation of the risk management system and day-to-day management of risk is the responsibility of the CEO, with the assistance of senior management, as required. The CEO has responsibility for identifying, assessing, monitoring and managing risks. The CEO is also responsible for identifying any material changes to the Company's risk profile and ensuring, with approval of the Board, the risk profile of the Company is updated to reflect any material change.

The CEO is required to report on the progress of, and on all matters associated with, risk management on a regular basis, and at least annually. During the reporting period, the CEO regularly reported to the Board as to the effectiveness of the Company's management of its material business risks.

The Audit and Risk Committee also has responsibility for reviewing the Company's internal financial control system and risk management systems and reporting to the Board. Details of the composition and Charter of the Audit and Risk Committee has been disclosed earlier in this document (refer Principle 4).

In addition, the Board has also established a Safety, Health and Environment Committee to assist the Board in the effective discharge of its responsibilities in relation to SHE issues for MCM, and the oversight of risks relating to these issues. The Committee's responsibilities include to:

- understand the risks of SHE issues involving MCM's activities
- ensure that the systems and processes for identifying, assessing and managing SHE risks of MCM are adequately monitored
- regularly review and ensure compliance with the SHE strategies and policies of MCM and the supporting management systems and processes and
- monitor developments in relevant SHE-related legislation and regulations and monitor MCM's compliance with relevant legislation, including through audits.

Details of meeting attendance of members of the Safety, Health and Environment Committee for FY2020:

Director	Number of Committee meetings attended while a member	Number of Committee meetings held while a member
Andrew Mifflin (Chairman)	4	4
Bernard Pryor	3	4
Peter Cordin ¹	2	2
David Brown ²	3	3

¹ Resigned 20 November 2019

² Resigned 31 January 2020

Details of meeting attendance of members of the Audit and Risk Committee for FY2020 are contained in a table earlier in this document (refer Principle 4).

ASX PRINCIPLES RECOMMENDATION 7.2

The board or committee of the board should:

- review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and
- disclose, in relation to each reporting period, whether such a review has taken place.

The risk management framework was reviewed by the Committee during the reporting period.

ASX PRINCIPLES RECOMMENDATION 7.3

A listed entity should disclose:

- if it has an internal audit function, how the function is structured and what role it performs or
- if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.

Due to the size of the Company and its current level of activity and operations, the Company does not have a formal internal audit function.

The Board believe that the Company's risk management and internal control systems establish a sufficient control environment to manage business risks for MC Mining given its size and nature of operations. These risks are regularly reviewed by the Audit and Risk Committee.

ASX PRINCIPLES RECOMMENDATION 7.4

- A listed entity should disclose whether it has any material exposure to economic, environmental and socially sustainable risks and, if it does, how it manages or intends to manage those risks.

The Company is very aware of its impact on the economy, the environment and the community in which it operates, and the risks associated with not dealing with these aspects appropriately.

The Company annually reports on these aspects through its Sustainable Development Review in the Annual Report. This report is available on the Company website.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders.

CORPORATE GOVERNANCE STATEMENT

continued

ASX PRINCIPLES RECOMMENDATION 8.1

The board of a listed entity should:

- have a remuneration committee that:
 - has at least three members, a majority of whom are independent directors and
 - is chaired by an independent director and disclose
 - the charter of the committee
 - the members of the committee and
 - as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings or
- if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

The Board has established a Nomination and Remuneration Committee and adopted a Charter that sets out the Committee's roles and responsibilities, composition and membership requirements. The Charter is available on the Company's website.

The Committee Charter states that the composition should include a minimum of three members, the majority of whom must be independent, and a Chairman who is an independent Director. Membership is consistent with the composition requirements of the Charter and the recommendations of the ASX Principles. Details of meeting attendance of members of the Nomination and Remuneration Committee for FY2020

are contained in a table earlier in this document (refer Principle 2).

ASX PRINCIPLES: RECOMMENDATION 8.2

- A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

The Charter of the Nomination and Remuneration Committee details the Company's approach to the structure of Executive and Non-executive remuneration.

Executive Directors and key executives are remunerated by way of a salary or consultancy fees, commensurate with their required level of services. Non-executive Directors receive a fixed monthly fee for their services. Total aggregated Non-executive Directors' fees are currently capped at A\$1,000,000 per annum.

The Company does not have any scheme relating to retirement benefits for Non-executive Directors.

The remuneration report contained in the Directors' report contains details of remuneration paid to Directors and key executives during the year.

Disclosure of the Company's remuneration policies is best served through a transparent and readily understandable framework for executive remuneration that details the costs and benefits. The Company intends to meet its transparency obligations in the following manner:

- publishing a detailed remuneration report in the annual report each year
- continuous disclosure of employment agreements with key executives where those agreements, or obligations

falling due under those agreements, may trigger a continuous disclosure obligation under ASX Listing Rule 3.1

- presentation of the remuneration report to shareholders for their consideration and nonbinding vote at the Company's AGM
- taking into account the outcome of the nonbinding shareholder vote when determining future remuneration policy
- responding to shareholder questions on policy and practice in a frank and open manner

ASX PRINCIPLES: RECOMMENDATION 8.3

A listed entity which has an equity-based remuneration scheme should:

- have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme and
- disclose that policy or a summary of it. Companies should clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives.

The Company has a Performance Rights Plan which was approved by Shareholders at the 2018 AGM. A summary of the plan was included in the Company's 2018 Notice of General Meeting, a copy of which is available on the Company's website.

The Company's Dealing Policy prohibits Directors, officers and employees from entering into transactions or arrangements which operate to limit the economic risk of their security holding in the Company without first seeking and obtaining written clearance from the Chairman. A copy of the Dealing Policy can be found on the Company's website.



DIRECTORS' REPORT

The Directors of MC Mining Limited submit herewith the annual report of the Company and the entities controlled by the Company (its subsidiaries), collectively referred to as the “Group”, for the financial year ended 30 June 2020. All balances are denominated in United States dollars unless otherwise stated.

In order to comply with the provisions of the Corporations Act 2001, the Directors' report as follows:

Information about the Directors and key management personnel

The names and particulars of the Directors of the Company during or since the end of the financial year are set out below. Unless otherwise stated, the Directors held office during the whole of the financial year:

Bernard Robert Pryor	Independent Non-executive Chairman	Mr Pryor is a Chartered Engineer and currently the CEO of Alufer Mining Limited and was previously the CEO of African Minerals Limited and prior to that the Chief Executive of Q Resources Plc. He is also a Director of Petra Diamonds Limited. Between 2006 and 2010 he held senior executive positions within Anglo American Plc as Head of Business Development, and CEO of Anglo Ferrous Brazil Inc.
David Hugh Brown	Executive Director and CEO	Mr Brown is a Chartered Accountant (CA (SA)) and completed his articles with Ernst & Young, graduating from the University of Cape Town. Mr Brown joined MC Mining following a tenure of almost 14 years at Impala Platinum Holdings Limited (Implats). He joined the Impala Group in 1999 and served as CFO of Implats before being appointed CEO in 2006. He is currently an independent Non-executive Director of Vodacom Group Limited and Northam Platinum Limited.
Brenda Berlin	Executive Director, CFO and Acting CEO	Ms Berlin was appointed as CFO and Executive Director of MC Mining on 24 April 2018 from Implats where she held the position of Group CFO. Ms Berlin joined Implats in 2004 and held a number of senior appointments including head of group corporate finance activities until her appointment as CFO in 2011. She is a CA (SA) and obtained degrees from the University of the Witwatersrand and completed her articles at PwC South Africa. Prior to working at Implats, Brenda worked for Johnnic Holdings Limited in the corporate finance department and following its unbundling, remained with JCI Limited (JCI) assuming responsibility for business development. After leaving JCI, Ms Berlin commenced working for Southern Mining Corporation Limited.
An Chee Sin	Non-executive Director	Mr Chee Sin is an Accredited Tax Practitioner with the Singapore Institute of Accredited Tax Professionals and is also a Chartered Accountant with the Institute of Singapore Chartered Accountants. He has more than 17 years of extensive experience in international and local corporate taxation and co-founded Pinnacle Tax Services Pte Ltd (Pinnacle Tax) in 2004. Prior to joining Pinnacle Tax he held the position of Director of Corporate Tax with KPMG and has co-ordinated various advisory projects, including cross-border fund structures, corporate restructurings, treasury and mergers and acquisitions.
Andrew David Mifflin	Independent Non-executive Director	Mr Mifflin obtained his BSc. (Hons) Mining Engineering from Staffordshire University and has a Master's Degree in Business Administration. Andrew has over 30 years' experience specifically in the coal mining arena. His experience spans across various organisations such as British Coal Corporation, Xstrata and more recently GVK Resources. He has gained in-depth knowledge in coal operations, both thermal and hard coking coal as well as in project development.

DIRECTORS' REPORT continued

Brian He Zhen	Non-executive Director	Mr Zhen holds a Bachelor's Degree in Business Administration from Sichuan University and is currently Marketing and Public Relations Executive for Pan African Mining Pvt. Ltd. Between 2012 and 2015, Mr Zhen worked as Managing Director of Real Gain Investment Pvt. Ltd and was responsible for infrastructure and construction market development, as well as overseas market investments. He has previously served as Construction Manager for CRI – Eagle Investments (Pty) Ltd and Eagle Canyon Investments (Pty) Ltd.
Khomotso Brian Mosehla	Independent Non-executive Director	Mr Mosehla is a CA (SA) and completed his articles with KPMG. Khomotso worked at African Merchant Bank Limited for five years where he gained a broad range of experience, including management buy-out, leveraged buy-out and capital restructuring/raising transactions. In 2003, he established Mvelaphanda Corporate Finance for the development of Mvelaphanda's mining and non-mining interests. Mr Mosehla served as a director on the boards of several companies, including Mvelaphanda Resources Limited. He is currently the CFO of The Housing Development Agency. Mr Mosehla is currently a Non-executive Director of Northam Platinum Limited as well as Zambezi Platinum Limited.
Peter George Cordin	Independent Non-executive Director	Mr Cordin has a Bachelor of Engineering from the University of Western Australia and is experienced in the evaluation, development and operation of resource projects within Australia and overseas. He is a Non-executive Director of Vital Metals Limited and Aurora Minerals Limited.
Sebastiano Randazzo	Independent Non-executive Director	Mr Randazzo began his career with Arthur Young (predecessor firm to Ernst & Young) before working as a consultant across a variety of projects in the USA, Australia, Canada, Africa and South America and is a member of Chartered Accountants Australia and New Zealand. He has over 25 years' experience in the international mining industry with extensive public company management expertise from roles as chairman, director, CEO, CFO, company secretary and executive director positions of ASX, TSX and AIM listed mineral resource companies. Mr Randazzo has completed numerous feasibility studies, mergers and acquisitions and capital-raising and has operational management experience in Australia, South America, USA, Canada and the UK.
Shangren Ding	Non-executive Director	Mr Ding is an experienced professional engineer and has worked for a number of mining and energy companies as well as acting as a consultant to government geological bureaus. Mr Ding has over 30 years' experience predominantly in the coal mining sector and has gained extensive operational coal mining knowledge through chief operating roles at a number of mines in the Heilongjiang province in the People's Republic of China. Since 2014, Mr Ding has worked in a number of senior roles for Beijing Haohua Energy Resource Co., Ltd.
Thabo Felix Mosololi	Independent Non-executive Director	Mr Mosololi is a CA (SA) and brings considerable expertise as a director of various companies as well as from his time as Finance Director and Operations Director with Tsogo Sun. Mr Mosololi has 20 years of experience within the South African corporate environment. Mr Mosololi is currently a Director of Pan African Resources PLC.

Peter Cordin retired on 22 November 2019, Thabo Mosololi resigned on 31 December 2019 and David Brown resigned on 31 January 2020. All other Directors held office during and since the end of the previous financial year.

Directorships of other listed companies

Directorships of other listed companies held by the Directors in the three years immediately before the end of the financial year are as follows:

Director	Company	Period of directorship
Bernard Pryor	Petra Diamonds Limited	January 2019 – Present
Brenda Berlin	Impala Platinum Holdings Limited	2011 – 2017
	Zimplats Holdings Limited	2011 – 2017
An Chee Sin	None	
Andrew Mifflin	None	
Brian He Zhen	None	
Khomotso Mosehla	Northam Platinum Limited	2015 – Present
	Zambezi Platinum Limited	2015 – Present
Sebastiano Randazzo	Bardoc Gold Limited	October 2018 – March 2019
	Excelsior Gold Limited	October 2016 – October 2018
Shangren Ding	None	

Directors' shareholdings

The following table sets out each Director's relevant interest in shares or options in shares or debentures of the Company as at the date of this report.

Director	Ordinary shares	Performance Rights	Unlisted options
B Pryor	7,500	–	–
B Berlin ¹	–	1,371,775	–
A Chee Sin	–	–	–
A Mifflin ³	–	–	–
H Zhen	–	–	–
K Mosehla	–	–	–
S Randazzo	–	–	–
S Ding	–	–	–
	7,500	1,371,775	–

¹ Ms Berlin was issued with the following Performance Rights:

635,347 Performance Rights were granted on 23 November 2018. The Performance Rights were granted for no consideration. No exercise price is payable upon exercise of the Performance Rights. 736,428 Performance Rights were granted on 22 November 2019

DIRECTORS' REPORT continued

Remuneration of Directors and key management personnel

Information about the remuneration of Directors is set out in the remuneration report of this Directors' report, on pages 50 to 55. Shareholder nominee Non-executive Directors are not remunerated. During the reporting period, no senior management satisfied the criteria of 'key management personnel'.

Share options granted to Directors and senior management

During and since the end of the financial year, share options and Performance Rights were granted to Directors and key management personnel of the Company and of its controlled entities as part of their remuneration. Details of options and Performance Rights granted to Directors and senior management are set out on page 53.

Company Secretary

Mr Tony Bevan, a qualified Chartered Accountant with over 25 years' experience, is the Company Secretary and works with Endeavour Corporate Pty Ltd, the company engaged to provide contract secretarial, accounting and administration services to MC Mining.

Principal activities

The Company is a limited company incorporated in Australia. Its common shares are listed on the ASX, the AIM and the JSE in South Africa. The principal activities of the Company and its subsidiaries are the acquisition, exploration, development and operation of metallurgical and thermal coal projects in South Africa.

The Group's principal assets and projects include:

- the Uitkomst Colliery, an operating metallurgical and thermal coal mine with a circa 18-year LoM
- Makhado hard coking and thermal coal project
- the Vele Colliery, a semi-soft coking and thermal coal mine, which remains on care and maintenance
- three exploration and development stage coking and thermal coal projects, namely Chapudi, Generaal and Mopane in the Soutpansberg Coalfield

Review of operations – operational salient features

- No fatalities (FY2019: nil) and nine LTIs (FY2019: four)
- Revised mining cycles implemented earlier in FY2020, as well as changes in mine management and optimisation initiatives, resulted in Uitkomst's ROM coal production improving
- The South African Government issued directives to contain the spread of the COVID-19 virus, instituting a national lockdown from 26 March 2020. This was extended to 30 April 2020 with restrictions easing during May and June 2020
- The lockdown resulted in the Uitkomst Colliery being placed on care and maintenance and also impacted activities at the Company's development projects in the Limpopo province
- As a result of the lockdown, Uitkomst did not produce ROM coal in April. The colliery was limited to 50% of labour capacity in May 2020 and normalised pre-lockdown production levels resumed at the end of June 2020
- The lockdown also resulted in the majority of Uitkomst's customers suspending operations and sales of high-grade metallurgical, thermal and high-ash middlings coal were impacted adversely
- Uitkomst's customers recommenced operations in June 2020 and following this, normalised order volumes resumed in July 2020, reducing inventory stockpiles
- The Uitkomst Colliery produced 431,354t (FY2019: 485,113t) of raw coal comprising 431,354t (FY2019: 472,647t) of ROM coal and nil t (FY2019: 12,466t) bought-in during the period. No coal was purchased from third parties due to supply contracts expiring in the previous financial year
- The colliery sold 254,193t (FY2019: 309,401t) of coal – 228,206t (FY2019: 295,051t) from ROM coal, NILT (FY2019: 6,035t) from purchased coal, 25,987t (FY2019: 8,315t) of high-ash, coarse discard coal and 197t of small

nuts (FY2019: 0t) – generating sales revenue of \$17,155 thousand (FY2019: \$26,403 thousand)

- Prior to the COVID-19 pandemic, thermal coal prices and premium hard coking coal prices declined due to reduced demand and a slowdown in the global economy. The COVID-19 pandemic resulted in a significant decline in API4 export thermal coal prices, reducing from the comparative June 2019 period's \$66/t to \$55/t in the current period
- Activities at the Company's Makhado Project, Vele semi-soft coking and thermal coal colliery and Greater Soutpansberg Projects were suspended due to the lockdown and limited activities have recommenced
- The Vele processing plant is expected to be refurbished and recommissioned as part of Phase 1 of the Makhado hard coking coal project when financed

Corporate salient features

- Approval by the IDC Credit Committee of a term loan facility of R245,000 thousand (\$14,134 thousand million), the initial step in the composite debt and equity funding package for the construction of Phase 1 of the Makhado Project
- Commencement of composite debt/equity funding initiatives for the Makhado Project. These were delayed and are expected to be completed in H2 CY2020
- The DMRE granted a Mining Right for the 74% owned Generaal coking and thermal coal project, one of the three projects comprising the Company's GSP
- Ms Brenda Berlin was appointed as Acting CEO following the resignation of Mr David Brown
- Uitkomst increased its ABSA Bank Limited primary lending facility from ZAR20,000 thousand (\$1,154 thousand) to ZAR40,000 thousand (\$2,308 thousand) to cover increased working capital requirements to ramp up the operations after the lockdown

Subsequent events

Funding

The existing IDC loan agreement was restructured resulting in Baobab Mining and Exploration (Pty) Limited (Baobab) being entitled to draw down \$2,308 thousand (ZAR40,000 thousand) of the existing facility and the Company concluded an equity raise for a collective \$865 thousand (ZAR15,000 thousand).

In August 2020, 13,331,433 shares were issued for a collective \$865 thousand resulting in MC Mining having 154,419,555 shares in issue.

The Company also entered into a subscription agreement with Columbia Skies Holdings (Pty) Limited for the issue of new shares in MC Mining for an amount of \$577 thousand (ZAR10,000 thousand).

Sale of land in Harrisia Investments Holdings Proprietary Limited (Harrisia).

Subsequent to year-end, the Company finalised the sale of land and buildings held by its subsidiary, Harrisia. These land and buildings were classified as assets held for sale at 30 June 2020.

Financial review

- Full and final settlement of the deferred consideration due to Pan African Resources Plc for the acquisition of Pan African Resources Coal Holdings
- Operations were impacted by the COVID-19 pandemic resulting in a temporary nationwide lockdown. The Uitkomst Colliery was placed under care and maintenance during this period. There was a phased, risk-based approach to lifting the lockdown restrictions and in May, Uitkomst was permitted to ramp up to 50% of labour capacity
- Operating cash flows of \$1,114 thousand were generated by the Uitkomst Colliery
- The Company finalised the sale of land and buildings held by its subsidiary, Harrisia. These land and buildings were classified as assets held for sale at 30 June 2019
- The Company negotiated an additional \$1,154 thousand (ZAR 20,000 thousand)

under the existing working capital ABSA facility for Uitkomst to alleviate the financial challenges during the COVID-19 period. \$2,214 thousand (ZAR38,385 thousand) of the total facility of \$2,308 thousand (ZAR40,000 thousand) was drawn at year-end. This additional facility is temporary and is payable over 12 months commencing 1 July 2020 to 1 June 2021

- \$6,923 thousand (ZAR120,000 thousand) of the \$13,846 million (ZAR240,000 thousand) three-year IDC loan was available at year-end
- The first tranche of the IDC loan that was drawn down was due to be repaid with interest in May 2020 but a conditional restructuring agreement was entered into with the IDC resulting in a delay in repayment until November 2020
- The R/\$ exchange rate continued to be volatile more so with the impact of COVID-19 and gains/losses from these elements are unpredictable
- Contributing to the loss of \$12,190 thousand (2019: \$33,726 thousand) were non-cash charges of \$4,680 thousand (FY2019: \$24,842 thousand) which includes the following:
 - net impairment expense of \$1,257 thousand (FY2019: \$21,916 thousand)
 - depreciation and amortisation of \$2,608 thousand (FY2019: \$2,318 thousand)
 - share-based payment expense of \$416 thousand (FY2018: \$852 thousand)
 - unrealised foreign exchange loss of \$399 thousand (FY2019: gain \$244 thousand)
- Total unrestricted cash balances at year-end of \$2,678 thousand (FY2019: \$8,811 thousand) before the utilised ABSA facility of \$2,214

Future developments

MC Mining aims to become the pre-eminent hard coking coal producer in South Africa and will continue to build on the progress made during FY2020. The main focus for FY2021 will be to secure the funding for the construction of Makhado

Phase 1, and once funding is received to begin construction.

