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WINMAR
RESOURCES LIMITED

ABN 80 085 905 997

**FINANCIAL REPORT
FOR YEAR ENDED 30 JUNE 2018**

WINMAR RESOURCES LIMITED CORPORATE INFORMATION

DIRECTORS

Mr Jason Brewer	Non-executive Chairman
Mr Thomas Durr	Non-executive Director
Mr Michael Fry	Non-executive Director

COMPANY SECRETARY

Mr Michael Fry

REGISTERED AND PRINCIPAL OFFICE

Ground Level, 20 Kings Park Road
West Perth WA 6005
Telephone (08) 6462 1421
Website www.winmarresources.com.au

POSTAL ADDRESS

PO Box 1024
West Leederville WA 6007

AUDITORS

HLB Mann Judd Assurance (NSW) Pty Ltd
Level 19, 207 Kent Street
Sydney NSW 2000

SHARE REGISTER

Boardroom Pty Limited
Level 12,
225 George Street
Sydney, NSW, 2000
Telephone: 1300 737 760
Facsimile: (02) 9279 0664

Winmar Resources Limited shares are listed on the Australian Securities Exchange (ASX)

ASX Code	WFE
ACN	085 905 997
ABN	80 085 905 997

In this report, the following definitions apply:

“**Board**” means the Board of Directors of Winmar Resources Limited

“**Winmar**” or the “**Company**” means Winmar Resources Limited ABN 80 085 905 997

WINMAR RESOURCES LIMITED
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WINMAR RESOURCES LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2018

Your directors submit the financial report of the Company for the year ended 30 June 2018. In order to comply with the provisions of the Corporations Act 2001, the directors report as follows.

DIRECTORS

The names and particulars of the directors of the Company in office during or since the end of the year to the date of this report are:

Mr Jason Brewer

Non-Executive Director and Chairman

Appointed on 30 November 2017

M.Eng (Hons) ARSM

Mr Brewer has over 20 years' international experience in international mining, financial and investment banking. He is a qualified mining engineer, obtaining a Master's degree, with Honours, from the Royal School of Mines at Imperial College, London and worked in both underground and open-cast mining operations in the UK, Australia, Canada and Africa. He has extensive experience in delivery of African projects and has significant experience as an ASX company director.

Mr Brewer has worked for a number of major global investment banks, including Dresdner Klienwort Benson, NM Rothschild & Sons (Australia) Limited and Investec Bank (Australia) Limited in London, Sydney and Perth, where he was responsible for structuring and arranging corporate and project financing facilities for mining and exploration companies with a particular focus on projects in Africa.

Mr Brewer is Managing Director of Force Commodities Limited an ASX-listed company (ASX:4CE) with exploration projects in Australia and Democratic Republic of Congo. He is also a Non-executive director of Vector Resources Limited (ASX:VEC), Tao Commodities Limited (ASX:TAO), Baraka Energy & Resources Limited (ASX:BKP) and Metalsearch Limited (ASX: MSE).

Mr Michael Fry

Non-Executive Director

Appointed on 14 May 2018

Bachelor of Commerce

Mr Fry is an experienced company manager across a broad range of industry sectors. Mr Fry has a background in accounting and corporate advice having worked with KPMG (Perth) where he qualified as a Chartered Accountant, Deloitte Touche Tohmatsu (Melbourne) and boutique corporate advisory practice Troika Securities Ltd (Perth). From 2006 to 2011, Mr Fry was the Chief Financial Officer and Finance Director at Swick Mining Services Limited, a publicly listed drilling services provider contracting to the mining industry in Australia and North America.

Mr Fry is Chief Financial Officer and Company Secretary of Force Commodities Limited, an ASX-listed company (ASX:4CE) with exploration projects in Australia and Democratic Republic of Congo, and he is Company Secretary of Globe Metals & Mining Limited, an ASX-listed company (ASX:GBE) with exploration projects in Africa. He is also acting Company Secretary and Non-Executive Director of VDM Limited, an ASX listed company (ASX:VMG). He was previously a director of ASX-listed Cougar Metals NL from 13 October 2014 to 14 June 2017.

Mr Thomas Durr

Non-Executive Director

Appointed on 14 May 2018

Mr Durr is a qualified Mining Engineer with over 30 years' experience of managing major capital projects and leading strategic management initiatives within the international mining and process industries.

Mr Durr has held senior positions at the Chief Executive Officer, Managing Director, Vice President, Project Director, Business Development Director and General Manager levels within owner operator, Top 4 blue-chip consulting and various international EPC and EPCM contracting businesses. His experience has involved major project management roles in the United States, Northern and Central Europe, Asia and Australia. Mr Durr is currently the Managing Director of his own consulting company, Prospice Natural Resources Pty Ltd.

