



ASX Code: NAE



Annual Report

For the year ended 30 June 2019

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Directors	Mr A Broome AM (Non-Executive Chairman) Mr Joshua Wellisch (Executive Director) Mr Stephen Layton (Non-Executive Director)
Company Secretaries	Mr A M Wing Ms P Moffatt
Registered Office	Level 17 500 Collins Street Melbourne VIC 3000 +61 3 9614 0600
Principal Place of Business	Level 17 500 Collins Street Melbourne VIC 3000
Share Register	Link Market Services Limited Level 12 250 St George's Terrace Perth WA 6000 +61 1300 554 474
Auditor	RSM Australia Partners Level 21 55 Collins Street Melbourne VIC 3000
Solicitors	Quinert Rodda & Associates Suite 1, Level 6 50 Queen Street Melbourne VIC 3000
Stock Exchange Listing	New Age Exploration Limited shares are listed on the Australian Securities Exchange (ASX code: NAE)

Dear Shareholders,

This has been both a busy year and one of significant transition for the Company.

Two new Directors joined the Board late in 2018, marking the commencement of a major transition in the development strategy of the Company.

This was followed with the successful sale of our 50% share of the Redmoor Tin-Tungsten Project to Strategic Minerals plc ("SML") for a total consideration of A\$5m. SML recently paid an initial A\$0.3m, with a further \$2.7m being payable to NAE in a series of payments over the next 9 months. Additionally, A\$2.0m is payable to NAE in royalties when the project is in production.

Excellent progress has also been made with our Lochinvar Coking Coal Project during the period with the key acquisition of the adjacent Lochinvar North licence in April 2019. The Lochinvar North licence has significant exploration potential as highlighted by the exploration target defined in April 2019, soon after the licence was granted. Lochinvar North potentially has shallower and thicker coking coal of similar quality to the Lochinvar coking coal resource and we believe that Lochinvar North is a critical component to the commercial viability of the project. The Board has engaged with a number of parties this year with the aim of identifying a strategic investor to advance the Lochinvar Coking Coal Project. These efforts will be continued.

The cash generated from the sale of Redmoor places the Company in a strong financial position which will enable us to both accelerate efforts at our Otago Pioneer Quartz ("OPQ") Gold Exploration Project and to acquire new project opportunities.

Gold exploration was recently recommenced at our OPQ Gold Exploration Project in New Zealand on the Company's 100% owned exploration permit granted in January. The OPQ Gold Exploration Project has the potential for high grade, reef-style, gold mineralisation, which was previously mined over a length of 1.2km, to extend over a possible strike length of up to 6km.

Our strong financial position will also now enable efforts to acquire new project opportunities to further our focus towards establishing a refined portfolio of assets.

The Company continues to maintain a strong focus on health, safety, environment and community in all of its activities and this is a crucial part of everything we do.

The Board would like to thank all stakeholders who have supported the Company this year and we look forward to the exciting developments underway during the year ahead.

Yours faithfully,



Alan Broome AM

Non-executive Chairman

OUR YEAR IN REVIEW***Redmoor Tin-Tungsten Project***

The Company made significant progress during the first half of the year with its then 50% owned Redmoor Tin-Tungsten Project in Cornwall, UK, operated by Cornwall Resources Limited. This included successful completion of the 2018 drilling program with outstanding results, followed by definition of an updated Inferred Mineral Resource in early 2019 which resulted in a tripling of the contained metal compared with the previous Redmoor resource. High-level mining studies and a preliminary economic evaluation on the Redmoor project were then undertaken in May 2019, with encouraging results.

In March 2019, NAE announced a transaction to sell its 50% of the Redmoor Tin-Tungsten Project to Strategic Minerals Plc for a total consideration of \$5m. The transaction needed to be re-negotiated and was finalised in July 2019. SML has now made initial payments of \$300,000 and have agreed to pay \$2,700,000 to NAE in a series of payments over the next 9 months with 5% per annum interest applied. Royalty payments amounting to \$2m will also be payable in future under certain conditions from the net revenues from the project.

Otago Pioneer Quartz ("OPQ") Gold Target

In late 2018, the Company completed its soil sampling program over the OPQ gold exploration target in Otago, New Zealand which demonstrated the potential for the historically mined, high grade OPQ gold reef to continue along strike for up to 6km. In early 2019, NAE was granted an Exploration Permit over the OPQ gold exploration target which allows more intrusive exploration activities such as drilling to be undertaken. Recently the Company made the decision to recommence fieldwork on the OPQ Gold Exploration Project and this is expected to start in mid-September 2019 with results expected to be available in December.

Lochinvar Coal Project

At Lochinvar, a new licence to the north and east of the Lochinvar Licence, which we have called the Lochinvar North Licence, was granted to NAE in April 2019. This was followed closely by a large coking coal exploration target being defined for the Lochinvar North Licence area. Work will commence in the December 2019 Quarter aiming to define a coking coal Mineral Resource on the newly granted Lochinvar North Licence based on existing information. There has been significant investor interest in the Lochinvar project over the past year and opportunities for funding the Lochinvar Project will continue to be progressed with interested parties.

Events Subsequent to Balance Date

Finalisation of the Redmoor sale transaction in July 2019 has provided the Company with certainty over \$2.7m cash inflow from the transaction over the next 9 months. This will place the company in a strong financial position enabling it to focus on advancing its OPQ gold exploration project and strengthening efforts to acquire new opportunities which establish shareholder value moving forward.

KEY MILESTONES**Transaction completed to sell NAE 50% share of Redmoor Tin-Tungsten Project for total of \$5m**

- Transaction completion in July 2019 to sell NAE's 50% share of the Redmoor Tin-Tungsten Project to Strategic Minerals Plc ("SML") for a total consideration of \$5.0m as follows:
 - \$3.0m in cash payments between June 2019 and June 2020 payable as follows:
 - \$10,000 paid in June 2019 and \$290,000 paid in July 2019 (total of \$300,000 paid to date)
 - 3 quarterly payments of \$300,000 to be paid on or before 31 October 2019, 31 January 2020 and 30 April 2020
 - \$1,800,000 payment due on or before 26 June 2020
 - 5% p.a. interest payable on outstanding balance of cash payments (\$2,700,000 as at 2 September 2019)
 - Payments secured by charges over CRL shares and property and an NAE option to convert any outstanding balances due to SML shares at a 10% discount to market price in the event of default
 - \$2.0m in royalty payments payable as follows:
 - \$1,000,000 on Net Smelter Sales arising from Redmoor production reaching A\$50m
 - \$1,000,000 on Net Smelter Sales arising from Redmoor production reaching A\$100m

Otago Pioneer Quartz Gold Exploration Project

- Anomalous gold results from NAE's 2018 soil sampling program extended the OPQ gold target strike length to up to 6km, including the OPQ historic gold mine and surrounding soil gold anomaly
- Phase 1 exploration program targeting the OPQ gold target to commence in mid-September 2019 comprising; geological mapping, hand auger soil sampling, man-portable percussion drill soil sampling, rock chip sampling, portable XRF analysis, and laboratory analysis for gold

Lochinvar Coking Coal Project

- Licences over Lochinvar North, an area of 66.5 km² adjoining and to the north and east of the existing Lochinvar Licence, granted to NAE by The Coal Authority in April 2019
- Exploration Target of 77-142 Mt of coking coal determined for Lochinvar North Licence. Four historic boreholes within Lochinvar North licence show the Nine Foot Seam has an average thickness of 4.1m of coking coal for the Nine Foot Seam, with similar quality to that recorded in the Lochinvar licence
- There has been significant investor interest in the Lochinvar project over the past year and the Board is continuing to progress opportunities for funding of the Lochinvar Project with interested parties.

Corporate

- \$1.94m capital raised during the year
- Board and management changes made in October and December 2018
- Settlement of the Redmoor sale transaction in July 2019 providing certainty over \$2.7m cash inflow over the next 9 months. This will place the company in a strong financial position enabling it to focus on advancing its OPQ gold exploration project and strengthen efforts to acquire new opportunities.
- \$758k cash balance at 31 August 2019

REDMOOR TIN-TUNGSTEN PROJECT, UK**Transaction completed to sell NAE's 50% share of Redmoor Tin-Tungsten Project**

In July 2019, a transaction was completed to sell NAE's 50% share of the Redmoor Tin-Tungsten Project, located in Cornwall, United Kingdom to Strategic Minerals Plc ("SML") for a total consideration of \$5.0m as follows:

- \$3.0m in cash payments between June 2019 and June 2020 payable as follows:
 - \$10,000 paid in June 2019 and \$290,000 paid in July 2019 (total of \$300,000 paid to date),
 - 3 Quarterly payments of \$300,000 to be paid on or before 31 October 2019, 31 January 2020 and 30 April 2020 respectively,
 - \$1,800,000 payment due on or before 26 June 2020,
 - Interest of 5% p.a. on the outstanding balance of cash payments owed to NAE (\$2,700,000 as at 31 August 2019), calculated on a daily balance basis and payable at the end of each calendar quarter, and
 - The above payments are secured by: a charge over 100% of SML's shares of Cornwall Resources Limited ("CRL"), a debenture charge over CRL's property, and, in the event of default, NAE has the option to convert any outstanding balances due to SML shares at 90% of the VWAP for SML shares in the 10 trading days prior to the issue of the notice to convert.
- \$2.0m in royalty payments payable as follows:
 - \$1,000,000 on Net Smelter Sales arising from Redmoor production reaching A\$50m, and
 - \$1,000,000 on Net Smelter Sales arising from Redmoor production reaching A\$100m.

Redmoor Project Highlights

Significant progress was made during the year on advancing the Redmoor Tin-Tungsten Project by Cornwall Resources Limited, which, until completion of the transaction in July 2019, was 50% owned by NAE. Key achievements on the Redmoor project during the year include:

- Outstanding results received from all 2018 Phase 1 and Phase 2 holes drilled including:
 - 1.8% SnEq weighted average grade of Sheeted Vein System (SVS) high-grade zone, significant intercepts from all 12 holes drilled in 2018.
 - Some of the best grades seen to date at Redmoor including spectacular intercepts of up to 29.7% and 26.2% SnEq.
- Updated Inferred Mineral Resource defined in February 2019 of 11.7 Mt @ 0.56% WO₃, 0.16% Sn, 0.50 % Cu (1.17% Sn Eq or 0.82% WO₃ Eq), representing a tripling of the contained metal (now 137kt Sn Eq) compared with the previous March 2018 Mineral Resource estimate.
- Completion of a high-level Mining Study in May 2019 with encouraging results showing that the Redmoor deposit is amenable to underground mining using long-hole open stoping with backfilling.
- Completion of a preliminary economic evaluation in May 2019 based on the high-level mining study with encouraging results.

OTAGO PIONEER QUARTZ GOLD EXPLORATION PROJECT

NAE Exploration Permit

In January 2019, NAE was granted a 71.6km² Exploration Permit (EP60502) covering the Otago Pioneer Quartz (“OPQ”) Gold Target located in the Mahinerangi area of Otago, New Zealand (see Figure 1).