The Makhado Project is fully permitted and has 344.8 million mineable tonnes of coal *in situ*. The Company has completed a CPR. The phased development of the Makhado Project was approved by the Company's Directors during FY2019 and Phase 1 incorporates the development of the west pit and modifications to the existing Vele Colliery processing plant. The development of the project in phases reduces execution risk, capital expenditure, shortens the mine's construction period and ensures the scalability of the project. Phase 1 will produce approximately 3Mtpa of ROM coal that will be screened and scalped at Makhado. The resultant 2.0Mtpa of scalped ROM coal will be transported to the Vele Colliery for final processing and will yield approximately 0.54Mtpa of hard coking coal and 0.57Mtpa of an export quality thermal coal as a by-product. Phase 2 could commence in circa CY2023, funding and market dependent, and includes the construction of the east pit as well as the Makhado processing plant and related infrastructure. This phase will result in 4.0Mtpa of ROM coal producing 1.7Mtpa of saleable HCC and thermal coal.

During the period, debt funding was approved by the IDC to fund the construction of Phase 1. Off-take agreements have been signed with AMSA for 350 000-450 000 tonnes per annum of Phase 1 HCC and one of the world's largest commodity traders signed a marketing agreement for the Phase 1 thermal coal by-product. The South African Government's dismissal of the appeal against the Makhado EA amendment during the prior year reinforces the robustness of the project's permitting processes while the off-take agreements reaffirmed the world-class quality of Makhado's coal and satisfied a key requirement for funders.

The exploration and development of MC Mining's three Soutpansberg Coalfield projects, namely the Chapudi, Mopane and Generaal Project areas, is the catalyst for the long-term growth of the Company.

DIRECTORS' REPORT continued

The DMRE granted a Mining Right for the General Project during the period. The Mining Right for the Chapudi Project was granted in FY2019 but this was subsequently appealed. The Mining Right application for the Mopane Project is being processed and the Company is hopeful that these licences will be granted during FY2021.

Environmental regulations

The Group's operations are not subject to any significant environmental regulations under either Commonwealth or State legislation and there has consequently been no breach. The Group is subject to numerous environmental regulations in South Africa, including:

- the environmental provisions in the Mineral and Petroleum Resources Development Act (No 28 of 2002)

- National Environmental Management Act (No. 107 of 1998)
- National Water Act (No. 45 of 1965)
- Environment Conservation Act (No. 73 of 1989)
- National Environmental Management Air Quality Act (No. 39 of 2004)

The Board believes that there are adequate systems in place for the management of its environmental impacts but from time to time statutory non-compliances may occur. The Board takes these seriously and continues to monitor compliance.

Corporate governance

The Group recognises the need for the highest standards of corporate behaviour and accountability. The Directors have accordingly followed the recommendations set by the ASX Corporate Governance

Council. For further information on corporate governance policies adopted by MC Mining Limited, refer to the website: www.mcmining.co.za/corporate-governance/board-committees-and-charters and the Annual Report.

Dividends

No dividend has been paid or proposed for the financial year ended 30 June 2020 (FY2019: nil).

Shares under option or issued on exercise of options or Performance Rights

There are no unissued shares under option as at the date of this report.

Details of unissued Performance Rights granted as at the date of this report are:

	Number of shares under Performance Rights	Class of shares	Exercise price	Expiry date
Performance Rights	745,997	Ordinary	Nil	23 November 2020
Performance Rights	1,850,387	Ordinary	Nil	22 November 2021
Performance Rights	2,147,088	Ordinary	Nil	22 November 2022
Total Performance Rights	4,743,472			



David Brown resigned as CEO and Executive Director on 31 January 2020. In lieu of his six-month notice period, 208,537 shares have been issued to him, being one-third of the 2017 Performance Rights granted to him. These shares issued cannot be disposed of for a period of one year until 31 January 2021. The balance of his Performance Rights (2,211,214) were forfeited.

No other shares or interests were issued during or since the end of the financial year as a result of the exercising of options or meeting of Performance Rights criteria.

Indemnification of officers and auditors

During the financial year, the Company paid a premium in respect of a contract insuring the Directors of the Company, the Company Secretary, and all executive officers of the Company and of any related body corporate against a liability incurred by such a Director, secretary or executive officer to the extent permitted by the *Corporations Act 2001*.

The Company has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify an officer or auditor of the Company or of any related

body corporate against a liability incurred by such an officer or auditor.

Directors' meetings

The following table sets out the number of Directors' meetings (including meetings of Committees of Directors) held during the financial year and the number of meetings attended by each Director (while they were a Director or Committee member). During the financial year, a total of four scheduled and eight unscheduled Board meetings were held as well as six Nomination and Remuneration Committee, four Safety, Health and Environment Committee meetings and four Audit and Risk Committee meetings were held.

Director	Board meetings		Audit and Risk Committee meetings		Nomination and Remuneration Committee meetings		Safety, Health and Environment Committee meetings	
	Held	Attended	Held	Attended	Held	Attended	Held	Attended
B Pryor	12	12	–	–	6	6	4	3
D Brown ¹	4	4	–	–	3	3	2	2
B Berlin	12	12	–	–	–	–	–	–
A Chee Sin	12	11	2	2	–	–	–	–
A Mifflin	12	12	–	–	–	–	4	4
H Zhen	12	11	–	–	–	–	–	–
K Mosehla	12	12	4	4	3	2	–	–
P Cordin ²	2	2	–	–	–	–	2	2
S Randazzo	12	12	4	4	3	3	–	–
S Ding	12	11	–	–	–	–	–	–
T Mosololi ³	3	2	2	1	3	2	–	–

¹ Resigned on 31 January 2020

² Retired on 22 November 2019

³ Resigned on 31 December 2019



DIRECTORS' REPORT continued

Proceedings on behalf of the Company

No persons applied for leave to bring or intervene in proceedings on behalf of the Company during or since the end of the financial year.

Non-audit services

Non-audit services were provided during the current financial year for services rendered relating to additional review procedures. Details of amounts paid or payable to the auditor for services provided during the year by the auditor are outlined in note 10 to the consolidated financial statements.

Auditor's independence declaration

The Auditor's independence declaration is included on page 56 of these consolidated financial statements.

Remuneration report (audited)

This Remuneration report, which forms part of the Directors' report, sets out information about the remuneration of MC Mining Limited's Directors and its senior management for the financial year ended 30 June 2020. The prescribed details for each person covered by this report are detailed below under the following headings:

- Director details
- Remuneration policy
- relationship between the remuneration policy and company performance
- remuneration of Directors and senior management
- key terms of employment contracts

The Board is responsible for establishing remuneration packages applicable to the Board members of the Company. The policy adopted by the Board is to ensure that remuneration properly reflects an individual's duties and responsibilities and that remuneration is competitive in attracting, retaining and motivating people of the highest calibre.

Directors' remuneration packages are also assessed in the light of the condition of markets within which the Company operates, the Company's financial condition and the individual's contribution to the achievement of corporate objectives. Executive Directors are remunerated by way of a salary commensurate with their required level of service.

Total remuneration for all Non-executive Directors, excluding share-based payments, as approved by shareholders at the November 2010 General Meeting, is not to exceed A\$1,000,000 per annum (\$687,690).

The Board has a Nomination and Remuneration Committee which was made up as follows: Mr Pryor (Chairman), Mr Mosehla and Mr Randazzo. The Company does not have any scheme relating to retirement benefits for Executive or Non-executive Directors.

Remuneration policy

The Remuneration policy of MC Mining has been designed to align key management personnel objectives with shareholder and business objectives by providing a fixed remuneration component and offering specific long-term incentives based on key performance areas affecting the Group's financial results. The Board of MC Mining believes the Remuneration policy to be appropriate and effective in its ability to attract and retain management personnel to run and manage the Group, as well as create goal congruence between Directors, management and shareholders.

The Board's policy for determining the nature and amount of remuneration for management personnel of the Group is as follows:

- the remuneration structure is developed by the Nomination and Remuneration Committee and approved by the Board after professional advice is periodically sought from independent external consultants
- management personnel receive a base salary (based on factors such as length of service and experience), Performance Rights and performance incentives
- incentives paid in the form of cash and Performance Rights are intended to align the interests of the Directors, management and the Company with those of the shareholders

The Nomination and Remuneration Committee reviews senior management personnel packages annually by reference to the Group's performance, executive performance and comparable information from industry sectors.

Director and key management personnel details

The following persons acted as Directors of the Company during or since the end of the financial year:

B Pryor	Independent Chairman
D Brown ¹	Chief Executive Officer and Executive Director
B Berlin ²	Acting Chief Executive Officer and Executive Director
A Chee Sin	Non-executive Director
A Mifflin	Independent Non-executive Director
H Zhen	Non-executive Director
K Mosehla	Independent Non-executive Director
P Cordin ³	Independent Non-executive Director
S Randazzo	Independent Non-executive Director
S Ding	Non-executive Director
T Mosololi ⁴	Independent Non-executive Director

¹ Resigned on 31 January 2020

² Appointed as Acting Chief Executive Officer on 1 February 2020

³ Resigned on 22 December 2019

⁴ Resigned on 31 December 2019

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity. Apart from the Executive Directors, no employees satisfy the definition of 'key management' to be separately disclosed in this Remuneration report.

The performance of senior management personnel is measured against criteria agreed annually with each executive and bonuses and incentives are linked to predetermined performance criteria. The performance criteria vary and are determined in line with each individual's performance contract. The Board may, however, exercise its discretion in relation to approving incentives, bonuses, options or Performance Rights, and can recommend changes to the Nomination and Remuneration Committee's recommendations. Any changes must be justified by reference to measurable performance criteria. The policy is designed to attract the highest calibre of executives and reward them for performance results leading to long-term growth in shareholder wealth.

All remuneration paid to management personnel is valued at the cost to the Company and expensed.

The Board's policy is to remunerate Non-executive Directors at market rates for time, commitment and responsibilities. Shareholder nominee Non-executive Directors are not remunerated. The Nomination and Remuneration Committee determines payments to the Non-executive Directors and reviews their remuneration annually, based on market practice, duties and accountability. The maximum aggregate amount of fees, excluding share-based payments that can be paid to Non-executive Directors, is A\$1,000,000 (\$687,690).

To assist Directors with independent judgement, it is the Board's policy that if a Director considers it necessary to obtain independent professional advice

to properly discharge the responsibility of their office as a Director then, provided the Director first obtains approval from the Chairman for incurring such expense, the Company will pay the reasonable expenses associated with obtaining such advice.

Options granted under the Employee Share Option Plan do not carry dividend or voting rights. Options are valued using a binomial option pricing model and the Black-Scholes option pricing model was used to validate the price calculated.

The Company has a shareholder approved Performance Rights Plan (the Plan) to assist in the reward, retention and motivation of eligible employees and to align the interest of eligible employee with the shareholders of the Company. Prior to a Performance Rights being exercised, the performance grants do not carry any dividend or voting rights. Performance Rights are granted for no consideration and no exercise price is payable upon exercise of the Performance Rights.

All the Performance Rights proposed to be granted are subject to the following vesting conditions:

- vesting of the Performance Rights will be subject to a hurdle rate based on the South African Consumer Price Index plus five percent (Hurdle Rate)
- the Hurdle Rate will be compounded annually over the three year period but will be measured annually to determine whether one third of the performance grants are cancelled or earned
- the Hurdle Rate is a measure of the increase in the Company's share price and is a target for the total shareholders' return (TSR)

- the base price for the TSR calculation will be the volume weighted average price (VWAP) of shares over the 30 days prior to the grant date
- the end price for the TSR calculation will be the VWAP over the last 30 days of the performance period

Performance-based remuneration

The key performance indicators (KPIs) are set annually, which includes consultation with management personnel to ensure buy-in. The measures are specifically tailored to the area each individual is involved in and has a level of control over. The KPIs target areas the Board believes hold greater potential to position the Group for future expansion and profit, covering financial and non-financial as well as short and long-term goals.

Performance in relation to the KPIs is assessed annually, with bonuses being awarded depending on the number and deemed difficulty of the KPIs achieved.

Hedging of management remuneration

No member of executive management entered into an arrangement during or since the end of the financial year to limit the risk relating to any element of that person's remuneration.

Relationship between remuneration policy and Company performance

The tables below set out summary information about the Group's earnings and movements in shareholder wealth for the five years to June 2020.

	Year ended 30 June 2020	Year ended 30 June 2019	Year ended 30 June 2018	Year ended 30 June 2017	Year ended 30 June 2016
	\$'000	\$'000	\$'000	\$'000	\$'000
Revenue	17,155	26,403	32,693	–	–
Net loss before tax from continuing operations	18,269*	33,522*	97,043*	17,662	23,903
Net loss after tax from continuing operations	12,190	33,726	103,763	17,367	22,472
Share price at start of year ¹	A\$0.67	A\$0.36	A\$0.05	A\$0.06	A\$0.09
Share price at end of year	A\$0.13	A\$0.67	A\$0.36	A\$0.05	A\$0.06
Basic and diluted loss per share (\$ cents) from continuing operations	8.55*	23.72*	73.54*	17.26	1.19

* Includes net impairment expense of \$1,257 thousand (2019: includes the \$23,268 thousand impairment of the Makhado Project consolidated exploration asset) (FY2018: includes the \$87,475 thousand impairment of the Vele Colliery assets)

¹ The share price at the start of the 2018 year is prior to the share consolidation that took place in December 2017

DIRECTORS' REPORT continued

Remuneration of Directors and key management personnel

Details of the nature and amount of each major element of the remuneration of each Director are:

	Short-term employee benefits			Post-employment benefits		Share-based payments	Total	Share-based % of total
	Salary and fees	Bonus	Non-monetary benefits	Super-annuation	Termination benefits	Options/Shares		
2020	\$	\$	\$	\$	\$	\$	\$	%
Non-executive Directors								
B Pryor ¹	69,326	–	–	–	–	–	69,326	–
A Chee Sin	–	–	–	–	–	–	–	–
A Mifflin ¹	44,447	–	–	–	–	–	44,447	–
H Zhen	–	–	–	–	–	–	–	–
K Mosehla ¹	44,941	–	–	–	–	–	44,941	–
P Cordin	15,291	–	–	1,453	–	–	16,744	–
S Randazzo ¹	44,154	–	–	4,195	–	–	48,349	–
S Ding	–	–	–	–	–	–	–	–
T Mosololi	20,975	–	–	–	–	–	20,975	–
Executive Directors								
D Brown	242,185	218,790	–	–	171,804 ²	– ³	632,779	–
B Berlin	356,093	186,615	–	–	–	84,203 ³	626,911	13
	837,412	405,405	–	5,648	171,804	84,203	1,504,472	6

¹ The third and fourth quarter fees were accrued for but not paid in the 2020 financial year

² Mr Brown resigned on 31 January 2020 and in lieu of his six-month notice period, 208,537 shares have been issued to him, being one-third of the 2017 Performance Rights granted to him (\$130,944). These shares issued cannot be disposed of for a period of one year until 31 January 2021

³ This is a non-cash cost expensed as employee costs. The current and prior year non-cash costs for Mr Brown was reversed due to his resignation

No Director appointed during the period received a payment as part of his consideration for agreeing to hold the position.

In October 2019, performance bonuses of \$405 thousand were paid out in relation to certain performance targets met for the 2019 financial year. The performance targets were based on a combination of individual performance and corporate key performance indicators including safety, operational targets and progression of raising funding for Phase 1 of the Makhado Project.



	Short-term employee benefits			Post-employment benefits		Share-based payments	Total	Share-based % of total
	Salary and fees	Bonus	Non-monetary benefits	Super-annuation	Termination benefits	Options/Shares		
2019	\$	\$	\$	\$	\$	\$	\$	%
Non-executive Directors								
B Pryor	71,186	–	–	–	–	–	71,186	–
A Chee Sin	–	–	–	–	–	–	–	–
A Mifflin	44,951	–	–	–	–	–	44,951	–
H Zhen	–	–	–	–	–	–	–	–
K Mosehla	45,290	–	–	–	–	–	45,290	–
P Cordin	41,051	–	–	3,900	–	–	44,951	–
S Randazzo ¹	12,989	–	–	–	–	–	12,989	–
S Ding	–	–	–	–	–	–	–	–
T Mosololi	45,290	–	–	–	–	–	45,290	–
Executive Directors								
D Brown	440,851	209,474	–	–	–	279,279 ²	929,604	30
B Berlin	377,336	58,751	–	–	–	48,635 ²	484,722	10
	1,078,944	268,225	–	3,900	–	327,914	1,678,983	20

¹ Mr S Randazzo was appointed on 29 March 2019

² This is a non-cash cost expensed as employee costs

In September 2018, performance bonuses of \$268 thousand were paid out in relation to certain performance targets met for the 2018 financial year. The performance targets were based on a combination of individual performance and corporate key performance indicators including safety, operational targets and the achievement of a turnaround strategy.

Share-based payments granted as compensation for the current financial year

During the financial year, certain share-based payment arrangements expired as follows:

Option series	Number	Grant date	Expiry date	Exercise price	Grant date value	Vesting date
Performance grant	562,747	30/11/2016	29/11/2019	–	AUD0.047	¹

¹ 562,747 Performance Rights were granted to Mr Brown. The vesting factored in a hurdle rate based on the compound annual growth rate of total shareholder return across the period from the grant date

The following grants of share-based payment compensation to executive management personnel relate to the current financial year:

During the financial year						% of compensation for the year consisting of options
Name	Option series	Number granted	Number vested	% of grant vested	% of grant forfeited	
D Brown	Performance grant ²	915,852	–	–	100	– ³
B Berlin	Performance grant ²	736,428	–	–	n/a	13

² The vesting factored in a hurdle rate based on the compound annual growth rate of total shareholder return across the period from the grant date to be measured annually to determine whether one third of the Performance Rights have been earned or will be cancelled. If it is earned, it will only vest at the end of the three-year period

³ Mr Brown forfeited the performance grant due to his resignation on 31 January 2020

DIRECTORS' REPORT continued

During the year, none of the executive management personnel exercised Performance Rights granted to them as part of their compensation.

Key terms of employment contracts

The Company has entered into formal contractual employment agreements with the CEO and the CFO who are both Executive Directors of the Company. There are no formal contractual employment agreements with any other member of the Board. The employment conditions of the CEO and CFO are:

Current

1. Mr Brown's appointment as CEO commenced on 1 February 2014 with an annual remuneration of ZAR6,433 thousand and a six-month notice period. During the year, Mr Brown received 915,852 Performance Rights. The Performance Rights factor in a hurdle rate based on the compound annual growth rate of total shareholder return across the period from the grant date to be measured annually to determine whether one

third of the Performance Rights have been earned or will be cancelled. If it is earned, it will only vest at the end of the three year period. Mr Brown resigned on 31 January 2020. In lieu of his six-month notice period, 208,537 shares have been issued to him, being one-third of the 2017 Performance Rights granted to him. These shares issued cannot be disposed of for a period of one year until 31 January 2021. The balance of his Performance Rights (2,211,214) were forfeited.

2. Ms Berlin was appointed on 24 April 2018 as CFO Financial Director with an annual remuneration of ZAR5,534 thousand and a six-month notice period. During the year Ms Berlin received 736,428 Performance Rights. The Performance Rights factor in a hurdle rate based on the compound annual growth rate of total shareholder return across the period from the grant date to be measured annually to determine whether one third of the Performance Rights have been earned or will be cancelled. If it is earned, it

will only vest at the end of the three year period. On 1 February 2020, Ms Berlin was appointed Acting CEO with no change in her annual gross remuneration.

Loans from key management personnel

No loans were provided to or received from key management personnel during the year ended 30 June 2020.

Other transactions

No other transactions were entered into with any member of key management personnel other than those detailed in this Remuneration report.

Director equity holdings

Option holdings

No options exist as at 30 June 2020.

The movement during the reporting period in the number of performance grants over ordinary shares exercisable in three years' time subject to performance criteria, held directly, indirectly or beneficially by each Director including their personally-related entities, is as follows:

	Held at 1 July 2019	Granted as remuneration	Exercised	Expired/ Other changes	Held at 30 June 2020
Non-executive Directors					
B Pryor	—	—	—	—	—
A Chee Sin	—	—	—	—	—
A Mifflin	—	—	—	—	—
H Zhen	—	—	—	—	—
K Mosehla	—	—	—	—	—
P Cordin	—	—	—	—	—
S Randazzo	—	—	—	—	—
S Ding	—	—	—	—	—
T Mosololi	—	—	—	—	—
Executive Directors					
D Brown ¹	2,066,646	915,852	(208,537)	(2,773,961)	—
B Berlin	635,347	736,428	—	—	1,371,775

¹ 562,747 Performance Rights that were granted on 30 November 2016, expired in November 2019. Mr Brown resigned on 31 January 2020 and in lieu of his six-month notice period, 208,537 shares have been issued to him, being one-third of the 2017 Performance Rights granted to him. These shares issued cannot be disposed of for a period of one year until 31 January 2021. The balance of his Performance Rights (2,211,214) have been forfeited

The movement during the reporting period in the number of ordinary shares held, directly, indirectly or beneficially by each Director including their personally-related entities, is as follows:

	Held at 1 July 2019	Granted as remuneration	Exercised	Expired/ Other changes	Held at 30 June 2020
Non-executive Directors					
B Pryor	7,500	–	–	–	7,500
A Chee Sin	–	–	–	–	–
A Mifflin	–	–	–	–	–
H Zhen	–	–	–	–	–
K Mosehla	–	–	–	–	–
P Cordin ¹	68,553	–	–	(68,553)	–
S Randazzo	–	–	–	–	–
S Ding	–	–	–	–	–
T Mosololi ²	500	–	–	(500)	–
Executive Directors					
D Brown ³	41,250	208,537	–	(249,787)	–
B Berlin	–	–	–	–	–

¹ Retired on 22 November 2019

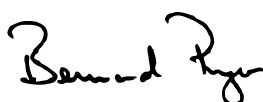
² Resigned on 31 December 2019

³ Resigned on 31 January 2020 and in lieu of his six-month notice period, 208,537 shares have been issued to him, being one-third of the 2017 Performance Rights granted to him (\$130,944). These shares issued cannot be disposed of for a period of one year until 31 January 2021

This marks the end of the Remuneration report.