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DIRECTORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2018

Mr Alex Alexander

former Non-Executive Director and Chairman

Resigned on 28 November 2017

Double Master's Degree in Engineering/Economics, Graduate Diploma in Accounting and a Graduate Diploma in Applied Finance and Investments

Mr Alexander was formerly a founder and Managing Director of Summit Capital, a boutique private equity firm specialising in the raw materials sector. Prior to Summit Capital, Mr Alexander was a stockbroker with Deutsche Bank Stockbroking and ABN AMRO Bank Stockbroking.

Mr Alexander is the former Non-executive Chairman of Kimberley Diamonds Ltd.

Mr Rod Sainty

former Managing Director

Resigned on 14 May 2018

Bachelor of Science (Hons), Grad. Dip. Mgmt, Grad. Dip. Ed., MAIG, MAICD.

Mr Sainty is a geologist by training with over 30 years' experience of mine district mineral exploration and mine geology experience for gold and base metals (copper, lead and zinc) gained within several of Australia's most productive mineral provinces.

Mr Sainty played a key role in the discovery of three ore deposits: the Baseline Archean gold deposit near Kalgoorlie, the West 45 copper-zinc volcanogenic massive sulphide (VMS) deposit near Charters Towers in north Queensland and the Bentley copper-zinc VMS deposit at Teutonic Bore, WA.

Mr Sainty is a former Executive Director of Kimberley Diamonds Ltd.

Mr Noel Halgreen

former Non-Executive Director

Resigned on 14 May 2018

Bachelor of Engineering (Mining), B. Eng Hons (Industrial), M Eng (Industrial)

Mr Halgreen is an executive with over 30 years of diverse industry experience, with extensive involvement in leadership, commercial and technical environments, start-up ventures, business/operational turnarounds, joint venture management, commercial negotiations, marketing, management of acquisition/merger/divestiture processes, feasibility studies, due diligence/project management, and coal and metalliferous mining (underground and open cut).

Mr Halgreen was formerly the Managing Director of Kimberley Diamonds Ltd, Non-executive Chairman of Bligh Resources Limited and Non-executive Director of International Coal Ltd. He also worked for BHP Billiton and associated companies for many years.

PRINCIPAL ACTIVITIES

The principal activities of the Company during the year ended 30 June 2018 consisted of:

- identification and review of project opportunities specifically related to cobalt;
- exploration at the Bloom Lake Project in Gowganda, in north-eastern Ontario following acquisition in January 2018;
- due diligence investigations of the Calcite Lake & United Reef projects located in close proximity to the Bloom Lake Project, pursuant to option agreements entered into in December 2017;
- withdrawal from the farm-in and joint venture agreement with Lomero Project in Andalucia, Spain; and
- ongoing maintenance of the mining lease over the Winmar iron ore deposit in Western Australia, located close to Fortescue Metals' Solomon hub.

WINMAR RESOURCES LIMITED DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2018

REVIEW OF OPERATIONS

The main focus of the Company during the year ended 30 June 2018 has been in pursuing opportunities in cobalt and implementing a cobalt strategy.

Following the appointment of Jason Brewer as Non-Executive Director and Chairman, the Company implemented a review of its existing projects and opportunities. Arising from this review, Winmar identified cobalt as the commodity in which it intended to focus and formulated a Cobalt Strategy. Amongst other things the Cobalt Strategy set out its key objectives, being the acquisition of cobalt projects and the entering into of cobalt production.

In December 2017, Winmar secured, through an agreement with CBLT Inc. (TSXV: CLBT), three blocks of mining claims, referred to as Bloom Lake, Calcite Lake and United Reef, considered prospective for cobalt mineralisation. In January 2018, Winmar completed the acquisition of the Bloom Lake Project and has a 12-month option to acquire either or both of the United Reef and Calcite Lake projects. Together these three projects cover 2,240 ha within the historic high-grade silver-cobalt mining district of Cobalt-Gowganda in north-eastern Ontario, Canada.

The Bloom Lake, United Reef and the Calcite Lake Projects are located peripheral to a cluster of former high-grade silver-cobalt mines which operated from 1910 to 1989 and where historic production from this region in the period up to 1969 is reported as having been 60.2 million ounces of silver and 1.3 million pounds of cobalt.