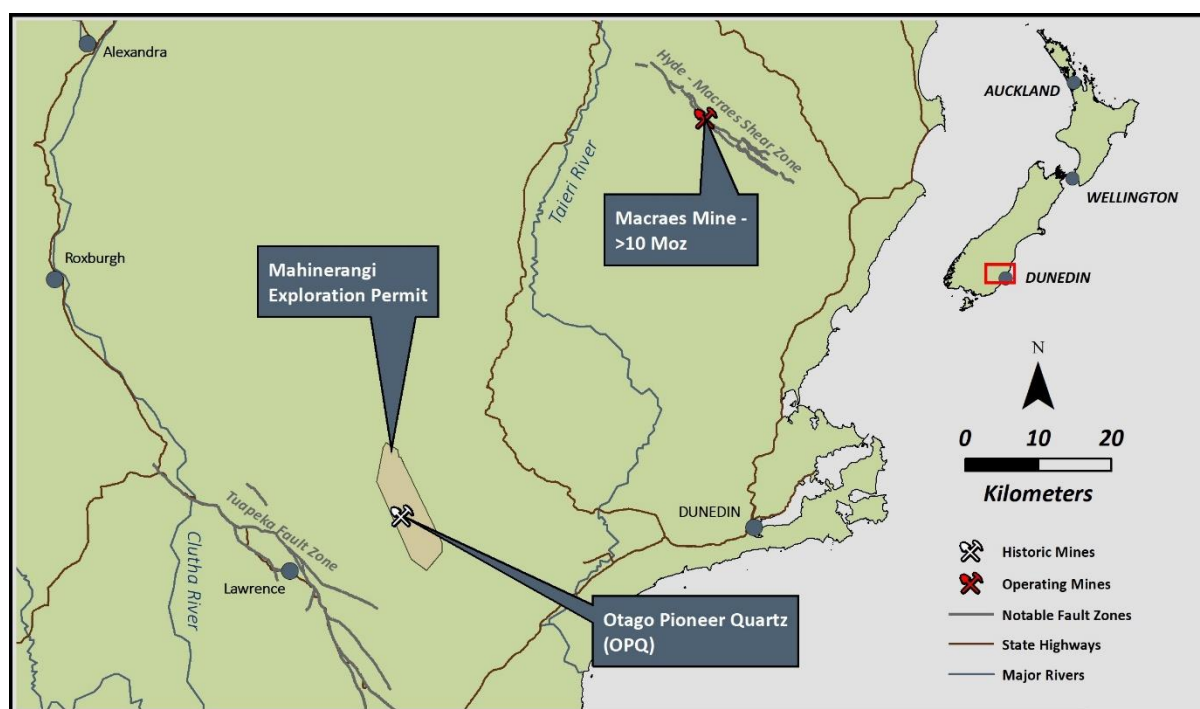


Figure 1- NAE Exploration Permit EP60502 (Mahinerangi), Historic OPQ Gold Mine and Exploration Target Location

Otago Pioneer Quartz Historic Gold Mine

Historic records indicate that the Otago Pioneer Quartz (OPQ) reef was mined over 100 years ago averaging 2m wide over a strike length of at least 1,200m and yielding an average of around 13 grams per tonne Au.

Soil Au and As Anomaly over Historic OPQ Mine Defined by Macraes Mining

Exploration around the OPQ historic mine area by Macraes Mining Company between 1991 and 1997 further demonstrated As and Au soil anomalies over a distance of approximately 1km strike length above the area of the OPQ reef historically mined (see Figure 2).

NAE 2018 Soil Sampling Programs

NAE undertook a soil sampling program using a man-portable drill and hand auger in February 2018 and a follow up program in September 2018. Key results of the NAE 2018 soil sampling programs include:

- 2 samples located approximately 700m southeast and along strike of the OPQ historic mine and previously defined soil anomaly recorded gold values of 1.4 g/t and 0.6 g/t.
- 0.66 g/t gold located ~2,700m southeast and along strike of the OPQ historic mine and previously defined soil anomaly and ~2,000m southeast and along strike of the 1.4 g/t and 0.6 g/t gold soil results obtained by NAE in February 2018.
- 0.55 g/t and 0.25 g/t gold on a line located north of Lake Mahinerangi ~3,000m northwest and along strike of the OPQ historic mine and previously defined soil anomaly.

As shown in Figure 2, these results potentially extend the strike length of the OPQ gold target significantly (up to 6km in total) and highlight the potential for one or more narrow zones of high-grade gold mineralization.

Forward Work Program

New Zealand based technical consultants, CRL Energy, were engaged by NAE in August 2019 to undertake Phase 1 of the 2019 OPQ gold exploration program which will commence in mid-September 2019.

Phase 1

The 2019 Phase 1 gold exploration program comprises geological mapping, hand auger soil sampling, man-portable percussion drill soil sampling, rock chip sampling, portable XRF analysis, and laboratory analysis for gold over the OPQ gold target.

As shown in Figure 2, the Phase 1 program includes:

- Hand auger soil sampling, portable XRF analysis, and gold assays in 3 areas:
 - North of Lake Mahinerangi at the northern extent of the OPQ trend
 - At the southern extent of the OPQ trend
 - Within a parallel structural zone identified in the east of the Permit
- Man-portable percussion drilling to penetrate into primary soil horizon / bedrock will be used in areas where there is thicker wind-blown cover. This includes additional man-portable drill lines in 2 areas to the north and south of the historic OPQ Gold Mine.
- Geological mapping will be undertaken on a number of traverse lines over the OPQ and parallel trend targets. These will be mostly located in gullies where there is better outcrop exposure.

Follow Up Phases 2 and 3 Planned

The 2019 Phase 1 program is aimed at more closely defining targets for aircore drilling (~20m deep holes) and trenching planned as part of the follow up Phase 2 program, subject to the results of Phase 1.

A follow up Phase 3 program, comprising of deeper RC and/or diamond drilling (>50m holes), is also planned subject to the results of Phases 1 and 2.

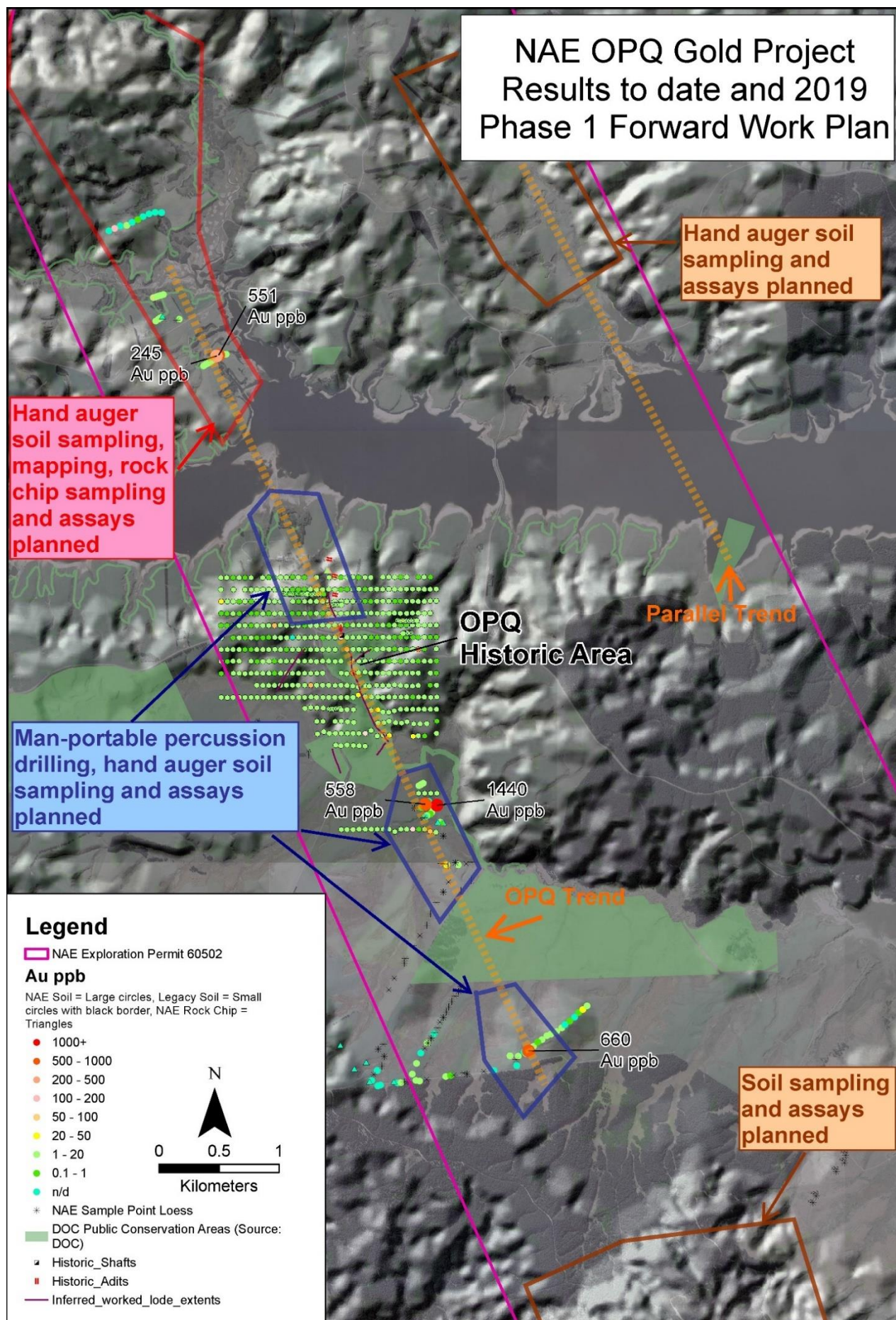


Figure 2 - Otago Pioneer Quartz Gold Project – NAE Exploration Results to Date and 2019 Phase 1 Forward Work Plan

LOCHINVAR COKING COAL PROJECT, UK

The Lochinvar Coking Coal Project is located on the Scottish / English border. NAE holds an exploration licence, conditional mining licence and option agreement over the Lochinvar area and Lochinvar North area as shown in Figure 1. Both licences are in good standing and are 100% owned by NAE. The initial 5-year licence term over the Lochinvar South area ended in April 2019 and this licence is currently in the process of being renewed.

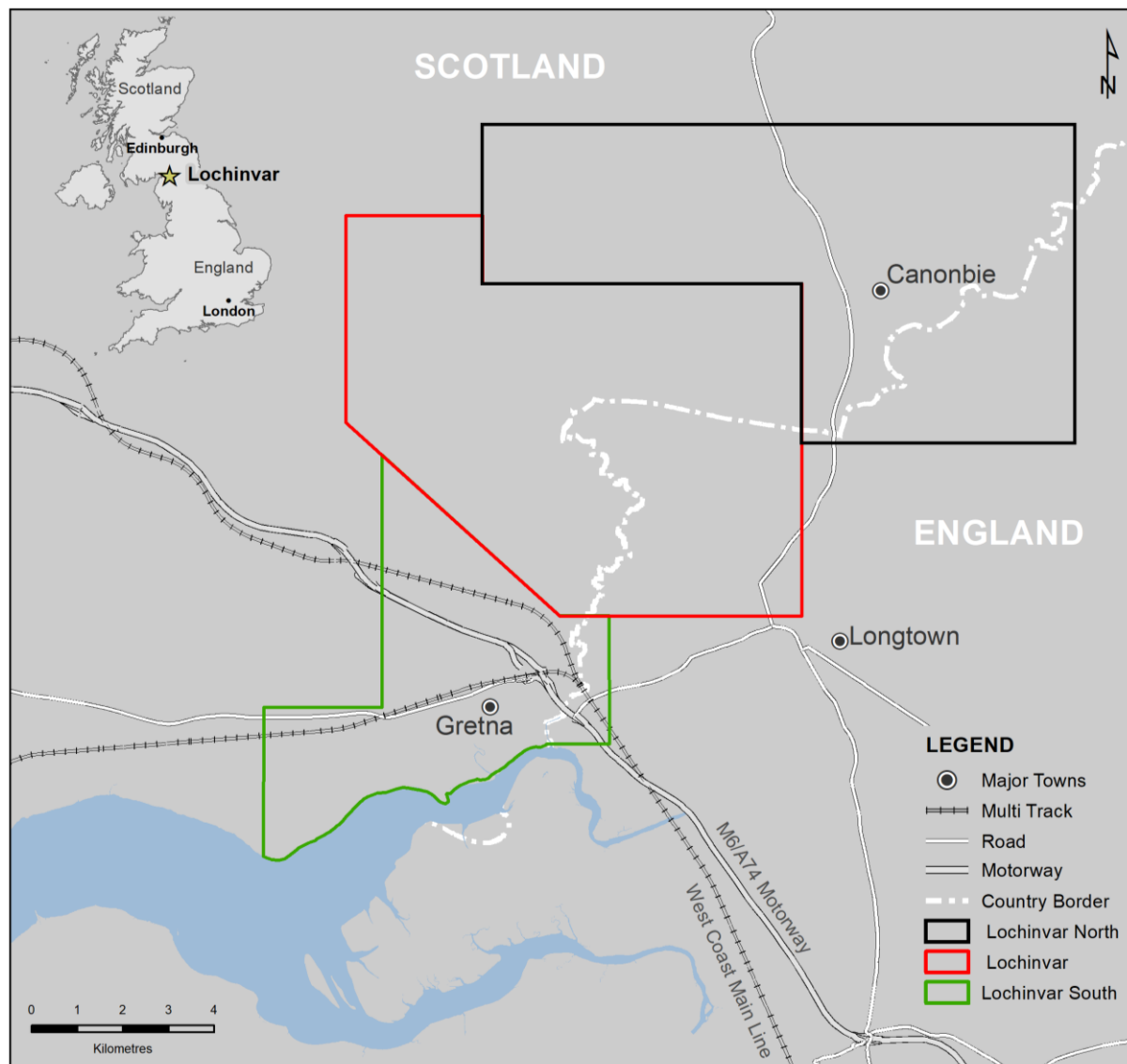


Figure 3- Location of the Lochinvar Licences ¹

Lochinvar Mineral Resource²

A 49Mt maiden Indicated Resource and 62Mt Inferred Resource was defined for the Nine Foot and Six Foot Seams within the Lochinvar licence in August 2014 as shown in Table 1.

