



NORSEMAN GOLD PLC

**(Incorporated in England and Wales under the Companies Act 1985
with registration number 05380466)
ARBN 122 088 073**

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2019

NORSEMAN GOLD PLC
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NORSEMAN GOLD PLC
DIRECTORS, SECRETARY AND ADVISERS

Directors:	Kevin Maloney David Steinepreis Fred Kempson	Executive Chairman Non-Executive Director Non-Executive Director
Company Secretary:	Ben Harber	
Company Registration Number:	05380466	
ARBN:	122 088 073	
Registered Office:	6 th Floor 60 Gracechurch Street London EC3V 0HR	
Principal Office in Australia:	Suite 5, Level 2 2 Grosvenor Street Bondi Junction NSW 2022 Telephone: +61 2 9387 5900	
Solicitors:	Shakespeare Martineau LLP 60 Gracechurch Street London EC3V 0HR	
Group Auditors:	UHY Hacker Young Quadrant House 4 Thomas More Square London E1W 1YW	
Registrars:	United Kingdom: Link Market Services Trustees Limited Bourne House 34 Beckenham Road Beckenham Kent BR3 4TU Telephone: +44 (0) 1484 600921 Australia: Computershare Investor Services Pty Limited Level 2, 45 St. George's Terrace Perth Western Australia 6005 Telephone: 1300 787 272 Overseas: +61 8 9323 2000 Facsimile: +61 8 9323 2033	

NORSEMAN GOLD PLC
STRATEGIC REPORT
FOR THE YEAR ENDED 30 JUNE 2019

The Directors present the Annual Report, together with the audited financial statements of Norseman Gold plc and its subsidiary undertakings ("the Group" or "the Company" or "Norseman") for the year ended 30 June 2019.

The Company is an unlisted public Company.

Principal activity and significant events

The Group's principal activity was the operation of the Central Norseman Gold Corporation Pty Ltd project ("CNGC" or "the Norseman Project"). The Norseman Project is located adjacent to the Norseman Township, approximately 725 kilometres east of Perth, Western Australia.

Results and dividends

The Group results for the year are set out in the Financial Statements. The Directors do not propose to recommend any dividends for the reporting year ended 30 June 2019. The Group made a loss after tax of AUD\$5.4 million for the year ended 30 June 2019 (2018: loss after tax of AUD\$19.9 million).

Business Review

Operations

The Company remained in 'care & maintenance' for the entire financial year and did not carry out any active mining operations. Accordingly, no gold was produced at the Norseman Project in the past year.

The Company maintained a small and dedicated 'care & maintenance' team on site to carry out routine maintenance, small scale rehabilitation, environmental monitoring and compliance related tasks and general security.

The main focus of the work during the financial year was on continuing to develop the potential targets, which was undertaken by the geological team and mine engineers. The Company identified a number of prospective targets and in collaboration with external advisors, the Company updated a number of mine pit optimisations in respect to the key targets as part of its near term development strategy. The geological team also prepared desk studies on some of the potential exploration targets across the extensive tenement holding of the Norseman Project for medium term development.

In addition, the Building Materials team undertook preliminary work in relation to the Company's non-gold assets; in particular in relation to its gypsum and iron ore deposits and potential aggregates and sand businesses. This included a strategic review of its infrastructure requirements to potentially access interstate and international markets.

The Accommodation Camp operated by Resource Accommodation Management Pty Ltd (a related Tulla entity) re-opened in about August 2018 to provide accommodation to third parties unrelated to the Company and/or Tulla. The camp closed at the end of May 2019 when those third parties terminated their contracts.

Corporate Mandate

As previously reported, in or about April 2018, Tulla Resources Group Pty Ltd (Tulla), the largest shareholder and sole financier of the Group retained Azure Capital with a brief to advise Tulla on its entire resource assets, including its investment in the Group. Azure Capital worked with Tulla and the Company to seek a third party investor/joint venture partner to the Norseman Project.

This involved intensive high level involvement by the Company's senior management in developing the corporate strategy and engaging with potential third parties.

On 14 May 2019 Pantoro Limited ("Pantoro") through its wholly owned subsidiary, Pantoro South Pty Ltd ("Pantoro South") entered into a farm-in and joint venture agreement to acquire a 50% share in the Norseman Project (the "Pantoro Transaction"). The Pantoro Transaction completed on 9 July 2019.

NORSEMAN GOLD PLC
STRATEGIC REPORT
FOR THE YEAR ENDED 30 JUNE 2019

Business Review (cont.)

The consideration payable by Pantoro South to Central Norseman Gold Corporation Pty Ltd was as follows:

- initial consideration of AUD\$10 million cash (AUD\$2.5 million deposit and balance of AUD\$7.5 million on completion);
- AUD\$20 million equivalent in common shares in Pantoro on completion;
- Deferred cash consideration of AUD\$5 million payable 12 months after completion and a further AUD\$10 million payable 24 months after completion;
- 1% net smelter royalty on attributable gold and silver produced from the Norseman Project capped at AUD\$6 million and thereafter a 0.0025% royalty for the next 5 years; and
- a AUD\$10 million milestone payment upon definition of a 1.8 million ounce JORC Ore Reserve.

Pantoro South has paid the initial consideration and Pantoro has transferred the consideration shares to CNGC.

Under the first phase of the agreement, Pantoro South will fund AUD\$50 million of project expenditure over a period of up to four (4) years (the "Sole Funding Period"). Any income derived during the Sole Funding Period will be distributed 50/50 to Pantoro South and CNGC.

The Company and CNGC has no obligation to contribute to or fund the Norseman Project during the Sole Funding Period. Pantoro South has the sole right to determine all activities and funding in relation to the Norseman Project during the Sole Funding Period. As of 30 June 2019, CNGC terminated all employees; the majority being re-employed by Pantoro South. Pantoro South has also appointed a new Registered Mine Manager.

Pantoro South is contractually required to convene quarterly meeting to update CNGC and to provide certain information in relation to the Norseman Project and its funding. Pantoro is listed on the ASX (**ASX:PNR**) and shareholders can access its quarterly reports and general announcements for updates on progress at the Norseman Project.

Following the Sole Funding Period, CNGC and Pantoro South will form an unincorporated joint venture.

Certain assets were excluded from the Pantoro Transaction which remain in the sole control of CNGC, primarily the housing stock situated in the Norseman township, the on-site Accommodation Camp, certain plant and equipment and Industrial Minerals being gypsum, iron ore (+ Fe products), magnesium, manganese, phosphate, potash, sands, pea gravel, non-gold bearing quartz, aggregate stockpiles & non gold aggregate which CNGC has the exclusive rights to explore and mine (subject to certain buy-in rights reserved to Pantoro South).

Legal and Governance

The proceedings initiated by St Clair Resources Pty Ltd in relation to 54 of the Group's tenements were settled.

In August 2018 the Department of Mines, Industry Regulation & Safety issued proceedings against CNGC for alleged breaches of the Mines Safety & Inspection Act 1994 (WA) in respect to the incident at the North Royal open pit in August 2015 where an excavator operated by mining contractor Hampton Transport Services Pty Ltd fell into a void. The prosecution is listed for hearing in the Kalgoorlie Magistrates Court commencing on 18 December 2019.

In December 2018 the Department of Mines, Industry Regulation & Safety issued proceedings against CNGC for alleged breaches of the Mines Safety & Inspection Act 1994 (WA) in respect to the fatality of a labour hire contractor, Lindsay Bridges, in July 2016. CNGC entered a guilty plea. The prosecution was heard in the Kalgoorlie Magistrates Court on 26 July 2019. The Magistrate fined CNGC \$150,000 plus costs; a significant reduction on the potential maximum fine of \$500,000

The liabilities relating to these prosecutions remain with the Group.

Business Review (cont.)

The Company met its compliance and reporting obligations: it has submitted its Annual Tenement Report and Annual Environment Report to the Department of Mines, Safety and Industry by the stipulated deadlines. All subsequent reporting post 9 July 2019 is now the responsibility of Pantoro South.

In May 2019, Fred Kempson was appointed to the Board of the Company and its subsidiaries. Fred brings over 50 years of experience in the investment banking and financial institutions markets. For the past 20 years, Fred has advised corporate clients in respect to capital and debt structures through Kempson Capital Pty Ltd, a firm he established. Fred has a number of board appointments. He brings considerable expertise to the Company.

Subsequent events

The following events have occurred subsequent to 30 June 2019:

- civil proceedings have been commenced by Bruce Harris against CNGC in the District Court of Western Australia for injuries suffered in an incident at the North Royal pit in August 2015. The claim is covered by the Company's liability insurers and no further liability exists for CNGC;
- on 9 July 2019 the Pantoro Transaction formally completed and the management and control of the Norseman Project transferred to Pantoro South. From the initial consideration (excluding the AUD\$2.5m deposit received during the year ended 30 June 2019), CNGC has repaid part of the principal of the Tulla unsecured indebtedness; as follows:
 - cash payments of AUD\$6.74m (of the AUD\$7.5m received on completion) in several instalments through July 2019; and
 - transfer of the Consideration Shares at \$0.20 per share in Pantoro Limited on 16 July 2019 in reduction of a total of AUD\$20m of unsecured indebtedness. As at the date of transfer the ASX share price of Pantoro Limited was \$0.16 per share, implying a value of AUD\$16m for the shares;
- on 26 July 2019 the Court fined CNGC in respect to breaches of the Mines Safety & Inspection Act 1994 (WA) relating to the July 2016 fatality. The Magistrate fined CNGC \$150,000 plus costs. This amount has been recorded as an accrued expense as at 30 June 2019 as the incident occurred prior to 30 June 2019.

Going concern

Following completion of the Pantoro Transaction, CNGC and Pangolin Resources Pty Ltd (a wholly owned subsidiary) now hold 50% of the legal interest in the tenements that comprise the Norseman Project (C11/1995). Pantoro South is responsible for ensuring that these tenements are kept in good standing and is liable for the total exploration expenditure commitment in respect of these tenements of approximately AUD \$5.72 million (see note 23).