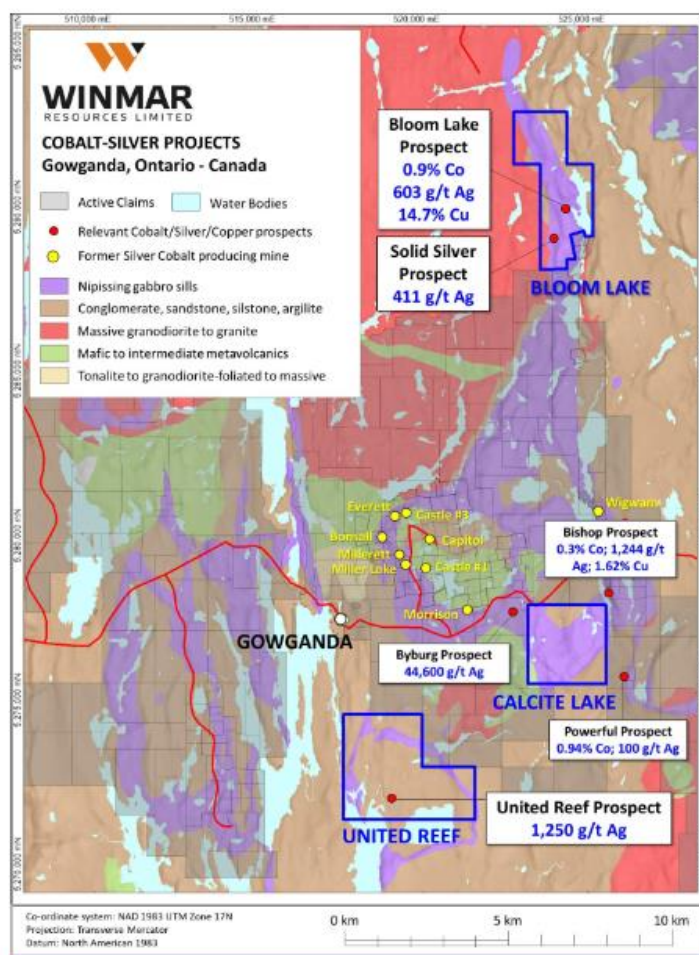


Figure 1: Location Map: Projects (blue) overlaid on geology

WINMAR RESOURCES LIMITED DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2018

During the financial year, Winmar appointed key technical consultants and undertook Phase 1 of its Exploration Program at Bloom Lake Cobalt Project consisting of mapping and sampling. In total, 33 samples were collected from both bedrock and from loose material proximal to historic trenches, adits and shafts.

In August 2018, Winmar received the assay results of its sampling program which evidence high-grade copper-cobalt mineralisation with anomalous gold and nickel.

Assay results included:

- 6.84 % Cobalt, 0.422 g/t Gold, 0.58% Copper and 1.56 % Nickel - Sample ID 853028
- 2.02% Cobalt and 0.35% Nickel - Sample ID 853024
- 1.50% Cobalt, 8.94% Copper and 0.10% Nickel - Sample ID 853044
- 1.16% Cobalt and 2.24% Copper - Sample ID 853048
- 0.79% Cobalt, 0.34g/t Gold and 0.40% Copper - Sample ID 853039
- 0.47% Cobalt and 0.29% Nickel - Sample ID 853035
- 0.29% Cobalt and 5.34% Copper - Sample ID 853036
- 0.25% Cobalt and 5.69% Copper - Sample ID 853045
- 5.18% Nickel - Sample ID 853052

The locations of the samples taken are shown in the map below.