This Directors' report is signed in accordance with a resolution of Directors made pursuant to s298(2) of the Corporations Act 2001.

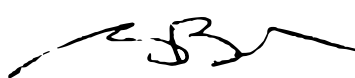
On behalf of the Directors



Bernard Robert Pryor

Chairman

30 September 2020



Brenda Berlin

Acting Chief Executive Officer

30 September 2020



AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of MC Mining Limited for the year ended 30 June 2020, I declare that to the best of my knowledge and belief, there have been:

1. no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of MC Mining Limited and the entities it controlled during the period.

A handwritten signature in black ink, appearing to read 'Douglas Craig'.

Douglas Craig
Partner

30 September 2020

DIRECTORS' DECLARATION

The Directors declare that:

- a) 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;
- b) In the Directors' opinion, the attached consolidated financial statements are in compliance with International Financial Reporting Standards, as stated in Note 1.1 to the consolidated financial statements;
- c) In the Directors' opinion, the attached consolidated financial statements and notes thereto are in accordance with the Corporations Act 2001, including compliance with accounting standards, and give a true and fair view of the financial position and performance of the Consolidated Entity; and
- d) The Directors have been given the declarations required by s.295A of the Corporations Act 2001.

Signed in accordance with a resolution of the Directors made pursuant to s.295(5) of the Corporations Act 2001.

On behalf of the Directors

A handwritten signature in black ink, appearing to read 'Bernard Robert Pryor'.

Bernard Robert Pryor
Chairman

30 September 2020

A handwritten signature in black ink, appearing to read 'Brenda Berlin'.

Brenda Berlin
Acting Chief Executive Officer

30 September 2020

05

ANNUAL FINANCIAL STATEMENTS

During FY2020 and prior to the lockdown, MC Mining made significant progress on its strategy, the most notable being the conclusion of a new IDC loan, the initial step in the Makhado Phase 1 composite debt/equity funding process

IN THIS SECTION

- 58** Consolidated statement of profit or loss and other comprehensive income
- 59** Consolidated statement of financial position
- 60** Consolidated statement of changes in equity
- 61** Consolidated statement of cash flows
- 62** Notes to the consolidated financial statements
- 113** Independent auditor's report



CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 30 June 2020

	Note	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Continuing operations			
Revenue	5	17,155	26,403
Cost of sales	6	(18,269)	(25,389)
Gross (loss) profit		(1,114)	1,014
Other operating income	7	192	1,606
Other operating gains/(losses)	8	(184)	969
Net impairment expense	9	(1,257)	(21,916)
Administrative expenses	10	(7,578)	(10,556)
Operating loss		(9,941)	(28,883)
Interest income		250	1,048
Finance costs	11	(3,159)	(5,687)
Loss before tax		(12,850)	(33,522)
Income tax charge	12	660	(204)
Net loss for the year from continuing operations		(12,190)	(33,726)
Loss for the year		(12,190)	(33,726)
Other comprehensive loss, net of income tax			
Items that may be reclassified subsequently to profit or loss			
Exchange differences on translating foreign operations		(20,742)	(5,708)
Total comprehensive loss for the year		(32,932)	(39,434)
Loss for the year attributable to:			
Owners of the Company		(12,048)	(33,421)
Non-controlling interests		(142)	(305)
		(12,190)	(33,726)
Total comprehensive loss attributable to:			
Owners of the Company		(32,790)	(39,129)
Non-controlling interests		(142)	(305)
		(32,932)	(39,434)
Loss per share	13		
From continuing operations and discontinued operations			
Basic and diluted (cents per share)		(8.55)	(23.72)
From continuing operations			
Basic and diluted (cents per share)		(8.55)	(23.72)

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 30 June 2020

	Note	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
ASSETS			
Non-current assets			
Exploration and evaluation expenditure	14	78,714	94,871
Development assets	15	20,720	26,919
Property, plant and equipment	16	24,396	32,713
Right-of-use assets	17	1,819	–
Other receivables	18	–	219
Other financial assets	19	3,743	5,006
Restricted cash	22	57	68
Total non-current assets		129,449	159,796
Current assets			
Inventories	20	1,109	1,042
Trade and other receivables	21	1,311	2,996
Tax receivable		162	201
Other financial assets	19	–	23
Cash and cash equivalents	22	2,678	8,811
Total current assets		5,260	13,073
Assets classified as held for sale		274	939
Total assets		134,983	173,808
LIABILITIES			
Non-current liabilities			
Deferred consideration	23	2,220	2,665
Borrowings	24	566	898
Provisions	25	4,996	6,564
Deferred tax liability	26	4,078	5,750
Lease liabilities	27	1,622	689
Total non-current liabilities		13,482	16,566
Current liabilities			
Deferred consideration	23	101	1,406
Borrowings	24	13,029	13,401
Trade and other payables	29	6,463	8,850
Bank overdraft	22	2,214	–
Provisions	25	197	536
Other liabilities	28	–	176
Current tax liabilities		341	420
Lease liabilities	27	213	312
Total current liabilities		22,558	25,101
Total liabilities		36,040	41,667
NET ASSETS		98,943	132,141
EQUITY			
Issued capital	30	1,041,080	1,040,950
Accumulated deficit	31	(895,591)	(884,297)
Reserves	32	(45,918)	(24,601)
Equity attributable to owners of the Company		99,571	132,052
Non-controlling interests	34	(628)	89
TOTAL EQUITY		98,943	132,141

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 30 June 2020

	Issued capital \$'000	Accumu- lated deficit \$'000	Share- based payment reserve \$'000	Capital profits reserve \$'000	Warrants reserve \$'000	Foreign currency translation reserve \$'000	Attribu- table to owners of the parent \$'000	Non- controlling interests \$'000	Total equity \$'000
Balance at 1 July 2019	1,040,950	(884,297)	2,234	91	1,134	(28,060)	132,052	89	132,141
Total comprehensive loss for the year	–	(12,048)	–	–	–	(20,543)	(32,591)	(717)	(33,308)
Loss for the year	–	(12,048)	–	–	–	–	(12,048)	(142)	(12,190)
Freewheel derecognised	–	–	–	–	–	199	199	(575)	(376)
Other comprehensive loss, net of tax	–	–	–	–	–	(20,742)	(20,742)	–	(20,742)
Performance grants issued to employees	–	–	769	–	–	–	769	–	769
Share options expired	–	754	(754)	–	–	–	–	–	–
Share options forfeited	–	–	(658)	–	–	–	(658)	–	(658)
Shares issued	131	–	(131)	–	–	–	–	–	–
Share issue costs	(1)	–	–	–	–	–	(1)	–	(1)
Balance at 30 June 2020	1,041,080	(895,591)	1,460	91	1,134	(48,603)	99,571	(628)	98,943
Balance at 1 July 2018	1,040,950	(851,535)	2,052	91	1,134	(22,352)	170,340	394	170,734
Total comprehensive loss for the year	–	(33,421)	–	–	–	(5,708)	(39,129)	(305)	(39,434)
Loss for the year	–	(33,421)	–	–	–	–	(33,421)	(305)	(33,726)
Other comprehensive loss, net of tax	–	–	–	–	–	(5,708)	(5,708)	–	(5,708)
Dividends	–	(11)	–	–	–	–	(11)	–	(11)
Performance grants issued to employees	–	–	852	–	–	–	852	–	852
Share options expired	–	670	(670)	–	–	–	–	–	–
Balance at 30 June 2019	1,040,950	(884,297)	2,234	91	1,134	(28,060)	132,052	89	132,141

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 30 June 2020

	Note	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Cash flows from operating activities			
Receipts from customers		20,950	32,068
Payments to suppliers and employees		(26,000)	(37,345)
Cash generated from/(used in) operations	37	(5,050)	(5,277)
Interest received		250	403
Interest paid		(137)	(48)
Dividend paid		–	(33)
Tax paid		–	(457)
Net cash used in operating activities		(4,937)	(5,412)
Cash flows from investing activities			
Purchase of property, plant and equipment	17	(569)	(562)
Proceeds from the sale of property, plant and equipment		1,719	3,499
Investment in development assets	16	(5)	(5)
Investment in exploration assets	15	(1,266)	(3,350)
Khethekile acquisition – consideration paid	35	–	(521)
Khethekile acquisition - deferred consideration payment	23	(271)	(239)
Pan African Resources deferred consideration payment		(1,004)	–
Bio-diversity off-set agreement payment		(84)	–
Net proceeds from the sale of Mooiplaats Colliery	13	–	6,457
Decrease/(increase) in other financial assets	19	320	(649)
Increase in restricted cash		–	(16)
Net cash (used/in)/generated from investing activities		(1,160)	4,614
Cash flows from financing activities			
Borrowings repayments	24	(360)	(692)
Lease repayments		(994)	(378)
Net cash used by financing activities		(1,354)	(1,070)
Net decrease in cash and cash equivalents		(7,451)	(1,868)
Net foreign exchange differences		(896)	(252)
Cash and cash equivalents at beginning of the year		8,811	10,931
Cash and cash equivalents at the end of the year	22	464	8,811

The accompanying notes are an integral part of these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2020

1. General information

MC Mining Limited is a limited company incorporated in Australia. Its common shares are listed on the ASX, the AIM and the JSE in South Africa. The addresses of its registered office and principal places of business is Suite 8, 7 The Esplanade, Mt Pleasant, Perth, Western Australia 6000.

The principal activities of the Company and its subsidiaries (the Group or the Consolidated Entity) are the acquisition, exploration, development and operation of metallurgical and thermal coal projects in South Africa.

The Group's principal assets and projects include:

- The operating mine, Uitkomst Colliery
- The Makhado hard coking and thermal coal project that has been granted a Mining Right, an IWUL and an EA
- The Vele Colliery, a semi soft coking and thermal coal mine, currently under care and maintenance and has been granted the final IWUL relating to the new perennial stream diversion application
- Three exploration and development stage coking and thermal coal projects, namely Chapudi, Generaal and Mopane

Going concern

The Consolidated Entity has incurred a net loss after tax for the year ended 30 June 2020 of \$12,190 thousand (30 June 2019: loss of \$33,726 thousand). The prior period loss included a non-cash impairment of \$21,916 mainly related to the impairment of Australian dollar payments made by the Group in 2007 for the acquisition of new order prospecting rights, which have been incorporated into the Makhado New Order Mining Right. During the twelve month period ended 30 June 2020, net cash outflows from operating activities were \$4,937 thousand (30 June 2019 net outflow: \$5,412 thousand). As at 30 June 2020, the Consolidated Entity had a net current liability position of \$17,298 thousand (30 June 2019: net current liability position of \$11,089 thousand).

The current liability position as at 30 June 2020 is primarily a result of borrowings of \$12,587 thousand payable to the IDC in November 2020.

The Directors have prepared a cash flow forecast for the twelve month period ended 30 September 2021, taking into account available facilities, additional funding that is expected to be raised, capital expenditure that is expected to be incurred and expected cash flows to be generated by Uitkomst, which indicates that the Consolidated Entity will have sufficient cash to fund their operations for at least the twelve month period from the date of signing this report.

These cash flow forecasts referred to above include the following assumptions:

- Meeting commitments to creditors arising from continuing operations
- A negotiated deferred settlement over time of tranche 1 of the IDC loan (capital amount of \$6,923 thousand) to when Makhado Phase 1 is at steady state production as opposed to being payable in November 2020 (refer note 24). The settlement could also potentially be in equity
- The settlement of the \$2,308 thousand of tranche 2 of the IDC loan payable in November 2020
- A drawdown of the new IDC term facility of \$14,134 thousand (ZAR245,000 thousand)
- In addition to the \$14,134 thousand (ZAR245,000 thousand) referred to above, further funding of approximately \$19,326 thousand (ZAR335,000 thousand) is required (Additional Funding)

The Company is exploring and progressing a number of alternatives to raise the Additional Funding including, but not limited to:

- The issue of new equity for cash in the Company to potential new shareholders
- The issue of new equity for cash in the corporate entities holding the Makhado Project
- The sale of minority stakes in the corporate entities holding the Makhado Project
- Further debt funding
- Contractor funding such as build, own, operate, transfer (BOOT) arrangements

The conclusion of the debt and equity raise is by its nature an involved process and is subject to successful negotiations with the external funders and shareholders. An equity raise may be subject to a due diligence process.

Subject to raising the Additional Funding, the development of Phase 1 of the Makhado Project will subsequently commence within the twelve months following the signing of these annual financial statements. In addition, the Consolidated Entity's ability to continue as a going concern for the twelve months following the signing of these annual financial statements is dependent on the raising of the above-mentioned Additional Funding. The Consolidated Entity's ability to continue as a going concern beyond the twelve months following the signing of these annual financial statements is dependent on the successful development of Phase 1 of the Makhado Project and its subsequent ramp-up to planned levels of production.

These conditions give rise to a material uncertainty that may cast significant doubt on the Consolidated Entity's ability to continue as a going concern, and therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

These consolidated annual financial statements do not give effect to adjustments that would be necessary to the carrying value and classification of assets and liabilities, should the Consolidated Entity be unable to continue as a going concern. Such adjustments could be material.

The Group has a history of successful capital raisings to meet the Consolidated Entity's funding requirements. The Directors believe that at the date of signing the annual financial statements there are reasonable grounds to believe that they will be successful in achieving the matters set out above and that the Consolidated Entity will have sufficient funds to meet their obligations as and when they fall due, and are of the opinion that the use of the going concern basis remains appropriate.

Basis of presentation

1.1. Statement of compliance

These consolidated financial statements are general purpose financial statements which have been prepared in accordance with the Corporations Act 2001, Accounting Standards and Interpretations, and comply with other requirements of the law. The financial statements comprise the consolidated financial statements of the Group. For the purposes of preparing the consolidated financial statements, the Company is a for-profit entity. Accounting Standards include Australian Accounting Standards. Compliance with Australian Accounting Standards ensures that the consolidated financial statements and notes of the Company and the Group comply with IFRS as issued by the International Accounting Standards Board.

The consolidated financial statements were authorised for issue by the Directors on 30 September 2020.

1.2. Basis of preparation

The consolidated financial statements have been prepared on the basis of historical cost, except for other financial assets and financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies below. Historical cost is generally based on the fair values of the consideration given in exchange for assets.

All amounts are presented in United States dollars and rounded to nearest thousand unless otherwise noted.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of AASB 2, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in AASB 102 or fair value less costs to sell in AASB 136.

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 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
- Level 3 inputs are unobservable inputs for the asset or liability

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

for the year ended 30 June 2020

2. Accounting policies

2.1. Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved when the Company:

- Has power over the investee
- Is exposed, or has rights, to variable returns from its involvement with the investee
- Has the ability to use its power to affect its returns

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- The size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders
- Potential voting rights held by the Company, other vote holders or other parties
- Rights arising from other contractual arrangements
- Any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

A list of controlled entities is contained in note 40 to the consolidated financial statements.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All inter-group transactions, balances, income and expenses are eliminated in full on consolidation.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between

- (i) The aggregate of the fair value of the consideration received and the fair value of any retained interest and
- (ii) The previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests.

2.2. Business combinations

Business combinations occur where an acquirer obtains control over one or more businesses and results in the consolidation of its assets and liabilities.

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value which is calculated as the sum of the acquisition-date fair values of assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity instruments issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- Deferred tax assets or liabilities are recognised and measured in accordance with AASB 112 *Income Taxes*
- Assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with AASB 119 *Employee Benefits*

- Liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with AASB 2 *Share-based Payment* at the acquisition date
- Assets (or disposal groups) that are classified as held for sale in accordance with AASB 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that Standard

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that represent ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. Non-controlling interests are measured at fair value or, when applicable, on the basis specified in another Standard.

Where the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as a financial asset or liability is remeasured at subsequent reporting dates in accordance with AASB 9 *Financial Instruments*, or AASB 137 *Provisions, Contingent Liabilities and Contingent Assets*, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

Where a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group attains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

2.3. Functional and presentation currency

The individual financial statements of each group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each group entity are expressed in United States dollars (\$), which is the presentation currency for the consolidated financial statements.

Transactions in foreign currencies are initially recorded in the functional currency at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated to the spot rate of exchange ruling at the reporting date. All differences are taken to the consolidated statement of profit or loss and other comprehensive income.

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates at the date of the initial transaction.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings
- Exchange differences on transactions entered into in order to hedge certain foreign currency risks
- Exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal of the net investment in the foreign operation

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

for the year ended 30 June 2020

2. Accounting policies continued

2.3. Functional and presentation currency continued

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into United States dollars using the spot rate of exchange ruling at the reporting date. Income and expense items are translated at the average exchange rates for the period unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, loss of joint control over a jointly controlled entity that includes a foreign operation, or loss of significant influence over an associate that includes a foreign operation), all of the accumulated exchange differences in respect of that operation attributable to the Group are reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets and liabilities arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange ruling at the reporting date. Exchange differences arising are recognised in equity.

2.4. Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the non-current asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the criteria above are met and the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as assets held for sale and liabilities associated with assets held for sale in the consolidated statement of financial position. The income and expenses from these operations are not included in the various line items in the consolidated statement of profit or loss and other comprehensive income but the net results from these operations classified as held for sale are disclosed as a separate line within the statement of profit or loss.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

2.5. Exploration and evaluation expenditure

(i) Pre-licence costs

Pre-licence costs relate to costs incurred before the Group has obtained legal rights to explore in a specific area. Such costs may include the acquisition of exploration data and the associated costs of analysing that data. These costs are expensed in the period in which they are incurred.

(ii) Exploration and evaluation expenditure

Exploration and evaluation activity involves the search for mineral resources, the determination of technical feasibility and the assessment of commercial viability of an identified resource.

Exploration and evaluation activity includes:

- Researching and analysing historical exploration data
- Gathering exploration data through geophysical studies
- Exploratory drilling and sampling
- Determining and examining the volume and grade of the resource
- Surveying transportation and infrastructure requirements
- Conducting market and finance studies

Licence costs paid in connection with a right to explore in an existing exploration area are capitalised and amortised over the term of the permit.

Once the legal right to explore has been acquired, exploration and evaluation expenditure is charged to profit or loss as incurred, unless the Group conclude that a future economic benefit is more likely than not to be realised.

Capitalised expenditure includes costs directly related to exploration and evaluation activities in the relevant area of interest, including materials and fuel used, surveying costs, drilling costs and payments made to contractors. General and administrative costs are allocated to an exploration or evaluation area of interest and capitalised as an asset only to the extent that those costs can be related directly to operational activities in the relevant area of interest.

Exploration and evaluation assets acquired in a business combination are initially recognised at fair value, including resources and exploration potential that are valued beyond proven and probable reserves. Similarly, the costs associated with acquiring an exploration and evaluation asset (that does not represent a business) are also capitalised. They are subsequently measured at cost less accumulated impairment.

All capitalised exploration and evaluation expenditure is written off where the above conditions are no longer satisfied and assessed for impairment if facts and circumstances indicate that an impairment may exist. See note 2.12.

Exploration and evaluation expenditure that has been capitalised is reclassified to development assets when the technical feasibility and commercial viability of extracting a mineral resource are demonstrable. Prior to such reclassification, exploration and evaluation expenditure capitalised is tested for impairment.

2.6. Development assets

Development expenditure incurred by or on behalf of the Group is accumulated separately for each area of interest in which economically recoverable resources have been identified. Such expenditure comprises costs directly attributable to the construction of a mine and the related infrastructure.

No depreciation is recognised in respect of development assets.

Development assets are assessed for impairment if facts and circumstances indicate that an impairment may exist. See note 2.12.

A development asset is reclassified as a 'mining property' at the end of the commissioning phase when the mine is capable of operating in the manner intended by management. Immediately prior to such reclassification, development assets are tested for impairment.

2.7. Property, plant and equipment – mining property

Mining property includes expenditure that has been incurred through the exploration and development phases, and, in addition, further development expenditure that is incurred in respect of a mining property after the commencement of production, provided that, in all instances, it is probable that additional future economic benefits associated with the expenditure will flow to the Group. Otherwise, such expenditure is classified as cost of sales.

Mining property includes plant and equipment associated with the mining property.

When a mine construction project moves into the production phase, the capitalisation of certain mine construction costs ceases, and costs are either regarded as part of the cost of inventory or expensed, except for costs which qualify for capitalisation relating to mining asset additions, improvements or new developments, underground mine development or mineable reserve development.

Depreciation on plant and equipment included within mining property is computed on a straight-line basis over five years.

Depreciation on other components of mining property is charged using the units-of-production method, with separate calculations being made for each area of interest. The units-of-production basis results in a depreciation charge proportional to the depletion of proved and probable reserves.

Mining property is assessed for impairment if facts and circumstances indicate that an impairment may exist. See note 2.12.

2.8. Deferred stripping costs

Stripping costs comprise the removal of overburden and other waste products from a mine. Stripping costs incurred in the development of a mine before production commences are capitalised as part of the cost of constructing the mine (initially within development assets) and are subsequently depreciated over the life of the operation.