¹ The Lochinvar South Licence initial 5-year term ended on 10 April 2019 and the licence is currently in the process of being renewed.

² NAE announcement 29 August 2014, Lochinvar Resource Upgrade and Product Quality

Table 1 - Lochinvar Indicated and Inferred Resource Summary (August 2014)

Coal Seam (Air Dried Basis)	Indicated Resource (Mt)	Inferred Resource (Mt)	Total Resource (Mt)
Nine Foot Seam	37	49	86
Six Foot Seam	13	13	26
Total	49	62	111

Lochinvar Scoping Study Update (March 2017)

On 15 March 2017, NAE announced the results of an update of the Lochinvar Scoping Study, which showed a substantial improvement in the project economics. The March 2017 Scoping Study Update showed the Lochinvar project has a base-case NPV 9%, determined to an accuracy of $\pm 40\%$, of approximately US\$410M, an IRR of approximately 27% and a payback period of approximately 4 years. The Scoping Study Update results also demonstrate that the Lochinvar Project is robust to changes in Coking Coal price and other key assumptions (break even HCC price is US\$100/t). The economic evaluation is based on a US\$160/t HCC Benchmark Price / US\$150/t Lochinvar realised Price.

The Scoping Study Update NPV improvement (2014 Scoping Study NPV was US\$263M) was primarily been driven by depreciation of the British Pound Sterling (GBP) against the USD following the outcome of the Brexit referendum, and by high demand for high volatile coking coals in Europe resulting in reduced quality discounts (i.e. higher realised price) expected for Lochinvar coal sales into Europe.

These results show the potential for the Lochinvar project to deliver excellent returns on investment with lowest quartile operating costs resulting from short rail transport distances, low labour costs, high coal yield (71%), low royalties, and low taxes.

Lochinvar sits comfortably in the lowest quartile of the 2017 Wood Mackenzie Global Seaborne Coking Coal FOB cost curve. With a total FOB Operating Cost of US\$58/t, Lochinvar has the potential to deliver a low-cost, long life operation which is ideally located to supply the European steel industry.

The Scoping Study identified the following base case for the Lochinvar project:

- Underground longwall mine (200m wide longwall face) with drift access to the surface
- Development roadways constructed by 3 continuous miners
- 1.9 Mtpa ROM coal mined underground and conveyed to ROM stockpile on surface
- Coal Processing Plant producing 1.4Mtpa clean saleable coking coal (71% yield)
- Clean coal conveyed from the Coal Processing Plant to nearby product stockpiles next to rail siding
- Short rail siding connecting to the West Coast Main Line (WCML)
- Coal loaded from product stockpiles into rail wagons for direct delivery to UK steel mills or exported to European mills
- Rejects trucked to nearby contoured reject storage area.

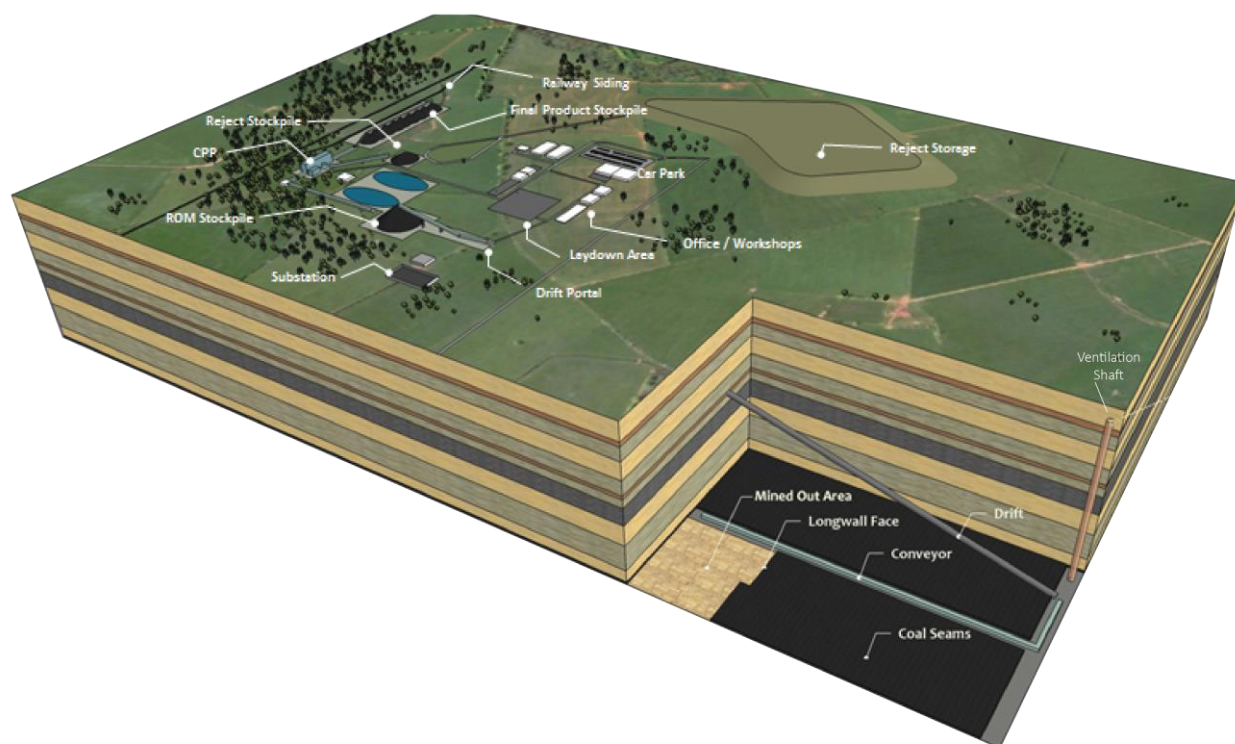


Figure 4- Conceptual Drawing of Lochinvar Mine, Process Plant and Surface Infrastructure

Coking Coal Price Outlook

The hard coking coal benchmark (“HCC”) spot price has been within the range of US\$175/t to US\$225/t FOB Australia over the 2 year period from early 2017 to early 2019. Since early 2019, the HCC spot price has fallen to ~US\$160/t FOB Australia. This fall in HCC prices over the past ~5 months is in line with falls in most commodity prices largely due to market uncertainty around US-China trade wars.

Whilst the current US\$160/t FOB Australia HCC price is lower than the US\$175-US\$225/t FOB Australia trading range over the previous 2 years, the current price still represents a stepped improvement in prices from 2014-2016 cyclical low levels. The current HCC spot price of US\$160/t FOB Australia is consistent with the view taken by NAE’s Directors in the March 2017 Lochinvar scoping study update that coking coal prices would remain in the range of US\$140/t to US\$170/t over the medium to long term. In fact, current HCC prices of ~US\$160/t are exactly in line with the HCC price of US\$160/t used for the March 2017 Lochinvar Scoping Study Update.

Lochinvar North Licence Granted

In April 2019, an Exploration Licence, Conditional Mining Licence and Option Agreement were granted to NAE by The Coal Authority over an area of 66.5 km² adjoining and to the north and east of the existing Lochinvar Licence (“Lochinvar North Licence”) as shown in Figure 5.

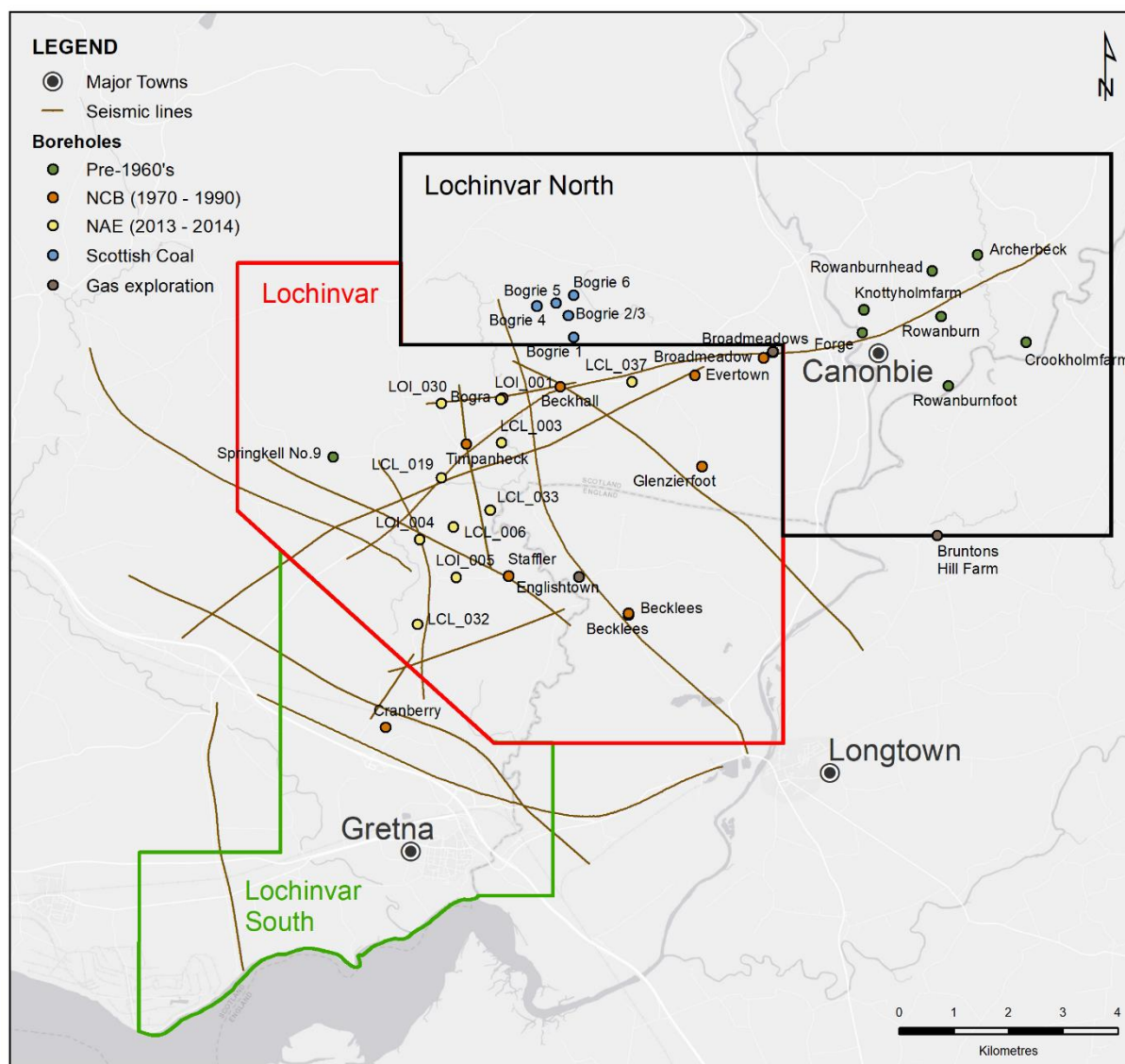


Figure 5 - NAE Lochinvar Licence Areas, Borehole Collars and Seismic Lines

Lochinvar North Historic Mining and Exploration

Localised coal mining occurred within the Lochinvar North Licence from the mid-1800's to the early 1920's in the eastern part of the coalfield, where the coal seams are exposed near the surface.