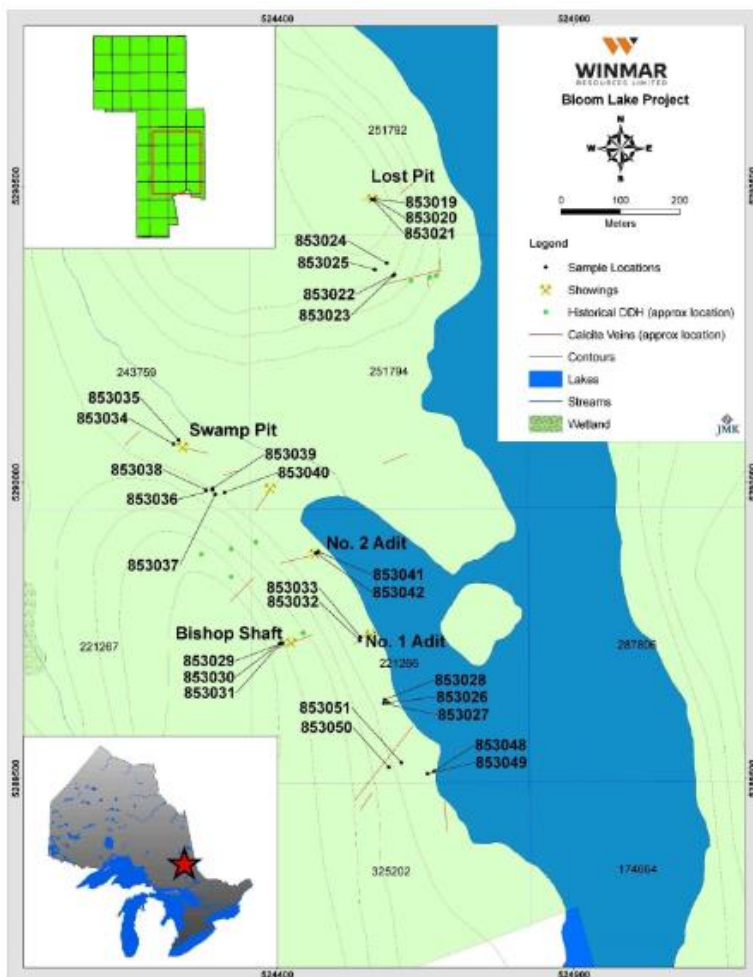


Figure 2: Location Map: Bloom Lake Phase 1 reconnaissance sampling plan

The results of Phase 1 are being utilised in the planning of Phase 2 of the Cobalt exploration program, which is expected to be undertaken during the first half of FY19.

WINMAR RESOURCES LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2018

The other areas of focus of Winmar during the financial year were:

- withdrawal from the farm-in and joint venture agreement in respect of the Lomero Project in Andalucia, Spain; and
- ongoing maintenance of the mining lease over the Winmar iron ore deposit (Hamersley iron ore Project) in Western Australia, located close to Fortescue Metals' Solomon hub.

Lomero gold-silver-copper-zinc project

Background

On 17 August 2016, Winmar announced it had entered into a Farm-in and Joint Venture Agreement (**JVA**) with Kimberley Diamonds Ltd (**KDL**) in relation to the Lomero gold-rich massive sulphide project.

Following execution of the JVA and a condition precedent payment of AUD\$200,000, Winmar acquired a right to earn up to a 70% interest in the project. Pursuant to the JVA, Winmar was responsible for maintaining the expenditure commitment promised by KDL in its successful competitive tender submission to the government but was free to exit the JVA after Year 1 if it concludes that further work is not warranted.

The yearly expenditure requirements were as follows:

1. Winmar will acquire an initial 10% by spending €400,000 (AUD\$630,517) in Year 1. This expenditure requirement was met.
2. Winmar to elect to acquire a further 35% interest (for a total 45% interest) by spending €3 million (AUD\$4,728,878) in Year 2.
3. Winmar to elect to acquire a further 25% interest (for a total 70% interest) by spending a further €2 million (AUD\$3,152,585) in Year 3.

Satisfaction of Year 1 expenditure commitment

Winmar satisfied the first stage of the Lomero JVA with KDL by spending a minimum of €400,000 on exploration activities before 12 May 2017. In so doing, Winmar acquired a 10% Participating Interest in the Lomero Project.

Joint venture partner enters voluntary administration

On 16 June 2017, Winmar advised the market that KDL, its joint venture partner on the Lomero project, had entered Voluntary Administration. Prior to this date KDL had transferred its interest in the Lomero project tenement to its wholly owned Spanish subsidiary, Alto Minerals SLU (Alto).

At that time, the Board of Winmar advised that it considered it prudent to cease significant expenditure on the project until the ownership of the property was either transferred to Winmar through a purchase agreement or was known to be held by a co-operative partner and made the decision to impair the project value to nil in the Statement of Financial Position.

Withdrawal from Joint Venture

On 13 November 2017, Winmar advised shareholders that it had withdrawn from the Lomero project joint venture with KDL in order to eliminate costs associated with maintaining the joint venture.

Hamersley Iron Ore Project

Global prices for iron ore were generally improved in 2018. Despite the improvement, the price remained below that required to make the Hamersley Iron Ore Project economic to develop.

Throughout the financial year, Winmar maintained the mining lease and monitored developments and opportunities within the region. Winmar continues to monitor the market outlook and seeks opportunities to realise value for shareholders.

WINMAR RESOURCES LIMITED

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FOR THE YEAR ENDED 30 JUNE 2018

FINANCIAL POSITION

The company made a loss for the year of \$1,599,316 (2017: loss \$2,016,510). At balance date, capitalised exploration costs totalled \$5,925,326 (2017: \$5,762,823). Cash reserves were \$950,100 (2017: \$478,498); an increase of \$471,602.