Stripping costs incurred during the production stage of a mine are deferred when all of the following criteria are met: (a) it is probable that future economic benefits will flow to the entity; (b) the entity can identify the component of the ore body to which the access has been improved; and (c) the cost incurred can be measured reliably. The amount deferred is based on the waste-to-ore ratio ('stripping ratio'), which is calculated by dividing the tonnage of waste mined by the quantity of ore mined. Stripping costs incurred in a period are deferred to the extent that the current period ratio exceeds the expected life-of-mine-ratio. Deferred stripping costs are amortised on a systematic basis over the expected useful life of the identified component of the ore body that becomes more accessible as a result of the stripping activity, or over the expected remaining life of the ore body if the stripping activity provides improved access to the whole of the remaining ore body. The units-of-production method is applied for amortisation of deferred stripping costs.

Where a mine operates more than one open pit that is regarded as a separate operation for the purpose of mine planning, stripping costs are accounted for separately by reference to the ore from each separate pit. If, however, the pits are highly integrated for the purpose of the mine planning, the second and subsequent pits are regarded as extensions of the first pit in accounting for stripping costs. In such cases, the initial stripping (i.e. overburden and other waste removal) of the second and subsequent pits is considered to be production phase stripping relating to the combined operation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

for the year ended 30 June 2020

2. Accounting policies continued

2.8. Deferred stripping costs continued

Deferred stripping costs are included in the cost base of assets when determining a cash generating unit (CGU) for impairment assessment purposes.

2.9. Property, plant and equipment – Mining Rights

Mining Rights are classified as property, plant and equipment on commencement of commercial production.

Depreciation is charged using the units of production method. The units of production basis results in a depreciation charge proportional to the depletion of proved and probable reserves.

Mining Rights are assessed for impairment if facts and circumstances indicate that an impairment may exist.

2.10. Property, plant and equipment (excluding development assets, mining property and Mining Rights)

Freehold land is stated at cost and is not depreciated.

Items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Where items of property, plant and equipment contain components that have different useful lives to the main item of plant and equipment, these are capitalised separately to the plant and equipment to which the component can be logically assigned.

The initial cost of an asset comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into operation, the initial estimate of the rehabilitation obligation, and, for qualifying assets (where relevant), borrowing costs. The purchase price or construction cost is the aggregate amount paid and the fair value of any other consideration given to acquire the asset. The capitalised value of a finance lease is also included in property, plant and equipment.

Depreciation is recognised so as to write off the cost of assets (other than freehold land) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and the useful lives.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

The annual depreciation rates applicable to each category of property, plant and equipment are as follows:

Furniture, fittings and office equipment	13% – 50%
Buildings	20%
Plant and equipment	20%
Motor vehicles	20% – 33%
Leasehold improvements	25%
Computer equipment	33%
Leased assets	Lease period

2.11. Intangible assets, excluding goodwill

An intangible asset is recognised at cost if it is probable that future economic benefits will flow to the Group and the cost can be reliably measured. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Intangible assets are amortised on a straight-line basis over their estimated useful lives. The amortisation method used and the estimated remaining useful lives are reviewed at least annually.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of profit or loss and other comprehensive income when the asset is derecognised.

Intangible assets are assessed for impairment if facts and circumstances indicate that an impairment may exist. See note 2.12.

2.12. Impairment of tangible and intangible assets other than goodwill

The carrying amounts of the Group's tangible and intangible assets are reviewed at each reporting date 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).

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value-in-use. In assessing fair value less costs to sell, the estimated future cash flows were discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted due to a market price not being available.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

2.13. Leasing

As explained in note 2.26. below, the group has changed its accounting policy for leases where the group is the lessee. The new policy and the impact of the change is described in note 2.26.

Until 30 June 2019, leases of property, plant and equipment where the group, as lessee, had substantially all the risks and rewards of ownership were classified as finance leases. Finance leases were 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, were included in other short-term and long-term payables. Each lease payment was allocated between the liability and finance cost. The finance cost was 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 was 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 Group will obtain ownership at the end of the lease term.

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

2.14. Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories include expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition.

Cost is determined by using the weighted-average method and comprises direct purchase costs and an appropriate portion of fixed and variable overhead costs, including depreciation and amortisation, incurred in converting materials into finished goods, based on the normal production capacity.

Any provision for obsolescence is determined by reference to specific items of stock. A regular review is undertaken to determine the extent of any provision for obsolescence.

Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

2.15. Trade receivables

Trade receivables are classified as financial assets at amortised cost. They have been classified in this manner because their contractual terms give rise, on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding, and the group's business model is to collect the contractual cash flows on trade receivables. Trade receivables are recognised when the Group becomes a party to the contractual provisions of the receivables. They are initially measured at fair value and subsequently measured at amortised cost.

The Group recognises a loss allowance for expected credit losses (ECLs) on trade receivables. The amount of ECLs is updated at each reporting date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

for the year ended 30 June 2020

2. Accounting policies continued

2.15. Trade receivables continued

The Group makes use of a simplified approach as a practical expedient to the determination of ECLs on trade receivables. The Group applies the AASB 9 simplified approach to measure ECLs, which uses a lifetime ECL allowance, for trade receivables. Trade receivables that are more than 30 days past due are assessed to have an increase in credit risk. The simplified approach is based on historic credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current and forecast direction of conditions at the reporting date, including the time value of money, where appropriate.

An impairment gain or loss is recognised in profit or loss with a corresponding adjustment to the carrying amount of trade receivables through use of a loss allowance account. Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, among others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 90 days past due date. Impairment losses are included in operating expenses in profit or loss.

2.16. Cash and cash equivalents

Cash and cash equivalents comprise cash balances and short-term deposits. Cash and cash equivalents are accounted for at amortised cost.

Restricted cash comprises cash balances which are encumbered and the Group does therefore not have unrestricted access to these funds.

2.17. Financial instruments

Financial instruments held by the Group are classified in accordance with the provisions of AASB 9 *Financial Instruments*. For details on reclassifications and re-measurements in terms of AASB 9 compared to AASB 139, please refer to note 2.26.

Broadly, the classification possibilities, which are adopted by the Group, as applicable, are as follows:

Financial assets

- Amortised cost
- Fair value through profit or loss

Financial liabilities

- Amortised cost

When a financial liability is contingent consideration in a business combination, the Group classifies it as a financial liability at fair value through profit or loss.

Financial assets at amortised cost

The following financial assets are classified as financial assets at amortised cost:

- Trade and other receivables
- Cash and cash equivalents
- Loan receivable
- Other financial assets

Classification

Assets are classified in this category because the contractual terms give rise, on specific dates, to cash flows that are solely payments of principal and interest on the principal outstanding, and it is the Group's business model to collect the contractual cash flows on these assets.

Measurement

Financial assets at amortised cost are recognised when the Group becomes a party to the contractual provisions of the asset. These financial assets are recognised initially at the amount of consideration that is unconditional, unless they contain significant financing components, when they are recognised at fair value. These financial assets are subsequently measured at amortised cost. The amortised cost is the amount recognised on the receivable, minus principal repayments, plus cumulative amortisation (interest) using the effective interest rate method, of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

Interest income is calculated using the effective interest rate method and is included in profit or loss in interest income.

The application of the effective interest method to calculate interest income on a receivable is dependent on the credit risk of the receivable as follows:

- The effective interest rate is applied to the gross carrying amount of the financial asset, provided it is not credit impaired. The gross carrying amount is the amortised cost before adjusting for a loss allowance
- If a financial asset was not purchased or originally credit-impaired, but it has subsequently become credit-impaired, then the effective interest rate is applied to the amortised cost of the financial asset in the determination of interest. If, in subsequent periods, the financial asset is no longer credit impaired, then the interest calculation reverts to applying the effective interest rate to the gross carrying amount

When a financial asset is denominated in a foreign currency, the carrying amount of the financial asset is determined in the foreign currency. The carrying amount is then translated to using the spot rate at the end of each reporting period. Any resulting foreign exchange gains or losses are recognised in profit or loss in other operating gains/(losses).

Impairment

The Group assesses on a forward-looking basis the ECLs associated with its financial assets carried at amortised cost. ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (ie the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group and Company expects to receive).

ECL allowances are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from possible default events within the 12 months after the reporting date
- Lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument

The Group considers a financial asset to be in default when contractual payment term has lapsed. However, in certain cases, the Group and Company may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

Financial assets at fair value through profit or loss

Classification

The following financial assets are classified at fair value through profit or loss:

- Other financial assets

Investments held by the Group as equity securities in investment funds are classified as fair value through profit or loss. Assets are classified in this category because the Group does not hold these investments solely to collect payments of principal and interest on the principal outstanding, and the Group manages these investments based on their fair value.

Measurement

Financial assets at fair value through profit or loss are recognised when the Group becomes a party to the contractual provisions of the investment. These financial assets are recognised initially at fair value. These financial assets are subsequently re-measured at fair value with all gains or losses recognised directly in profit or loss.

Financial liabilities at amortised cost

Classification

The following financial liabilities are classified as financial liabilities at amortised cost:

- Borrowings
- Finance lease liabilities
- Trade and other payables

Measurement

Liabilities at amortised cost are recognised when the Group becomes a party to the contractual provisions of the liability. The liabilities are initially measured, at initial recognition, at fair value plus transaction costs, if any. They are subsequently measured at amortised cost.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating an interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

for the year ended 30 June 2020

2. Accounting policies continued

2.17. Financial instruments continued

Interest expense, calculated on the effective interest method, is included in profit or loss in finance costs.

When financial liabilities are denominated in a foreign currency, the carrying amount of the payables are determined in the foreign currency. The carrying amount is then translated to using the spot rate at the end of each reporting period. Any resulting foreign exchange gains or losses are recognised in profit or loss in the other operating gains/(losses).

Modification of financial liabilities

A substantial modification of the terms of an existing debt instrument or part of it is accounted for as an extinguishment of the original debt instrument and the recognition of a new debt instrument.

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Financial liabilities are derecognised when the obligations specified in the contracts are discharged, cancelled or expire. On derecognition of a financial asset/liability, any difference between the carrying amount extinguished and the consideration paid is recognised in profit or loss.

2.18. Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.19. Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that the Group will be required to settle the obligation, and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material). The increase in provisions due to the passage of time is included in the finance cost line item in the consolidated statement of profit or loss and other comprehensive income.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

The entity recognises a provision for financial guarantees when it is probable that an outflow of resources embodying economic benefits and will be required to settle the obligation and a reliable estimate of the obligation can be made.

Determining whether an outflow of resources is probable in relation to financial guarantees requires judgement. Indications that an outflow of resources may be probable are:

- Financial difficulty of the debtor
- Defaults or delinquencies in interest and capital repayment of the debtor
- Breaches of the terms of the debt instrument that result in it being payable earlier than the agreed term and the ability of the debtor to settle its obligation on the amended terms
- A decline in prevailing economic circumstances (e.g. high interest rates, inflation and unemployment) that impact on the ability of entities to repay their obligations

Rehabilitation provision

A provision for rehabilitation is recognised when there is a present obligation as a result of exploration, development or production activities undertaken, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the provision can be measured reliably.

The nature of these restoration activities includes: dismantling and removing structures; rehabilitating mines and tailings dams; dismantling operating facilities; closing plant and waste sites; and restoring, reclaiming and revegetating affected areas.

The provision for future rehabilitation costs is the best estimate of the present value of the expenditure required to settle the rehabilitation obligation at the reporting date, based on current legal and other requirements and technology. Future rehabilitation costs are reviewed annually and any changes in the estimate are reflected in the present value of the rehabilitation provision at each reporting date.

The initial estimate of the rehabilitation provision relating to exploration, development and production facilities is capitalised into the cost of the related asset and depreciated or amortised on the same basis as the related asset. Changes in the estimate of the provision are treated in the same manner, except that the unwinding of the effect of discounting on the provision is recognised as a finance cost rather than being capitalised into the cost of the related asset.

2.20. Share-based payments transactions of the Group

Equity-settled

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 33.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on the straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

Accounting for BEE transactions

Where equity instruments are issued to a BEE party at less than fair value, these are accounted for as share-based payments. Any difference between the fair value of the equity instrument issued and the consideration received is accounted for as an expense in the consolidated statement of profit or loss and other comprehensive income.

A restriction on the BEE party to transfer the equity instrument subsequent to its vesting is not treated as a vesting condition but is factored into the fair value determination of the instrument.

2.21. Taxation, including sales tax

The income tax expense or income for the period represents the sum of the tax currently payable or recoverable and deferred tax.

Current taxation

The tax currently payable or recoverable is based on taxable profit or loss for the year. Taxable profit or loss differs from profit or loss as reported in the consolidated statement of profit or loss and other comprehensive loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted at the reporting date in countries where the Group operates and generates taxable income.

Deferred taxation

Deferred taxation is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit or loss. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if a taxable temporary difference arises from the initial recognition of goodwill or any temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax balances are calculated using the tax rates that are expected to apply to the reporting period or periods when the temporary difference reverse, based on tax rates and tax laws enacted or substantively enacted at the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

for the year ended 30 June 2020

2. Accounting policies continued

2.21. Taxation, including sales tax continued

Deferred taxation continued

Deferred tax liabilities are recognised for temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Sales tax

Revenues, expenses and assets are recognised net of the amount of the applicable sales tax, except:

- Where the amount of sales tax incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense
- For receivables and payables which are recognised inclusive of sales tax

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables.

Cash flows are included in the cash flow statement on a gross basis. The sales tax component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified within operating cash flows.

2.22. Revenue recognition

Revenue is recognised at fair value of the consideration received net of the amount of applicable sales tax.

Sale of coal – AASB 15: *Revenue from contracts with customers*

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when it transfers control over coal sold to a customer, which is generally indicated as follows:

- The entity has a present right to payment for the coal sold
- The customer has legal title to the coal sold
- The entity has transferred physical possession of the coal sold
- The customer has the significant risks and rewards of ownership of the coal sold
- The customer has accepted the coal sold

Transport of coal (where applicable) is also recognised as revenue at this point. No discounts are provided for coal sales.

Interest income

Interest income is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate. Interest income is recognised in investment income on the consolidated statement of profit or loss and other comprehensive income.

2.23. 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.

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

2.24. Employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave when it is probable that settlement will be required and they are capable of being measured reliably.

2.25. Segment information

Reportable 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 Company's executive committee.

Management has determined the reportable segments of the Group based on the reports reviewed by the Company's executive committee that are used to make strategic decisions. The Group has three reportable segments: exploration, development and mining (see note 4).

2.26. Adoption of new and revised Accounting Standards and Interpretations

In the current year, the Group has adopted all of the new and revised standards and interpretation issued by the Australian Accounting Standards Board (AASB) that are relevant to its operations and effective for the current annual reported period. New and revised standards, amendments thereof, and interpretations effective for the current reporting period that are relevant to the Group include:

- AASB 16 *Leases* which resulted in almost all leases being recognised on the Statement of Financial Position, as the distinction between operating and finance leases was removed for lessees

AASB 16 – Leases

The group has adopted AASB 16 *Leases* retrospectively from 1 July 2019 but has not restated comparatives for the 2019 reporting period, as permitted under the specific transition provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening balance sheet on 1 July 2019. On adoption of AASB 16, the group recognised lease liabilities in relation to leases, which had previously been classified as 'operating leases' under the principles of AASB 117 *Leases*. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 July 2019. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 July 2019 was 12%.

For leases previously classified as finance leases, the entity recognised the carrying amount of the lease asset and lease liability immediately before transition as the carrying amount of the right of use asset and the lease liability at the date of initial application. The measurement principles of AASB 16 are only applied after that date. The application of these amendments does not have any material impact on the disclosures or the amounts recognised in the Group's condensed consolidated half-year report.

(i) Practical expedients applied

In applying AASB 16 for the first time, the Group has used the following practical expedients permitted by the standard:

- Applying a single discount rate to a portfolio of leases with reasonably similar characteristics
- Relying on previous assessments on whether leases are onerous as an alternative to performing an impairment review – there were no onerous contracts as at 1 July 2019
- Accounting for operating leases with a remaining lease term of less than 12 months as at 1 July 2019 as short-term leases
- The low value lease exemption – the Group has elected to take the low value exemption with a value of \$5 thousand for the individual leased asset value

The Group has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date, the group relied on its assessment made applying AASB 117 and Interpretation 4 Determining whether an Arrangement contains a Lease.

(ii) Adjustments recognised in the Statement of Financial Position on 1 July 2019

The change in accounting policy affected the following items in the Statement of Financial Position on 1 July 2019:

- Property, plant and equipment – decrease by \$1,042 thousand
- Right-of-use assets – increase by \$2,935 thousand
- Lease liabilities – increase by \$1,893 thousand

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

for the year ended 30 June 2020

2. Accounting policies continued

2.26. Adoption of new and revised Accounting Standards and Interpretations continued

AASB 16 – Leases continued

(ii) Adjustments recognised in the Statement of Financial Position on 1 July 2019 continued

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2020 reporting periods and have not been early adopted by the Group. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

3. Critical accounting estimates and key judgements

Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. The primary areas in which estimates and judgements are applied are discussed below.

3.1 Asset carrying values and impairment charges

The Group assesses impairment at the end of each reporting period by evaluating conditions and events specific to the Group that may be indicative of impairment triggers. Recoverable amounts of relevant assets are reassessed using fair value less cost to sell calculations, which incorporate various key assumptions. Key assumptions include future coal prices, future operating costs, discount rates, foreign exchange rates and coal reserves.

Exploration and evaluation assets

Determining the recoverability of exploration and evaluation expenditure capitalised requires estimates and assumptions as to future events and circumstances, in particular whether successful development and commercial exploitation or alternatively sale of the respective areas of interest, will be achieved. The Group applies the principles of AASB 6 and recognises exploration and evaluation assets when the rights of tenure of the area of interest are current, and the exploration and evaluation expenditures incurred are expected to be recouped through successful development and exploitation of the area. If, after having capitalised the expenditure under the Group's accounting policy, a judgment is made that recovery of the carrying amount is unlikely, an impairment loss is recorded in profit or loss.

Development expenditure

Development activities commence after the commercial viability and technical feasibility of the project is established. Judgment is applied by management in determining when a project is commercially viable and technically feasible. Any judgments may change as new information becomes available. If, after having commenced the development activity, a judgment is made that a development asset is impaired, the appropriate amount will be written off to the consolidated statement of comprehensive income.

The Company considers the following items as pre-requisites prior to concluding on commercial viability:

- All requisite regulatory approvals from government departments in South Africa have been received and are not subject to realistic legal challenges
- The Company has the necessary funding to engage in the construction and development of the project as well as general working capital until the project is cash generative
- A JORC compliant resource proving the quantity and quality of the project as well as a detailed mine plan reflecting that the colliery can be developed and will deliver the required return hurdle rates
- The Company has secured off-take and/or logistics agreements for a significant portion of the product produced by the mine and the pricing has been agreed
- The Company has the appropriate skills and resources to develop and operate the project

Impairment assessment

Long-term mining assets forming part of board-approved projects are valued based on estimates of future discounted cash flows (DCF) of the latest board-approved business forecasts regarding production volumes, costs of production, capital expenditure, coal prices and market forecasts for foreign exchange rates. The discount rate is a risk adjusted discount rate, taking into account specific risks relating to the Cash Generating Unit (CGU) where cash flows have not been adjusted for the risk. This methodology is typically applied to CGUs classified as development assets (e.g. Vele Colliery) and as property, plant and equipment (e.g. Uitkomst Colliery).

Coal resources outside approved mine plans are valued based on an *in situ* resource multiple based value. Comparable market transactions are used as a source of evidence. This methodology is typically applied to CGUs classified as exploration and evaluation assets (e.g. Greater Soutpansberg Project, Makhado Project, Uitkomst North adit). For exploration and evaluation projects that are at an advanced stage of evaluation and conditionally approved by the Board (e.g. Makhado Project), DCFs are also used and validated by *in situ* resource multiple based values.