In the 1950's, 5 boreholes were drilled by the National Coal Board within the Lochinvar North Licence area. 4 of these 3 boreholes (Rowanburnfoot, Knottyholm, Crookholm Farm and Woodhouselees holes) intersected the Nine Foot Seam and/or the Six Foot seam. These boreholes confirm the continuity of the coking coal seams within the Lochinvar North Licence and show average thickness in the Lochinvar North Licence area of 4.1m for the Nine Foot Seam and 1.8m for the Six Foot Seam. These intersections show a thickening of the coal seams, when compared to the adjacent Lochinvar Licence to the west and southwest.

Coal sampling results on the NCB borehole intersections within the Lochinvar North Licence area demonstrate coking coal properties consistent with the coking coal quality recorded in drilling by NAE in the adjacent Lochinvar licence.

Scottish Coal drilled a series of holes north of the Lochinvar Licence ("Bogie holes"). While the location of these holes has been confirmed, detailed lithological information from these holes is scant. However, the information available suggests that coal seams of similar thickness to those encountered at the northern part of Lochinvar,

persist into Lochinvar North Licence area. As such, this may provide an opportunity for shallower underground access to first coal and reduce the length and capital cost of the decline required for the Lochinvar project.

Lochinvar North Exploration Target

Exploration data from NAE's adjacent Lochinvar property, combined with NCB borehole data and seismic data obtained in the Lochinvar North Licence area have provided the basis for an Exploration Target over the Lochinvar North Licence.

An Exploration Target for the Lochinvar North Licence ranging from 77-142 million tonnes has been estimated by independent technical consultants, Palaris, in the Nine Foot and/or Six Foot Seams to a maximum depth of 1,000m and minimum thickness of 1.2m. The lower end of the exploration target range includes the Nine Foot Seam only with a 10% discount for faulting. The upper end of the exploration target includes the Nine Foot Seam and the Six Foot Seam with a 10% discount for faulting.

Table 2 Lochinvar North Exploration Target ³

Description	Tonnage Range (Mt)
Nine Foot Seam Only	77-104 Mt
Nine Foot Seam plus Six Foot Seam	105-142 Mt
Lochinvar North Licence Exploration Target	77-142 Mt

The potential quantity and quality of the Exploration Targets is conceptual in nature. Insufficient exploration has been undertaken to estimate a Mineral Resource and it is uncertain that further exploration will result in the estimation of a Mineral Resource.

Mineral Resource and Exploration Target areas for all of the Lochinvar licence areas are shown in Figure 6.

Lochinvar North has the potential to extend the Lochinvar resource, reduce the depth to first coal from surface therefore reducing the length and capital cost of the decline, increase mining production rate and increase mine life for the total Lochinvar project.

³ NAE Announcement – Lochinvar North Exploration Target, 15 April 2019



An initial 12 to 24-month work program has been developed for the Lochinvar North Licence Area. The key aim of this work program will be to define a JORC compliant Resource to an Inferred and Indicated status based on existing drilling and geological information – similar to that which NAE has already defined over the Lochinvar Licence.

CORPORATE

Completion of \$1.6m Placement (June 2018 – August 2018)

In June 2018, a \$1.6m, two-tranche placement, led by CPS Capital, was announced to fund the Redmoor project and NAE working capital requirements. Tranche 1 of the placement was completed in late-June raising \$728,000 via the issue of 112,000,000 shares issued at 0.65 cents per share.

An EGM was held on 26 July 2018 where shareholders approved all of the following resolutions:

- The issue of 134,153,846 shares for Tranche 2 of the Placement,
- The issue of up to 14,769,231 shares to CPS Capital for payment of their broker fee for the Placement, being 6% of the total funds raised which CPS elected be paid in shares at the 0.65 cents per share placement price, and
- Refreshment of the Company's placement capacity.

Tranche 2 of the \$1.6m placement was completed on 2 August 2018 raising a further \$872,000 via the issue of 134,153,846 shares issued at 0.65 cents per share.

Completion of \$0.94m Placement (February 2019)

In February 2019, a \$0.94m placement, led by CPS Capital, was completed to raise funds to be allocated towards the development of the Company's existing projects, to seek new opportunities and to working capital.

The placement was undertaken via the placement of 171m new shares at an issue price of 0.55 cents per share, raising a total of \$940,500 before associated costs.

An additional 6m shares, at the placement price of 0.55 cents per share, were issued for costs associated with the placement.

Additional Investment in Cornwall Joint Venture

During the year period, NAE increased its investment in the Cornwall Resources Limited joint venture by £478,502 to fund its 50% share of the 2018 Phase 1 and Phase 2 Redmoor drilling programs (12 holes).

Board and Management Changes

Mr Gary Fietz and Mr Michael Amundsen resigned as Directors of NAE in October 2018. An agreement was also reached to terminate Mr Fietz's contract as Managing Director. Mr Fietz agreed to continue to be available to the Company as a consultant for a period of 3 months to ensure an orderly transition to new management. Mr Fietz and the Company then extended this arrangement beyond the end of January 2019 on a month-by-month basis.

To fill the vacancies left by the above resignations in October, the Company appointed Mr Neil Hutchison, Mr Stephen Layton and Mr Joshua Wellisch as non-executive Directors.

In December 2018, Mr Neil Hutchison resigned as a Director of NAE to meet new additional workload with alternate companies.

Strategy

Settlement of the Redmoor sale transaction in July provides certainty over \$2.7m cash inflow over the next 9 months. This will place the company in a strong financial position enabling it to focus on;

- Advancing its OPQ gold exploration project in Otago, New Zealand, and
- Strengthening efforts to acquire new opportunities that establish shareholder value, leveraging off its stronger financial position.

There has been significant investor interest in the Lochinvar project over the past year and the Board is continuing to progress opportunities for funding of the Lochinvar project with interested parties.

NAE Office Move

On 31 May 2019, NAE moved its office. The new office address is:

Level 17, 500 Collins Street
Melbourne, Victoria 3000
Phone: +61 3 9614 0600
Fax: +61 3 9614 0550

The Directors present their report, together with the consolidated financial statements of the Group comprising of New Age Exploration Limited (the Company) and its subsidiaries, for the financial year ended 30 June 2019 and the auditor's report thereon.

Directors

The following persons were Directors of the Company during the whole of the financial year and up to the date of this report, unless otherwise stated:

Mr A Broome AM (Non-Executive Chairman)

Mr J Wellisch (Executive Director) – appointed 12 October 2018

Mr S Layton (Non-Executive Director) – appointed 12 October 2018

Mr N Hutchison (Technical Director) – appointed 12 October 2018, resigned 13 December 2018

Mr G Fietz (Managing Director) – resigned 12 October 2018

Mr M Amundsen (Non-Executive Director) - resigned 12 October 2018

Company Secretaries

Mr A Wing (B.Bus, CPA) was the company secretary of the Company during the whole of the financial year and up to the date of this report. Mr Wing is CPA qualified. He practised in the audit and corporate divisions of a chartered accounting firm before working with a number of public companies listed on the ASX as a corporate/accounting consultant and company secretary.

Pauline Moffatt is a graduate of the Australian Institute of Company Directors (GAICD) and a fellow GIA ICSA of the Governance Institute of Australia. Ms Moffatt has a wealth of experience, providing specialised accounting and company secretary services to public companies for over 20 years.

Meetings of directors

The number of meetings of the Company's Board of Directors and of each Board committee held during the year ended 30 June 2019, and the number of meetings attended by each director were:

	Full Board		Audit Committee	
	Held	Attended	Held	Attended
Mr A Broome AM	8	7	2	2
Mr J Wellisch	5	5	1	1
Mr S Layton	5	5	1	1
Mr N Hutchison	2	2	-	-
Mr G Fietz	3	3	1	1
Mr M J Amundsen	3	3	1	1

'Held' represents the number of meetings held during the time the Director held office or was a member of the relevant committee.

Information on directors as at 30 June 2019

Name:

Mr Alan Broome AM (I.Eng, F.AusIMM, FAICD, FICME, MInstD (NZ))

Title:

Non-Executive Director and Chairman

Experience and expertise:

Mr Broome is a metallurgist with over 40 years' experience in mining and metals. A well-known figure in the Australian mining industry, Alan has extensive board experience, both as a director and chairman, of a number of listed and unlisted mining and mining technology companies. Over the past 20 years, Alan has had in-depth experience in coal mining, mining technology, equipment, services and research sectors, both in Australia and abroad.

Other current directorships:

Strategic Minerals plc (Chairman) – August 2015 to date

Former directorships (in the last 3 years):

Nil

Special responsibilities:

Chairman of the Board

Interests in shares:

475,000 ordinary shares

First appointed to the Board:

18 February 2013

Name: **Mr Joshua Wellisch**
Title: Executive Director
Experience and expertise: Mr Wellisch is a corporate professional whose career has included several Executive Management and Director roles in ASX listed companies. Mr Wellisch has a breadth of experience in the acquisition, management and development of mineral geological projects within the energy and minerals sector. Mr Wellisch has a substantial background in Project Management and is a member of the Project Management Institute (PMI). Mr Wellisch is also currently a director of NRG Capital specialising in capital raisings, corporate structuring and the facilitation of ASX listings.
Other current directorships: Nil
Former directorships (in the last 3 years): Kairos Minerals Limited (resigned 4 August 2017)
Special responsibilities: Executive Director
Interests in shares: 17,777,692 ordinary shares
First appointed to the Board: 12 October 2018

Name: **Mr Stephen Layton**
Title: Non-Executive Director
Experience and expertise: Mr Layton has over 35 years' experience in equity capital markets in the UK and Australia. Mr Layton has worked with various stockbroking firms and/or AFSL regulated corporate advisory firms. Mr Layton specialised in capital raising services and opportunities, corporate advisory, facilitation of ASX listings and assisting companies grow.
Other current directorships: Speciality Metals International Ltd (Non-Executive Director) – November 2017 to date
 Mithril Resources Ltd (Non-Executive Director) – May 2019 to date
Former directorships (in the last 3 years): Nil
Special responsibilities: Nil
Interests in shares: 15,000,000 ordinary shares
First appointed to the Board: 12 October 2018

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships in all other types of entities, unless otherwise stated.

'Former directorships (in the last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships in all other types of entities, unless otherwise stated.

Principal activities

During the financial year, the Group made significant progress with advancing its Redmoor Tin-Tungsten project, before the sale of the Company's interest, and its Otago South Gold project.

The Company's major focus this year was the Redmoor Tin-Tungsten Project in Cornwall, UK operated by Cornwall Resources Limited (CRL), which was 50% owned by NAE until its sale announced in March 2019. A preliminary economic evaluation of the project including mining, processing, and infrastructure studies was completed in 2018 providing the Company and its joint venture partner, Strategic Minerals Plc, the confidence that the Redmoor project has the potential to deliver attractive returns on investment and to proceed with further drilling in 2018 aimed at both increasing the size and grade of the resource and increasing the level of confidence in the resource.

In January 2019, NAE was granted a 71.6km² Exploration Permit (EP60502) covering the Otago Pioneer Quartz ("OPQ") Gold Target located in the Mahinerangi area of Otago, New Zealand. NAE undertook a soil sampling program using a man-portable drill and hand auger in February 2018 and a follow up program in September 2018.

The Company is continuing to maintain its 100% holding in the Lochinvar coking coal project which is a low-cost major coking coal asset, strategically located to supply the UK and European steel industry. Investor confidence is returning in coking coal

as commodity prices continue to stabilize at attractive prices. Efforts are being refocused on identifying a strategic investor that will enable the project to be advanced.