CORPORATE ACTIVITIES

On 2 October 2017, Ms Nicola Betteridge was appointed as Company Secretary following the resignation of Ms Carolyn Patman.

On 4 October 2017, Winmar announced the intention to raise \$492,000 by way of a private placement totalling \$100,000 and a rights issue totalling \$392,000.

On 9 October 2017, Winmar completed the private placement by issuing 68,750,000 shares at an issue price of \$0.0008 (0.08 cents) per share raising \$55,000 and issuing 45,000,000 shares each at an issue price of \$0.001 (0.1 cents) per share raising \$45,000; together being a total of 113,750,000 new shares issued at an average issue price of \$0.00897 per share, raising \$100,000.

On 10 October 2017, Winmar issued its Rights Issue Offer Document being an offer to raise \$392,000 by way of a non-renounceable pro-rata offer of 1 new share for every 4 shares held at an issue price of \$0.001 per new share. The Offer was fully underwritten and managed by Sixty Two Capital Pty Ltd, for which it was entitled to receive an underwriting fee of 6% of the Underwritten Amount being \$23,532 (including GST) and 20,000,000 unlisted options with an exercise price of \$0.001 (0.1 cents) and an expiry date of 29 March 2019.

On 30 October 2017, Winmar announced the Rights taken up by Shareholders under the Rights Issue Offer totalled 89,317,226 shares for \$89,317 and that the Shortfall therefore totalled 302,888,389 shares for \$302,888; which would be placed by the Underwriter.

On 10 November 2017, Winmar announced the completion of the Rights Issue and corresponding issue of 392,205,226 shares raising \$392,205 at an average price per share of \$0.001 (0.1 cents).

On 13 November 2017, Winmar announced its withdrawal from the Lomero Project in order to eliminate costs associated with maintaining the joint venture.

On 15 November 2017, Winmar issued 20,000,000 unlisted options with an exercise price of \$0.001 (0.1 cents) and an expiry date of 29 March 2019 to Sixty Two Capital Pty Ltd, the Underwriter of the Rights Issue.

On 28 November 2017, Mr Alex Alexander announced his resignation as a Non-executive Chairman and Director, effective immediately.

On 30 November 2017, Mr Jason Brewer was announced as Non-executive Chairman and Director, effective immediately, in replacement of Mr Alexander.

On 30 November 2017, Winmar held its Annual General Meeting and all resolutions were carried on a show of hands with the exception of resolution 2 (Re-election of Mr Alexander) and resolution 6 (Spill Meeting) both of which were withdrawn at the meeting.

On 1 December 2017, HLB Mann Judd were appointed as auditors, replacing KPMG.

On 8 December 2017, Winmar announced that it had secured through an agreement with CBLT Inc. (TSXV: CLBT), three blocks of mining claims, referred to as Bloom Lake, Calcite Lake and United Reef, considered prospective for cobalt mineralisation.

On 22 December 2017, Winmar announced that it had received notice (and requisite payment of \$60,000) for the exercise of unlisted options for 20,000,000 fully paid shares.

On 22 January 2018, Winmar announced that it had closed an agreement with CBLT Inc. to acquire the Bloom Lake Project for cash consideration of \$50,000 plus 16,666,667 Winmar shares (valued at \$50,000) and that it had secured a 12-month option to acquire either, or both, of the United Reef and Calcite Lake projects by payment of \$20,000 in cash.

On 20 March 2018, Winmar announced that it had secured commitments to raise \$3.1 million via the combination of a \$2.1m private placement to professional and sophisticated investors and a \$1.0

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DIRECTORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2018

million conditional private placement to professional and sophisticated investors (subject to shareholder approval).

On 20 March 2018, Winmar announced that it had appointed Airguide International Pte Limited of Singapore as its Strategic Advisor.

On 23 March 2018, Winmar announced that it had completed the issue of 425,256,922 new shares at an issue price of \$0.005 (0.5 cents) raising \$2,126,285 pursuant to the \$2.1m private placement to professional and sophisticated investors announced on 20 March 2018.

On 27 March 2018, Winmar announced that it had executed the \$1.0 million Conditional Placement announced on 20 March 2018.

On 14 May 2018, Winmar announced the appointments of Mr Thomas Durr and Mr Michael Fry as non-executive directors following the resignations of Non-Executive Director Mr Noel Halgreen and Managing Director Mr Rod Sainty, on the same date.