The key financial assumptions used in the current year's impairment calculations are:

Hard coking coal price (real US\$ per tonne)	\$130 ¹
Thermal coal price (real US\$ per tonne)	\$65 ²
Rand/US dollar exchange rate	15.50 ³
Real discount rates	8% – 11% ⁴
<i>In situ</i> resource multiple valuation range (SA rand per tonne)	ZAR1 – ZAR5 ⁵

¹ Estimated with reference to the short-term future quotes for hard coking coal free-on-board Australia. Management's models considered an HCC price range of between \$124 per tonne and \$140 per tonne, with a base case of \$130 per tonne

² Estimated with reference to the forward curve for API4 thermal coal free-on-board Richards Bay. Management's models considered a real long-term thermal coal price range of between \$60 per tonne and \$70 per tonne, with a base case of \$65 per tonne

³ Estimated with reference to the prevailing exchange rates and consensus outlooks. Management's models considered a rand vs US dollar exchange rate range of between R15.00 and R16.50 with a base case of R15.50

⁴ Post-tax real discount rates that reflect management's assessments of market conditions and risks specific to the various projects. Management's models considered between 8% and 10% for established and producing projects and between 9% and 12% for developing and future projects, with a base case of 8.5% for established and producing projects and between 9% and 11% for developing and future projects

⁵ Based on historic thermal and premium coal transactions in South Africa a weighted range of between R1 and R5 per mineable tonne *in situ* was determined reasonable for the Group's impairment assessment purposes. The carrying values of the Group's exploration and evaluation projects were comfortably supported within this range after adjusting for project risk factors

Sensitivity analysis for DCF calculations

Sensitivity	Change	Effect on estimated recoverable amount US\$ million		
		Uitkomst Colliery	Vele Colliery	Makhado Project
Long-term HCC prices	+10%	N/A	8	30
	-5%	N/A	(8)	(31) ¹
Long-term thermal prices	+7.5%	4	8	15
	-7.5%	(4)	(8)	(15) ²
Long-term exchange rate	+6%	3.0	14	39
	-3%	(1.5)	(7)	(20) ³
Discount rate	+1%	(1.3)	(4)	(11) ⁴
	-1%	1.5	5	12

¹ Keeping all other inputs constant, this sensitivity scenario would not result in an impairment at either the Vele Colliery or the Makhado Project

² Keeping all other inputs constant, this sensitivity scenario would result in an impairment charge of \$3.5 million for the Uitkomst Colliery with no impairment charges for the Vele Colliery or the Makhado Project

³ Keeping all other inputs constant, this sensitivity scenario would result in an impairment charge of \$1.0 million for the Uitkomst Colliery, with no impairment charges for the Vele Colliery or the Makhado Project

⁴ Keeping all other inputs constant, this sensitivity scenario would result in an impairment charge of \$1.0 million for the Uitkomst Colliery, with no impairment charges for the Vele Colliery or the Makhado Project

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

for the year ended 30 June 2020

3. Critical accounting estimates and key judgements continued

3.1 Asset carrying values and impairment charges continued

Impairment assessment continued

The key financial assumptions used in the prior year's impairment calculations were:

Hard coking coal price (real US\$ per tonne)	\$138 ¹
Thermal coal price (real US\$ per tonne)	\$74 ²
Rand/US dollar exchange rate	14.50 ³
Real discount rates	8% – 11% ⁴
<i>In situ</i> resource multiple valuation range (SA rand per tonne)	ZAR1 – ZAR5 ⁵

¹ Estimated with reference to the short-term future quotes for hard coking coal free-on-board Australia. Management's models considered an HCC price range of between \$124 per tonne and \$160 per tonne, with a base case of \$138 per tonne

² Estimated with reference to the forward curve for API4 thermal coal free-on-board Richards Bay. Management's models considered a Thermal coal price range of between \$66 per tonne and \$81 per tonne, with a base case of \$74 per tonne

³ Estimated with reference to the prevailing exchange rates. Management's models considered a rand vs US dollar exchange rate range of between R13.80 and R15.24 with a base case of R14.50

⁴ Post-tax discount rates that reflect management's assessments of market conditions and risks specific to the various projects. Management's models considered between 8% and 10% for established and producing projects and between 9% and 12% for developing and future projects, with a base case of 8% for established and producing projects and between 9% and 11% for developing and future projects

⁵ Based on recent thermal and premium coal transactions in South Africa a weighted range of between R1 and R5 per mineable tonne *in situ* was determined reasonable for the Group's impairment assessment purposes. The carrying values of the Group's exploration and evaluation projects were comfortably supported within this range after adjusting for project risk factors

Sensitivity analysis for DCF calculations (prior year)

Sensitivity	Change	Effect on estimated recoverable amount US\$ million		
		Uitkomst Colliery	Vele Colliery	Makhado Project
Long-term HCC and thermal coal prices	+10%	10	24	47
	-10%	(10)	(19)	(34) ¹
Long-term exchange rate	+5%	3	14	38
	-5%	(3)	(12)	(34) ²
Discount rate	+1%	(2)	(7)	(7) ³
	-1%	2	8	8

¹ Keeping all other inputs constant, this sensitivity scenario would result in an impairment charge for Uitkomst Colliery of \$5.5 million, no further impairment at Vele Colliery and an additional impairment charge for the Makhado Project of \$34 million (i.e. remaining carrying value)

² Keeping all other inputs constant, this sensitivity scenario would not result in any impairment charge for Uitkomst Colliery, no further impairment charge for Vele Colliery and an additional impairment charge for the Makhado Project of \$34 million (i.e. remaining carrying value)

³ Keeping all other inputs constant, this sensitivity scenario would not result in any impairment charge for Uitkomst Colliery, no further impairment charge for Vele Colliery and an additional impairment charge for the Makhado Project of \$7 million

3.2 Coal reserves

Economically recoverable coal reserves relate to the estimated quantity of coal in an area of interest that can be expected to be profitably extracted, processed and sold.

The Group determines and reports coal reserves under the Australasian Code of Reporting of Mineral Resources and Ore Reserves (the JORC Code). This includes estimates and assumptions in relation to geological, technical and economic factors, including quantities, grades, production techniques, recovery rates, production costs, transport costs, exchange rates and expected coal demand and prices.

Because the economic assumptions used to estimate reserves change from period to period, and because additional geological data is generated during the course of operations and mining operations conducted, estimates of reserves may change from period to period. Changes in reported reserves may affect the Group's financial results and financial position in a number of ways, including the following:

- Asset carrying values may be affected due to changes in estimated future cash flows
- Depreciation and amortisation charges may change where such charges are determined by the units of production basis, or where the useful economic lives of assets change

3.3 Rehabilitation and restoration provisions

Certain estimates and assumptions are required to be made in determining the cost of rehabilitation and restoration of the areas disturbed during mining activities and the cost of dismantling of mining infrastructure. The amount the Group is expected to incur to settle its future obligations includes estimates regarding:

- The future expected costs of rehabilitation, restoration and dismantling
- The expected timing of the cash flows and the expected life-of-mine (which is based on coal reserves noted above)
- The application of relevant environmental legislation
- The appropriate rate at which to discount the liability

Changes in the estimates and assumptions used could have a material impact on the carrying value of the rehabilitation provision and related asset. The provision is reviewed at each reporting date and updated based on the best available estimates and assumptions at that time. The carrying amount of the rehabilitation provision is set out in note 25.

3.4 Non-current assets held for sale and discontinued operations

A non-current asset, or disposal group, is classified as held for sale if its carrying amount will be recovered principally through a sale transaction rather than continued use. In accordance with AASB 5 *Non-current Assets Held for Sale and Discontinued Operations*, assets which meet the definition of held for sale are valued at the lower of carrying value and fair value less costs to sell.

Judgement is required by management in determining whether an asset meets the AASB 5 criteria of held for sale, including whether the asset is being actively marketed, is available for sale in its current condition and whether a sale is highly probable within 12 months of classification as held for sale. When calculating fair value less costs to sell, estimates of future disposal proceeds are also required.

4. Segment information

The Group has three reportable segments: exploration, development and mining.

The exploration segment is involved in the search for resources suitable for commercial exploitation, and the determination of the technical feasibility and commercial viability of resources. As of 30 June 2020, projects within this reportable segment include four exploration stage coking and thermal coal complexes, namely Chapudi (which comprises the Chapudi Project, the Chapudi West Project and the Wildebeesthoek Project), Generaal (which comprises the Generaal Project and the Mount Stuart Project), Mopane (which comprises the Voorburg Project and the Jutland Project) and Makhado (comprising the Makhado Project and the Makhado Extension Project).

The development segment is engaged in establishing access to and commissioning facilities to extract, treat and transport production from the mineral reserve, and other preparations for commercial production. As of 30 June 2020, the only project included within this reportable segment is the Vele Colliery, in the early operational and development stage.

The mining segment is involved in day to day activities of obtaining a saleable product from the mineral reserve on a commercial scale and consists of Uitkomst Colliery and the Klipspruit Project.

The accounting policies of the reportable segments are the same as those described in note 2, Accounting policies.

The Group evaluates performance on the basis of segment profitability, which represents net operating (loss)/profit earned by each reportable segment.

Each reportable segment is managed separately because, amongst other things, each reportable segment has substantially different risks.

The Group accounts for intersegment sales and transfers as if the sales or transfers were to third parties, i.e. at current market prices.

The Group's reportable segments focus on the stage of project development and the product offerings of coal mines in production.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

for the year ended 30 June 2020

4. Segment information continued

In order to reconcile the segment results with the consolidated statement of profit or loss and other comprehensive income, the discontinuing operations should be deducted from the segment total and the corporate results (as per the reconciliation later in the note should be included).

For the year ended 30 June 2020

	Exploration	Development	Mining	Total
Revenue	–	–	17,155	17,155
Cost of sales	–	–	(18,269)	(18,269)
Gross profit	–	–	(1,114)	(1,114)
Other income	77	25	35	137
Other operating (losses)/gains	(75)	(109)	–	(184)
Administrative expenses	(919)	(695)	(103)	(1,717)
Impairment (expense)/reversal	(1,804)	547	–	(1,257)
Operating (loss)/profit	(2,721)	(232)	(1,182)	(4,135)
Interest income	16	–	7	23
Finance costs	(2,209)	(342)	(607)	(3,158)
(Loss)/profit before tax	(4,914)	(574)	(1,782)	(7,270)
Income tax charge	–	–	661	661
Segment net (loss)/profit after tax	(4,914)	(574)	(1,121)	(6,609)
Segment assets	83,423	21,811	23,852	129,086
Items included in the Group's measure of segment assets				
– Addition to non-current assets	1,266	5	503	1,774
Segment liabilities	(19,023)	(4,231)	(11,818)	(35,072)

For the year ended 30 June 2019

	Exploration	Development	Mining	Total
Revenue	–	–	26,403	26,403
Cost of sales	–	–	(25,389)	(25,389)
Gross profit	–	–	1,014	1,014
Other income	42	9	175	226
Other operating (losses)/gains	(362)	–	–	(362)
Administrative expenses	(1,610)	(1,025)	(327)	(2,962)
Impairment (expense)/reversal	(23,268)	1,525	(132)	(21,875)
Operating (loss)/profit	(25,198)	509	730	(23,959)
Interest income	14	–	177	191
Finance costs	(4,913)	(364)	(399)	(5,676)
(Loss)/profit before tax	(30,097)	145	508	(29,444)
Income tax charge	–	–	67	67
Segment net (loss)/profit after tax	(30,097)	145	575	(29,377)
Segment assets	99,931	27,029	31,601	158,561
Items included in the Group's measure of segment assets				
– Addition to non-current assets	5,819	5	1,981	7,805
Segment liabilities	(21,190)	(5,552)	(12,271)	(39,013)

Reconciliations of the total segment amounts to respective items included in the consolidated financial statements are as follows:

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Total loss for reportable segments	(6,609)	(29,377)
Reconciling items:		
Other operating income	55	1,380
Other operating gains/(losses)	–	1,331
Administrative expenses	(5,862)	(7,593)
Impairment	–	(41)
Interest income	227	856
Finance costs	(1)	(11)
Income tax (charge)/credit	–	(271)
Loss for the year	(12,190)	(33,726)
Total segment assets	129,086	158,561
Reconciling items:		
Unallocated property, plant and equipment	225	2,178
Other financial assets	3,233	4,403
Other receivables	65	–
Unallocated current assets	2,374	8,666
Total assets	134,983	173,808
Total segment liabilities	(35,072)	(39,013)
Reconciling items:		
Deferred consideration	–	(1,108)
Unallocated liabilities	(968)	(1,546)
Total liabilities	(36,040)	(41,667)

The Group operates in two principal geographical areas – Australia (country of domicile) and South Africa (country of operations).

The Group's revenue from external customers by location of operations and information about its non-current assets by location of assets are detailed below.

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Revenue by location of operations		
South Africa	17,155	26,403
Australia	–	–
Total revenue	17,155	26,403
Non-current assets by location of operations		
South Africa	129,449	159,796
Australia	–	–
Total non-current assets	129,449	159,796

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

for the year ended 30 June 2020

5. Revenue

Revenue consists of the sale of coal by the Uitkomst Colliery. All coal sales during the period were made to customers in South Africa, mainly in the steel industry.

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Revenue from contracts with customers		
Sale of coal	16,707	25,207
Transport and other	448	1,196
	17,155	26,403
Disaggregation of revenue by location of customers		
South Africa	17,155	26,403
Other	–	–
	17,155	26,403

6. Cost of sales

Cost of sales consists of:

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Employee costs	(7,168)	(8,304)
Depreciation and amortisation	(2,494)	(2,101)
Inventory	273	(262)
Mining contractor	–	(1,469)
Underground mining	(2,544)	(4,731)
Utilities	(638)	(681)
Human resources	(765)	(1,063)
Training	(62)	(102)
Wash plant	(333)	(386)
Administration	(1,422)	(1,744)
Environmental	(9)	(65)
Logistics	(487)	(829)
Engineering	(2,087)	(3,074)
Safety	(168)	(128)
Security	(247)	(243)
Royalties	(118)	(207)
	(18,269)	(25,389)

7. Other operating income

Other operating income includes:

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Profit on sale of Opgoedenhooop surface right	–	1,174
Rental income	45	185
Scrap sales	13	23
Insurance recoveries	73	–
Other	61	224
	192	1,606

8. Other operating gains/(losses)

Other operating gains/(losses) include:

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Foreign exchange (loss)/gain		
– unrealised	(399)	244
– realised	(120)	78
Fair value adjustments	(127)	839
Loss on sale of Tshipise	–	(311)
Loss on sale of assets	(123)	–
De-recognition of Freewheel non-controlling interest	575	–
Other	10	119
	(184)	969

9. Net impairment expense

The net impairment expense includes:

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Impairment of Freewheel at acquisition asset recognised ¹	(1,804)	–
Exploration and evaluation assets ²	–	(23,309)
Development assets ³	547	1,277
Property, plant and equipment ³	–	116
	(1,257)	(21,916)

¹ The impairment arose on liquidation of Freewheel Trade and Invest 37 (Pty) Ltd

² In terms of AASB 6 *Exploration and Evaluation Assets*, management identified in the current and prior year that indicators existed that the Makhado Project asset may be impaired and performed a formal impairment assessment at 30 June 2020 and 30 June 2019. No impairment was required for the FY2020. In the FY2019, an impairment of \$23,268 thousand was recognised. Refer to note 14 for details of the impairment

In addition, in the prior year, exploration costs amounting to \$41 thousand incurred in Tshikunda Mining Proprietary Limited were impaired as a result of a sale agreement entered into for the sale of the company

³ The current year impairment reversals relate to the Harissia Investment Holdings (Pty) Ltd properties sold (\$499 thousand) and the Vele Colliery plant sale (\$48 thousand). These assets were previously impaired

In the prior period, a sale agreement was entered into for land that was impaired as part of the historical Vele impairment. As a result, an impairment reversal of \$1,277 thousand was recognised based on the selling price. The sale was concluded in the current period

During the prior period, certain previously impaired land was disposed of resulting in an impairment reversal of \$248 thousand. In addition, certain vehicles amounting to \$132 thousand were impaired

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

for the year ended 30 June 2020

10. Administrative expenses

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Employee expense	(3,939)	(4,904)
Depreciation	(114)	(217)
Professional fees	(203)	(250)
Legal expenses	(353)	(714)
Impairment of Mooiplaats receivable	–	(1,144)
Other overheads	(2,969)	(3,327)
	(7,578)	(10,556)

Included in administrative expenses is auditors' remuneration as follows:

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Remuneration for audit and review of the financial report:		
PWC – Australia	(87)	(89)
PWC – South Africa	(233)	(223)
	(320)	(312)
Non-audit related services performed:		
PWC – Australia	(6)	(6)
PWC – South Africa	–	–
	(6)	(6)

11. Finance costs

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Interest on borrowings	(2,159)	(2,981)
Unwinding of discount	(431)	(482)
Leases	(258)	(83)
Other	(311)	(2,141)
	(3,159)	(5,687)

12. Income tax charge

Income tax recognised in profit or loss from continuing operations

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Current tax		
Tax expense in respect of the current year	–	–
Tax expense in respect of the prior year	(1)	(291)
Deferred tax (Note 26)		
Current year deferred tax	610	18
Prior year deferred tax	51	71
Withholding taxes	–	(2)
Total income tax (expense)/credit recognised	660	(204)

The Group's effective tax rate for the year from continuing operations was (5.1)% (2019: 0.6%). The tax rate used for the 2020 and 2019 reconciliations below is the corporate tax rate of 30% for Australian companies. The income tax expense for the year can be reconciled to the accounting profit as follows:

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Loss from continuing operations before income tax	(12,850)	(33,522)
Income tax benefit calculated at 30% (2019: 30%)	3,855	10,057
Tax effects of:		
Expenses that are not deductible for tax purposes	(2,558)	(9,666)
Differences in tax rates	(46)	(76)
Income not taxable	315	922
Other temporary differences not recognized	(1,385)	(1,313)
Other	429	92
Prior year adjustments	50	(220)
Income tax (expense)/credit	660	(204)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

for the year ended 30 June 2020

13. Loss per share attributable to owners of the company

13.1. Basic loss per share

	Cents per share	Cents per share
From continuing operations	(8.55)	(23.72)
	(8.55)	(23.72)
Loss for the year attributable to owners of the Company	(12,048)	(33,421)
Loss used in the calculation of basic loss per share from continuing operations	(12,048)	(33,421)

Weighted number of ordinary shares

	'000 shares	'000 shares
Weighted average number of ordinary shares for the purposes of basic loss per share	140,959	140,880

13.2. Diluted loss per share

Diluted loss per share is calculated by dividing loss attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of diluted ordinary share that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

As at 30 June 2020, 2,408,752 warrants (2019 – 2,408,752 warrants), were excluded from the computation of the loss per share as their impact is anti-dilutive.

13.3. Headline loss per share (in line with JSE requirements)

The calculation of headline loss per share at 30 June 2020 was based on the headline loss attributable to ordinary equity holders of the Company of \$11,044 thousand (2019: \$12,429 thousand) and a weighted average number of ordinary shares outstanding during the period ended 30 June 2020 of 140,959,000 (2019: 140,879,585).

The adjustments made to arrive at the headline loss are as follows:

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Loss for the period attributable to ordinary shareholders	(12,048)	(33,421)
Adjust for:		
Impairment expense	1,804	23,404
Impairment reversal	(547)	(1,525)
Loss/(profit) on disposal of property, plant and equipment	123	(887)
De-recognition of Freewheel non-controlling interest	(575)	–
Freewheel foreign currency translation reserve recognised	199	–
Headline earnings	(11,044)	(12,429)
Headline loss per share (cents per share)	(7.83)	(8.82)

14. Exploration and evaluation assets

A reconciliation of exploration and evaluation assets is presented below:

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Exploration and evaluation assets		
Balance at beginning of year	94,871	116,889
Additions	1,266	5,819
Movement in rehabilitation asset	(28)	19
Disposals	–	(570)
Impairment	(1,804)	(23,309)
Foreign exchange differences	(15,591)	(3,977)
Balance at end of year	78,714	94,871

As of 30 June 2020, the net book value of the following project assets was classified as exploration and evaluation assets:

- Greater Soutpansberg Project: \$49,573 thousand
- Makhado Project: \$28,109 thousand
- Uitkomst North adit: \$281 thousand
- Vele Colliery: \$751 thousand

Impairment testing

In terms of AASB 6 *Exploration for and Evaluation of Mineral Resource* management have performed an assessment of whether facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. In performing its assessment, management has considered its exploration rights to the exploration areas, its planned and budgeted exploration activities and the likelihood of the recoverability of the net book value from the successful development of the areas of interest. Management has concluded that indicators of impairment for its exploration and evaluation assets exist as at 30 June 2020 and performed a formal assessment and no impairment was required at 30 June 2020. In the prior year, an impairment charge of \$23,268 thousand was recognised, relating to the Makhado Project.

The discount between the Group's market capitalisation and net asset value at 30 June 2020, together with the deterioration in thermal and premium coal prices during the second half of the year and subsequent to year-end respectively, prompted management to perform an impairment assessment.

Details of the key assumptions used in the calculations are set out in note 3.1.

Impairment charge (2019)

2019	USD '000
Carrying value of the Makhado Project before impairment charge	57,456
Estimated recoverable value	34,188
Impairment expense	23,268 ¹

¹ The impairment expense is all allocated to the historical carrying value of A\$33 million, which relates to amounts paid by MC Mining in 2007 for the acquisition of new order prospecting rights over certain of the Makhado Project properties. The recoverable value all relates to the carrying value of the exploration costs in the Baobab corporate entity on which no impairment is necessary

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

for the year ended 30 June 2020

15. Development

A reconciliation of development, exploration and evaluation expenditure is presented below:

Development assets

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Balance at beginning of year	26,919	28,033
Additions	5	5
Disposals	(502)	(1,880)
Movement in rehabilitation asset	(530)	802
Reversal of impairment ¹	48	1,277
Transfer to assets classified as held for sale	(274)	(607)
Foreign exchange differences	(4,946)	(711)
Balance at end of year	20,720	26,919

¹ The reversal of impairment during the year related to the sale of plant and in the prior year the sale of land that had previously been impaired

Impairment testing

As of 30 June 2020, the net book value of the following project assets was included in development assets:

- Vele Colliery: \$20,720 thousand

The discount between the Group's market capitalisation and net asset value at 30 June 2020, together with the deterioration in thermal and premium coal prices during the second half of the year and subsequent to year-end respectively, prompted management to perform an impairment assessment.

Details of the key assumptions used in the impairment assessment are set out in note 3.1. No additional impairment charge or reversal was required for Vele Colliery at 30 June 2020 following the impairment assessment.