Dividends

There were no dividends paid or declared during the current or previous financial year.

Review of operations

The loss for the Group after providing for income tax amounted to \$1,158,486 (2018: profit of \$960,492).

In March 2019, the Company announced that it entered into an agreement with joint venture partner Strategic Minerals plc to sell NAE's 50% interest in Cornwall Resources Ltd. As a result, the Company reclassified its investment in the joint venture as a non-current asset held for sale and recognised an impairment loss of \$209,786.

Additional information on the Company's operations is included in the detailed Activities Report preceding this Directors' report.

Significant changes in the state of affairs

During the year, the Company invested in additional shares in Cornwall Resources Ltd to retain its 50% interest in the Redmoor Project for \$866,683 before it sold such interest to joint venture partner Strategic Minerals plc ("SML") in March 2019.

Contributed equity increased by \$1,941,500 as a result of the issue of 148,923,077 shares in August 2018 at an issue price of \$0.0065 (0.65 cents) per share and a further 177,000,000 shares in March 2019 at an issue price of \$0.0055 (0.55 cents) per share.

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

Matters subsequent to the end of the financial year

In July 2019, the Company settled the sale of its 50% interest in Cornwall Resources Ltd as initially announced in March 2019.

No other matter or circumstance has arisen since 30 June 2019 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Likely developments and expected results of operations

Otago South Gold Exploration Project

A follow-up soil sampling program using a man portable drill has recently been completed over the high-grade quartz vein target surrounding the historic Otago Pioneer Quartz Mine on NAE's prospecting permits in Otago, New Zealand. Samples have been sent to the laboratory for gold analysis. The results will be released when available and will inform the next steps on the project.

Lochinvar Coking Coal Project

The Company will continue to maintain its 100% holding in the Lochinvar coking coal project which is a low-cost major coking coal asset, strategically located to supply the UK and European steel industry. Efforts are being refocused to identify a strategic investor that will enable the project to be advanced.

Environmental regulation

The Group's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a State or Territory in Australia as at this date.

The Group's exploration activities in the United Kingdom and New Zealand are subject to environmental regulations in those countries. The Board maintains responsibility that the Group is in compliance with all relevant environmental legislation and maintains a high standard of environmental care. During the year, there were no known breaches of tenement conditions, and no such breaches have been notified by any government agencies.

Remuneration report (audited)

The remuneration report, which has been audited, outlines the director and other key management personnel remuneration arrangements for the consolidated entity, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

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

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

A Principles used to determine the nature and amount of remuneration**Remuneration Policy**

The Board practice for determining the nature and amount of remuneration of directors and other key management personnel is agreed by the Board of Directors as a whole. The Board obtains professional advice where necessary to ensure that the Group attracts and retains talented and motivated Directors and employees who can enhance Group performance through their contributions and leadership.

Remuneration consists of a fixed remuneration, performance-based bonuses and long-term share options as considered appropriate. The Board believes that options are an effective remuneration tool which preserves the cash reserves of the Group whilst providing valuable remuneration.

Executive Director Remuneration

Due to the limited size of the Group and of its operations and financial affairs, the use of a separate remuneration committee is not considered appropriate. In determining the level and make-up of the Executive Director remuneration, the Board negotiates a remuneration to reflect the market salary for a position and individual of comparable responsibility and experience.

Remuneration is periodically compared to relevant external market conditions. This is done based on surveys of peer companies' Managing Director remuneration and also taking into account the increase in consumer price index. If required, the Board may engage an external consultant to provide independent advice in the form of a written report detailing market levels of remuneration for comparable executive roles.

No external consultant was engaged during the year for the purpose of remuneration review.

Non-Executive Director Remuneration

Non-executive Directors' fees are paid within an aggregate limit which is approved by the shareholders from time to time. Retirement payments, if any, are agreed to be determined in accordance with the rules set out in the Corporations Act at the time of the Directors retirement or termination. Non-Executive Directors remuneration may include an incentive portion consisting of bonuses and/or options, as considered appropriate by the Board, which may be subject to shareholder approval in accordance with the ASX Listing Rules.

The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst directors is reviewed annually. The Board considers the amount of Director fees being paid by comparable companies with similar responsibilities and the experience of the Non-Executive Directors when undertaking the annual review process.

The Group determines the maximum amount for remuneration, including thresholds for share-based remuneration, for Directors by resolution. At the Annual General Meeting held on 28 November 2012, shareholders approved \$300,000 as the annual maximum amount of remuneration that may be allocated to all Non-Executive Directors. Further details regarding components of Director and executive remuneration are provided in the following tables.

Group performance, shareholder wealth and director and other key management personnel remuneration

The remuneration policy has been tailored to increase goal congruence between shareholders, Directors and other key management personnel through successfully achieving its primary objectives. During exploration project development phase, these objectives are not linked to earnings. Instead, the successful discovery or acquisition of mineral resources and progress with project development are the primary means of value creation and thus, are the primary objectives of the Company. The achievement of this aim has been through the issue of options to Directors to encourage the alignment of personal and shareholder interests. The recipients of the options are responsible for growing the Group and increasing shareholder value. If they achieve this goal, the value of the options granted to them will also increase. Therefore, the options provide an incentive to the recipients to remain with the Group and to continue to work to enhance the Group's value.

B Details of remuneration

Details of the remuneration of the Directors and other key management personnel (defined as those who have the authority and responsibility for planning, directing and controlling major activities) of the Group are set out in the following tables.

	Short-term benefits		Post-employment benefits	Termination	Total	Performance
	Salary/Fees (5)	Bonus	Superannuation	Payments		Related
2019	\$	\$	\$	\$	\$	%
<i>Non-Executive Directors:</i>						
Mr A Broome AM	68,000	-	-	-	68,000	-
Mr S Layton (1)	34,000	-	-	-	34,000	-
Mr N Hutchison (2)	20,375	-	-	-	20,375	-
Mr M Amundsen (3)	10,817	-	-	-	10,817	-
<i>Executive Directors:</i>						
Mr J Wellisch (1)	112,954	-	-	-	112,954	-
Mr G Fietz (4)	79,963	-	6,250	290,449	376,662	-
<i>Company Secretary:</i>						
Mr A M Wing	80,335	-	-	-	80,335	-
	406,444	-	6,250	290,449	703,143	-
2018	\$	\$	\$	\$	\$	%
<i>Non-Executive Directors:</i>						
Mr A Broome AM	60,000	-	-	-	60,000	-
Mr M Amundsen	37,500	-	-	-	37,500	-
<i>Executive Director:</i>						
Mr G Fietz (4)	270,177	-	25,000	-	295,177	-
<i>Company Secretary:</i>						
Mr A M Wing	35,004	-	-	-	35,004	-
	402,681	-	25,000	-	427,681	-

(1) Appointed 12 October 2018

(2) Appointed 12 October 2018 and resigned 13 December 2018

(3) Resigned 12 October 2018

(4) Resigned 12 October 2018. Further, Gary Fietz's wife was paid \$nil (2018: \$5,081) for administrative and investor relations support services. Refer to Note 19 of the financial statements.

(5) Includes any salary sacrifice superannuation

C Service agreements

NAE has no existing service agreements as at 30 June 2019. Its Executive Service Agreement (ESA) with former Managing Director, Mr Gary Fietz, ended when Mr Fietz resigned on 12 October 2018.

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

D Share-based compensation**Issue of shares**

There were no shares issued to Directors and other key management personnel as part of compensation during the year ended 30 June 2019.

Shareholding

The number of shares in the Company held during the financial year by each director and other members of key management personnel, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions	Disposals/ Other	Balance at the end of the year
2019					
<i>Ordinary shares</i>					
Alan Broome AM	475,000	-	-	-	475,000
Joshua Wellisch (1)	-	-	17,777,692	-	17,777,692
Stephen Layton (1)	-	-	15,000,000	-	15,000,000
Neil Hutchison (3)	-	-	-	-	-
Gary Fietz (2)	445,000	-	-	(445,000)	-
Michael Amundsen (2)	450,000	-	-	(450,000)	-
Adrien Wing	9,900,000	-	20,099,998	-	29,999,998
	11,270,000	-	52,877,690	(895,000)	63,252,690
2018					
<i>Ordinary shares</i>					
Alan Broome AM	475,000	-	-	-	475,000
Gary Fietz	445,000	-	-	-	445,000
Michael Amundsen	450,000	-	-	-	450,000
Adrien Wing	750,000	-	9,150,000	-	9,900,000
	2,120,000	-	9,150,000	-	11,270,000

(1) Appointed 12 October 2018

(2) Resigned 12 October 2018

(3) Appointed 12 October 2018, resigned 13 December 2018

Options

There were no options issued to Directors or other key management personnel as part of compensation during the year ended 30 June 2019.

Options holdings

There were no options over ordinary shares in the Company held by Directors and other members of key management personnel, including their personally-related parties, during the financial year.

E Additional information

The earnings of the Group for the five years to 30 June 2019 are summarised below:

	2015 \$	2016 \$ *restated	2017 \$	2018 \$	2019 \$
Revenue	23,014	944,794	1,746,521	1,776,869	51,835
Net profit/(loss) before tax	(3,074,884)	547,997	689,623	960,492	(1,158,486)
Net profit/(loss) after tax	(3,074,884)	547,997	689,623	960,492	(1,158,486)

The factors that are considered to affect total shareholders return (TSR) are summarised below:

	2015	2016 *restated	2017	2018	2019
Share price at start of year (\$)	0.018	0.004	0.009	0.010	0.006
Share price at end of year (\$)	0.004	0.009	0.010	0.006	0.004
Basic earnings/(loss) per share (cents per share)	(0.98)	0.17	0.17	0.21	(0.15)
Diluted earnings/(loss) per share (cents per share)	(0.98)	0.17	0.17	0.21	(0.15)

This concludes the remuneration report, which has been audited.

Shares under option

There were no unissued ordinary shares of the Company under option at the balance date.

Shares issued on the exercise of options

No shares of the Company were issued during the year ended 30 June 2019 on the exercise of options granted.

Indemnity and insurance of officers

The Company has indemnified the Directors and executives for costs incurred in their capacity as a Director or executive for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Company paid a premium in respect of a contract to insure the Directors and executives against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of liability and the amount of the premium.