On 14 May 2018, Winmar announced that it had changed its Registered Address to: 20 Kings Park Road, West Perth, Western Australia, 6010.

On 20 June 2018, Winmar held an Extraordinary General Meeting and all resolutions were carried on a show of hands.

EVENTS SUBSEQUENT TO REPORTING DATE

DRC Cobalt Acquisitions

On 23 July 2018, Winmar announced that it had that it had entered into a Heads of Agreement with African Holding Investment Company Limited (AHIC), to establish a new 50/50 joint venture to operate the existing Luapula Processing Facility located near the town of Likasi in the Democratic Republic of Congo (DRC) and that in addition it had entered into Heads of Agreements with Mr Albert Kampangwe and Muya Resources Limited to acquire a portfolio of highly prospective cobalt exploration licenses, referred to as the Kampangwe and Muya Licences, considered as potential run-of-mine feed for the Luapula Cobalt Processing Facility (together referred to as the **Acquisitions**).

As part of the same announcement, Winmar advised that it was proposing to complete a private placement to raise \$8.0 million by way of the issue of 333,333,333 new shares at the price of \$0.024 (2.4 cents) per share (**Capital Raising**).

Subsequently, Winmar received advice from the Australian Securities Exchange that the Acquisitions and associated Capital Raising constituted a change in nature and scale of the Company's activities and that they triggered the application of ASX Listing Rule 11.1.3; necessitating Shareholder approval and re-compliance with Chapters 1 and 2 of the ASX Listing Rules. As at the date of this report, the Company is in the process of undertaking these requirements.

The Company's securities were suspended from trading on the Australia Stock Exchange on 7 June 2018 and remain suspended pending the re-compliance with Chapters 1 and 2 of the ASX Listing Rules.

Issue up 200,000,000 shares upon receipt of \$1,000,000 pursuant to Conditional Placement

On 20 March 2018, the Company announced a \$1.0 million conditional private placement, subject to shareholder approval (Conditional Placement).

On 20 June 2018, shareholders at an Extraordinary General Meeting of the Company approved the issue of 100,000,000 shares each at a price of \$0.005 pursuant to the Conditional Placement to each of Mr Michael Langford and Mr David Grant Robinson.

On 13 August 2018, having received the sum of \$500,000, the Company issued 100,000,000 shares to Mr Michael Langford.

On 20 September 2018, having received the sum of \$500,000, the Company issued 100,000,000 shares to Mr David Grant Robinson.

There have been no other transactions or events of a material and unusual nature likely, in the opinion of the Directors of the Company, to significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

**WINMAR RESOURCES LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 30 JUNE 2018**

BACKGROUND TO PROJECTS

Bloom Lake copper-cobalt project

The Bloom Lake Project is located peripheral to a cluster of former high-grade silver-cobalt mines at Gowganda, 85km northwest of Cobalt, in eastern Ontario, Canada.

The claims that comprise the Bloom Lake Project are currently in the process of being transferred to Winmar by the vendor. The claims are valid to 23 March 2019 and are renewable subject to the satisfaction of the Ontario Mines Department. A list of the claims is shown at page 54 of the annual report.

The project is categorised as an early stage exploration project and contains no reportable resource at this stage.

Hamersley Iron Project

The Hamersley Iron Project comprises Mining Lease M47/1450 and is located approximately 50 km north-east of Tom Price in the Pilbara region of Western Australia, immediately south of the Solomon project held by Fortescue Metals Group Ltd (ASX: FMG).

In May 2013, independent mining consultants RungePincockMinarco Ltd estimated the total Mineral Resources within M47/1450 as 343 Mt at an average grade of 54.5% Fe (57.9% Calcined Fe¹), including 42.6 Mt at an average grade of 55.2% Fe (57.3% Calcined Fe¹) classified at the Indicated Mineral Resources Category. The Resource comprises a Channel Iron Deposit (CID) occupying a surface area of 2.0 km by 2.5 km. A minor component consists of Detrital Iron Deposit (DID) style mineralisation.

Hamersley Resource as at 30 June 2018

Resource	Type	Mt	Fe %	SiO ₂ %	Al ₂ O ₃ %	P %	LOI %	CaFe %
Indicated	Channel	42.6	55.2	10.9	5.5	0.04	3.6	57.3
Inferred	Detrital	24.3	46.4	24.8	5.2	0.03	2.5	47.6
Inferred	Channel	276.3	55.3	9.7	4.4	0.04	6.3	58.9
Total Resource		343.2	54.5	10.9	4.6	0.04	5.7	57.9

Notes:

1. Calcined Fe (CaFe) calculated by the formula $Ca\ Fe\% = [(Fe\%)/100 - LOI\ 1000] * 100$
2. Channel Iron Deposit mineralisation reported at a 52% Fe cut-off grade.
3. Detrital Iron Deposit Mineralisation reported at a 40% Fe cut-off grade.

