



Black Cat Syndicate Ltd.
ABN 63 620 896 282

Consolidated Financial Statements
For The Period 4 August to 31 October 2017

Directors' Declaration
Black Cat Syndicate Ltd.
ABN 63 620 896 282
For the period 4 August 2017 to 31 October 2017

The directors have determined that the Group is not a reporting entity and that this special purpose financial report should be prepared in accordance with the accounting policies outlined in Note 1 to the financial statements.

The directors of the company declare that:

1. the financial statements and notes, as set out herein present fairly the Group's financial position as at 31 October 2017 and its performance for the period ended on that date in accordance with the accounting policies described in Note 1 to the financial statements;
and
2. in the directors' opinion there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors:



Director: Paul Ian Chapman
Dated this 13th day of November 2017

INDEPENDENT AUDITOR'S REPORT TO THE DIRECTORS OF BLACK CAT SYNDICATE LIMITED AND ITS CONTROLLED ENTITY

Report on the Audit of the Financial Report

Opinion

We have audited the financial report, being a special purpose financial report of Black Cat Syndicate Limited (the Company) and its controlled entity (the consolidated entity), which comprises the consolidated statement of financial position as at 31 October 2017, the consolidated income statement, the consolidated statement of changes in equity for the period then ended, and notes to the financial statements, including a summary of significant accounting policies, and the director's declaration.

In our opinion, the accompanying financial report of the Group:

- i. Gives a true and fair view of the Group's financial position at 31 October 2017 and of its performance for the period then ended; and
- ii. Complies with Australian Accounting Standards to the extent disclosed in Note 1 to the financial report.

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 are independent of the Group in accordance with the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (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.

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

Emphasis of Matter - Basis of Accounting

We draw attention to Note 1 to the financial report, which describes the basis of accounting. The financial report has been prepared for the purpose of assisting the Group in preparing for its listing on the Australian Securities Exchange. As a result, the financial report may not be suitable for another purpose. Our opinion is not modified in respect of this matter.

Responsibilities of the Directors for the Financial Report

The Directors of the Group are responsible for the preparation and fair presentation of the financial report in accordance with the financial reporting requirements of the applicable legislation and for such internal control as the Directors determine is necessary to enable the preparation and fair presentation of a financial report that is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters relating 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 this financial report.

As part of an audit in accordance with Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting in the preparation of the financial report. We also conclude, based on the audit evidence obtained whether a material uncertainty exists related to events and conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the disclosures in the financial report about the material uncertainty or, if such disclosures are inadequate, to modify the opinion on the financial report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

A handwritten signature in black ink that reads "Crowe Horwath Perth".

CROWE HORWATH PERTH

A handwritten signature in black ink, appearing to be "Cyrus Patell".

CYRUS PATELL

Partner

Signed at Perth, 14 November 2017

Income Statement
Black Cat Syndicate Ltd.
ABN 63 620 896 282
For the period 4 August 2017 to 31 October 2017

Consolidated

Revenue	\$ -
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Less: Operating Expenses	
Consultants Fees - Geology	\$ 23,679
Project Acquisition costs	\$ 59,824
Finance Charges - Bank Fees	\$ 10
Information Technology - Consultants & Support	\$ 5,000
Professional Fees - Legal	\$ 723
Professional Fees - Tenements	\$ 7,745
Other Expenses	\$ 3,035
Total Operating Expenses	\$ 100,016
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Net Profit (Loss)	-\$ 100,016

Notes:

This statement is to be read in conjunction with the Notes to the Financial Statements .

Balance Sheet
Black Cat Syndicate Ltd.
ABN 63 620 896 282
As at 31 October 2017

Consolidated

Current Assets		
Cash	\$	95,122
Other Receivables	\$	8,466
Prepayments	\$	80,524
Total Current Assets	\$	184,112
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Total Assets	\$	184,112
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Liabilities		
Current Liabilities		
Trade Creditors / Accruals	\$	75,327
Total Current Liabilities	\$	75,327
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Total Liabilities	\$	75,327
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Net Assets	\$	108,785
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Equity		
Current Year Earnings(Loss)	-\$	100,016
Fully Paid Ordinary Shares (Founders)	\$	208,801
Total Equity	\$	108,785
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Notes:

This statement is to be read in conjunction with the Notes to the Financial Statements

Statement of Changes in Equity
Black Cat Syndicate Ltd.
ABN 63 620 896 282
For the period 4 August 2017 to 31 October 2017

Group

Equity

Opening Balance at 4 August 2017	\$	-
Current Year Earnings(Loss)	-\$	100,016
Fully Paid Ordinary Shares (Founders)	\$	208,801
Total Equity at 31 October 2017	\$	108,785

Notes:

This statement is to be read in conjunction with the Notes to the Financial Statements .

Notes to the Financial Statements
Black Cat Syndicate Ltd.
ABN 63 620 896 282
For the period 4 August 2017 to 31 October 2017

1. Statement of Significant Policies:

The directors have prepared the financial statements on the basis that the Group is a non-reporting entity because there are no users dependent on general purpose financial reports. This financial report is therefore a special purpose financial report that has been prepared in order to meet the needs of members.

The financial report has been prepared in accordance with the significant accounting policies disclosed below which the directors have determined are appropriate to meet the needs of members.

The financial statements have been prepared on an accruals basis and are based on historical costs unless otherwise stated in the notes. The accounting policies that have been adopted in the preparation of this report are as follows:

1.(a) Income Tax:

The income tax expense for the period comprises current income tax expense. The Group does not apply deferred tax.

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities are therefore measured at the amounts expected to be paid to the relevant taxation authority.

1.(b) Mineral Exploration and Evaluation Expenditure:

Mineral exploration and evaluation expenditure is written off as incurred or accumulated in respect of each identifiable area of interest and capitalised. These costs are carried forward only if they relate to an area of interest for which rights of tenure are current and in respect of which:

- such costs are expected to be recouped through the successful development and exploitation of the area of interest, or alternatively by its sale; or
- exploration and/or evaluation activities in the area have not reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves and active or significant operations in, or in relation to, the area of interest are continuing.

In the event that an area of interest is abandoned or if the Directors consider the expenditure to be of reduced value, accumulated costs carried forward are written off in the period in which that assessment is made. A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

Immediate restoration, rehabilitation and environmental costs necessitated by exploration and evaluation activities are expensed as incurred and treated as exploration and evaluation expenditure. Exploration activities resulting in future obligations in respect of restoration costs result in a provision to be made by capitalising the estimated costs, on a discounted cash basis, of restoration and depreciating over the useful life of the asset. The unwinding of the effect of the discounting on the provision is recorded as a finance cost in the income statement.

1.(c) Cash and Cash Equivalents:

Cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

1.(d) Trade Receivables and Other Receivables:

Trade receivables and other receivables, including distributions receivable, are recognised at the nominal transaction value without taking into account the time value of money. If required, a provision for doubtful has been created.

1.(e) Trade Creditors and Other Payables:

Trade creditors and other payables, including bank borrowings and distributions payable, are recognised at the nominal transaction value without taking into account the time value of money.

1.(f) Goods and Services Tax:

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the balance sheet are shown inclusive of GST.

1.(g) Principals of Consolidation

These consolidated financial statements include the assets and liabilities of the subsidiary of Black Cat Syndicate Limited at 31 October 2017 and the results of its subsidiary for the period 4 August 2017 upto and including 31 October 2017.

The Group controls an entity when it is exposed to, or has the rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is obtained. They are deconsolidated from the date control ceases.