Following the completion of the Pantoro Transaction Pantoro is liable for all expenditure in relation to Norseman Project during the Sole Funding Period. Accordingly, the financing requirements of the Group has been substantially reduced. The Group is still, however, liable for servicing and repayment of the outstanding Tulla debt, monitoring the Pantoro Transaction, meeting the corporate governance requirements of the Group, the liabilities arising from the Department of Mines, Industry Safety & Regulation prosecutions and operating the Excluded Assets.

Currently, the Group is reliant on the continual financial support of Tulla Resources Group Pty Ltd and related entities (**Tulla**) to support these liabilities.

Following receipt of a valuation procured by the independent directors from Grant Thornton Australia which was provided to Tulla, Tulla has set out its proposals for the restructuring and refinancing of its total indebtedness. These proposals have been negotiated with the independent directors who have recommended that they be put to shareholders at a General Meeting of the Company. These proposals are set out in detail in a circular that is being sent to all shareholders with this Annual Report and Financial Statements and will be voted on at the General Meeting on 31 December 2019.

Going Concern (cont.)

Tulla has stated that it will exercise its vote in favour of the resolutions set out in the circular referred to above.

In the event that the resolutions are passed by the requisite majority of shareholders, Tulla is committed to financially supporting the Company in the current financial year.

Key performance indicators

During the year, the Group was cash flow negative from operating activities as the mine did not produce any ounces of fine gold for the period with no active mining activities being undertaken on site.

Principal risks and uncertainties facing the Company

The Pantoro Transaction has significantly derisked the Group's exposure to the Norseman Project. Notwithstanding this, the Norseman Project risks are as follows:

- There can be no assurance that additional equity or debt funding will be available if required by the Company for its future development plans beyond the Sole Funding Period;
- The estimating of mineral reserves and resources is a subjective process, and the accuracy of reserve and resource estimates is a function of the quantity and quality of available data and the assumptions used and judgements made in interpreting engineering and geological information. There is significant uncertainty in any reserve or resource estimate and the actual deposits encountered and the economic viability of mining a deposit may differ materially from the Company's estimates. Historically, variances have occurred between the mined ore as compared to estimated reserves and resources;
- The exploration of mineral rights is speculative in nature and is frequently unsuccessful;
- Underground development is required at the Norseman Project (and drilling to allow effective resource estimation and mine planning is a continuing process). The complexity of the deposit and mineralisation style creates variances in the estimation of the resource model against actual mill production. This can result in significant variances in the amount of contained gold produced against estimates. Further, whilst open pit resources have been consistently estimated, historically variances are noted between the mine plan and production, reflecting the complexity of the deposit and the shortcomings of the estimation approach to adequately deal with the complex mineralisation style;
- Production estimates are dependent on, among other things, the accuracy of mineral reserve and resource estimates, the accuracy of assumptions regarding ore grades and recovery rates, ground conditions and physical characteristics of ores, such as hardness and the presence or absence of particular metallurgical characteristics, and the accuracy of estimated rates and costs of mining and processing;
- The ability to sustain or increase levels of production is dependent upon the successful development of new producing mines and/or identification of additional reserves at existing mining operations. Whilst the Directors consider the Norseman Project to have very good potential for the discovery of additional resources, there is no guarantee of a discovery or that any discovery will be commercially feasible. Reduced production could have a material adverse effect on future cash flows, results of operations and financial condition;
- Estimated mineral reserves or mineral resources may have to be recalculated based on changes in metals prices, further exploration or development activity or actual production experience. This could have a material adverse effect on estimates of the volume or grade of mineralisation, estimated recovery rates or other important factors that influence reserve or resource estimates;
- Market price fluctuations for gold, increased production costs or reduced recovery rates, or other factors may render the present mineral resources uneconomical or unprofitable to develop at a particular site or sites;

Principal risks and uncertainties facing the Company (cont.)

- Mining operations have significant operational and development risks. The business of gold mining is subject to a variety of risks including consistency and reliability of ore quality, commodity prices, government policies and other unforeseen contingencies. Such and other similar occurrences may delay production, increase production costs or result in liability; and
- Reliance on key personnel and other business inputs. The Company's operations rely on the ability of the Joint Venture with Pantoro South to source and retain skilled personnel, contractors, materials and supplies. Cost inflation for these inputs may have a material impact on the Company's operations.

Use of financial instruments

The Group does not use derivative financial instruments. The financial risk management objectives and policies of the Group set out in Note 22 of the Financial Statements include the Group's exposure to price, liquidity and credit risk.

Environment, Health, Safety & Social Responsibility Policy Statement

Norseman operates a management system that embodies Environmental, Health, Safety ("EHS") and Social Responsibility ("SR") principles. This management system defines objectives to be met by the Company, its subsidiaries, affiliates, associates and operated joint ventures in the management of EHS and SR.

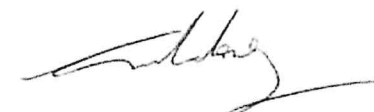
The resident manager of Norseman is directly and collectively responsible to the Board for demonstrating that the EHS & SR Objectives are implemented and observed on site at Norseman. The resident manager has adopted management systems as guidance for this purpose.

The Group has and continues to maintain the EHS & SR policy that seeks to reduce the potential for any breach of its duties and obligations.

In relation to the breach notice under the Environmental Protection Act 1986 issued by the Department of Water and Environmental Regulation (DWER) in relation to its operating Licence No. L8612/2001/1 referred to as a subsequent event in the previous year's report, following submissions by CNGC no further action was taken against CNGC.

Other than as disclosed, there have been no convictions in relation to breaches of any applicable Acts or Regulations recorded against the Group during the reporting period.

By order of the board



Kevin Maloney

Chairman

4 December 2019

NORSEMAN GOLD PLC
DIRECTORS' REPORT
FOR THE YEAR ENDED 30 JUNE 2019

The Directors present their directors' report, together with the audited financial statements the Group and the Company for the year ended 30 June 2019.

The Company is registered in England under the Companies Act 1985 with registered number 05380466 as a public company limited by shares.

Results and dividends

The Group results for the year are set out in the Financial Statements. The Directors do not propose to recommend any dividends for the reporting year ended 30 June 2019. The Group made a loss after tax of AUD\$5.4 million for the year ended 30 June 2019 (2018: loss after tax of AUD\$19.9 million).

Group structure and changes in share capital

Details of movements in share capital and changes to the Group's structure during the year are set out in Notes 13 and 20 respectively.

Information to shareholders – website

The external host company of the Company's website (www.norsemangoldplc.com) became insolvent and there is currently no access to the website.

Pensions/Superannuation

The Group contributes to superannuation schemes on behalf of its employees in accordance with Superannuation Guarantee legislation in Australia.

Directors

The following Directors held office during the year ended 30 June 2019 and subsequent to that year end date:

Kevin Maloney
David Steinepreis
Fred Kempson (appointed 13 May 2019)

Directors' interests

The beneficial and non-beneficial interests in the Company's shares and convertible loan notes of the current Directors and their families, were as follows:

<i>30 June 2019</i>	<i>Ordinary shares of 1.25p each</i>	<i>Convertible loan notes 2015 (incl interest)</i>
Kevin Maloney	290,645,083	AUD\$17,331,781
David Steinepreis	6,817,185	-
Fred Kempson	-	-

Notes:

1. The beneficial and non-beneficial interests of Mr Kevin Maloney are held by Tulla Resources Group Pty Ltd as trustee for the Tulla Resources Investment Trust, Rosebery Nominees Pty Ltd as trustee for the Maloney Superannuation Fund, Tulla Capital Partners Pty Ltd and Tulla Partners Holdings Pty Ltd.
2. The beneficial and non-beneficial interests of Mr David Steinepreis are held directly by Ascent Capital Holdings Pty Ltd, N&J Mitchell Holdings Pty Ltd as trustee for the Mitchell Unit Trust, Croesus Mining Pty Ltd as trustee for the Steinepreis Super Fund, N&J Mitchell Holdings Pty Ltd as trustee for Ord Street Properties, by his wife Mrs Linda Steinepreis and by Mark Steinepreis, Carly Steinepreis and Elizabeth Steinepreis.

NORSEMAN GOLD PLC
DIRECTORS' REPORT
FOR THE YEAR ENDED 30 JUNE 2019

Directors' service contracts

Kevin Maloney – executive

Mr Maloney provides executive chairman services to the Company. There is no service contract. Mr Maloney's remuneration payable is AUD\$160,000 per annum. Mr Maloney has not received any remuneration for these services since his appointment on 13 July 2012 and no amounts have been accrued.

David Steinepreis –non-executive

Mr Steinepreis provides non-executive director services to the Company through a consultancy agreement with the Company. Mr Steinepreis' remuneration for the period was AUD\$60,000 per annum, which has been paid. Mr Steinepreis has agreed to reduce his fees for the current financial year to \$36,000 p.a from 1 July 2019.

Fred Kempson – non-executive

Mr Kempson provides non-executive director services to the Company through a consultancy agreement with the Company. Mr Kempson's remuneration payable, commencing from 1 July 2019 is AUD\$36,000 per annum.

Directors' remuneration

The remuneration paid or accrued to the Directors, in accordance with the service contracts which include payments made to entities associated with the Directors, during the year ended 30 June 2019, was as follows:

	<i>Fees/Salaries</i>	<i>Share based</i>	<i>2019</i>	<i>2018</i>
	<i>AUD\$</i>	<i>payments</i>	<i>Total</i>	<i>Total</i>
	<i>AUD\$</i>	<i>AUD\$</i>	<i>AUD\$</i>	<i>AUD\$</i>
Kevin Maloney	-	-	-	-
David Steinepreis	\$60,000	-	\$60,000	\$60,000
Fred Kempson	-	-	-	-
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Totals	\$60,000	-	\$60,000	\$60,000
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

The Company has accrued expenses totalling \$185,000 for unpaid Directors' remuneration for services provided by David Steinepreis through to 30 June 2019. This amount was paid during July 2019 following completion of the transaction with Pantoro South.