Indemnity and insurance of auditor

The Company has not, during or since the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

Proceedings on behalf of the Group

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

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out on the following page.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the directors



Joshua Wellisch
Executive Director

11 September 2019
Melbourne

RSM Australia Partners

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of New Age Exploration Limited and its controlled entities for the year ended 30 June 2019, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

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

**RSM AUSTRALIA PARTNERS****J S CROALL**

Partner

Dated: 11 September 2019
Melbourne, Victoria

**STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME**
For The Year Ended 30 June 2019

NEW AGE EXPLORATION LTD
Annual Report 30 June 2019

	Note	Consolidated 30 June 2019 \$	Consolidated 30 June 2018 \$
Revenue from continuing operations			
Reversal of impairment on exploration assets		-	1,707,536
Other revenue	4	51,835	69,333
		<u>51,835</u>	<u>1,776,869</u>
Expenses			
Corporate expenses		(329,851)	(187,394)
Occupancy expenses		(22,353)	(25,631)
Employee benefits expenses	5	(655,784)	(473,083)
Exploration and evaluation expenses		(8,250)	-
Administrative expenses		(112,591)	(76,500)
Legal expenses		(23,192)	(23,725)
Travel and accommodation		(31,401)	(31,202)
		<u>(1,183,422)</u>	<u>(817,535)</u>
(Loss)/profit before tax from continuing operations		(1,131,587)	959,334
Income tax expense	6	-	-
(Loss)/profit after tax from continuing operations		(1,131,587)	959,334
Discontinued operations			
(Loss)/profit after tax from discontinued operations	10	(26,899)	1,158
(Loss)/profit for the year		(1,158,486)	960,492
Other comprehensive income for the year			
Items that may be reclassified subsequently to profit or loss			
- Exchange differences on translation of foreign operations		150,732	298,330
Other comprehensive income for the year, net of tax		150,732	298,330
Total comprehensive (loss)/income for the year		(1,007,754)	1,258,822
<i>Earnings/(loss) per share from continuing operations attributable to the owners of New Age Exploration Limited</i>			
		Cents	Cents
Basic per share	21	(0.15)	0.21
Diluted per share	21	(0.15)	0.21
<i>Earnings/(loss) per share from discontinued operations attributable to the owners of New Age Exploration Limited</i>			
		Cents	Cents
Basic per share	21	(0.00)	0.00
Diluted per share	21	(0.00)	0.00
<i>Earnings/(loss) per share attributable to the owners of New Age Exploration Limited</i>			
		Cents	Cents
Basic per share	21	(0.15)	0.21
Diluted per share	21	(0.15)	0.21

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

STATEMENT OF FINANCIAL POSITION
As at 30 June 2019

NEW AGE EXPLORATION LTD
Annual Report 30 June 2019

	Note	Consolidated 30 June 2019	Consolidated 30 June 2018
		\$	\$
Current assets			
Cash and cash equivalents	7	693,506	1,053,352
Trade and other receivables	8	34,387	33,210
Prepayments		9,003	19,808
Other financial assets		25,000	25,000
Non-current Asset held for sale	10	3,000,000	-
Total current assets		3,761,896	1,131,370
Non-current assets			
Plant and equipment		-	3,425
Investment in joint venture	9	-	2,160,217
Exploration and evaluation assets	11	7,064,325	6,777,775
Total non-current assets		7,064,325	8,941,417
Total assets		10,826,221	10,072,787
Current liabilities			
Trade and other payables		122,828	114,788
Provisions	12	18,005	34,847
Total current liabilities		140,833	149,635
Total liabilities		140,833	149,635
Net assets		10,685,388	9,923,152
Equity			
Contributed equity	13	27,990,778	26,220,788
Reserves	14	868,483	717,751
Accumulated losses		(18,173,873)	(17,015,387)
Total equity		10,685,388	9,923,152

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

STATEMENT OF CHANGES IN EQUITY
For The Year Ended 30 June 2019

NEW AGE EXPLORATION LTD
Annual Report 30 June 2019

Consolidated

	Contributed Equity \$	Reserves \$	Accumulated Losses \$	Total \$
At 1 July 2018	26,220,788	717,751	(17,015,387)	9,923,152
Loss for the year	-	-	(1,158,486)	(1,158,486)
Other comprehensive income	-	150,732	-	-
Total comprehensive loss for the year	-	150,732	(1,158,486)	(1,007,754)
Transactions with owners in their capacity as owners:				
Issue of shares	1,941,500	-	-	1,941,500
Share issue costs	(171,510)	-	-	(171,510)
As at 30 June 2019	27,990,778	868,483	(18,173,873)	10,685,388
At 1 July 2017	25,492,788	419,421	(17,975,879)	7,936,330
Profit for the year	-	-	960,492	960,492
Other comprehensive income	-	298,330	-	298,330
Total comprehensive income for the year	-	298,330	960,492	1,258,822
Transactions with owners in their capacity as owners:				
Issue of shares	728,000	-	-	728,000
As at 30 June 2018	26,220,788	717,751	(17,015,387)	9,923,152

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

STATEMENT OF CASH FLOWS
For The Year Ended 30 June 2019

NEW AGE EXPLORATION LTD
Annual Report 30 June 2019

	Note	Consolidated 30 June 2019 \$	Consolidated 30 June 2018 \$
Cash flows from operating activities			
Payments to suppliers and employees		(1,195,558)	(829,935)
Other receipts		22,275	79,361
Interest received		7,814	10,577
Net cash flows used in operating activities	20 (a)	(1,165,469)	(739,997)
Cash flows from investing activities			
Payments for contribution in joint venture	10	(842,253)	(484,310)
Payments for exploration and evaluation assets		(157,463)	(192,018)
Proceeds from deposit		10,000	-
Proceeds from joint venture sale negotiations		10,000	-
Net cash flows used in investing activities		(979,716)	(676,328)
Cash flows from financing activities			
Proceeds from issue of shares	20 (b)	1,812,560	728,000
Share issue costs	20 (b)	(25,091)	-
Net cash flows provided by financing activities		1,787,469	728,000
Net decrease in cash and cash equivalents held		(357,716)	(688,325)
Cash and cash equivalents at beginning of the year		1,053,352	1,724,318
Effects of foreign exchange rate changes on cash		(2,130)	17,359
Cash and cash equivalents at the end of the year	7	693,506	1,053,352

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

General information

The consolidated financial report of New Age Exploration Limited as at and for the year ended 30 June 2019 comprises the Company and its subsidiaries (together referred to as the "Group").

The financial report is presented in Australian dollars, which is New Age Exploration Limited's functional and presentation currency.

New Age Exploration Limited is a listed for-profit public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Level 17
500 Collins Street
Melbourne VIC 3000

A description of the nature of the Group's operations and its principal activities are included in the Directors' report.

The financial report was authorised for issue, in accordance with a resolution of directors, on the date of the signing of the Directors' declaration.

Note 1 Significant accounting policies

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

New, revised or amending Accounting Standards and Interpretations adopted

In the year ended 30 June 2019, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Group and effective for the current annual reporting period. There has been no material impact on the Group.

New Accounting Standards and Interpretations not yet mandatory or early adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2019 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.

Basis of preparation

These general-purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention

The financial statements have been prepared on an accrual basis under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 2.

Principles of Consolidation

The consolidated financial statements are those of the consolidated entity, comprising the company (the 'parent entity') and its controlled entities (the 'Group'). Details of the controlled entities are contained in Note 18.

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; and
- has the ability to use its power to affect its returns.

Note 1 Significant accounting policies (cont'd)

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.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. Financial statements for controlled entities are prepared for the same reporting period as the parent entity, using consistent accounting policies. Controlled entities are fully consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group.

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries 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. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under AASB 139 *Financial Instruments: Recognition and Measurement*, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Investments in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as disposal group held for sale, in which case it is accounted for in accordance with AASB 5 *Non-current Assets Held for Sale and Discontinued Operations*. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

Note 1 Significant accounting policies (cont'd)

The requirements of AASB 9 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with AASB 136 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with AASB 136 to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment is classified as held for sale. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with AASB 9. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities. When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

Foreign Currency

Functional and Presentation Currency

The financial statements of each group entity are measured using its functional currency, which is the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars, as this is the parent entity's functional and presentation currency.

Transactions and Balances

Transactions in foreign currencies of entities within the consolidated entity are translated into functional currency at the rate of exchange ruling at the date of the transaction.

Foreign currency monetary items that are outstanding at the reporting date (other than monetary items arising under foreign currency contracts where the exchange rate for that monetary item is fixed in the contract) are translated using the spot rate at the end of financial year.

Resulting exchange differences arising on settlement or re-statement are recognized as revenues and expenses for the financial year.

Group Companies

The financial statements of foreign operations whose functional currency is different from the group's presentation currency are translated as follows:

- Assets and liabilities are translated at year-end exchange rates prevailing at that reporting date;
- Income and expenses are translated at average exchange rates for the period where this rate approximates the rate at the date of the transaction; and
- All resulting exchange differences are recognized as a separate component of equity.

Note 1 Significant accounting policies (cont'd)

Exchange differences arising on translation of foreign operations are transferred directly to the group's foreign currency translation reserve as a separate component of equity in the statement of financial position.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable.

Interest Revenue

Interest revenue is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Other revenue

Other revenue is recognised when it is received or when the right to receive payment is established.

Income tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and unused tax losses and under and over provision in prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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

The carrying amount of recognised and unrecognised deferred tax assets are reviewed each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Cash and cash equivalents

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

Trade and other receivables

Trade and other receivables are recognised at amortised cost, less any allowance for impairment.

Note 1 Significant accounting policies (cont'd)

Other Financial Assets

Other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless, an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the consolidated entity has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

Financial assets at fair value through profit or loss

Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or (ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss.

Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income include equity investments which the consolidated entity intends to hold for the foreseeable future and has irrevocably elected to classify them as such upon initial recognition.

Impairment of financial assets

The consolidated entity recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the consolidated entity's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

For financial assets measured at fair value through other comprehensive income, the loss allowance is recognised within other comprehensive income. In all other cases, the loss allowance is recognised in profit or loss.

Plant and Equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over its expected useful life as follows:

Plant and equipment: 3-5 years

Residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at the reporting date.

An item of plant and equipment is derecognised upon disposal or when there is no future economic benefit to the consolidated entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss. Any revaluation surplus reserve relating to the item disposed of is transferred directly to retained profits.

Exploration and Evaluation Assets

Expenditure on acquisition, exploration and evaluation relating to an area of interest is carried forward at cost where rights to tenure of the area of interest are current and:

It is expected that expenditure will be recouped through successful development and exploitation of the area of interest or alternatively by its sale; and/or

Exploration and evaluation activities are continuing in an area of interest but at reporting date have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves.

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. Where uncertainty exists as to the future viability of certain areas, the value of the area of interest is written off or impaired.

Note 1 Significant accounting policies (cont'd)

Impairment

The carrying value of capitalised exploration and evaluation expenditure is assessed for impairment at the cash generating unit level whenever facts and circumstances suggest that its carrying amount may exceed its recoverable amount.

An impairment exists when the carrying amount of an asset or cash-generating unit exceeds its estimated recoverable amount. The asset or cash-generating unit is then written down to its recoverable amount. Any impairment losses are recognised in the profit and loss.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

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. Where 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.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received, and the amount of the receivable can be measured reliably.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid. Due to their short-term nature, they are measured at amortised cost and not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Employee benefits

Wages and salaries, annual leave and sick leave

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

Liabilities recognised in respect of short-term employee benefits are measured at their nominal values using the remuneration rate expected to apply at the time of settlement. Liabilities recognised in respect of long-term employee benefits are measured as the present value of the estimated future cash outflows to be made by the Group in respect of services provided by employees up to reporting date.

Share-based payments

Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The costs of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using the Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Group receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The costs of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

Note 1 Significant accounting policies (cont'd)

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying the Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:

- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

Market conditions are taken into consideration in determining fair value. Therefore, any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

Contributed equity

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to the owners of New Age Exploration Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income, tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted, average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

Goods and Services Tax (GST) and other similar taxes

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

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows from investing or financing activities which are recoverable from, or payable to, the tax authority are presented as operating cash flows.

Commitments and contingencies are disclosed net of the GST recoverable from, or payable to, the tax authority.

Note 1 Significant accounting policies (cont'd)

Non-current assets (or disposal groups) held for sale and discontinued operations

Non-current assets (or 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 and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and investment property that are carried at fair value and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the noncurrent asset (or disposal group) is recognised at the date of derecognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit or loss.

Note 2 Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenues and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, which management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Exploration and evaluation

Exploration and evaluation expenditure is capitalised if the activities in the area of interest have not yet reached a stage that permits a reasonable assessment of the existence or otherwise of economically recoverable reserves. To the extent that it is determined in the future that this capitalised expenditure is not recoverable and should be written off, profits and net assets will be reduced in the period in which this determination is made.

The future recoverability of capitalised exploration and evaluation expenditure is dependent on a number of factors, including whether economically recoverable minerals are proven and whether the consolidated entity decides to exploit the related lease itself or, if not, whether it successfully recovers the related exploration and evaluation asset through sale.

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

Note 3 Operating segments

The Group operated predominately as an explorer with the view to identify attractive mineral deposits of sufficient grade and size to provide sustainable returns to shareholders.

The directors do not believe that there are any reportable segments that meet the requirements of Accounting Standard AASB 8 *Segment Reporting*, on the basis that the chief operating decision maker, being the Board of Directors, review geological results and other qualitative measures as a basis for decision making.

Types of products and services

The Group currently has no significant revenue from products or services.

Major customers

The Group has no reliance on major customers.