This information was prepared and first disclosed on 22 May 2013 under JORC Code 2004. It has not been updated since then to comply with JORC Code 2012 on the basis that the information has not materially changed since it was last reported.

Competent Persons Statement

The information in this document that relates to Hamersley Iron Project Mineral Resource is based on information compiled by Mr D Jenkins and Mr S Searle. Mr Jenkins is Principal Geologist of Terra Search and a Member of the Australian Institute of Geoscientists. Mr Jenkins has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he has undertaken to qualify as a Competent Person as defined in the 2004 Edition of the Australasian Code for the Reporting of Mineral Resources and Ore Reserves. Mr Searle is a full-time employee of RungePincockMinarco Limited and a Member of the Australian Institute of Geoscientists. Mr Searle has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he has undertaken to qualify as a Competent Person as defined in the 2004 Edition of the Australasian Code for the Reporting of Mineral Resources and Ore Reserves. Mr Searle and Mr Jenkins consent to the inclusion of their names in the matters based on their information in the form and context in which it appears.

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Interest in mining tenements as at 30 June 2018

Project	Lease	Commodity	Locality	Interest
Bloom Lake	Refer table Page 54	Co-Cu	Gowganda, Canada	100%
Hamersley ⁽¹⁾	M47/1450	Iron Ore	Western Australia	70%

(1) Winmar's interest in the Hamersley Iron Ore Project is by way of an unincorporated joint venture with Lockett Fe Pty Ltd, a subsidiary of Cazaly Resources Ltd.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Other than those items outlined in the Review of Operations, there were no other significant changes in the Company's state of affairs.

LIKELY DEVELOPMENTS AND ANNOUNCEMENTS

Any other information on the Company's business strategies and its prospects for future years have not been included in this report because the Directors believe it would be likely to result in unreasonable prejudice to the Company.

DIVIDENDS

No dividends were paid or declared by the Company to members since the end of the previous financial year and the Directors do not recommend the payment of a dividend at this time.

SHARES UNDER OPTION

Unissued ordinary shares of the Company under option at the date of this report are as follows:

Option Plan	Grant date	Expiry date	Exercise Price	Number
Underwriter's Unlisted Options	15 November 2017	29 March 2019	\$0.001	20,000,000
Lead Manager Unlisted Options	9 July 2018	30 June 2020	\$0.003	25,000,000

No option holder has the right under the options to participate in any other share issue of the Company or any other entity.

MEETINGS OF DIRECTORS

Due to the size of the Company, the Board of Directors performs the role of the Audit Committee.

The number of meetings held during the year and the number of meetings attended by each Director whilst in office are:

Director	Directors' meetings		Circular Resolutions	
	Held while in office	Attended	Circulated while in office	Signed ⁽¹⁾
Jason Brewer (<i>appointed 30 November 2017</i>)	5	5	12	9
Thomas Durr (<i>appointed 14 May 2018</i>)	1	1	1	1
Michael Fry (<i>appointed 14 May 2018</i>)	1	1	1	1

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Director	Directors' meetings		Circular Resolutions	
	Held while in office	Attended	Circulated while in office	Signed ⁽¹⁾
Alex Alexander (resigned 28 November 2017)	1	1	12	11
Noel Halgreen (resigned 14 May 2018)	5	5	24	24
Rod Sainty (resigned 14 May 2018)	5	5	24	18

(1) Under the Company's Constitution, a circular resolution is passed when it is signed by a majority of the Directors being entitled to vote in relation to the resolution.

INDEMNIFICATION AND INSURANCE OF OFFICERS

During the year the Company paid premiums in respect of a contract insuring all the directors and officers of the Company against liabilities incurred by the directors and officers that may arise from their position as directors or officers of the Company.

In accordance with normal commercial practice, the disclosure of the total amount of premiums under and the nature of the liabilities covered by the insurance contract is prohibited by a confidentiality clause in the contract.

Except for the above, the Company has not indemnified or made an agreement to indemnify any person who is or has been an officer or auditor of the Company against liabilities incurred as an officer or auditor of the Company.

COMPANY SECRETARY

Michael Fry was appointed as Company Secretary on 29 August 2018 replacing Nicola Betteridge who resigned on the same date.

Previously, Nicola Betteridge was appointed Company Secretary on 29 September 2017 following the resignation of the same date of Carolyn Patman who had been Company Secretary since 9 June 2011.