Political and charitable contributions

The Group does not make political contributions. It has a policy of making social investments in its areas of operations where the investment is directly or indirectly related to its impact on or engagement with communities. Charitable donations would not normally be a large component of such investment.

Issue of share options and warrants

There are no share options and warrants outstanding at 30 June 2019 (see Note 21 to the financial statements).

Internal controls

The Board is responsible for identifying and evaluating the major business risks faced by the Group and for determining and monitoring the appropriate course of action to manage these risks.

Statement of disclosure to the auditors

So far as all of the current Directors are aware:

- there is no relevant audit information of which the Company's auditors are unaware; and
- all the Directors have taken steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

Auditors

UHY Hacker Young were appointed statutory auditors to the Company. In accordance with Section 489 of the Companies Act 2006, a resolution proposing that UHY Hacker Young be reappointed as auditors of the Company and that the Directors be authorised to determine their remuneration will be put to the next Annual General Meeting.

NORSEMAN GOLD PLC
DIRECTORS' REPORT
FOR THE YEAR ENDED 30 JUNE 2019

Statement of responsibilities of those charged with governance

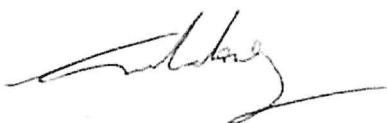
The Directors are responsible for preparing the financial statements in accordance with applicable laws and International Financial Reporting Standards as adopted by the European Union ("IFRS"). UK Company Law requires the Directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Group and of the Company and of the profit or loss of the Group for that period. In preparing those financial statements, the Directors are required to:

- a) select suitable accounting policies and then apply them consistently;
- b) make judgements and estimates that are reasonable and prudent;
- c) prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business;
- d) state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements.

The Directors confirm that the financial statements comply with the above requirements.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group and Company and to enable them to ensure that the financial statements comply with the UK Companies Act 2006. The Directors are also responsible for safeguarding the assets of the Group and hence for taking steps for the prevention and detection of fraud and other irregularities.

By order of the board



Kevin Maloney
Chairman
4 December 2019

Kevin Maloney, Executive Chairman, aged 72

Mr Maloney is Chairman of the Tulla Resources Group of companies which has now invested significantly in the future of Norseman by direct funding through shares and convertible loan notes and debt. Tulla Resources Group is the Australian owned investment group of the Maloney family. Based in Sydney, it was established in the early 1990s with an open mandate focusing on small to middle market listed companies, private equity, venture capital and debt. Tulla Resources Group has a track record of success from building and growing many businesses, including The MAC Services Group which is a mining services company that was listed on the ASX in April 2007 and sold to Oil States International in December 2010.

David Steinepreis, Non-Executive Director, aged 62

David Steinepreis is a resident of the United Kingdom and a Chartered Accountant and former partner of an international accounting firm where he specialised in strategic corporate advice and taxation for listed companies. He entered commerce as a director, adviser and major shareholder of a number of listed companies in the gold, diamonds, oil and new mining technology sectors. This business model continues today.

Fred Kempson, Non-Executive Director, aged 76

Frederick Kempson was previously the Managing Director of two major investment banks (Australian International Finance Ltd and Security Pacific Ltd); Deputy Chairman of the Australian Merchant Bankers Association and a director of many public and private companies in Australia, the UK, USA, Hong Kong and New Zealand.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF NORSEMAN GOLD PLC

Qualified opinion on financial statements

We have audited the financial statements of Norseman Gold plc for the year ended 30 June 2019 which comprise the Group Statement of Comprehensive Income, the Group and Parent Company Statements of Changes in Equity, the Group and Parent Company Balance Sheets, the Group and Parent Company Statements of Cash Flows and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion section of our report below, the financial statements:

- give a true and fair view of the state of the Group and Parent Company's affairs as at 30 June 2019 and of the Group and Parent company's loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for qualified opinion on financial statements

The audit evidence currently available to us at the date of signing this report was limited because it is not practicable for the directors to obtain or prepare detailed cash flow forecasts or reliable evidence as to the likelihood of favourable outcomes to the material uncertainties relating to going concern which are described in note 1.2 to the financial statements. We have therefore been unable to obtain sufficient audit evidence regarding the possible effect of these material uncertainties. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern (such as further impairments of assets of the Company and Group). Had this information been available to us we might have formed a different opinion on the financial statements.

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

Except for the possible effects of the matter described in the Basis for Qualified Opinion section of our report above, we have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditors' report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF NORSEMAN GOLD PLC (CONTINUED)

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information.

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.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability 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 Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are 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 ISAs (UK) 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 these financial statements.

**INDEPENDENT AUDITORS' REPORT
TO THE SHAREHOLDERS OF NORSEMAN GOLD PLC (CONTINUED)**

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with part 3 of Chapter 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.



James Astley
(Senior Statutory Auditor)

For and on behalf of
UHY Hacker Young
Chartered Accountants
Statutory Auditor

Quadrant House
4 Thomas More Square
London E1W 1YW

4 December 2019

NORSEMAN GOLD PLC
GROUP STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2019

	<i>Notes</i>	<i>Year ended 30 June 2019 AUD\$</i>	<i>Year ended 30 June 2018 AUD\$</i>
Continuing operations			
Group revenue	2	-	-
Cost of sales – direct costs		-	-
Gross loss		-	-
Other operating income	4	101,682	783,556
Exploration impairment write back	11	18,393,597	-
Administrative expenses before depreciation, exploration expenditure write off, rehabilitation costs write back and impairments		(5,390,645)	(4,646,772)
Rehabilitation costs – write back	18	(557,892)	69,380
Exploration expenditure write off	11	(2,255,330)	(2,637,560)
Depreciation and impairment of property, plant & equipment	9	-	(44,886)
Total administrative expenses		(8,203,867)	(7,259,838)
Group operating profit / (loss)	3	10,291,412	(6,476,282)
Interest receivable		390	50
Interest payable	5	(15,661,539)	(13,458,063)
Loss before taxation		(5,369,737)	(19,934,295)
Taxation	6	-	-
Loss for the year		(5,369,737)	(19,934,295)
Other comprehensive income		-	-
Total comprehensive loss attributable to equity holders of the Company		(5,369,737)	(19,934,295)

NORSEMAN GOLD PLC
GROUP STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2019

	<i>Share Capital AUD\$</i>	<i>Share Premium AUD\$</i>	<i>Retained Losses AUD\$</i>	<i>Total Equity AUD\$</i>
Year ended 30 June 2019				
Balance at 1 July 2018	22,948,180	143,086,801	(334,163,378)	(168,128,397)
Net loss for 2019	-	-	(5,369,737)	(5,369,737)
Total comprehensive loss for the period	-	-	(5,369,737)	(5,369,737)
Balance at 30 June 2019	22,948,180	143,086,801	(339,533,115)	(173,498,134)
	=====	=====	=====	=====
	<i>Share Capital AUD\$</i>	<i>Share Premium AUD\$</i>	<i>Retained Losses AUD\$</i>	<i>Total Equity AUD\$</i>
Year ended 30 June 2018				
Balance at 1 July 2017 (restated)	22,948,180	143,086,801	(314,229,083)	(148,194,102)
Net loss for 2018	-	-	(19,934,295)	(19,934,295)
Total comprehensive loss for the period	-	-	(19,934,295)	(19,934,295)
Balance at 30 June 2018	22,948,180	143,086,801	(334,163,378)	(168,128,397)
	=====	=====	=====	=====

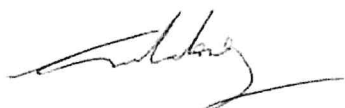
NORSEMAN GOLD PLC
COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2019

	<i>Share Capital AUD\$</i>	<i>Share Premium AUD\$</i>	<i>Retained Losses AUD\$</i>	<i>Total Equity AUD\$</i>
Year ended 30 June 2019				
Balance at 1 July 2018	22,948,180	143,086,801	(184,504,807)	(18,469,826)
Net loss for 2019	-	-	(583,642)	(583,642)
Total comprehensive loss for the period	-	-	(583,642)	(583,642)
Balance at 30 June 2019	22,948,180 =====	143,086,801 =====	(185,088,449) =====	(19,053,468) =====
Year ended 30 June 2018				
Balance at 1 July 2017	22,948,180	143,086,801	(182,988,348)	(16,953,367)
Net loss for 2018	-	-	(1,516,459)	(1,516,459)
Total comprehensive loss for the period	-	-	(1,516,459)	(1,516,459)
Balance at 30 June 2018	22,948,180 =====	143,086,801 =====	(184,504,807) =====	(18,469,826) =====

NORSEMAN GOLD PLC
GROUP BALANCE SHEET
AS AT 30 JUNE 2019

	<i>Notes</i>	<i>30 June 2019</i> <i>AUD\$</i>	<i>30 June 2018</i> <i>AUD\$</i>
ASSETS			
Non-Current Assets			
Property, plant and equipment	9	-	-
Exploration and evaluation assets	11	9,196,798	-
		<u>9,196,798</u>	<u>-</u>
Current Assets			
Disposal group assets held for sale	11	9,196,799	-
Trade and other receivables	14	587,486	188,860
Inventories	15	-	159,437
Cash and cash equivalents	16	54,207	70,258
		<u>9,838,492</u>	<u>418,555</u>
Total Assets		<u>19,035,290</u>	<u>418,555</u>
LIABILITIES			
Current Liabilities			
Trade and other payables	17	6,809,157	6,678,957
Disposal group liabilities – rehabilitation provision	18	10,797,165	-
Provisions for liabilities	18	49,077	40,073
Loans and borrowings	19	164,080,861	140,743,416
		<u>181,736,260</u>	<u>147,462,446</u>
Non-Current Liabilities			
Provisions for liabilities	18	10,797,164	21,084,506
		<u>10,797,164</u>	<u>21,084,506</u>
Total Liabilities		<u>192,533,424</u>	<u>168,546,952</u>
Net Liabilities		<u>(173,498,134)</u>	<u>(168,128,397)</u>
EQUITY			
Capital and Reserves			
Share capital	20	22,948,180	22,948,180
Share premium	20	143,086,801	143,086,801
Other reserves	21	-	-
Retained losses		(339,533,115)	(334,163,378)
Shareholders' Equity		<u>(173,498,134)</u>	<u>(168,128,397)</u>