16. Property, plant and equipment

	Mining property, plant and equipment \$'000	Mining rights \$'000	Land and buildings \$'000	Leasehold improvements \$'000	Motor vehicle \$'000	Other \$'000	Total \$'000
30 June 2020							
Cost							
At beginning of year	8,414	18,779	8,846	116	970	1,625	38,750
Additions	262	–	253	–	51	3	569
Disposals	–	–	(264)	–	–	(3)	(267)
Rehabilitation asset	(258)	–	–	–	–	–	(258)
Impairment reversal	–	–	82	–	–	–	82
Transfer to right-of-use assets	(1,011)	–	–	–	(31)	–	(1,042)
Transfer from right-of-use assets	37	–	–	–	24	–	61
Transfer to assets classified as held for sale	–	–	–	–	–	–	–
Exchange differences	(1,394)	(3,522)	(1,406)	(16)	(184)	(302)	(6,824)
At end of year	6,050	15,257	7,511	100	830	1,323	31,071
Accumulated depreciation							
At beginning of year	882	1,873	1,036	116	616	1,514	6,037
Depreciation charge	648	859	219	–	87	58	1,871
Accumulated depreciation on disposals	–	–	–	–	–	(3)	(3)
Transfer to assets classified as held for sale	–	–	–	–	–	–	–
Exchange differences	(233)	(441)	(128)	(16)	(124)	(288)	(1,230)
At end of year	1,297	2,291	1,127	100	579	1,281	6,675
Net carrying value at end of fiscal year 2020	4,753	12,966	6,384	–	251	42	24,396

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

for the year ended 30 June 2020

16. Property, plant and equipment continued

	Mining property, plant and equipment \$'000	Mining rights \$'000	Land and buildings \$'000	Leasehold im- provements \$'000	Motor vehicle \$'000	Other \$'000	Total \$'000
30 June 2019							
Cost							
At beginning of year	2,348	19,268	9,658	120	947	1,927	34,268
Additions	1,687	–	398	–	38	73	2,196
Disposals	–	–	(570)	–	(186)	(325)	(1,081)
Rehabilitation asset	(82)	–	–	–	–	–	(82)
Impairment reversal	–	–	248	–	–	–	248
Khethikile acquisition	4,479	–	–	–	197	–	4,676
Transfer to assets classified as held for sale	–	–	(644)	–	–	–	(644)
Exchange differences	(18)	(489)	(244)	(4)	(26)	(50)	(831)
At end of year	8,414	18,779	8,846	116	970	1,625	38,750
Accumulated depreciation							
At beginning of year	163	910	1,311	120	555	1,757	4,816
Depreciation charge	720	979	270	–	227	122	2,318
Accumulated depreciation on disposals	–	–	(199)	–	(153)	(319)	(671)
Transfer to assets classified as held for sale	–	–	(312)	–	–	–	(312)
Exchange differences	(1)	(16)	(34)	(4)	(13)	(46)	(114)
At end of year	882	1,873	1,036	116	616	1,514	6,037
Net carrying value at end of fiscal year 2019	7,532	16,906	7,810	–	354	111	32,713

As of 30 June, 2020 the net book value of the following operating assets were included in property, plant and equipment:

- Uitkomst Colliery: \$19,144 thousand

The discount between the Group's market capitalisation and net asset value at 30 June 2020, together with the deterioration in thermal coal prices during the second half of the year and subsequent to year-end respectively, prompted management to perform an impairment assessment.

Details of the key assumptions used in the impairment assessment are set out in note 3.1. No impairment charge was required for Uitkomst Colliery at 30 June 2020.

17. Right-of-use assets

The Group leases various assets including land, buildings, plant and machinery and vehicles. The movement in the right-of-use assets is as follows:

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Balance at beginning of the period	–	–
Impact of adopting AASB 16 – 1 July 2019	1,893	–
Transfer from property, plant and equipment	1,042	–
Additions	162	–
Depreciation	(737)	–
Transfer to PPE	(60)	–
Foreign exchange differences	(481)	–
Balance at end of period	1,819	–

18. Other receivables

Carrying amount of:

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Other loans	–	219
Balance at beginning of year	219	226
Increase in receivable	17	–
Written-off	(179)	–
Foreign exchange differences	(57)	(7)
Balance at end of year	–	219

19. Other financial assets

Carrying value of financial assets at fair value through profit or loss

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Listed securities		
– Equity securities	–	23
Unlisted securities		
– Equity securities in investment funds ¹	3,407	4,592
	3,407	4,615
Deposits ²	336	414
	3,743	5,029

Fair value movements in other financial assets are recognised in other (losses)/gains in the consolidated statement of profit or loss. Refer note 8.

¹ Listed investments are carried at the market value as at the reporting date and unlisted investments are valued with reference to the investment company's fund statement

² Deposits are classified as financial assets at amortised cost

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

for the year ended 30 June 2020

19. Other financial assets continued

The equity securities in investment funds are for the rehabilitation provisions and the Eskom guarantees.

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Balance at beginning of year	5,029	4,328
Revaluations	(69)	157
Interest received	90	81
Disposal of investment	(855)	(121)
Acquisition of investments	452	689
Foreign exchange differences	(904)	(105)
Balance at end of year	3,743	5,029

20. Inventories

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Finished goods	591	360
Consumable stores	474	470
Other	115	235
Provision for obsolete inventory	(71)	(23)
	1,109	1,042

The cost of inventories recognised as a credit during the year in respect of continuing operations was \$273 thousand (2019 expense: \$262 thousand).

21. Trade and other receivables

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Trade receivables	923	2,444
Other receivables	388	552
	1,311	2,996

The carrying amount of trade and other receivables approximate their fair value due to their short-term maturity.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivables as disclosed above. The Group does not hold any collateral as security.

Trade receivables inherently expose the Group to credit risk, being the risk that the Group will incur financial loss if customers fail to make payments as they fall due. In order to mitigate the risk of financial loss from defaults, the Group only deals with reputable customers with consistent payment histories. Each customer is analysed individually for creditworthiness before terms and conditions are offered. Customer credit limits are in place and are reviewed on a regular basis. The exposure to credit risk and the creditworthiness of customers is continuously monitored.

The average credit period on trade receivables is 30 days (2019: 30 days).

A loss allowance is considered for all trade receivables, in accordance with AASB 9 *Financial Instruments*, and is monitored at the end of each reporting period. The Group measures the possible loss allowance for trade receivables by applying the simplified approach which is prescribed by AASB 9. In accordance with this approach, the loss allowance on trade receivables is determined as the lifetime ECLs on trade receivables. To measure the ECLs, trade receivables are grouped based on shared credit risk characteristics and the days past due to identify non-performing receivables. In addition, forward-looking macro economic conditions and factors are considered when determining the ECLs for trade receivables, namely trading conditions in the regional coal user markets, as well as economic growth and inflationary outlook in the short-term. Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, among others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 90 days past due. Based on the year-end ECL assessment performed, no material loss allowance provision was required at the end of the financial year.

No trade receivables were past due at the end of the current or previous financial year.

All trade receivables at the end of the current and previous financial year are denominated in South African rand.

22. Cash and cash equivalents

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Bank balances	2,678	8,811
Bank overdraft	(2,214)	–
	464	8,811
Restricted cash	57	68
	57	68

The bank overdraft relates to an ABSA facility that was secured during the 2019 financial year, from ABSA Bank for \$1,154 thousand (ZAR20,000 thousand). The facility is for short-term working capital requirements and potential expansion opportunities. It has a floating coupon at the South African Prime rate (currently 7.25% per annum) plus 1.0%, with the operating mine, Uitkomst Colliery, debtors ceded as security. The facility is subject to annual review. The short-term working facility was increased by an additional \$1,154 thousand in May 2020 to alleviate the financial challenges during the COVID-19 period. This additional facility is temporary and is payable over twelve months commencing 1 July 2020 to 1 June 2021. The same interest rate applies.

The restricted cash balance of \$0.1 million (2019 - \$0.1 million) is held on behalf of subsidiary companies mainly in respect of the rehabilitation guarantees issued to the DMRE in respect of environmental rehabilitation costs of \$5.4 million (2019: \$6.3 million). This cash is not available for use other than for those specific purposes.

Credit risk

Cash at bank earns interest at a floating rate based on daily bank deposit rates. Cash is deposited at highly reputable financial institutions of a high quality credit standing within Australia, the United Kingdom and the Republic of South Africa.

The fair value of cash and cash equivalents equates to the values as disclosed in this note.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

for the year ended 30 June 2020

23. Deferred consideration

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Deferred consideration	2,321	4,071
Balance at beginning of year	4,071	2,017
Deferred consideration on Khethekile acquisition	–	629
Deferred consideration on the acquisition of Lukin and Salaita	–	2,527
Repaid during the year – Khethekile	(271)	(239)
Repaid during the year – Pan African	(1,004)	–
Interest accrued	175	162
Deferred finance charges	–	(33)
Fair value adjustment	–	(839)
Foreign exchange	(650)	(153)
Balance at end of year	2,321	4,071
Current	101	1,406
Non-current	2,220	2,665
	2,321	4,071

Included in the prior year balance is the deferred consideration for the acquisition of PAR Coal from Pan African Resources Plc on 30 June 2017. The final amount was settled on 1 July 2019.

Khethekile acquisition deferred consideration

During the prior period, as part of the acquisition of Khethekile Mining (Pty) Ltd (Khethekile) (refer note 35), the transaction included a deferred consideration of \$629 thousand (ZAR8,281 thousand) of the acquisition price. This amount is payable in monthly instalments of \$20 thousand (ZAR350 thousand) over 27 months. There is no interest payable on the outstanding balance. This obligation has been accounted for using an effective interest rate of 11%.

Lukin and Salaita deferred consideration

In the prior year, the Company's subsidiary, Baobab, completed the acquisition of the properties Lukin and Salaita, the key surface rights required for its Makhado hard coking and thermal coal project for an acquisition price of \$4,038 thousand (ZAR70,000 thousand). \$2,019 thousand (ZAR35,000 thousand) of the acquisition price has been deferred to the earlier of:

- The third anniversary of the transfer of the properties
- The first anniversary of production of coal underlying the properties
- Completion of a potential land claims and expropriation process. In terms of current legislation, this will result in Baobab receiving market related compensation and will be followed by negotiations with the Department of Land Affairs and the successful claimants, who are shareholders in Baobab, for long-term access to the properties

The deferred consideration accrues interest at the South African prime interest rate (currently 7%) less 3.0%.

24. Borrowings

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Industrial Development Corporation of South Africa Limited	12,587	12,782
Pan African Resources Management Services (Pty) Ltd	1,008	1,363
Environmental and Process Technologies (Pty) Ltd	–	154
	13,595	14,299
Balance at beginning of year	14,299	10,191
PARMS loan acquired	–	1,550
Enprotec loan	–	579
Repayment – PARMS	(220)	(231)
Repayment Enprotec	(140)	(461)
Interest accrued	2,566	2,981
Deferred finance charges	–	(1)
Foreign exchange	(2,910)	(309)
Balance at end of year	13,595	14,299

Industrial Development Corporation of South Africa Limited

The Company entered into a Loan Agreement with the IDC and Baobab, a subsidiary of MC Mining and owner of the Mining Right for the Makhado Project. In terms of the Loan Agreement, the IDC will advance loan funding up to \$13,846 thousand (ZAR240,000 thousand) to Baobab for use in the project to advance the operations and implementation of the project. Under the Loan Agreement, the loan funding is to be provided in two equal tranches of \$6,923 thousand (ZAR120,000 thousand) upon written request from Baobab.

In May 2017, the first tranche was drawn down by the Company. This is repayable on the third anniversary of each advance. On the third anniversary, the Company is required to repay the loan amount plus an amount equal to the after tax internal rate of return equal to 16% of the amount of each advance.

MCM is also required to issue warrants under the Loan Agreement, in respect of MCM shares, to the IDC pursuant to each advance date as soon as the relevant shareholder approval is obtained. The warrants for the first draw down equates to 2.5% of the entire issued share capital of MCM as at 5 December 2016. This equated to 2,408,752 shares. The price at which IDC shall be entitled to purchase the MCM shares is equal to a thirty percent premium to the 30 day volume weighted average price of the MCM shares as traded on the JSE as at 5 December 2016 (ZAR12 per share post the share consolidation). The IDC is entitled to exercise the warrants for a period of five years from the date of issue.

Furthermore, upon each advance date, Baobab shall be required to issue new ordinary shares in Baobab to the IDC equivalent to 5% of the entire issued share capital of Baobab at such time. New ordinary shares equivalent to 5% in Baobab were issued to the IDC following the first advance.

If the second tranche of \$8,521 thousand (ZAR120,000 thousand) is not required by Baobab and therefore not advanced by Baobab, the IDC may elect to exercise one of the following rights:

- Baobab shall issue new ordinary shares in Baobab equivalent to 5% of the entire issued share capital of Baobab to the IDC for an aggregate subscription price of \$4.3 million (ZAR60,000 thousand)
- Baobab shall issue ordinary shares in Baobab equivalent to 1% of the entire issued share capital of Baobab to the IDC for an aggregate share price of \$0.07 (ZAR1)
- A penalty fee of \$852 thousand (ZAR12,000 thousand) shall be paid to the IDC by Baobab.

In July 2019, the Company secured a term loan facility from the IDC for the construction of Phase 1 of the Makhado Project subject to various conditions precedent including:

- MC Mining issuing additional equity to shareholders for a minimum of R240,000 thousand (\$13,846 thousand)
- Settlement of the existing 2017 Loan Agreement with the IDC
- Cancellation of the undrawn second tranche of the existing Loan Agreement

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

for the year ended 30 June 2020

24. Borrowings continued

Industrial Development Corporation of South Africa Limited continued

The Company was in advanced discussions to secure the necessary funding when the COVID-19 pandemic arose. This resulted in a conditional restructuring of the existing Loan Agreement subsequent to the year-end. The IDC agreed that Baobab could draw down \$2,308 thousand (ZAR40,000 thousand) of the second tranche and that the Phase 1 term loan will still form part of the composite Makhado Phase 1 funding package provided that the \$2,308 thousand (ZAR40,000 thousand) is repaid prior to 30 November 2020. In addition, the repayment of the first tranche (which should have taken place in May 2020), plus accrued interest will be delayed until November 2020.

This agreement was conditional upon the Company raising \$865 thousand (ZAR15,000 thousand) in the form of new equity. This condition was satisfied in August 2020 (refer note 41 for details).

The second tranche remains undrawn at the date of this report.

Pan African Resources Management Services (Pty) Ltd

As part of the acquisition of the underground mining equipment and liabilities of Khethekile (refer note 34), the Group assumed a loan of \$1,458 thousand (ZAR20,539 thousand) from Pan African Resources Management Services (Pty) Ltd (PARMS). The loan bears interest at the South African Prime rate and is compounded monthly. It is repayable in 48 monthly instalments of approximately \$31 thousand (ZAR543 thousand) per month.

Environmental and Process Technologies (Pty) Ltd (Enprotec)

During the prior period, Uitkomst Colliery entered into an agreement with Enprotec for the supply and installation of an upgrade to modify its plant for the purchase price of \$503 thousand (ZAR8,717 thousand). This was to facilitate the production of an additional high ash, coarse discard product. The purchase price was payable over 12 instalments of \$42 thousand (ZAR726 thousand). This obligation was accounted for using an effective interest rate of 11% and was fully settled in the current period.

25. Provisions

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Employee provisions	197	350
Biodiversity offset provision	1,834	2,219
Rehabilitation provisions	3,162	4,531
	5,193	7,100

Employee provisions

The provision for employees represents unused annual leave entitlements.

Biodiversity offset provision

The BOA was signed by the DEA, SANParks Board and the Company to the value of \$3,905 thousand (ZAR55,000 thousand) over a 25 year period. The BOA commits the Company to pay \$3,173 thousand (ZAR55,000 thousand) to the South African National Parks Board over a period of 25 years. The following payment arrangement has been agreed:

- Phase 1 – ZAR2,000 thousand paid in 2015
- Phase 2 – ZAR15,000 thousand from year 2016 to 2021 (*ZAR2,500 thousand annually)
- Phase 3 – ZAR13,000 thousand from year 2022 to 2028 (*ZAR1,8000 thousand annually)
- Phase 4 – ZAR13,000 thousand from 2029 to 2033 (*ZAR2,600 thousand annually)
- Phase 5 – ZAR12,000 thousand from 2034 to 2038 (*ZAR2,400 thousand annually)

* For the purpose of the present value calculation, these payments per phase have been assumed as equal annual payments and discounted at the South Africa inflation rate of 6%.

Rehabilitation provision

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Balance at beginning of year	4,531	3,503
Unwinding of discount	312	355
Change in assumptions on rehabilitation provisions	(892)	754
Foreign exchange	(789)	(81)
Balance at end of year	3,162	4,531

The rehabilitation provision represents the current cost of environmental liabilities as at the respective year end. An annual estimate of the quantum of closure costs is necessary in order to fulfil the requirements of the DMRE, as well as meeting specific closure objectives outlined in the mine's EMP.

Although the ultimate amount of the obligation is uncertain, the fair value of the obligation is based on information that is currently available. This estimate includes costs for the removal of all-current mine infrastructure and the rehabilitation of all disturbed areas to a condition as described in the EMP.

The period assumed in the calculation of the present value of the obligation is the shorter of the remaining period of the mining licence and the aggregate of the construction period of the mine and the total estimated LoM.

The current estimate available is inflated by the long-term South African inflation rate of 4.8% annually and the discount rate applied to establish the current obligation is a South Africa Government bond rate at 30 June 2020 of 9.17% (2019: 8.09%) annually.

Due to the changes in assumptions the Vele Colliery, the Makhado Project and Uitkomst Colliery had a decrease in the present value of the environmental obligation.

The Makhado Project is still in exploration phase and no formal decision to mine is currently in place.

Provisions have been analysed between current and non-current as follows:

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Current	197	536
Non-current	4,996	6,564
	5,193	7,100

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

for the year ended 30 June 2020

26. Deferred tax

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Deferred tax liability	4,078	5,750
The gross movement on the deferred tax account is as follows:		
Balance at beginning of year	5,750	5,991
Provisions	66	6
Capital allowances	(475)	(25)
Prepayments	–	(11)
Prior year adjustment	(34)	(71)
Foreign exchange	(1,229)	(140)
Balance at end of year	4,078	5,750
The deferred tax balances at year-end are represented by:		
Deferred tax assets		
Provisions	292	361
Prepayments	–	11
Balance at end of year	292	372
Deferred tax liabilities		
Capital allowances on property, plant and equipment	(4,370)	(6,122)
Balance at end of year	(4,370)	(6,122)
Net deferred tax liabilities	(4,078)	(5,750)

Deferred income tax assets are recognised for tax losses carried-forward to the extent that the realisation of the related tax benefit through future taxable profits is probable. The deferred tax assets recognised relate to Uitkomst Colliery. The Group did not recognise deferred income tax assets of \$45,571 thousand (2019: \$53,630 thousand) in respect of losses amounting to \$13,152 thousand (2019: \$16,006 thousand) and unredeemed capital expenditure of \$45,571 thousand (2019: \$37,624 thousand) that can be carried forward against future taxable income.

27. Leases

During the prior period, as part of the acquisition of Khethekile (refer note 35), Uitkomst Colliery assumed certain vehicle leases.

In addition, Uitkomst Colliery also entered into an asset financing arrangement with ABSA Bank Limited for the acquisition of new underground mining equipment. The rolling five-year facility is subject to a floating coupon at the South African prime rate (currently 10% per annum) plus 0.5% and is secured by the mining equipment purchased.

In the previous year, the group only recognised lease liabilities in relation to leases that were classified as 'finance leases' under AASB 117 *Leases*. The assets were presented in property, plant and equipment. In the current period previously, classified operating leases have been classified in terms of AASB 16 as disclosed in note 1.

The movement in the lease liabilities is as follows:

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Balance at beginning of the period	1,001	–
Acquired on acquisition of Khethekile (note 35)	–	92
Impact of adopting AASB 16 – 1 July 2019	1,893	–
Additions	162	960
Interest	258	328
Repayments	(994)	(378)
Foreign exchange differences	(485)	(1)
Balance at end of period	1,835	1,001

The maturity of the Group's undiscounted lease payments is as follows:

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Not later than one year	928	312
Later than one year and not later than five years	1,122	941
Later than five years	108	–
	2,158	1,253
Less future finance charges	(323)	(252)
Present value of minimum lease payments	1,835	1,001

Reconciliation between lease commitments as at 30 June 2019 and IFRS 16 lease liability as at 1 July 2019:

	1 July 2019 \$'000
Lease commitments as at 30 June 2019	2,618
Short term leases	(145)
Low value leases	(4)
Discounting of lease liabilities	(572)
Foreign exchange	(4)
Impact of adopting IFRS 16 – 1 July 2019	1,893

28. Other liabilities

This liability related to a retention agreement entered into with employees to provide a retention payment to encourage employees to remain with the Company, perform in a highly effective manner and proactively execute the commercial strategy that the Company employs.

29. Trade and other payables

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Trade payables	1,404	1,777
Accrued expenses	3,999	6,199
Other	1,060	874
	6,463	8,850

The average credit period is 30 days. Interest at the South African prime overdraft rate is charged on overdue creditors.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

for the year ended 30 June 2020

30. Issued capital

During the reporting period, the only shares issued were 208,537 shares to David Brown who resigned as CEO on 31 January 2020. These shares were issued in lieu of his six-month notice period, being one-third of the 2017 Performance Rights granted to him.

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Fully paid ordinary shares		
141,088,122 (2019: 140,879,585) fully paid ordinary shares	1,041,080	1,040,950
	Number	\$'000
Movements in fully paid ordinary shares		
At 30 June 2019	140,879,585	1,040,950
Shares issued	208,537	131
Share issue cost	–	(1)
At 30 June 2020	141,088,122	1,041,080

Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders meetings.