Geographical areas

The Group's exploration assets and assets held for sale are located as follows:

- United Kingdom \$9,848,623
- New Zealand \$215,702
- Total \$10,064,325

Note 4 Other income

	Consolidated 2019 \$	Consolidated 2018 \$
Interest from financial assets measured at amortised cost	7,831	10,089
Management fees to related entities	33,232	59,244
Other income	10,772	-
	<u>51,835</u>	<u>69,333</u>

Note 5 Expenses

	Note	Consolidated 2019 \$	Consolidated 2018 \$
(Loss)/profit before income tax includes the following expenses:			
Superannuation expense (defined contribution)		<u>17,599</u>	<u>30,571</u>
Depreciation		<u>3,425</u>	<u>1,507</u>

Note 6 Income tax expense

	Consolidated 2019 \$	Consolidated 2018 \$
(a) Components of Tax expense		
Current tax expense/(benefit)	(302,540)	(53,811)
Deferred tax expense	302,540	53,811
	-	-
(b) Numerical reconciliation of income tax expense to prima facie tax payable		
(loss)/profit before income tax expense	(1,158,486)	960,492
Tax at the Australian tax rate of 27.5% (2018: 27.5%)	(318,584)	264,135
Non-assessable items	-	(324,470)
Non-deductible items	16,044	6,524
	(302,540)	(53,811)
Current year tax losses not recognised	302,540	53,811
Income tax expense	-	-

Deferred tax assets not recognised

Deferred tax assets not recognised comprises temporary differences attributable to:

Tax losses	3,090,644	3,004,535
Capital losses	1,382,833	1,382,833
Temporary differences	37,575	37,988
Total deferred tax assets not recognised	4,511,052	4,425,356

The above potential tax benefit has not been recognised in the statement of financial position as the recovery of this benefit is uncertain.

The taxation benefits of tax losses and temporary differences not brought to account will only be obtained if:

- (i) the Group derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deductions for the losses to be realised;
- (ii) the Group continues to comply with the conditions for deductibility imposed by law; and
- (iii) no change in tax legislation adversely affects the Group in realising the benefits from deducting the losses.

Note 7 Cash and cash equivalents

	Consolidated 2019 \$	Consolidated 2018 \$
Cash at bank	684,328	841,726
Short-term deposits	9,178	211,626
	693,506	1,053,352

Note 8 Trade and other receivables

	Consolidated 2019 \$	Consolidated 2018 \$
Trade receivables – related party (i)	4,921	17,321
Interest receivable	-	142
GST and VAT receivable	16,581	7,848
Other receivables	12,885	7,898
	<u>34,387</u>	<u>33,209</u>

Due to the short-term nature of the receivables, their carrying value is assumed to approximate their fair value. Given the nature of the receivables as detailed, exposure to credit risk is not considered material.

(i) These are receivables from Cornwall Resources Ltd for which NAE holds 50% interest (see Note 18).

Note 9 Investment in joint ventures and associates

	Consolidated 2019 \$	Consolidated 2018 \$
Investment in joint venture - Cornwall Resources Ltd	-	2,160,217

NAE holds a 50% equity interest in Cornwall Resources Ltd, a UK-based company which is jointly controlled. This investment was accounted for using the equity method until its reclassification to asset held for sale in March 2019 when the Company entered into an agreement to sell its 50% interest to its joint venture partner, Strategic Minerals plc (see Note 10).

Note 10 Non-current Asset held for sale and discontinued operations

In March 2019, NAE entered into an agreement to sell its 50% share in Cornwall Resources Ltd ("CRL") to Strategic Minerals plc ("SML"). As a result, the Company reclassified the investment to assets held for sale.

The transaction was completed in July 2019 for a total consideration of \$5.0m with the following terms:

- \$3.0m in cash payments between June 2019 and June 2020 payable with a 5% p.a. interest payable on outstanding balances calculated on a daily basis. The payments are secured by charges over CRL shares and property and an option to NAE to convert any outstanding balances due to SML shares at a 10% discount to market price in the event of default. An initial \$10,000 payment was received in the current year.
- \$2.0m in royalty payments payable with \$1m falling due when net smelter sales arising from Redmoor production reaches A\$50m and the final \$1m falling due when net smelter sales arising from Redmoor production reaches A\$100m.

(a) Non-current Asset held for sale

	Consolidated 2019 \$	Consolidated 2018 \$
Investment in joint venture - Cornwall Resources Ltd	<u>3,000,000</u>	<u>-</u>

(b) Discontinued operations

Summarised financial information for joint ventures and associates

The following table includes, in aggregate, NAE's share of profit and OCI of joint ventures and associates:

	Consolidated 2019 \$	Consolidated 2018 \$
Share of net gain of joint venture	182,886	1,158
Impairment loss	(209,785)	-
(Loss)/profit from discontinued operations	<u>(26,899)</u>	<u>1,158</u>

Note 10 Non-current Asset held for sale and discontinued operations (cont'd)

The net cash flows incurred from discontinued operations are as follows:

	Consolidated 2019 \$	Consolidated 2018 \$
Investing activities	(842,253)	(484,310)

Note 11 Exploration and evaluation assets

	Consolidated 2019 \$	Consolidated 2018 \$
Exploration and evaluation assets	<u>7,064,325</u>	<u>6,777,775</u>

Reconciliations

Reconciliations of the written down values are set out below:

	Exploration and evaluation \$
Balance at 1 July 2017	4,603,750
Additions	190,766
Reversal of impairment loss	1,707,536
Effect of foreign currency movements	<u>275,723</u>
Balance at 30 June 2018	6,777,775
Additions	130,010
Effect of foreign currency movements	<u>156,540</u>
Balance at 30 June 2019	<u>7,064,325</u>

The recoverability of the carrying amount of the exploration and evaluation assets is dependent on the continuation of the Group's rights to tenure of the interests, results of future exploration and successful development or alternatively, sale of the respective areas of interest.

Note 12 Provisions

	Consolidated 2019 \$	Consolidated 2018 \$
Employee benefits	<u>18,005</u>	<u>34,847</u>

Note 13 Contributed equity

	Consolidated 2019 Number	Consolidated 2018 Number	Consolidated 2019 \$	Consolidated 2018 \$
Ordinary shares – fully paid	888,780,410	562,857,333	27,990,778	26,220,788

Movements in Ordinary Share Capital

	No. of Shares	Issue Price	\$
Balance 1 July 2017	450,857,333		25,492,788
Issue of shares	112,000,000	\$0.0065	728,000
Balance 30 June 2018	562,857,333		26,220,788
Issue of shares	148,923,077	\$0.0065	968,000
Issue of shares	177,000,000	\$0.0055	973,500
Issue costs	-		(171,510)
Balance 30 June 2019	888,780,410		27,990,778

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Group in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value.

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

Capital risk management

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

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

Note 14 Reserves

	Consolidated 2019 \$	Consolidated 2018 \$
Foreign exchange reserve	868,483	717,751

The foreign exchange reserve is used to record exchange differences arising on translation of foreign controlled subsidiaries with functional currency different from the Groups' presentation currency.

	Consolidated 2019 \$	Consolidated 2018 \$
<i>Movements in reserve</i>		
Balance at beginning of the year	717,751	419,421
Foreign currency translation differences for foreign operations	150,732	298,330
Balance at end of the year	868,483	717,751

Note 15 Financial instruments

Financial risk management objectives

The Group's activities expose it to a variety of financial risks: market risk (including interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks, ageing analysis for credit risk and beta analysis in respect of investment portfolios to determine market risk.

Risk management is carried out by the Board. The policies employed to mitigate risk include identification and analysis of the risk exposure of the Group and appropriate procedures, controls and risk limits. The Board identifies risk and evaluates the effectiveness of its responses.

Market risk

Interest rate risk

The Group's main exposure to interest rate risk is in relation to deposits held.

As at the reporting date, the Group had the following variable rate cash balances.

	Consolidated 2019 \$	Consolidated 2018 \$
Cash and cash equivalents	693,506	1,053,352
Other financial assets	25,000	25,000

An increase/decrease in interest rate of 1 percent would have a favourable/adverse effect on loss before tax of \$7,185 per annum (2018: \$10,783). The percentage change relates to the expected volatility of interest rates using market data and analysts' forecasts.

Credit risk

Credit risk is managed on a Group basis. Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has minimal exposure to credit risk as its only receivables relate to security deposits, interest receivable, and GST refunds due. Deposits are held with reputable banking financial institutions.

Foreign Currency Risk

As a result of operations in the United Kingdom and New Zealand, the Group's Statement of Financial Position can be affected significantly by movements in the British Pound (GBP)/ Australian Dollar (AUD) exchange rate as well as the New Zealand Dollar (NZD)/AUD exchange rate. The Group does not have a formal policy or strategy implemented to mitigate the effects of its foreign currency exposure. As the majority of the Group's operations occur within subsidiaries located in foreign countries, foreign currency risk is considered to be an inherent risk of the Group. At 30 June, the Group had the following exposure to GBP and NZD foreign currency that is not designated as cash flow hedges:

	Assets		Liabilities		Net Exposure	
	2019 \$	2018 \$	2019 \$	2018 \$	2019 \$	2018 \$
GBP	54,546	65,647	(10,835)	(4,960)	43,711	60,687
NZD	-	-	-	-	-	-

Note 16 Remuneration of auditors

During the financial year, the following audit fees were paid or payable:

	Consolidated 2019 \$	Consolidated 2018 \$
Audit and review of the financial reports		
RSM Australia Partners	36,470	37,560

Note 17 Commitments for expenditure

	Consolidated 2019 \$	Consolidated 2018 \$
Operating lease commitments as at the reporting date but not recognised as liabilities for its office premises:		
Not later than 1 year	-	20,178
Later than 1 year but not later than five years	-	-
	-	20,178

The Group pays minimal annual licence and lease fees related to its Lochinvar and Otago tenements. These payments are discretionary; however, the Company intends to make these payments and maintain the licences in good standing.

Note 18 Related party disclosures

Key Management Personnel Compensation

The aggregate compensation made to Directors and other members of key management personnel of the Group is set out below:

	Consolidated 2019 \$	Consolidated 2018 \$
Short-term employee benefits	406,444	402,681
Post-employment benefits	6,250	25,000
Termination benefits	290,449	-
	703,143	427,681

Controlled entities

Name of entity	Country of incorporation	Class of shares	Equity holding % 2019	Equity holding % 2018
Cornwall Resources Ltd (1)	United Kingdom	Ordinary	50	50
Lochinvar Coal Limited	United Kingdom	Ordinary	100	100

- (1) In March 2019, NAE entered into an agreement with its joint venture partner, Strategic Minerals plc (SML), to sell its 50% interest in Cornwall Resources. This transaction was completed in July 2019. Mr Alan Broome is a director of SML.

Transactions with related parties

	Consolidated 2019 \$	Consolidated 2018 \$
Services provided to/(from) the Group made on normal commercial terms and conditions and at market rates:		
Gary Fietz's wife, for administrative and investor relations support services	-	5,081
Cornwall Resources Ltd, for management fees, hire of vehicle and reimbursement of expenses (1)	33,232	64,403

- (1) Cornwall Resources Ltd was a wholly-owned subsidiary of NAE until the disposal of 50% ownership on 1 February 2017.

Receivable from and payable to related parties

At 30 June 2019, the consolidated entity had trade receivables from CRL of \$4,921 (2018: \$17,321).

Other transactions

NAE's Chairman of the Board, Mr Alan Broome, is also Chairman of the Board for Strategic Minerals plc ("SML"). SML and NAE each own 50% interest in the joint venture over Cornwall Resources Ltd.

Note 19 Events occurring after the reporting date

In July 2019, the Company settled the sale of the of its 50% interest in Cornwall Resources Ltd as initially announced in March 2019. Additional details for this transaction is provided in Note 10.

No other matter or circumstance has arisen since 30 June 2019 that has significantly affected, or may significantly affect the Group's operations, the results of those operations or the Group's state of affairs in future financial years.