The financial statements were approved by the Board of Directors on 4 December 2019 and signed on its behalf by:



Kevin Maloney
Chairman
Company Registration number 5380466

NORSEMAN GOLD PLC
COMPANY BALANCE SHEET
AS AT 30 JUNE 2019

	<i>Notes</i>	<i>30 June 2019</i> <i>AUD\$</i>	<i>30 June 2018</i> <i>AUD\$</i>
ASSETS			
Non-Current Assets			
Loan to subsidiary undertakings	13	-	-
Investment in subsidiary undertakings	13	-	-
		<hr/>	<hr/>
		-	-
		<hr/>	<hr/>
Current Assets			
Trade and other receivables	14	180,806	239
Cash and cash equivalents		122	399
		<hr/>	<hr/>
		180,928	638
		<hr/>	<hr/>
Total Assets		180,928	638
		<hr/>	<hr/>
LIABILITIES			
Current Liabilities			
Trade and other payables	17	27,915	223,983
Loans and borrowings	19	19,206,481	18,246,481
		<hr/>	<hr/>
		19,234,396	18,470,464
		<hr/>	<hr/>
Total Liabilities		19,234,396	18,470,464
		<hr/>	<hr/>
Net Liabilities		(19,053,468)	(18,469,826)
		<hr/>	<hr/>
		=====	=====
EQUITY			
Capital and Reserves			
Share capital	20	22,948,180	22,948,180
Share premium	20	143,086,801	143,086,801
Other reserves	21	-	-
Retained losses		(185,088,449)	(184,504,807)
		<hr/>	<hr/>
Shareholders' Equity		(19,053,468)	(18,469,826)
		<hr/>	<hr/>
		=====	=====

The financial statements were approved by the Board of Directors on 4 December 2019 and signed on its behalf by:



Kevin Maloney
Chairman

Company Registration number 5380466

NORSEMAN GOLD PLC
GROUP STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2019

	<i>Notes</i>	<i>Year ended 30 June 2019 AUD\$</i>	<i>Year ended 30 June 2018 AUD\$</i>
Net cash outflow from operating activities	25	(5,436,627)	(4,052,324)
Investing activities			
Proceeds from sale of assets		-	-
Funds used in exploration expenditure	11	(2,255,330)	(2,637,560)
Purchases of plant & equipment	9	-	(48,627)
Net cash used in investing activities		(2,255,330)	(2,686,187)
Financing activities			
Cash proceeds from related party financing	19	3,533,489	6,485,632
Cash proceeds from third party financing	19	4,142,417	-
Net cash from financing activities		7,675,906	6,485,632
Decrease in cash and cash equivalents		(16,051)	(252,879)
Cash and cash equivalents at beginning of year		70,258	323,137
Cash and cash equivalents at end of year		54,207	70,258

NORSEMAN GOLD PLC
COMPANY STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2019

	<i>Notes</i>	<i>Year ended 30 June 2019 AUD\$</i>	<i>Year ended 30 June 2018 AUD\$</i>
Net cash inflow / (outflow) from operating activities	25	112,863	(107,122)
Investing activities			
Loan granted to subsidiaries		(470,000)	(6,500)
Loan repayments from subsidiaries		356,860	103,390
Net cash (used in) / from investing activities		(113,140)	96,890
Decrease in cash and cash equivalents		(277)	(10,232)
Cash and cash equivalents at beginning of year		399	10,631
Cash and cash equivalents at end of year		122	399

1. Accounting policies

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

1.1 Basis of preparation

The financial statements are prepared on a going concern basis, under the historical cost convention and in accordance with International Financial Reporting Standards, as adopted by the European Union ("IFRS"), including IFRS6 'Exploration for and Evaluation of Mineral Resources' and in accordance with the Companies Act 2006. The Parent Company's financial statements have also been prepared in accordance with IFRS and the Companies Act 2006.

1.2 Going concern

The Group made an operating profit of AUD\$10.3 million and a net loss of AUD\$5.4m million for the year, which follows an operating loss of AUD\$6.5 million and net loss of AUD\$19.9 million for the previous financial year ended 30 June 2018.

The Group had cash of AUD\$0.05 million and net liabilities of AUD\$173.5 million at 30 June 2019.

The Group had exploration expenditure commitments in respect of its tenements of approximately AUD \$5.72 million due within 12 months of 30 June 2019 (see note 23). The majority of the tenements form a combined reporting group C11/1995 known as the Norseman Project.

Currently, the Group is reliant on the continual financial support of Tulla Resources Group Pty Ltd and related entities (**Tulla**) to support the operations. Tulla has indicated to the Board that it currently plans to continue to financially support the Group up to the date of the Annual General Meeting.

Tulla has set out its proposals for the restructuring and refinancing of its total indebtedness. These proposals have been negotiated with the independent directors who have recommended that they be put to shareholders at a General Meeting of the Company. These proposals are set out in detail in a circular that is being sent to all shareholders with this Annual Report and Financial Statements and will be voted on at the General Meeting on 31 December 2019. Tulla has stated that it will exercise its vote in favour of the resolutions set out in the circular referred to above.

In the event that the resolutions are passed by the requisite majority of shareholders, Tulla is committed to financially supporting the Company in the current financial year.

At the date of signing of these financial statements, it is not practicable for the directors to obtain or prepare detailed cash flow forecasts or reliable evidence as to the likelihood of favourable outcomes due to the material uncertainties relating to going concern.

Also, there can be no guarantee or certainty that Tulla will continue to support the Group's funding requirements, exploration commitments and the ongoing operational costs in the event that the resolutions in relation to the restructuring and refinancing proposals are not passed by the requisite majority of shareholders at the forthcoming General Meeting. Other sources of funds may be required to be raised which may take some time. Material uncertainties therefore exist that may cast significant doubt on Group's ability to continue as planned and to continue as a going concern and its ability to meet its commitments and discharge its liabilities in the normal course of business for a period of at least twelve months from the date of approval of these financial statements.

Nevertheless, after making due enquiries and considering the uncertainties described above, the Directors have a reasonable expectation that the Company and Group will have adequate cash resources to continue to operate for the foreseeable future as the cash flow requirements have been significantly minimised following the Pantoro Transaction. For these reasons the financial statements have been prepared on a going concern basis.

The financial statements do not contain any adjustments relating to the recoverability and classification of recorded assets or to the amounts, impairments, or classification of, recorded assets or liabilities that might be necessary should the Company and Group not be able to continue as a going concern.

1.3 Basis of consolidation

The consolidated financial statements incorporate the accounts of the Company and its subsidiaries and have been prepared by using the principles of acquisition accounting ("the purchase method") which includes the results of the subsidiaries from their date of acquisition. Intra-group sales, profits and balances are eliminated fully on consolidation.

1.4 Goodwill

Goodwill is the difference between the amount paid on the acquisition of the subsidiary undertakings and the aggregate fair value of their separable net assets. Goodwill is capitalised as an intangible asset and tested for impairment at least annually. Any impairment is recognised immediately in profit or loss and is not subsequently reversed. As such, goodwill is stated at cost less any provision for impairment in value. If a subsidiary undertaking is subsequently sold, goodwill arising on acquisition is taken into account in determining the profit and loss on sale.

1.5 Deferred taxation

Deferred income taxes are provided in full, using the liability method, for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income taxes are determined using tax rates that have been enacted or substantially enacted and are expected to apply when the related deferred income tax asset is realised or the related deferred income tax liability is settled.

The principal temporary differences arise from depreciation or amortisation charged on assets and tax losses carried forward. Deferred tax assets relating to the carry forward of unused tax losses are recognised to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilised. Norseman Gold plc and its wholly owned subsidiaries have implemented Australian tax consolidation legislation. The head entity, Norseman Gold plc and the subsidiaries in the tax consolidation group account for their own current and deferred tax amounts. These amounts are measured as if each entity in the tax consolidation group continues to be a stand-alone taxpayer in its own right.

1.6 Mine properties in production phase and exploration and evaluation expenditure

Exploration, evaluation and development expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage which permits reasonable assessment of the existence of economically recoverable reserves. Accumulated costs in relation to an abandoned area are written off in full against profit in the year in which the decision to abandon the area is made. When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves. Economically recoverable reserves are determined by the following: For open pit operations – proven and probable reserves; and for underground operations – proven and probable reserves and reasonably assured potential additional reserves. Accumulated costs associated with underground operations include an estimate of the future costs associated with the conversion of 'indicated' and 'inferred' resources into the 'measured' category. This estimate is based on the historical cost per ounce discovered. 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.

Costs of site restoration are provided when an obligating event occurs from when exploration commences and are included in the costs of that stage. Site restoration costs include the dismantling and removal of mining plant, equipment and building structures, waste removal and rehabilitation of the site in accordance with clauses of the mining permits. Such costs have been determined using estimates of future costs, current legal requirements and technology on a discounted basis. Any changes in the estimates for the costs are accounted for on a prospective basis. In determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation. Accordingly the costs have been determined on the basis that the restoration will be completed within one year of abandoning the site.