In the event of winding up of the Company ordinary shareholders rank after all other shareholders and creditors and are fully entitled to any proceeds of liquidation.

Changes to the then Corporations Law abolished the authorised capital and par value concept in relation to share capital from 1 July 1998. Therefore, the Company does not have a limited amount of authorised capital and issued shares do not have a par value.

Share options granted

Share options granted under the Company's employee share option plan and Performance Rights carry no rights to dividends and no voting rights. Further details of the employee share option plan are provided in note 33.

31. Accumulated deficit

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Accumulated deficit at the beginning of the financial year	(884,297)	(851,535)
Net loss attributed to Owners of the Company	(12,048)	(33,421)
Transferred from share-based payment reserve	754	670
Dividend expense	–	(11)
Accumulated deficit at the end of the financial year	(895,591)	(884,297)

32. Reserves

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Capital profits reserve	91	91
Share based payment reserve	1,460	2,234
Warrants reserve	1,134	1,134
Foreign currency translation reserve	(48,603)	(28,060)
	(45,918)	(24,601)
Movements for the year can be reconciled as follows:		
Share-based payments reserve		
Opening balance	2,234	2,052
Share options issued during the year	769	852
Share options cancelled/forfeited/expired	(1,412)	(670)
Shares issued	(131)	–
Closing balance	1,460	2,234
Foreign currency translation reserve		
Opening balance	(28,060)	(22,352)
Exchange differences on translating foreign operations	(20,742)	(5,708)
Liquidation of Freewheel	199	–
Closing balance	(48,603)	(28,060)
Warrants reserve		
Opening balance	1,134	1,134
Warrants issued	–	–
Closing balance	1,134	1,134

Nature and purpose of reserves:

Capital reserve

The capital profits reserve contains capital profits derived during previous financial years.

Share-based payment reserve

Share-based payment reserve represents the value of unexercised share options and Performance Rights to Directors and employees. It also includes IFRS2 Black Economic Empowerment charges.

Foreign currency translation reserve

The foreign currency translation reserve records the foreign currency differences arising from the translation of foreign operations.

Warrants reserve

The warrants reserve relates to the warrants issued to the IDC in terms of the Loan Agreement to advance funding to Baobab. Refer note 24.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

for the year ended 30 June 2020

33. Share-based payments

Employee share option plan

The Group maintains certain Employee Share Option Plans (ESOPs) for executives and senior employees of the Group as per the rules approved by shareholders on 30 November 2009. In accordance with the terms of the schemes, eligible executives and senior employees may be granted options to purchase ordinary shares. Share options have not been granted to employees.

Share options granted to Directors and officers

The Group also grants share options to Directors, officers, lenders and equity funders of the Group outside the ESOP. In accordance with the Group's policies, Directors and officers may be granted options to purchase ordinary shares.

Share option terms, vesting requirements and options outstanding at 30 June 2020

Each option converts into one ordinary share of the Company on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options hold no voting or dividend rights, and are not transferable. Upon exercise of the options the ordinary shares received rank equally with existing ordinary shares.

There were no share-based payments existing at 30 June 2020.

Fair value of share options granted during the year

There were no share options granted during the period.

Prior period options were priced using a binomial option pricing model and the Black-Scholes option pricing model was used to validate the price calculated. Where relevant, the expected life used in the model has been adjusted based on management's best estimate of the effects of non-transferability, exercise restrictions (including the probability of meeting market conditions attached to the option), and behavioural considerations.

Expected volatility is calculated by Hoadley's volatility calculator for one, two and three year periods and a future estimated volatility level of 100% was used in the pricing model.

The total share-based payment expense recognised in the current financial year is disclosed in the statement of changes in equity.

Movement in share options (post share consolidation)

	Year ended 30 June 2020	Year ended 30 June 2019
Options outstanding at beginning of year	–	1,250,000
Options expired	–	(1,250,000)
Options outstanding at end of year	–	–
Weighted average exercise price (A\$)		1.40
Options exercisable	–	–

Share options exercised during the year

No share options were exercised during the period.

Share options outstanding at the end of the year

The share options outstanding at the end of the year were nil. The options in the prior year had a weighted average exercise price of A\$1.40.

Performance Rights Plan

The Performance Rights factor in a hurdle rate based on the compound annual growth rate of total shareholder return across the period from the grant date. The Performance Rights were valued using a hybrid employee share option pricing model to simulate the total shareholder return of MC Mining at the expiry date using a Monte-Carlo model.

On 22 November 2019, 3,722,907 Performance Rights were issued to senior management. The number of rights is split between three tranches. The market based vesting conditions are to be measured over the one year period from 22 November 2019 to 22 November 2020 for tranche 1, the two year period from 22 November 2019 to 22 November 2021 for tranche 2 and the three year period from 22 November 2019 to 22 November 2022 for tranche 3.

Inputs into the model were as follows:

	Tranche 1	Tranche 2	Tranche 3
Number of rights	1,246,487	1,246,487	1,246,487
22 November 2019 closing price	ZAR4.80	ZAR4.80	ZAR4.80
Exercise price	Nil	Nil	Nil
Expiry date	22 November 2022	22 November 2022	22 November 2022
Performance period (years)	1	2	3
Risk free interest rate	7.42%	7.42%	7.42%

On 23 November 2018, 3,465,558 Performance Rights were issued to senior management.

Inputs into the model were as follows:

	Performance Rights
Spot 5 day VWAP	ZAR7.5
Exercise price	Nil
Expiry date	22 November 2021
Performance period	3.00
Risk free interest rate	7.28%

On 24 November 2017, 1,722,383 Performance Rights were issued to senior management.

Inputs into the model were as follows:

	Performance Rights
Spot 5 day VWAP	ZAR8.8
Exercise price	Nil
Expiry date	23 November 2020
Performance period	3.00
Risk free interest rate	8.09%

Performance Rights issued on 30 November 2016 expired during the current year on 29 November 2019.

The total share-based payment expense recognised in relation to the Performance Rights in the current financial year is \$416 thousand (FY2019: \$852 thousand).

Movement in Performance Rights

	Year ended 30 June 2020	Year ended 30 June 2019
Performance Rights outstanding at beginning of year	6,270,814	3,832,467
Performance Rights expired	(1,082,875)	(1,027,209)
Performance Rights forfeited	(3,958,837)	–
Performance Rights granted	3,722,907	3,465,556
Performance Rights shares issued	(208,537)	–
Performance Rights outstanding at end of year	4,743,472	6,270,814

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

for the year ended 30 June 2020

34. Non-controlling interest

Non-controlling interests comprise the following:

	Year ended 30 June 2020	Year ended 30 June 2019
Freewheel Trade and Invest 37 Proprietary Limited	–	575
Baobab non-controlling interest	(628)	(486)
	(628)	89

35. Business combinations

The underground operations at Uitkomst Colliery were historically undertaken by an independent mining contractor, Khethekile. During the prior period, Uitkomst acquired all of Khethekile's mining equipment, loans, trade payables, accrued expenses and took transfer of the Khethekile employees working at Uitkomst Colliery.

The acquisition of the Khethekile business was agreed to be settled as follows:

- A cash consideration of \$1,238 thousand (ZAR16,400 thousand) of which \$521 thousand (ZAR6,900 thousand) was payable on closing and the balance, \$717 thousand (ZAR9,500 million) payable in 27 monthly instalments

Fair value of assets and liabilities acquired:

	1 August 2018 \$'000
Non-current assets	
Plant and equipment	5,008
Non-current liabilities	
Loans	1,263
Finance lease liabilities	11
Current liabilities	
Trade and other liabilities	1,479
Loans	1,024
Finance lease liabilities	81
	1,150

Purchase consideration

	1 August 2018 \$'000
Cash consideration paid	521
Cash consideration deferred	629
	1,150

Goodwill

No goodwill arose on the acquisition of the assets, as the fair value of the assets were equivalent to the acquisition value of the assets.

36. Financial instruments

36.1. Capital management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged.

The capital structure of the Group consists of net deferred consideration and debt (as detailed in notes 23 and 24) (net of cash) and equity of the Group (comprising issued capital, reserves, retained earnings and non-controlling interests as detailed in notes 30 to 32).

The Group is not subject to any externally imposed capital requirements.

The Group's risk management committee reviews the capital structure of the Group on a semi-annual basis. As part of this review, the committee considers the cost of capital and the risks associated with each class of capital. The Group maintained its target-gearing ratio, determined as the proportion of net debt to equity, at 15%. This was to enable the Company to raise the loan from the IDC.

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Net debt ¹	15,452	9,559
Equity ²	98,943	132,141
Debt to equity ratio	16%	7%

¹ Debt is defined as long-term and short-term borrowings as described in notes 23 and 24 less unrestricted cash and cash equivalents

² Equity includes all capital and reserves of the Group that are managed as capital

36.2. Categories of financial instruments

The accounting policies for financial instruments have been applied to the line items below:

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Financial assets		
Other receivables	–	219
Trade and other receivables	1,311	2,996
Cash and cash equivalents	2,678	8,811
Restricted cash	57	68
Other financial assets	3,743	5,029
Total financial assets	7,789	17,123
Financial liabilities		
Deferred consideration	2,321	4,071
Borrowings	13,595	14,298
Bank overdraft	2,214	–
Trade and other payables	6,463	8,850
Total financial liabilities	24,593	27,219

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

for the year ended 30 June 2020

36. Financial instruments continued

36.2. Categories of financial instruments continued

Fair value of financial assets and liabilities

The fair value of a financial asset or a financial liability is the amount at which the asset could be exchanged or liability settled in a current transaction between willing parties in an arm's length transaction. The fair values of the Group's financial assets and liabilities approximate their carrying values, as a result of their short maturity or because they carry floating rates of interest.

All financial assets and liabilities recorded in the consolidated financial statements approximate their respective fair values.

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to 3, based on the degree to which the fair value is observable.

Level 1 fair value measurements are those derived from quoted prices in active markets for identical assets or liabilities. The balances classed here are financial assets comprising deposits and listed securities (note 19).

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. The financial assets classed as Level 2 comprise of investments with investment firms. These investments serve as collateral for rehabilitation guarantees. The fair value has been determined by the investment firms' fund statement (note 19).

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data.

There were no assets reclassified into/out of FVTPL during the year nor were any assets transferred between levels.

As at 30 June 2020	Level 1	Level 2	Level 3	Total
Financial assets at FVTPL	–	3,407	–	3,407

As at 30 June 2019	Level 1	Level 2	Level 3	Total
Financial assets at FVTPL	23	4,581	–	4,604

36.3. Financial risk management objectives

The Group's Corporate Treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Group through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk.

The Corporate Treasury function reports quarterly to the Group's risk management committee, an independent body that monitors risks and policies implemented to mitigate risk exposures.

36.4. Market risk

Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Australian dollar and the US dollar. Foreign exchange risk arises from future commitments, assets and liabilities that are denominated in a currency that is not the functional currency. Most of the Company's purchases are denominated in SA rand. However, certain items during the exploration, development and plant construction phase as well as long lead-capital items are denominated in US dollars, Euros or Australian dollars. These have to be acquired by the South African operating company due to the South African Reserve Bank's Foreign Exchange Control Rulings. This exposes the South African subsidiary companies to changes in the foreign exchange rates.

The Group's cash deposits are largely denominated in US dollar and SA rand. A foreign exchange risk arises from the funds deposited in US dollar which will have to be exchanged into the functional currency for working capital purposes.

The Group generally does not enter into forward sales, derivatives or other hedging arrangements to manage this risk.

At financial period end, the financial instruments exposed to foreign currency risk movements are as follows:

	Held in GBP \$'000	Held in AUD \$'000	Held in USD \$'000	Total \$'000
Balances at 30 June 2020				
Financial assets				
Cash and cash equivalents ¹	–	7	35	42
Total financial assets	–	7	35	42
¹ Cash includes restricted cash				
Financial liabilities				
Trade and other payables	7	50	–	57
Total financial liabilities	7	50	–	57
	Held in GBP \$'000	Held in AUD \$'000	Held in USD \$'000	Total \$'000
Balances at 30 June 2019				
Financial assets				
Cash and cash equivalents ¹	–	77	748	825
Total financial assets	–	77	748	825
¹ Cash includes restricted cash				
Financial liabilities				
Trade and other payables	12	102	25	139
Total financial liabilities	12	102	25	139

The following table details the Group's sensitivity to a 10% increase and decrease in the US dollar against the relevant foreign currencies. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 10% change in foreign currency rates.

Impact on profit/(loss)

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Judgements on reasonable possible movements		
USD/ZAR increase by 10%	2	(69)
USD/ZAR decrease by 10%	(2)	69

36.5. Interest rate risk management

The Group's interest rate risk arises mainly from short-term borrowings, long-term borrowings, cash and bank balances and restricted cash. The Group has variable interest rate borrowings. Variable rate borrowings expose the Group to cash flow interest rate risk.

The Group has not entered into any agreements, such as hedging, to manage this risk.

The following table summarises the sensitivity of the financial instruments held at the reporting date, following a movement in variable interest rates, with all other variables held constant. The sensitivities are based on reasonably possible changes over a financial period, using the observed range of actual historical rates.

The contractual maturities of the Group's financial assets and liabilities at the reporting date were as follows:

	Less than 6 months \$'000	Between 6 – 12 months \$'000	Greater than 12 months \$'000	Total \$'000
Balances at 30 June 2020				
Deferred consideration ¹	104	–	2,371	2,475
Borrowings ¹	12,808	221	663	13,692
Trade and other payables	6,463	–	–	6,463
	19,375	221	3,034	22,630

	Less than 6 months \$'000	Between 6 – 12 months \$'000	Greater than 12 months \$'000	Total \$'000
Balances at 30 June 2020				
Trade and other receivables	1,311	–	–	1,311
Cash and cash equivalents	2,678	–	–	2,678
Restricted cash	–	–	57	57
Other financial assets	–	–	3,743	3,743
	3,989	–	3,800	7,789

¹ Interest bearing at rates between 4% and 22.2%

	Less than 6 months \$'000	Between 6 – 12 months \$'000	Greater than 12 months \$'000	Total \$'000
Balances at 30 June 2019				
Deferred consideration (2)	1,257	149	3,206	4,612
Borrowings (2)	310	15,968	898	17,176
Trade and other payables	6,843	–	–	6,843
	8,410	16,117	4,104	28,631

	Less than 6 months \$'000	Between 6 – 12 months \$'000	Greater than 12 months \$'000	Total \$'000
Balances at 30 June 2019				
Other receivables	–	–	219	219
Trade and other receivables	2,996	–	–	2,996
Cash and cash equivalents	8,811	–	–	8,811
Restricted cash	–	–	68	68
Other financial assets	23	–	4,995	5,018
	11,830	–	5,282	17,112

² Interest bearing at rates between 7% and 22.2%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

for the year ended 30 June 2020

37. Notes to the statement of cash flows

Reconciliation of cash

For the purposes of the consolidated statement of cash flows, cash and cash equivalents include cash on hand and in banks, net of outstanding bank overdrafts. Cash and cash equivalents at the end of the reporting period as shown in the consolidated statement of cash flows can be reconciled to the related items in the consolidated statement of financial position as follows:

		Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Cash and bank balances	22	464	8,811

Reconciliation of loss before tax to net cash used in operations

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Loss before tax (continuing and discontinuing operations)	(12,850)	(33,522)
Add back:		
Depreciation	2,608	2,318
Net impairment expense	1,257	21,916
Share-based payment	416	852
Bad debt written off	182	1,100
Fair value adjustment	58	(839)
Re-valuation of investments	69	(82)
Movement in provisions	(155)	(31)
Finance costs (net)	2,909	4,639
Disposal of assets	113	(904)
Freewheel NCI written-off	(575)	–
Foreign exchange loss/(gains) on operating activities	598	(244)
Changes in working capital:		
Increase in inventories	(350)	(401)
Decrease in trade and other receivables	1,250	1,656
Decrease in trade and other payables	(580)	(1,735)
Cash used in operations	(5,050)	(5,277)

38. Contingencies and commitments

Contingent liabilities

The Group has no significant contingent liabilities at the reporting date.

Commitments

In addition to the commitments of the parent entity as disclosed under note 42, subsidiary companies have typical financial commitments associated with their Mining Rights granted by the DMRE.

39. Related party disclosures

The aggregate compensation made to Directors and other members of key management personnel of the Company and the Group is set out below:

	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Short-term employee benefits	1,242	1,347
Post-employment benefits	6	4
Termination benefits	172	–
Share-based payments	84	328
	1,504	1,679

The Group has not provided any of its key management personnel with loans.

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.

40. Controlled entities

Particulars in relation to controlled entities.

	Country of incorporation	Year ended 30 June 2020 %	Year ended 30 June 2019 %
Bakstaar Boerdery Proprietary Limited *	South Africa	100	100
Baobab Mining & Exploration Proprietary Limited**	South Africa	95	95
Chapudi Coal Proprietary Limited ***	South Africa	74	74
Coal of Africa & ArcelorMittal Analytical Laboratories Proprietary Limited	South Africa	50	50
Cove Mining NL	Australia	100	100
Freewheel Trade and Invest 37 Proprietary Limited****	South Africa	74	74
Fumaria Property Holdings Proprietary Limited	South Africa	100	100
Golden Valley Services Proprietary Limited	Australia	100	100
GVM Metals Administration (South Africa) Proprietary Limited	South Africa	100	100
Harrisia Investments Holdings Proprietary Limited	South Africa	100	100
Kwezi Mining Exploration Proprietary Limited ***	South Africa	74	74
Limpopo Coal Company Proprietary Limited	South Africa	100	100
Makhado Centre of Learning NPC**	South Africa	95	95
MbeuYashu Proprietary Limited	South Africa	74	74
Newshelf 1384 Proprietary Limited	South Africa	100	100
Nyambose Mining Proprietary Limited	South Africa	100	100
Pan African Resources Coal Holdings Proprietary Limited	South Africa	100	100
Regulus Investment Holdings Proprietary Limited	South Africa	100	100
Silkwood Trading 14 Proprietary Limited	South Africa	100	100
Uitkomst Colliery Proprietary Limited	South Africa	100	100

* Subsidiary company of Fumaria Property Holdings Proprietary Limited

** 69% on completion of the Makhado Project BBBEE transactions

*** Subsidiary companies of MbeuYashu Proprietary Limited

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

for the year ended 30 June 2020

41. Events after the reporting period

Funding

Restructuring of the loan agreement with the IDC resulted in a drawdown of ZAR40,000 thousand (\$2,308 thousand) of the existing facility and an MC Mining equity raise for a collective ZAR15,000 thousand (\$865 thousand).

In August 2020 13,331,433 shares were issued for a collective \$865 thousand resulting in MC Mining having 154,419,555 shares in issue.

The Company also entered into a subscription agreement with Columbia Skies Holdings (Pty) Limited for the issue of new shares in MC Mining for an amount of \$577 thousand (ZAR 10,000 thousand).

Sale of land in Harrisia Investments Holdings Proprietary Limited (Harrisia)

Subsequent to year-end, the Company finalised the sale of land and buildings held by its subsidiary Harrisia. These land and buildings were classified as assets held for sale at 30 June 2020.

42. Parent entity financial information

	Parent entity	
	Year ended 30 June 2020 \$'000	Year ended 30 June 2019 \$'000
Summary financial information		
Non-current assets	99,332	133,026
Current assets	75	886
Total assets	99,407	133,912
Non-current liabilities	–	–
Current liabilities	688	1,771
Total liabilities	688	1,771
Net assets	98,719	132,141
Shareholders' equity		
Issued capital	1,041,080	1,040,950
Accumulated deficit and reserves	(942,361)	(908,809)
	98,719	132,141
Profit/(loss) for the year	(3,632)	(23,871)
Total comprehensive loss	(3,632)	(23,871)

Contingencies and commitments

- MC Mining has subordinated all loans to subsidiary companies
- MC Mining has provided surety for the IDC borrowing facility entered into by Baobab (refer note 24)



INDEPENDENT AUDITOR'S REPORT

To the members of MC Mining Limited

Report on the audit of the financial report

Our opinion

In our opinion:

The accompanying financial report of MC Mining Limited (the Company) and its controlled entities (together the Group) is in accordance with the Corporations Act 2001, including:

- a) giving a true and fair view of the Group's financial position as at 30 June 2020 and of its financial performance for the year then ended
- b) complying with Australian Accounting Standards and the Corporations Regulations 2001.

What we have audited

The Group financial report comprises:

- the consolidated statement of financial position as at 30 June 2020
- the consolidated statement of changes in equity for the year then ended
- the consolidated statement of cash flows for the year then ended
- the consolidated statement of profit or loss and other comprehensive income for the year then ended
- the notes to the consolidated financial statements, which include a summary of significant accounting policies
- the Directors' declaration.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial report section of our report.

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

Independence

We are independent of the Group in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards) (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Material uncertainty related to going concern

We draw attention to Note 1 in the consolidated financial report, which indicates that the Group incurred a consolidated net loss of US\$12,190,000 during the year ended 30 June 2020 and as at 30 June 2020 had a consolidated net cash outflow from operating activities of US\$4,937,000, and consolidated net current liabilities of US\$17,298,000.

Note 1 indicates that the Group is dependent on the deferral and the settlement of debt tranches relating to the existing IDC term facility. The note further states that additional financing or raising additional capital is also required to enable the Group to continue its normal business activities, including the commencement of the development of Phase 1 of the Makhado Project.

These conditions, along with other matters set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our conclusion is not modified in respect of this matter.