Note 20 Cash Flow statement information

Note 20 (a) Reconciliation of (loss)/ profit after income tax to net cash used in operating activities

	Consolidated 2019 \$	Consolidated 2018 \$
(Loss)/profit after income tax expense for the year	(1,158,486)	960,492
Adjustments for:		
Depreciation and amortisation	3,425	1,507
Unrealised foreign exchange (gains)/losses	(2,789)	1,568
Impairment on assets/ (reversal) of impairment	209,785	(1,707,536)
Share in net (income)/loss of joint venture	(182,886)	1,158
Change in operating assets and liabilities:		
(Increase)/decrease in trade and other receivables	(1,177)	(506)
(Increase)/decrease in prepayments	10,805	(16,720)
Increase/(decrease) in trade and other payables	(10,555)	8,150
Increase/(decrease) in employee benefits	(33,591)	14,206
Net cash used in operating activities	(1,165,469)	(739,997)

Note 20 (b) Non-cash financing activities

During the financial year, the Group issued new shares which increased contributed capital by \$128,940 as consideration for transaction costs.

Note 21 Earnings per share

	Consolidated 2019 \$	Consolidated 2018 \$
(Loss)/profit after income tax from continuing operations	(1,131,587)	959,334
(Loss)/profit after income tax from discontinued operations	(26,899)	1,158
(Loss)/profit after income tax	(1,158,486)	960,492
	Number	Number
Weighted average number of ordinary shares used in calculating basic and diluted earnings per share	752,143,529	452,391,580
	Cents	Cents
Basic and diluted earnings/(loss) per share from continuing operations	(0.15)	0.21
Basic and diluted earnings/(loss) per share from discontinued operations	(0.00)	0.00
Basic and diluted earnings/(loss) per share	(0.15)	0.21

The company has no options on issue that can affect the calculation of diluted EPS.

Note 22 Parent entity information

	2019	2018
	\$	\$
Financial position		
Current assets	707,350	1,065,722
Non-current assets	10,141,923	8,913,167
Total assets	10,849,273	9,978,889
Current liabilities	129,999	144,675
Total liabilities	129,999	144,675
Net assets	10,719,274	9,834,214
Contributed equity	27,990,778	26,220,788
Accumulated losses	(17,271,504)	(16,386,574)
Total equity	10,719,274	9,834,214
Financial performance		
(Loss)/profit for the year	(883,553)	2,150,342
Comprehensive (loss)/profit for the year	(883,553)	2,150,342

The parent entity, New Age Exploration Limited, has not entered into any guarantees in respect to its controlled entities.

Capital Commitments

There are no commitments for the acquisition of plant and equipment contracted for at the reporting date.

Finance Leases

There are no commitments in relation to finance leases.

Note 23 Contingent Liabilities

In June 2016, NAE's majority owned subsidiary, NAE Aurora JV Cesar SAS (liquidated in the commercial registry of the Chamber of Commerce of Bogotá on 17 December 2015), received notice from the mining authority in Colombia for unpaid exploration licence payments. No legal proceeding has been filed and based on legal advice, management believes that any payment on this matter is unlikely. No liability has been recorded in the statement of financial position for this contingency.

In the directors' opinion:

- the attached financial statements and notes thereto comply with the Corporations Act 2001, the Australian Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes thereto comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in Note 1 to the financial statements;
- the attached financial statements and notes thereto give a true and fair view of the Group's financial position as at 30 June 2019 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

The Directors have been given the declarations required by section 295A of the Corporations Act 2001.

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

On behalf of the Directors



Joshua Wellisch
Executive Director

11 September 2019
Melbourne

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF NEW AGE EXPLORATION LIMITED

Opinion

We have audited the financial report of New Age Exploration Limited ("the Company") and its subsidiaries (together referred to as "the Group"), which comprises the consolidated statement of financial position as at 30 June 2019, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- i. giving a true and fair view of the Group's financial position as at 30 June 2019 and of its financial performance for the year then ended; and
- ii. complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

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 auditor independence requirements of the *Corporations Act 2001* and 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 confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

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 of the current period. These 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.

Key Audit Matters (Continued.)

Key Audit Matter	How our audit addressed this matter
<i>Non-current assets held for sale and discontinued operations</i> Refer to Note 10 in the financial statements	
In March 2019, the Company entered into an agreement to sell its 50% share in Cornwall Resources Ltd ("CRL") to Strategic Minerals plc ("SML"). As a result, management concluded that the investment in CRL should be classified as a Non-current asset held for sale and its results as discontinued operations, in accordance with AASB 5 <i>Non-Current Assets Held for Sale and discontinued operations</i> (AASB 5). These events and conclusions involve complexity and judgement in relation to the determination that the classification criteria as Non-current asset held for sale has been met, the carrying value of the asset is appropriately recorded and the identification of income and expenses relating to the discontinued operations and related disclosures.	Our audit procedures included: • Evaluating management's conclusion on the classification of the investment as 'Non-current asset held for sale' given consideration to the approval of the directors to dispose of the asset, the arrangements in place for the sale and the likely timing of the sale transaction; • Obtaining and reviewing the sale agreement to understand the key terms and conditions; • Reviewing management's determination of the impairment of the asset and comparing to its fair value less costs to sell; and • Evaluating the presentation of the asset as a Non-current asset held for sale and presentation of the results from the Joint Venture as "discontinued operations", as well as other related disclosures to corroborate their appropriateness and compliance with AASB 5.
<i>Exploration and evaluation assets</i> Refer to Note 11 in the financial statements	
The Group has capitalised exploration expenditure with a carrying value of \$7,064,325 as at 30 June 2019. We determined this to be a key audit matter due to the fact that this asset represents more than 65% of the total assets of the Group, and due to the significant management judgment involved in assessing the carrying value in accordance with AASB 6 <i>Exploration for and Evaluation of Mineral Resources</i>, including: • Determination of whether expenditure can be associated with finding specific mineral resources, and the basis on which that expenditure is allocated to an area of interest. • Assessing whether any indicators of impairment are present, and if so, the judgments applied to determine and quantify any impairment loss. • Determination of whether exploration activities have progressed to the stage at which the existence of an economically recoverable mineral reserve may be assessed.	Our audit procedures in relation to the carrying value of exploration and evaluation assets included: • Critically assessing and evaluating management's assessment that no indicators of impairment existed in relation to the two existing exploration projects, Lochinvar Coking Coal project, located in the UK and the Otago Pioneer Quartz Gold project in New Zealand; • Agreeing a sample of the additions to Exploration and evaluation assets during the financial year to supporting documentation, and ensuring that the capitalised amounts were in line with the Group's accounting policy and capital in nature; and • Discussions with management and a review of the Group's ASX announcements and other relevant documentation, to assess management's determination that exploration activities have not yet progressed to the point where the existence or otherwise of an economically recoverable mineral resource may be determined.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2019; but does not include the financial report and the 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, 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 this 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: http://www.auasb.gov.au/auditors_responsibilities/ar2.pdf.

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2019.

In our opinion, the Remuneration Report of New Age Exploration Limited for the year ended 30 June 2019, complies with section 300A of the Corporations Act 2001.

Report on the Remuneration Report (Continued.)

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.

A handwritten signature in blue ink, appearing to be "RSM".

RSM AUSTRALIA PARTNERS

A handwritten signature in blue ink, appearing to be "J S Croall".

J S CROALL
Partner

Dated: 11 September 2019
Melbourne, Victoria

Additional information required by the Australian Securities Exchange Limited and not shown elsewhere in the annual report are set out below. The information was applicable as at 22 August 2019.

1. Shareholdings – Ordinary Shares

a. Distribution of Shareholders

Analysis of number of equitable security holders by size of holding:

	Number of holders
1 to 1,000	363
1,001 to 5,000	46
5,001 to 10,000	83
10,001 to 100,000	258
100,001 and over	386
	1,136
Holdings less than a marketable parcel	805

b. Substantial Shareholders

Substantial holders in the Group are set out below.

	Number held	% of total shares issued
MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED (<i>Resource Capital Fund V L.P</i>)	147,534,704	16.60
KAIROS MINERALS LIMITED	76,538,462	8.61

c. Voting rights

The voting rights attached to ordinary shares are set out below.

Ordinary shares

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

d. Restricted Securities

There are no restricted securities at 22 August 2019.

1. Shareholdings – Ordinary Shares (cont'd)**e. Twenty largest quoted equity security holders**

The names of the twenty largest security holders of quoted equity securities are listed below.

	Number held	% of total shares issued
MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED (<i>Resource Capital Fund V L.P</i>)	147,534,704	16.60
KAIROS MINERALS LIMITED	76,538,462	8.61
MR CHEE SIEW YAW	40,732,917	4.58
NORTHERN STAR NOMINEES PTY LTD	29,999,998	3.38
MR GEOFF BARNES	26,000,000	2.93
ALITIME NOMINEES PTY LTD	24,513,498	2.76
COVENANT HOLDINGS(WA) PTY LTD	18,000,000	2.03
LTJ INVESTMENTS PTY LTD	17,777,692	2.00
BODIE INVESTMENTS PTY LTD	15,000,000	1.69
BNP PARIBAS NOMINEES PTY LTD	13,401,004	1.51
DC & PC HOLDINGS PTY LTD	12,000,000	1.35
NATIONAL NOMINEES LIMITED	10,000,000	1.13
ZERO NOMINEES PTY LTD	10,000,000	1.13
MR MARTYN ROGER BROWN	10,000,000	1.13
PAND JR PTY LTD	9,889,283	1.11
MR GAVIN JEREMY DUNHILL	9,000,000	1.01
HIGHLINE CAPITAL PTY LTD	8,588,890	0.97
CYPRUS INVESTMENTS PTY LTD	8,000,000	0.90
J K DEMARIA PTY LTD	8,000,000	0.90
TYRANNA RESOURCES LIMITED	7,692,308	0.87
MR KIERAN LINLEY KING-RANDELL	7,643,514	0.86
AS & JR LIBBIS PTY LIMITED	6,568,182	0.74
MR JOEL DAVID WEBB	6,500,000	0.73
	523,380,452	58.89

2. Other

- The name of the Company Secretaries are Adrien Wing and Pauline Moffatt.
- The principal registered address in Australia is Level 17, 500 Collins Street, Melbourne, Victoria 3000.
- Registers of securities are held at the following address: Link Market Services, Level 12, 250 St George's Street, Perth WA 6000.
- Stock Exchange Listing: Quotation has been granted for all ordinary shares on all Member Exchanges of the ASX Limited

Corporate Governance: A copy of the Company's Corporate Governance Statement is available on the Company's website at <http://www.nae.net.au>.

List of Exploration Licences Held by the NAE Group as at 30 June 2019

Licence No.	Project	Country	Area (km ²)	Licence Type	NAE Group % Interest
CA11/EXP/0515/N	Lochinvar	United Kingdom	67.5	Exploration Licence	100%
CA11/UND/0176/N	Lochinvar	United Kingdom	67.5	Conditional Underground Licence and Option Agreement	100%
CA11/EXP/0545/N ^(a)	Lochinvar South	United Kingdom	51.0	Exploration Licence	100%
CA11/UND/0182/N ^(a)	Lochinvar South	United Kingdom	51.0	Conditional Underground Licence and Option Agreement	100%
CA11/EXP/570/N	Lochinvar North	United Kingdom	66.5	Exploration Licence	100%
CA11/OPC/0447/N	Lochinvar North	United Kingdom	66.5	Conditional Underground Licence and Option Agreement	100%
CL132803 ^(b, c)	Redmoor	United Kingdom	23.0	Mineral Rights	50%
EP60502	Otago Pioneer Quartz	New Zealand	71.55	Exploration Permit	100%

- a) The Lochinvar South initial 5-year term ended on 10 April 2019 and the licence is currently in the process of being renewed.
- b) Part of the Mineral Rights for Title CL132803 have not yet been registered with the Land Registry for England and Wales.
- c) In March 2019, NAE announced a transaction to sell its 50% interest in the Redmoor project to Strategic Minerals plc. The sale was completed in July 2019.