1.7 Property, plant and equipment

Property, plant and equipment are carried at cost less any accumulated depreciation. The carrying amount of property, plant and equipment is reviewed annually by directors for impairment to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows which will be received from the assets' employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts. The cost of fixed assets constructed includes the cost of materials, direct labour and an appropriate proportion of fixed and variable overheads.

1.8 Depreciation

The depreciable amount of all fixed assets including buildings but excluding freehold land is depreciated over their useful lives commencing from the time the asset is held ready for use. Depreciation is calculated on a straight line basis.

The depreciation rates used for each class of depreciable assets are:

<i>Class of property, plant and equipment</i>	<i>Depreciation Rate</i>
Mine Infrastructure	10% - 50%
Mobile Equipment	20% - 33%
Fixed Plant & Equipment	13% - 33.33%
Office Equipment	10% - 33.33%
Land and Buildings	0% - 20%

1.9 Inventories

(i) Gold Bullion

Gold bullion on hand is carried at net realisable value. Net realisable value is the value anticipated to be realised based on the average gold price achieved for sales carried out in the current month.

(ii) Raw Materials and Stores

Inventories of raw materials and stores expected to be used in production are valued at average cost. Obsolete or damaged inventories of such items are valued at net realisable value. There is a regular and ongoing review of inventories for surplus items and provision is made for any anticipated loss on their disposal.

(iii) Work in Progress and Gold in Circuit

Inventories of broken ore, work in progress and gold in circuit are valued at the lower of cost and net realisable value. Cost comprises direct material, labour and transportation expenditure incurred in getting inventories to their existing location and condition, together with an appropriate portion of fixed and variable overhead expenditure based on weighted average costs incurred during the period in which such inventories were produced. Net realisable value is the amount anticipated to be realised from the sale of inventory in the normal course of business less any anticipated costs to be incurred prior to its sale.

1.10 Employee benefits

Provision is made for the liability for employee benefits arising from services rendered by employees to the balance sheet date. Employee benefits expected to be settled within one year together with entitlements arising from wages and salaries, annual leave and sick leave, which will be settled after one year, have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs. Other employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits.

1.11 Revenue

Revenue from the sale of goods (precious metals) is recognised upon production. Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

1.12 Cash and cash equivalents

Cash and cash equivalents are carried in the balance sheet at cost and comprise cash in hand, cash at bank, deposits held at call with banks, cash in transit between banks, and other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are included within borrowings in current liabilities on the balance sheet. For the purposes of the cash flow statement, cash and cash equivalents also include the bank overdrafts.

1.13 Provisions for liabilities

Provisions are recognised when the company has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

1.14 Investments

Investments in subsidiary companies are stated at cost less provision for impairment in the Company's balance sheet.

1.15 Share based expenses

The Company did not incur any share-based expenses upon the issue of share options to certain directors, contractors and employees by way of issue of share options. In the past, the fair value of these payments has been calculated by the Company using the Black-Scholes option pricing model. The expense is recognised on a straight line basis over the period from the date of award to the date of vesting, based on the Company's best estimate of shares that will eventually vest.

1.16 Foreign currency transactions and balances

(i) Functional and presentational currency

Items included in the Group's financial statements are measured using Australian Dollars ("AUD\$"), which is the currency of the primary economic environment in which the Group operates ("the functional currency"). The financial statements are also presented in AUD\$ which is the Group's presentation currency. The exchange rate at 30 June 2019 was £1 = \$1.81 (2018: £1 = \$1.78).

The individual financial statements of each Group company, including the parent company, are measured and presented in AUD\$.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Transactions in the accounts of individual Group companies are recorded at the rate of exchange ruling on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rates ruling at the balance sheet date. All differences are taken to the income statement.

1.17 Trade receivables

Trade receivables are carried at original invoice amount less provision made for impairment of these receivables. A provision for impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. The amount of the provision is the difference between the assets' carrying amount and the recoverable amount. Provisions for impairment of receivables are included in the income statement.

1.18 Assets held for sale

Assets or disposal groups are classified as held-for-sale if their carrying amount will be recoverable principally through a sale transaction, not through continuing use. The condition is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition. These assets may be a component of an entity, a disposal group or an individual non-current asset. Upon initial classification as held-for-sale, non-current assets and disposal groups are recognised at the lower of carrying amount and fair values less cost to sell.

1.19 Leases

The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

(i) Group as a lessee

Finance leases, which transfer to the Group substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as an expense in profit or loss.

Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

Operating lease payments are recognised as an expense in the income statement on a straight-line basis over the lease term. Operating lease incentives are recognised as a liability when received and subsequently reduced by allocating lease payments between rental expense and reduction of the liability.

(ii) Group as a lessor

Leases in which the Group retains substantially all the risks and benefits of ownership of the leased asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised as an expense over the lease term on the same basis as rental income.

1.20 Capital management

The Group's objective when managing capital is to ensure that adequate funding and resources are obtained to enable it to develop its projects through to profitable production, while in the meantime safeguarding the Group's ability to continue as a going concern. This is aimed at enabling it, once the projects come to fruition, to provide appropriate returns for shareholders and benefits for other stakeholders. The Group manages the capital structure in the light of changes in economic conditions and risk characteristics of the underlying projects. Conditions attached to borrowings are monitored regularly in the light of management accounts. Capital will continue to be sourced from equity and from borrowings as appropriate.

1.21 Critical accounting judgements and estimates

The preparation of financial statements in conformity with International Financial Reporting Standards requires the use of accounting estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Although these estimates are based on management's best knowledge of current events and actions, actual results ultimately may differ from those estimates. IFRSs also require 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 as follows:

Impairment of tangible and intangible assets

Determining whether a tangible or an intangible asset is impaired requires an estimation of whether there are any indications that its carrying value is not recoverable. At each reporting date, the Group reviews the carrying value of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the income statement.

Valuation of goodwill and investments

Management value goodwill and investments after taking into account ore reserves, and cash-flow generated by estimated future production, sales and costs. If the assumed factors vary from actual occurrence, this will impact on the amount of the asset which should be carried on the balance sheet.

1.21 **Critical accounting judgements and estimates (continued)**

Provision of restoration costs

Provisions for restoration are established in the consolidated balance sheet when the obligating event occurs. Such costs have been determined using estimates of future costs, current legal requirements and technology on a discounted basis. In determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation.

Amortisation of Mining Properties in Production Phase assets

Mining Properties in Production Phase assets are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves. If the amount of economically proven reserves varies, this will impact on the amount of the asset which should be carried on the balance sheet.

1.22 **Adoption of new and revised International Financial Reporting Standards**

There were no IFRS standards or IFRIC interpretations adopted for the first time in these financial statements that had a material impact on the Group. As of the date of these financial statements the IASB and IFRIC have issued a number of new standards, amendments and interpretations which are effective for accounting periods beginning on or after the dates shown below:

<i>Standard</i>	<i>Impact on initial application</i>	<i>Effective date</i>
<i>IFRS 16</i>	<i>Leases</i>	<i>1 January 2019</i>
<i>IFRS 3</i>	<i>Business Combinations</i>	<i>1 January 2020</i>
<i>IAS 1</i>	<i>Definition of Material</i>	<i>1 January 2020</i>

* Amendments

The Group has not adopted these amended standards and interpretations. The Directors do not anticipate that the adoption of these standards and interpretations will have a material impact on the Group's financial statements in the periods of initial application.

2. **Segmental reporting**

For the purposes of segmental information, the Group has determined that its operations are confined to a single operating segment, located in a single geographical region, Australia. All material revenue is derived from the development of mineral resources from its Norseman Gold Project in Australia, which is the Group's sole cash generating unit. Revenues are generated from the production of precious metals, principally gold, and to a lesser extent, silver and these metals are sold to the government controlled Perth Mint.

NORSEMAN GOLD PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2019

3. Group operating loss

The Group's operating profit / (loss) is stated after charging / (crediting):

	<i>Year ended 30 June 2019 AUD\$</i>	<i>Year ended 30 June 2018 AUD\$</i>
Employee costs, excluding share-based payments	1,169,996	1,161,494
Exploration costs written off (note 11)	2,255,329	2,637,560
Exploration impairment (write back) (note 11)	(18,393,597)	2,637,560
Depreciation and impairment of property, plant & equipment (note 9)	-	44,886
Rehabilitation (write back) (note 18)	557,892	(69,380)
	=====	=====
Auditors' remuneration		
- UK (Group and Parent Company audit services)	37,230	40,000
- Australia (subsidiary company audit services)	25,060	25,000
	=====	=====

4. Other operating income

Group	<i>Year ended 30 June 2019 AUD\$</i>	<i>Year ended 30 June 2018 AUD\$</i>
Rental income	44,050	62,850
Sundry income	57,632	720,706
	=====	=====
	101,682	783,556
	=====	=====

5. Interest payable

Group	<i>Year ended 30 June 2019 AUD\$</i>	<i>Year ended 30 June 2018 AUD\$</i>
Interest on debt, convertible loan notes, related party financings and other	15,661,539	13,458,063
	=====	=====

NORSEMAN GOLD PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2019

6. Taxation

	<i>Year ended 30 June 2019 AUD\$</i>	<i>Year ended 30 June 2018 AUD\$</i>
Current tax		
Deferred tax asset (DTA) recognition	-	-
Deferred tax liability	-	-
	<hr/>	<hr/>
Total current tax charge/(credit) as reported in loss	-	-
	<hr/>	<hr/>
The current tax charge for the period can be reconciled to the loss per income statement as follows:		
Group loss before tax	(5,369,737)	(19,934,295)
	<hr/>	<hr/>
Tax at the Australian corporation tax rate of 27.5%	(1,476,678)	(5,481,931)
Tax effects of:		
Other non-deductible expenses	-	-
Tax losses not recognised	1,476,678	5,481,931
	<hr/>	<hr/>
Total current tax charge/(credit) as reported in loss	-	-
	<hr/>	<hr/>

The tax benefits of the deferred tax assets will only be obtained if:

- (a) the company derives future assessable income of a nature and of an amount sufficient to enable the benefits to be utilised;
- (b) the company continues to comply with the conditions for deductibility imposed by law; and
- (c) no changes in income tax legislation adversely affect the company in utilising the benefits.