Our audit approach

An audit is designed to provide reasonable assurance about whether the financial report is free from material misstatement.

Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial report as a whole, taking into account the geographic and management structure of the Group, its accounting processes and controls and the industry in which it operates.



INDEPENDENT AUDITOR'S REPORT continued

To the members of MC Mining Limited

Materiality

For the purpose of our audit we used overall Group materiality of US\$1.350 million, which represents 1% of the Group's consolidated total assets.

We chose the Group's consolidated total assets as the benchmark, because in our view, it is the benchmark which reflects the key focus of the users of the consolidated financial report, and is a generally accepted benchmark. This is because the Group is still in the exploration and development phase and as such users are interested in determining if the Group is achieving its strategy of becoming a sustainable mid-tier coal producer. We chose 1% which is consistent with quantitative materiality thresholds used for companies that are in the exploration and development phase.

Audit scope

Our audit focused on where the Group made subjective judgements; for example, significant accounting estimates involving assumptions and inherently uncertain future events.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the current period. These key audit matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Further, any commentary on the outcomes of a particular audit procedure is made in that context. We communicated the key audit matters to the Audit and Risk Committee.

In addition to the matter described in the Material uncertainty related to going concern section, we have determined the matter described below to be the key audit matter to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of exploration and evaluation assets, development assets and property, plant and equipment Refer to the following notes to the consolidated financial report for detail: • Note 3.1: Asset carrying values and impairment charges; • Note 14: Exploration and evaluation of assets; • Note 15: Development assets; and • Note 16: Property, plant and equipment. At 30 June 2020, the Group held exploration and evaluation assets with a carrying amount of US\$78,714,000, development assets of US\$20,720,000, and property, plant and equipment of US\$24,396,000, respectively. At each reporting date, the Group evaluates whether there are events and conditions specific to the Group that could be indicative of impairment triggers. In the current year, the Group has concluded that there were indicators of impairment as a result of the discount between the Group's market capitalisation and net asset value, together with the deterioration in thermal and premium coal prices during the second half of the year, and subsequent to year-end, respectively.	Our audit addressed the key audit matter as follows: Through discussions with management, we obtained an understanding of their impairment assessments and the methodologies and models used in determining the recoverable amounts of the CGUs. We obtained the Group's assessments and evaluated the reasonableness of the recoverable amount for the CGUs by performing the following procedures: • Making use of our valuation expertise, we assessed these methodologies and models applied by the Group and found these to be in line with industry norms. • We tested the mathematical accuracy of the discounted cash flow models. • We assessed the impairment models against the requirements of Australian Accounting Standards and generally accepted methodologies. • We assessed the appropriateness of the indicators identified by the Group in their assessment by comparing the Group's consolidated net asset value with its market capitalisation and considering trends in thermal and premium coal prices during the second half of the year, and subsequent to year-end.



Key audit matter

The recoverable amounts for the Group's CGUs are assessed using fair value less costs to sell calculations, which incorporate various key assumptions such as future coal prices, future operating costs, discount rates, foreign exchange rates and coal reserves.

For CGUs classified as development assets and property, plant and equipment, the values are based on estimates of future discounted cash flows per the latest board-approved business forecasts regarding production volumes, costs of production, capital expenditure, coal prices and market forecasts for foreign exchange rates.

For exploration and evaluation asset CGUs the values are determined based on *in situ* resource multiple based values (fair value less costs to sell).

Further detail of the key financial assumptions and methodologies used in the determination of the recoverable amounts of the CGUs are disclosed in note 3.1 to the consolidated financial report.

As described in note 9 to the consolidated financial report, no impairment was recognised in respect of exploration and evaluation assets, development assets and property, plant and equipment for the year ended 30 June 2020.

We considered the impairment assessment of exploration and evaluation assets, development assets and property, plant and equipment to be a matter of most significance to the current year audit due to the significant judgements applied by the Group in determining the recoverable amounts of the CGUs to which these assets belong.

How our audit addressed the key audit matter

- Using our knowledge of the Group's operations and internal Group reporting structure, we evaluated whether the CGUs identified by the Group in their assessment represent the smallest identifiable groups of assets that can generate largely independent cash inflows. Based on our work performed, we accepted the Group's identification of CGUs as being consistent with the Group's operations and internal Group reporting.
- Through inspection and enquiry from management we evaluated whether the CGUs included assets, liabilities and cash flows directly attributable to each CGU and a reasonable allocation of corporate assets and overheads.
- Making use of our valuations expertise, we assessed the reasonableness of the key financial assumptions used in the Group's calculations by performing the following procedures:
 - We assessed the reasonableness of the thermal, hard coking coal prices and rand/US dollar exchange rates by comparing these key financial assumptions to a range of observable external forecasts issued by market analysts.
 - We evaluated the real discount rates by assessing relevant comparable third-party sources and market data such as the cost of debt, risk-free rates, market risk premiums, debt to equity ratios and betas of comparable companies.
- We considered whether the Group's assumptions relating to production volumes and operating cash outflows used in the discounted cash flow models are consistent with the Group's mine plans, resource statements prepared by the competent person and operating budgets, as well as actual performance outcomes achieved to date (where applicable), by performing the following procedures:
 - We agreed the cost to the approved budgets
 - We assessed the approved budgets against prior period actual results for consistency
 - We agreed the life-of-mine to the approved mine plan received from the competent person
 - We assessed the assumptions used by the Group against market related rates
 - We evaluated the competence, experience, objectivity and qualifications of the Group's competent person
- We considered the reasonableness of the Group's sensitivity analysis in relation to the key financial assumptions used in the impairment model by performing an independent calculation to assess under which assumptions an impairment would occur

We evaluated the adequacy of the disclosures made in note 3.1 to the consolidated financial report against the requirements of Australian Accounting Standards.



INDEPENDENT AUDITOR'S REPORT continued

To the members of MC Mining Limited

Other information

The Directors are responsible for the other information. The other information comprises the information included in the annual report for the year ended 30 June 2020, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

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

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

Responsibilities of the Directors for the financial report

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

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

Auditor's responsibilities for the audit of the financial report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf. This description forms part of our auditor's report.

Report on the remuneration report

Our opinion on the remuneration report

We have audited the remuneration report included in pages 50 to 55 of the Directors' report for the year ended 30 June 2020.

In our opinion, the remuneration report of MC Mining Limited for the year ended 30 June 2020 complies with section 300A of the Corporations Act 2001.

Responsibilities

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

PricewaterhouseCoopers

PricewaterhouseCoopers

Douglas Craig

Douglas Craig
Partner

Perth
30 September 2020

06

ADMINISTRATION

The development of Makhado will result in MC Mining being the pre-eminent South African producer of hard coking coal, a key ingredient contributing to the manufacture of steel and a commodity that trades at a significant premium to thermal coal

IN THIS SECTION

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- 122** Shareholder information
- 123** Glossary of terms and acronyms
- 124** Corporate information



TENEMENT SCHEDULE

Tenements held by MC Mining and its controlled entities

Project name	Tenement number	Location	Interest (%)	Change during quarter
Chapudi Project*	Albert 686 MS--	Limpopo~	74	
	Bergwater 712 MS--		74	
	Remaining Extent and Portion 2 of Bergwater 697 MS--		74	
	Blackstone Edge 705 MS--		74	
	Remaining Extent & Portion 1 of Bluebell 480 MS--		74	
	Remaining Extent & Portion 1 of Bushy Rise 702 MS--		74	
	Castle Koppies 652 MS--		74	
	Chapudi 752 MS--		74	
	Remaining Extent, Portions 1, 3 & 4 of Coniston 699 MS--		74	
	Driehoek 631 MS--		74	
	Remaining Extent of Dorps-rivier 696 MS--		74	
	Enfield 512 MS (consolidation of Remaining Extent of Enfield 474 MS, Brosdoorn 682 MS & Remaining Extent of Grootvlei 684 MS)--		74	
	Remaining Extent and Portion 1 of		74	
	Grootboomen 476 MS--		74	
	Grootvlei 684 MS--		74	
	Kalkbult 709 MS--		74	
	Remaining Extent, Remaining Extent of --Portion 2, Remaining Extent of Portion 3, Portions 1, 4, 5, 6, 7 & 8 of Kliprivier 692 MS--		74	
	Remaining Extent of Koodoobult 664 MS--		74	
	Koschade 657 MS (Was Mapani Kop 656 MS)--		74	
	Malapchani 659 MS--		74	
	Mapani Ridge 660 MS--		74	
	Melrose 469 MS--		74	
	Middelfontein 683 MS--		74	
	Mountain View 706 MS--		74	
	M'tamba Vlei 654 MS--		74	
	Remaining Extent & Portion 1 of Pienaar 635 MS--		74	
	Remaining Extent & Portion 1 of Prince's Hill 704 MS--		74	
	Qualipan 655 MS--		74	
	Queensdale 707 MS--		74	
	Remaining Extent & Portion 1 of Ridge End 662 MS--		74	
	Remaining Extent & Portion 1 of Rochdale 700 MS--		74	
	Sandilands 708 MS--		74	
	Portions 1 & 2 of Sandpan 687 MS--		74	
	Sandstone Edge 658 MS--		74	
	Remaining Extent of Portions 2 & 3 of --Sterkstroom 689 MS--		74	
	Sutherland 693 MS--		74	
	Remaining Extent & Portion 1 of-- Varkfontein 671 MS--		74	
	Remaining Extent, Portion 2, Remaining --Extent of Portion 1 of Vastval 477 MS--		74	
	Vleifontein 691 MS--		74	
	Ptn 3, 4, 5 & 6 of Waterpoort 695 MS--		74	
	Wildebeesthoek 661 MS--		74	
	Woodlands 701 MS--		74	

Project name	Tenement number	Location	Interest (%)	Change during quarter
Kanowna West and Kalbara	M27/41	Coolgardie^	2.99	
	M27/47		2.99	
	M27/59		2.99	
	M27/72,27/73		2.99	
	M27/114		2.99	
	M27/181		7.24	
	M27/196		2.99	
	M27/414,27/415		2.99	
	P27/1826-1829		2.99	
	P27/1830-1842		2.99	
	P27/1887		2.99	
Abbotshall Royalty	ML63/409,410	Norseman^	Royalty	
Kookynie Royalty	ML40/061	Leonora^	Royalty	
	ML40/135,136		Royalty	
Makhado Project	Fripp 645 MS	Limpopo~	69#	
	Lukin 643 MS		69#	
	Mutamba 668 MS		69#	
	Salaita 188 MT		69#	
	Tanga 849 MS		69#	
	Daru 848 MS		69#	
	Windhoek 847 MS		69#	
Generaal Project*	Beck 568 MS--	Limpopo~	74	
	Bekaf 650 MS--		74	
	Remaining Extent & Portion 1 of Boas 642 MS-		74	
	Chase 576 MS--		74	
	Coen Britz 646 MS--		74	
	Fanie 578 MS--		74	
	Portions 1, 2 and Remaining Extent of Generaal 587 MS--		74	
	Joffre 584 MS--		74	
	Juliana 647 MS		74	
	Kleinenberg 636 MS--		74	
	Remaining Extent of Maseri Pan 520 MS--		74	
	Remaining Extent and Portion 2 of Mount Stuart 153 MT--		100	
	Nakab 184 MT--		100	
	Phantom 640 MS--		74	
	Riet 182 MT--		100	
	Rissik 637 MS-		100	
	Schuitdrift 179 MT--		100	
	Septimus 156 MT--		100	
	Solitude 111 MT--		74	
	Stagt 183 MT--		100	
	Remaining Extent & Portion 1 of Terblanche 155 MT--		100	
	Van Deventer 641 MS--		74	
	Wildgoose 577 MS--		74	

TENEMENT SCHEDULE continued

Project name	Tenement number	Location	Interest (%)	Change during quarter
Mopane Project*	Ancaster 501 MS--	Limpopo~	100	
	Banff 502 MS--		74	
	Bierman 599 MS--		74	
	Cavan 508 MS--		100	
	Cohen 591 MS--		100	
	Remaining Extent, Portions 1 & 2 of Delft 499 MS--		74	
	Dreyer 526 MS--		74	
	Remaining Extent of Du Toit 563 MS--		74	
	Faure 562 MS--		74	
	Remaining Extent and Portion 1 of Goosen 530 MS --		74	
	Hermanus 533 MS--		74	
	Jutland 536 MS--		100	
	Krige 495 MS--		74	
	Mons 557 MS-		100	
	Remaining Extent of Otto 560 MS (Now Honeymoon)--		74	
	Remaining Extent & Portion 1 of Pretorius 531 MS--		74	
	Schalk 542 MS--		74	
	Stubbs 558 MS-		100	
	Ursa Minor 551 MS--		74	
	Van Heerden 519 MS--		74	
	Portions 1, 3, 4, 5, 6, 7, 8, 9, Remaining Extent of Portion 10, Portions 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 26, 27, 29, 30, 35, 36, 37, 38, 39, 40, 41, 44, 45, 46, 48, 49, 50, 51, 52 & 54 of Vera 815 MS		74	
	Remaining Extent of Verdun 535 MS-		74	
	Voorburg 503 MS--		100	
	Scheveningen 500 MS--		74	
Uitkomst Colliery and prospects	Portion 3 (of 2) of Kweekspruit No. 22	KwaZulu-Natal~	70	
	Portion 8 (of 1) of Kweekspruit No. 22		70	
	Remainder of Portion 1 of Uitkomst No. 95		70	
	Portion 5 (of 2) of Uitkomst No. 95		70	
	Remainder Portion1 of Vaalbank No. 103		70	
	Portion 4 (of 1) of Vaalbank No. 103		70	
	Portion 5 (of 1) of Vaalbank No. 103		70	
	Remainder of Portion 1 of Rustverwacht No. 151		70	
	Remainder of Portion 2 of Rustverwacht No. 151		70	
	Remainder of Portion 3 (of 1) of Rustverwacht No. 151		70	
	Portion 4 (of 1) Rustverwacht No.151		70	
	Portion 5 (of 1) Rustverwacht No. 151		70	
	Remainder of Portion 6 (of 1) of Rustverwacht No. 151		70	
	Portion 7 (of 1) of Rustverwacht No. 151		70	
	Portion 8 (of 2) of Rustverwacht No. 151		70	
	Remainder of Portion 9 (of 2) of Rustverwacht No. 151		70	
	Portion 11 (of 6) of Rustverwacht No. 151		70	
	Portion 12 (of 9) of Rustverwacht No. 151		70	
	Portion 13 (of 2) of Rustverwacht No. 151		70	

Project name	Tenement number	Location	Interest (%)	Change during quarter
	Portion 14 (of 2) of Rustverwacht No. 151		70	
	Portion 15 (of 3) of Rustverwacht No. 151		70	
	Portion 16 (of 3) of Rustverwacht No. 151		70	
	Portion 17 (of 2) of Rustverwacht No. 151		70	
	Portion 18 (of 3) of Waterval No. 157		70	
	Remainder of Portion 1 of Klipspruit No. 178		70	
	Remainder of Portion 4 of Klipspruit No. 178		70	
	Remainder of Portion 5 of Klipspruit No. 178		70	
	Portion 6 of Klipspruit No. 178		70	
	Portion 7 (of 1) of Klipspruit No. 178		70	
	Portion 8 (of 1) of Klipspruit No. 178		70	
	Portion 9 of Klipspruit No. 178		70	
	Remainder of Portion 10 (of 5) of Klipspruit No. 178		70	
	Portion 11 (of 5) of Klipspruit No. 178		70	
	Portion 13 (of 4) of Klipspruit No. 178		70	
	Remainder of Portion 14 of Klipspruit No. 178		70	
	Portion 16 (of 14) of Klipspruit No. 178		70	
	Portion 18 of Klipspruit No. 178		70	
	Portion 23 of Klipspruit No. 178		70	
	Remainder of Portion 1 of Jackalsdraai No. 299		70	
	Remainder of Jericho B No. 400		70	
	Portion 1 of Jericho B No. 400		70	
	Portion 2 of Jericho B No. 400		70	
	Portion 3 of Jericho B No. 400		70	
	Remainder of Jericho C No. 413		70	
	Portion 1 of Jericho C No. 413		70	
	Remainder of Portion 1 of Jericho A No. 414		70	
	Remainder of Portion 2 (of 1) of Jericho A No. 414		70	
	Portion 3 (of 1) of Jericho A No. 414		70	
	Portion 4 (of 1) of Jericho A No. 414		70	
	Portion 5 (of 2) of Jericho A No. 414		70	
	Portion 6 (of 1) of Jericho A No. 414		70	
	Margin No. 420		70	
Vele Colliery and prospects	Portions of Overvlakte 125 MS (Remaining Extent, 3, 4, 5, 6, 13, 14)	Limpopo~	100	
	Bergen Op Zoom 124 MS		100	
	Sempele 155 MS		100	
	Voorspoed 836 MS		100	
	Alyth 837 MS		100	
Tshikunda	Certain portions of Unsurveyed State Land known as Mutale	Limpopo~	60	

* Form part of the Greater Soutpansberg Projects

- Lapsed – Mining Right application lodged

-- Valid – Mining Right application granted

~ Tenement located in the Republic of South Africa

^ Tenement located in Australia

MC Mining's interest will reduce to 69% on completion of the 26% BBBEE transaction

SHAREHOLDER INFORMATION

Top 20 shareholders

	Shareholders	Number of shares	%
1	M & G Investment Management Ltd.	23,346,347	15.12
2	Haohua Energy International (Hong Kong) Resource Co., Ltd.	23,120,879	14.97
3	Ying He Yuan Investment (S) Pte Ltd	21,413,462	13.87
4	Pan African Resources, Plc.	15,432,581	9.99
5	Summer Trees Pte Ltd.	12,894,230	8.35
6	Ninety One SA Pty Ltd.	6,489,680	4.20
7	ArcelorMittal S.A.	6,306,672	4.08
8	MSP Capital (Pty) Limited	4,736,397	3.07
9	Jarvis Investment Management Ltd.	3,437,323	2.23
10	Jun Liu	3,347,535	2.17
11	Barclays, Plc.	2,880,082	1.87
12	Justin Collen	1,475,926	0.96
13	Vitol Energy (Bermuda), Ltd.	1,217,330	0.79
14	Y He	921,499	0.60
15	Jan Albert Van Der Merwe	900,017	0.58
16	Shinning Capital Holdings II LP	706,750	0.46
17	HSBC Holdings Plc.	547,858	0.35
18	Joh. Berenberg, Gossler & Co.	536,793	0.35
19	Ping He	443,444	0.29
20	Interactive Investor Share Dealing Services	436,195	0.28

Substantial shareholders

	Shareholders	Number of shares	%
1	M & G Investment Management Ltd.	23,346,347	15.12
2	Haohua Energy International (Hong Kong) Resource Co., Ltd.	23,120,879	14.97
3	Ying He Yuan Investment (S) Pte Ltd.	21,413,462	13.87
4	Pan African Resources, Plc.	15,432,581	9.99
5	Summer Trees Pte Ltd.	12,894,230	8.35

GLOSSARY OF TERMS AND ACRONYMS

\$	United States dollar
AGM	Annual General Meeting
AIM	Alternative Investment Market
ASX	Australian Securities Exchange
BBBEE	Broad-based black economic empowerment
BOA	Biodiversity Offset Agreement
Boabab	Baobab Mining and Exploration (Pty) Limited
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CGU	Cash generating units
CPR	Competent Persons Report
CRIRSCO	Committee for Mineral Reserves International Reporting Standards
DEA	Department of Environmental Affairs
DMRE	Department of Mineral Resources and Energy
DWS	Department of Water and Sanitation
EA	Environmental Authorisation
ECLs	Expected Credit Losses
EMC	Environmental Management Committee
EMP	Environmental Management Plan
EMPr	Environmental Management Programme
EMS	Environmental Management System
ESOP	Employee Share Option Plan
FEED	Front end engineering and design
GSP	Greater Soutpansberg Project
GTIS	Gross tonnes <i>in situ</i>
HCC	Hard coking coal
HDSA	Historical disadvantaged South African
ICMM	International Council on Mining and Metals
IDC	Industrial Development Corporation of South Africa Limited
IFRS	International Financial Reporting Standards
IMPLATS	Impala Platinum Holdings Limited
IWUL	Integrated Water Use License

JORC	JORC Australasian Joint Ore Reserves Committee
JORC Code	Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves
JSE	Johannesburg Stock Exchange
Khethekile	Khethekile Mining (Pty) Limited
KPI	Key performance indicators
LEDET	Limpopo Department of Economic Development, Environment and Tourism
LoM	Life-of-mine
LSE	London Stock Exchange
LTI	Lost time injury
MCM	MC Mining Limited
MCoL	Makhado Centre of Learning
merSETA	Manufacturing, Engineering and Related Services Sector Education and Training Authority
Mtpa	Million tonnes per annum
MTIS	Mineable tonnes <i>in situ</i>
NDP	National Development Plan
OEL	Occupational exposure limits
ROM	Run-of-mine
SACNASP	South African Council for Natural Scientific Professions
SAIMM	South African Institute of Mining and Metallurgy
SAMREC	South African Code for the Reporting of Exploration Results, Mineral Resources and Mineral Reserves
SANParks	South African National Parks
SEZ	Special Economic Zone
SLP	Social and Labour Plan
SVM	Sustainable Value Model
t	Tonnes
TTIS	Total tonnes <i>in situ</i>
Uitkomst	Uitkomst Colliery (Pty) Limited
VWAP	Volume weighted average price

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JSE Limited (Secondary listing)
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