Factors that may affect future tax charges

At the year-end date, the Group has unused tax losses available for offset against suitable future profits of approximately AUD\$191.8 million (2018: AUD\$184.0 million). A resulting deferred tax asset has not been recognised in respect of such losses due to the uncertainty of future profit streams.

7. Parent company income statement

In accordance with the provisions of the Section 408 of the Companies Act 2006, the Parent Company has not presented an income statement. A loss for the year ended 30 June 2019 of AUD\$583,642 (30 June 2018: loss of AUD\$1,516,459) has been included in the Group income statements. The loss includes the income tax expense of AUD\$ Nil (2018: AUD\$ Nil).

NORSEMAN GOLD PLC
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8. Employee costs

Group

The employee costs of the Group, including directors' remuneration, are as follows:

	<i>Year ended 30 June 2019 AUD\$</i>	<i>Year ended 30 June 2018 AUD\$</i>
Wages, salaries and fees	1,068,490	1,060,725
Social security & superannuation costs	101,506	100,769
	<u>1,169,996</u>	<u>1,161,494</u>

Further details of the directors' remuneration are shown in the Directors' Report.

Group	<i>Year ended 30 June 2019 Number</i>	<i>Year ended 30 June 2018 Number</i>
The average numbers of employees during the year were:		
<i>Area:</i>		
Exploration	2	2
Administration	3	3
Engineering (Maintenance)	4	4
Corporate	4	4
	<u>13</u>	<u>13</u>

NORSEMAN GOLD PLC
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9. Property, plant & equipment

Group	<i>Land and Buildings AUD\$</i>	<i>Fixed Plant and equipment AUD\$</i>	<i>Mine Infrastructure and mobile equipment AUD\$</i>	<i>Capital works in progress AUD\$</i>	<i>Total AUD\$</i>
Cost					
At 1 July 2018	780,208	8,548,456	13,758,198	-	23,086,862
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
Reclassification	-	-	-	-	-
At 30 June 2019	780,208	8,548,456	13,758,198	-	23,086,862
Depreciation					
At 1 July 2018	(780,208)	(8,548,456)	(13,758,198)	-	(23,086,862)
Depreciation charge	-	-	-	-	-
Impairment charge	-	-	-	-	-
On disposals	-	-	-	-	-
At 30 June 2019	(780,208)	(8,548,456)	(13,758,198)	-	(23,086,862)
Net book values					
30 June 2019	-	-	-	-	-

Company	<i>Land and Buildings AUD\$</i>	<i>Fixed Plant and equipment AUD\$</i>	<i>Mine Infrastructure and mobile equipment AUD\$</i>	<i>Capital works in progress AUD\$</i>	<i>Total AUD\$</i>
Cost					
At 1 July 2017	780,208	8,548,456	13,723,207	-	23,051,871
Additions	-	-	48,627	-	48,627
Disposals	-	-	(13,636)	-	(13,636)
Reclassifications	-	-	-	-	-
At 30 June 2018	780,208	8,548,456	13,758,198	-	23,086,862
Depreciation					
At 1 July 2017	(780,208)	(8,548,456)	(13,723,207)	-	(23,051,871)
Depreciation charge	-	-	(44,886)	-	(44,886)
Impairment charge	-	-	-	-	-
On disposals	-	-	9,895	-	9,895
At 30 June 2018	(780,208)	(8,548,456)	(13,758,198)	-	(23,086,862)
Net book values					
30 June 2018	-	-	-	-	-

NORSEMAN GOLD PLC
NOTES TO THE FINANCIAL STATEMENTS
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9. Property, plant & equipment (continued)

The Directors review the carrying values of property, plant and equipment periodically to ensure the carrying value will be recovered by ongoing mining activities. There is currently insufficient evidence to support any carrying values. Should a decision be made in the future to reopen operations a further assessment of these values will be made and in particular whether a reversal of the impairment charges are justified.

10. Mine properties in production phase

Group	<i>Year ended 30 June 2019 AUD\$</i>	<i>Year ended 30 June 2018 AUD\$</i>
At 1 July		
Mining expenditure incurred during the year	-	-
Amortisation during the year	-	-
Impairment charge during the year	-	-
	<hr/>	<hr/>
As at 30 June	-	-
	<hr/>	<hr/>

Expenditure on developing mine properties in production represents costs incurred in relation to development of operating mines at the Group's operations at Norseman. The Directors review this carrying value periodically to ensure the carrying value will be recovered by ongoing mining activities. The Directors assess the carrying values of the capitalised mine development costs against the operations and impair the value of those assets down to the estimated recoverable amount. In prior years, these costs were fully impaired down to a \$Nil receivable value. Should a decision be made in the future to reopen any of these operations a further assessment of these values will be made and in particular whether a reversal of the impairment charges are justified.

11. Exploration & evaluation assets

Group	<i>Year ended 30 June 2019 AUD\$</i>	<i>Year ended 30 June 2018 AUD\$</i>
Costs carried forward in respect of areas of interest in:		
Exploration and evaluation phases:		
At 1 July 2018	-	-
Exploration expenditure incurred during the year	2,255,330	2,637,560
Exploration expenditure written off	(2,255,330)	(2,637,560)
Exploration impairment reversal	18,393,597	-
Transfer to disposal group assets available for sale	(9,196,799)	-
	<hr/>	<hr/>
As at 30 June 2019	9,196,798	-
	<hr/>	<hr/>
Disposal group assets available for sale (Exploration):		
At 1 July 2018	-	-
Transfer to disposal group assets available for sale	9,196,799	-
	<hr/>	<hr/>
As at 30 June 2019	9,196,799	-
	<hr/>	<hr/>

NORSEMAN GOLD PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2019

11. Exploration & evaluation assets (continued)

The amounts for exploration and evaluation ("E&E") assets represent costs incurred in relation to the Group's operations at Norseman. These amounts will be written off to the income statement as exploration expenses unless commercial reserves are established or the determination process is not completed and there are no indicators of impairment. The outcome of ongoing exploration and evaluation, and therefore whether the carrying value of E&E assets will ultimately be recovered, is inherently uncertain. The Directors assessed that there were indicators of impairment as at 30 June 2017, and subsequently deemed it appropriate to write the E&E assets to \$Nil. As a result of the completion of the Pantoro Transaction on 9 July 2019, the Directors have determined it is appropriate to reverse \$18.4m of the previously impaired E&E assets that relates to Tenements that formed part of the Pantoro Transaction.

12. Goodwill

Group	<i>Year ended 30 June 2019 AUD\$</i>	<i>Year ended 30 June 2018 AUD\$</i>
Cost		
At 1 July and 30 June	44,983,622	44,983,622
Amortisation and impairment		
At 30 June	(44,983,622)	(44,983,622)
Net book value		
At 30 June	-	-

Goodwill arose on the acquisition of the Company's subsidiary undertakings in prior years. The Group tests goodwill for impairment at each reporting date and fully impaired all goodwill in the prior financial years (see note 13 below).

13. Investments in subsidiary undertakings

Company	<i>Loans to subsidiary undertakings AUD\$</i>	<i>Shares in subsidiary undertakings AUD\$</i>	<i>Total AUD\$</i>
Cost			
At 1 July 2018	-	-	-
Loans repaid from subsidiaries in the year	(96,890)	-	(96,890)
Reversal of prior period provisions for impairment	96,890	-	96,890
At 30 June 2019	-	-	-
Company			
Cost			
At 1 July 2017	-	-	-
Loans made to subsidiaries in the year	96,890	-	96,890
Provisions for impairment	(96,890)	-	(96,890)
At 30 June 2018	-	-	-

NORSEMAN GOLD PLC
NOTES TO THE FINANCIAL STATEMENTS
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13. Investments in subsidiary undertakings (continued)

The amounts for exploration and evaluation ("E&E") assets represent costs incurred in relation to the Group's The loans due from subsidiaries are interest free, unsecured and repayable to the Company in more than one year with no fixed repayment terms.

Impairment reviews on the value of investments in and loans to subsidiaries are carried at each reporting date. When events or changes in circumstances indicate that the carrying amount of loans or investments may not be supported by future net revenues from the subsidiaries a comparison between the net book value of the loans and investments and the discounted future cash flows from the subsidiary's undertakings is performed. As the main subsidiary settled a DOCA in the 2013 year and continues to be loss making, the Directors decided in a prior year that a full impairment should be made for the investments in, and loans to, subsidiaries.

Subsidiary undertakings:

<i>Name of company</i>	<i>Country</i>	<i>Holding</i>	<i>Proportion held</i>	<i>Nature of business</i>
Norseman Gold Pty Ltd	Australia	Ordinary Shares	100%	Intermediate holding company
Central Norseman Gold Corporation Pty Ltd*	Australia	Ordinary Shares	100%	Gold mining company
Pangolin Resources Pty Ltd**	Australia	Ordinary Shares	100%	Mineral exploration company

*The Company's interest in Central Norseman Gold Corporation Pty Ltd is held through Norseman Gold Pty Ltd.

** Pangolin Resources Pty Ltd ("Pangolin") is a subsidiary of Central Norseman Gold Corporation Pty Ltd.

14. Trade and other receivables

	<i>30 June 2019</i>		<i>30 June 2018</i>	
	<i>Group AUD\$</i>	<i>Company AUD\$</i>	<i>Group AUD\$</i>	<i>Company AUD\$</i>
Other receivables	582,486	180,806	183,860	239
Amounts due from subsidiary company	-	-	-	-
Prepayments	5,000	-	5,000	-
	<u>587,486</u>	<u>180,806</u>	<u>188,860</u>	<u>239</u>

15. Inventories

	<i>30 June 2019</i>		<i>30 June 2018</i>	
	<i>Group AUD\$</i>	<i>Company AUD\$</i>	<i>Group AUD\$</i>	<i>Company AUD\$</i>
Raw materials and stores	-	-	159,437	-
- net realisable value	-	-	-	-
	<u>-</u>	<u>-</u>	<u>159,437</u>	<u>-</u>

16. Cash and cash equivalents

Cash and cash equivalents as at 30 June 2019 for the Group amounted to AUD\$54,207 (30 June 2018: AUD\$70,258) and for the Company AUD\$122 (2018: AUD\$399).

NORSEMAN GOLD PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2019

17. Trade and other payables

	<i>30 June 2019</i>		<i>30 June 2018</i>	
	<i>Group</i>	<i>Company</i>	<i>Group</i>	<i>Company</i>
	<i>AUD\$</i>	<i>AUD\$</i>	<i>AUD\$</i>	<i>AUD\$</i>
Trade payables	6,568,701	27,915	6,342,541	60,448
Other payables	240,456	-	336,416	163,535
	<u>6,809,157</u>	<u>27,915</u>	<u>6,678,957</u>	<u>223,983</u>

18. Provisions for liabilities

Group	<i>Employees</i>	<i>Restoration and</i>	<i>Total</i>
Current:	<i>Benefits</i>	<i>decommissioning</i>	<i>AUD\$</i>
	<i>AUD\$</i>	<i>AUD\$</i>	
At 1 July 2018	40,073	-	40,073
Disposal group liabilities – rehabilitation provision	-	10,797,165	10,797,165
Credit to income statement	9,004	-	9,004
As at 30 June 2019	<u>49,077</u>	<u>10,797,165</u>	<u>10,846,242</u>
Non-current:	<i>Employees</i>	<i>Restoration and</i>	<i>Total</i>
	<i>Benefits</i>	<i>decommissioning</i>	<i>AUD\$</i>
	<i>AUD\$</i>	<i>AUD\$</i>	
At 1 July 2018	48,069	21,036,437	21,084,506
Reallocation from non-current to current	-	(10,797,165)	(10,797,165)
Credit to income statement	(48,069)	557,892	509,823
As at 30 June 2019	<u>-</u>	<u>10,797,164</u>	<u>10,797,164</u>

The Directors have considered environmental issues and the need for any necessary provision for the cost of rectifying any environmental disturbance, as might be required under local legislation and the Group's license obligations and have provided the above provisions for any future costs of decommissioning or any environmental disturbance.

The adjustment relates to a valuation of the potential liability for the total rehabilitation of the Norseman Project. The Norseman Project is a participant in the Mine Rehabilitation Fund which requires an annual contribution of approximately 1% of the estimated mine rehabilitation.

The Directors have determined that 50% of the potential liability for the total rehabilitation of the Norseman Project is attributable to the assets that formed part for the Pantoro Transaction. As a result, 50% of the liability has been reported as a current liability which is subsequently released as part of the disposal in the following financial year.

NORSEMAN GOLD PLC
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19. Loans and borrowings

	30 June 2019		30 June 2018	
	Group AUD\$	Company AUD\$	Group AUD\$	Company AUD\$
Current:				
Pantoro South Pty Ltd – Third Party – Non-interest bearing	4,142,417	-	-	-
Finance facility – Related party	15,231,012	-	15,231,012	-
Unpaid Interest on finance facility - Related party	18,002,275	-	14,405,288	-
Related party loans – Interest bearing	62,829,416	-	59,255,927	-
Unpaid Interest on Related party loans	44,473,908	-	33,409,356	-
Related party loans – Non-interest bearing	2,070,052	1,874,700	2,110,052	1,914,700
Convertible loan notes – Related party	10,000,000	10,000,000	10,000,000	10,000,000
Unpaid interest on convertible loan notes – Related party	7,331,781	7,331,781	6,331,781	6,331,781
	<u>164,080,861</u>	<u>19,206,481</u>	<u>140,743,416</u>	<u>18,246,481</u>

Finance Facility

The Finance Facility is a secured facility from Farrer Place Holdings Pty Ltd (a related party of Tulla) ("Farrer") to Central Norseman Gold Corporation Pty Ltd ("CNGC"). It was novated from EXP T1 Ltd on 3 October 2012.

Key conditions of this secured facility are as follows:

- Facility limit – AUD\$15,000,000
- Repayment – the secured facility was repayable in full by 1 July 2013 however the secured lender, Farrer, has not called for the repayment of the loan up to the date of this report. The Group is reliant on the financial support of Farrer and Tulla.
- Interest - calculated at a rate of 11.46% per annum on a monthly compounding basis (as per the terms of the original EXP T1 Ltd facility),
- The security provided is a first ranking fixed and floating charge over the assets of CNGC, a first ranking mortgage over all of the mining leases held by CNGC, a first ranking mortgage over all the mining leases held by Pangolin, a second ranking mortgage over all exploration licences held by CNGC and a first ranking general security agreement over all of the assets of CNGC as well as by a Deed of Guarantee from the Company ("**Farrer Security**").

Convertible Loan Note

(a) Introduction

The Convertible Loan Note is AUD\$10,000,000 10% Secured Convertible Loan Notes issued to Tulla (a related party) convertible at £0.06 (6 pence) for every £1 of nominal value and convertible up until 10 February 2015 (**2015 Notes**). The 2015 Notes have expired however, the secured lender, Tulla, has not called for the repayment of the loan up to the date of this report. The Group is reliant on the financial support of Farrer and Tulla. The security provided for the 2015 Notes is a first ranking mortgage over the exploration licences held by CNGC, a second ranking mortgage over all the mining leases held by CNGC, a second ranking mortgage over all the mining leases held by Pangolin and a second ranking general security agreement over all of the assets of CNGC ("**Tulla Security**").

The 2015 Notes were issued pursuant to a Convertible Loan Note Instrument dated 14 February 2012.

Pursuant to a deed of priority dated 30 March 2012, save for the Tulla Security in relation to the exploration licences, the Farrer Security ranks first in priority and the Tulla Security ranks second in priority. The order of priority in relation to the exploration licences only is as follows: first, the Tulla Security and second, the Farrer Security.

19. Loans and borrowings (continued)

(b) Conversion period

The 2015 Notes have expired. The conversion period provided that each Convertible Loan Note may be converted at any time into Ordinary Shares within the relevant conversion period (on conversion, the newly converted ordinary shares will rank *pari passu* with the Ordinary Shares in issue at the date of conversion). In respect of each Convertible Loan Note, the conversion period commences on the date of issue of the Convertible Loan Note and expires on the last day of the term of the Convertible Loan Note.

The Company is discharged from its liabilities under the Convertible Loan Note Instrument in respect of a Convertible Loan Note when the Convertible Loan Note is either redeemed or is converted in accordance with its conditions of issue (see below).

(c) Value, conversion price and redemption

Each Convertible Loan Note bears interest at a rate of 10% and is convertible at a price of £0.06 (6 pence) for every £1 of nominal value.

Any right of conversion may only be exercised in multiples of Convertible Loan Notes (the “**Conversion Amount**”). The number of Ordinary Shares resulting from the conversion of a Convertible Loan Note shall be calculated by dividing the Conversion Amount by the conversion price (as detailed above).

The Convertible Loan Notes, having past the 2015 maturity date, may be redeemed in full, in cash or may be redeemed by the Company in cash at any time provided that the ordinary shares have traded at a volume weighted average price on AIM in excess of £0.12 (12 pence) for a period of 10 business days immediately preceding the date which the redemption notice is given. It is noted that the Company’s shares are no longer traded on AIM.

The holders of the Convertible Loan Notes may also require the Company to redeem the Convertible Loan Notes on the occurrence of certain events of default in accordance with their terms.

Interest has not been paid on the convertible notes since 1 October 2012. In addition, the Secured Loan Facility and Secured Convertible Loan Notes terms and conditions have been breached. The Group is reliant on the financial support of Farrer and Tulla.

Related party loans

The related party loans (excluding the Farrer Security and the Tulla Security) are currently unsecured with interest being accrued at a maximum of 11.46% per annum on a monthly compounding basis, or in accordance with original documentation. No interest has been paid during or since the end of the financial year.

Included in this balance (excluding the loans subject to the Farrer security and the Tulla security) is an interest bearing principal amount of AUD\$62,829,416, with accrued interest of AUD\$44,473,908 due to Tulla, a company associated with Kevin Maloney. This balance also includes outstanding Directors’ remuneration for services provided by David Steinepreis (AUD\$185,000) and Gary Steinepreis (AUD\$60,000), a former Director.

Pantoro South Pty Ltd – Third Party (Non-interest bearing)

The third party loan from Pantoro South Pty Ltd included the AUD\$2.50 million deposit payable by Pantoro South to CNGC upon signing binding documents in relation to the Pantoro Transaction. The additional AUD\$1.64m in loan funding, bringing the total to AUD\$4.14 million at 30 June 2019 represents payments made by Pantoro South in relation to the Sole Funding Period for the Joint Venture. These amounts were refundable to Pantoro South in the event that certain conditions precedent to the Pantoro Transaction were not executed. The conditions precedent were subsequently satisfied after 30 June 2019, the Pantoro Transaction was completed, and the loan deemed repaid.

NORSEMAN GOLD PLC
NOTES TO THE FINANCIAL STATEMENTS
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20. Share capital

			30 June 2019	30 June 2018
			£	£
Allotted, called up and fully paid				
Ordinary shares of 1.25p each			13,965,028	13,965,028
			=====	=====
			AUD\$	AUD\$
Allotted, called up and fully paid				
Ordinary shares of 1.25p each			22,948,180	22,948,180
			=====	=====
Movement in issued and fully paid capital and share premium reserve		<i>Issued and fully paid capital</i>	<i>Share premium reserve</i>	<i>Issued and fully paid capital</i>
	<i>Number</i>	<i>£</i>	<i>£</i>	<i>AUD\$</i>
Total as at 30 June 2018		1,117,202,223	13,965,028	75,658,738
				22,948,180
				143,086,801
Total as at 30 June 2019		1,117,202,223	13,965,028	75,658,738
				22,948,180
				143,086,801

The Ordinary shares rank *pari passu* in all respects including the right to receive all dividends and other distributions declared, made or paid.

21. Share-based payments

	Year ended 30 June 2019	Year ended 30 June 2018
	AUD\$	AUD\$
The Group recognised the following charge in the income statement in respect of its share-based payments plans:		
Share option and warrant charge in year	-	-
	=====	=====
Other reserves:		
At 1 July 2018 – share-based payments reserve	-	-
Share options and warrants lapsed	-	-
	=====	=====
At 30 June 2019 – total other reserves	-	-
	=====	=====
Share options and warrants outstanding		
There are no share options or warrants outstanding at 30 June 2019		
At 1 July 2018	-	-
Share options lapsed	-	-
	=====	=====
At 30 June 2019	-	-
	=====	=====

NORSEMAN GOLD PLC
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22. Financial instruments

Interest Rate Risk

At 30 June 2019, the Group had Australian Dollar cash deposits of AUD\$54,207 (30 June 2018: AUD\$70,258). The Company's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates on classes of financial assets and financial liabilities, was as follows:

	<i>Floating interest rate 30 June 2019 AUD\$</i>	<i>Non - Interest Bearing 30 June 2019 AUD\$</i>	<i>Floating interest rate 30 June 2018 AUD\$</i>	<i>Non - Interest Bearing 30 June 2018 AUD\$</i>
<i>Financial assets:</i>				
Cash at bank and in hand	54,207	-	70,258	-
	=====	=====	=====	=====

The effective weighted average interest rate was 0.01% (30 June 2018: 0.01%).

Net Fair Value

The net fair value of financial assets and financial liabilities approximates to their carrying amount as disclosed in the balance sheet and in the related notes.

Currency Risk

The functional currency for the Group's operating activities is the Australian Dollar. The Group's objective in managing currency exposures arising from its net investment overseas is to maintain a low level of borrowings. The Group has not hedged against currency depreciation but continues to keep the matter under review.

Financial Risk Management

The Directors have recognised that this is an area in which they needed to develop specific policies should the Group become exposed to further financial risks as the business develops. A Financial Risk Management Policy was adopted and implemented in May 2010.

Credit Risk

The entity's maximum exposures to credit risk at reporting date in relation to each class of recognised financial assets is the carrying amount of those assets as indicated in the balance sheet. The Group trades only with recognised, credit worthy third parties.

Price Risk

The Group has an exposure to commodity price risk. The Group has not hedged against this risk but continues to keep the matter under review in line with its Financial Risk Management Policy.

NORSEMAN GOLD PLC
NOTES TO THE FINANCIAL STATEMENTS
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23. Exploration expenditure commitments

In order to maintain an interest in the mineral assets in which the Group is involved, the Group is committed to meet the conditions under which the licences were granted. The timing and amount of exploration expenditure commitments and obligations of the Group are subject to the work programme required as per the licence commitments and may vary significantly from the forecast based upon the results of the work performed. Exploration results in any of the projects may also result in variation of the forecast programmes and resultant expenditure. Such activity may lead to accelerated or decreased expenditure.

	30 June 2019		30 June 2018	
	Group	Company	Group	Company
	AUD\$	AUD\$	AUD\$	AUD\$
As at the balance sheet date the aggregate amount payable is:				
Within not more than one year	5,716,480	-	5,902,120	-

This exploration expenditure commitment existed at 30 June 2019. Upon completion of the Pantoro Transaction on 9 July 2019 the obligation to meet the exploration expenditure commitment passed to Pantoro South for the period of Sole Funding Period. Refer to note 1.2 Going concern.

24. Related party transactions

The Key management of the Group comprises the Directors of the Company. The remuneration paid or accrued to the Directors, in accordance with the service contracts which include payments made to entities associated with the Directors, during the year ended 30 June 2019, was as follows:

Note	Fees/Salaries AUD\$	Share based payments AUD\$	2019	2018
			Total AUD\$	Total AUD\$
Kevin Maloney	-	-	-	-
David Steinepreis	\$60,000	-	\$60,000	\$60,000
Fred Kempson	-	-	-	-
Totals	\$60,000	-	\$60,000	\$60,000

Other transactions with related parties:

- Included within loans and borrowings is AUD\$159,693,444 (2018: AUD\$140,458,416), inclusive of principal and accrued interest due to Tulla, a company associated with Kevin Maloney. Furthermore, the loans and borrowings balance includes outstanding Directors' remuneration for services provide by David Steinepreis (AUD\$185,000) and Gary Steinepreis (AUD\$60,000), a former Director.
- Tulla Group Pty Ltd, a company associated with Kevin Maloney, has paid invoices on behalf of the Group and these invoices have been recharged to the Group at cost, with no administration or mark-up fee.
- JLM Transport & Logistics Pty Ltd, a company associated with Kevin Maloney, has provided use of two (2) prime movers (trucks) to the Group to meet the Group's haulage needs. This equipment has been provided on a daily hire basis. There is no charge for downtime.
- Tulla Equipment Hire Pty Ltd, a company associated with Kevin Maloney, has provided use of one (1) trommel to the Group for material screening purposes. This equipment has been provided on a daily hire basis. There is no charge for downtime.
- Resource Accommodation Management Pty Ltd, a company associated with Kevin Maloney, owes CNGC \$160,086. This balance is recoverable to CNGC and will be offset against other amounts owed by CNGC to entities associated with Kevin Maloney.

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25. Net cash flows from operating activities

Group	<i>Year ended 30 June 2019 AUD\$</i>	<i>Year ended 30 June 2018 AUD\$</i>
Group operating profit / (loss)	10,291,412	(6,476,282)
<i>Adjustments for items not requiring an outlay of funds:</i>		
Depreciation and impairment	-	44,886
Exploration expenditure written off	2,255,330	2,637,560
Exploration impairment (write back)	(18,393,597)	-
Profit / (loss) on sale of assets	-	3,741
Provision for rehabilitation costs (write back)/expense	557,892	(69,380)
	<hr/>	<hr/>
Net cash outflow before changes in working capital	(5,288,963)	(3,859,475)
Decrease in inventories	159,437	221,632
(Increase) in receivables and prepayments	(398,626)	(142,795)
Increase / (decrease) in payables	130,200	(210,489)
(Decrease) in provisions for liabilities	(39,065)	(60,783)
	<hr/>	<hr/>
Net cash outflow from operations	(5,437,017)	(4,051,910)
Interest received	390	50
Interest paid	-	(464)
	<hr/>	<hr/>
Net cash outflow from operating activities	<u><u>(5,436,627)</u></u>	<u><u>(4,052,324)</u></u>

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25. Net cash flows from operating activities (continued)

Company	<i>Year ended 30 June 2019 AUD\$</i>	<i>Year ended 30 June 2018 AUD\$</i>
Operating profit / (loss) including impairment charges	416,358	(516,458)
Intercompany loan provision / (write back)	113,140	(96,890)
	<hr/>	<hr/>
Net cash outflow before changes in working capital	529,498	(613,348)
(Increase)/decrease in receivables and prepayments	(180,567)	346,573
(Decrease)/increase in trade and other payables	(196,068)	99,653
(Decrease)/increase in related party loans	(40,000)	60,000
	<hr/>	<hr/>
Net cash (outflow) / inflow from operations	112,853	(107,122)
Interest received	10	-
	<hr/>	<hr/>
Net cash (outflow)/ inflow from operating activities	<u>112,863</u>	<u>(107,122)</u>

26. Control

The Company is under the control of its shareholders and not any one party but note that the Company has continued its operations with the financial support of Tulla Resources Group Pty Limited (Tulla), who is also the largest shareholder.

27. Contingent liabilities

Prosecution

In August 2018 the DMIRS served a Prosecution Notice on CNGC alleging a breach of the Mines Safety and Inspection Act, 1994 (WA) in relation to an excavator incident in the North Royal open pit on 21 August 2015. The maximum fine that the Court can impose, if CNGC is found guilty, is AUD\$250,000, plus legal costs. CNGC may incur legal costs up to \$200,000 in defending a prosecution. An initial hearing in respect to liability has been set down in the Kalgoorlie Magistrates' Court commencing on 18 December 2019.

28. Subsequent events

The following events have occurred subsequent to 30 June 2019:

- civil proceedings have been commenced by Bruce Harris against CNGC in the District Court of Western Australia for injuries suffered in an incident at the North Royal pit in August 2015. The claim is covered by the Company's liability insurers and no further liability exists for CNGC;
- on 9 July 2019 the Pantoro Transaction formally completed and the management and control of the Norseman Project transferred to Pantoro South. From the initial consideration (excluding the AUD\$2.5m deposit received during the year ended 30 June 2019), CNGC has repaid part of the principal of the Tulla unsecured indebtedness; as follows:
 - cash payments of AUD\$6.74m (of the AUD\$7.5m received on completion) in several instalments through July 2019; and
 - transfer of the Consideration Shares at \$0.20 per share in Pantoro Limited on 16 July 2019 in reduction of a total of AUD\$20m of unsecured indebtedness. As at the date of transfer the ASX share price of Pantoro Limited was \$0.16 per share, implying a value of AUD\$16m for the shares;
- on 26 July 2019 the Court fined CNGC in respect to breaches of the Mines Safety & Inspection Act 1994 (WA) relating to the July 2016 fatality. The Magistrate fined CNGC \$150,000 plus costs. This amount has been recorded as an accrued expense as at 30 June 2019 as the incident occurred prior to 30 June 2019.