AUDITOR'S INDEPENDENCE AND NON-AUDIT SERVICES

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 forms part of the Directors' Report and is included on page 19.

Details of amounts paid or payable to the auditor for non-audit services provided during the year are outlined in Note 16 to the financial statements. The directors are satisfied that the provision of non-audit services during the year is compatible with the general standard of independence imposed by the Corporations Act 2001.

ENVIRONMENTAL REGULATION

The Company's operations are subject to environmental regulation in relation to the discharge of hazardous waste and materials arising from any exploration activities. The Directors are of the opinion that sufficient procedures and reporting processes have been established to enable the Company to meet any environmental responsibilities in the year ended 30 June 2018.

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DIRECTORS' REPORT

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REMUNERATION REPORT

This report sets out remuneration information for the Company's non-executive and executive directors and other key management personnel of the Company.

The non-executive and executive directors disclosed in this report are those previously identified in the Directors' Report. The only other key management personnel of the Company during the financial year was:

Andrew Bray – General Manager (*resigned 14 May 2018*)

Directors' fees

The Board determines the remuneration of non-executive directors from time to time.

Non-executive directors' fees are determined within an aggregate fee pool limit, which is periodically recommended for approval by shareholders. The maximum currently stands at \$300,000 per annum (excluding share based payments and superannuation) and was approved by shareholders at the general meeting held on 24 December 2010.

Fees and payments to non-executive directors reflect the demands which are made on, and the responsibilities of, the directors. Non-executive directors do not receive performance based pay. Independent advice on the appropriateness of remuneration packages is obtained should the Board consider it necessary.

The current fees were reviewed on 1 June 2018.

The following remuneration amounts applied to non-executive directors during the year:

	\$ per annum
Jason Brewer (<i>appointed 30 November 2017</i>)	60,000
Thomas Durr (<i>appointed 14 May 2018</i>)	48,000
Michael Fry (<i>appointed 14 May 2018</i>)	48,000
Alex Alexander (<i>resigned 28 November 2017</i>)	100,000
Noel Halgreen (<i>resigned 14 May 2018</i>)	50,000

The following salary amounts applied to executive directors during the year:

	\$ per annum
Rod Sainty – Managing Director	220,000

On 14 May 2018, Mr Rod Sainty resigned as Managing Director.

Superannuation contributions required under the Australian superannuation guarantee legislation continue to be made based on the above entitlements. No other retirement benefits are received by the above directors.

Managing Director Service Contract

There is no person currently appointed as Managing Director following Mr Sainty's resignation on 14 May 2018.

The key terms and conditions that were applicable to the position of Managing Director whilst Mr Sainty was employed by Winmar were as follows:

- Total remuneration package of \$220,000 per annum plus superannuation contributions required under the Australian superannuation guarantee legislation;
- The Managing Director is entitled to 30 days leave per annum;

**WINMAR RESOURCES LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 30 JUNE 2018**

REMUNERATION REPORT (CONTINUED)

- Participation in any cash bonus plans, share and options plans or other incentive plans approved by the Board from time to time. Such payments or other benefits shall not be included as part of the total remuneration package or calculation of any other amounts or entitlements that may be payable. There are no performance conditions attached to the remuneration package;
- Annual performance and remuneration reviews;
- The Managing Director must not use or disclose the Company's confidential information except as required to carry out his duties for the Company.
- The Company may terminate the Managing Director without notice for misconduct and other specified grounds. The Company may terminate the agreement providing 12 month's notice (or payment equivalent to 2 months' salary in lieu of notice). The Managing Director may resign at any time by providing 12 month's notice (or payment equivalent to 2 months' salary in lieu of notice);
- During the term of employment and for 6 months following the termination of employment the Managing Director is restrained from being engaged or involved in any competing businesses in Australia without the prior written permission of the Company.
- Employment as Managing Director is terminated should the role of a Director of the Company cease for any reason.
- Appointment to the position of Managing Director of the Company is for an indefinite duration, terminable as provided above. The Managing Director is not subject to re-nomination and re-election at Annual General Meetings.
- The Managing Director reports to the Board of Winmar and has the same general legal responsibilities to the Company as any other director.

Non-Executive Director Service Contracts

- On appointment to the Board all non-executive directors enter into a service agreement with the Company in the form of a letter of appointment. The term of appointment of all non-executive directors is subject to re-nomination and re-election at Annual General Meetings and non-executive directors are expected to serve a minimum of one term of three years. There is no notice period required by non-executive directors and non-executive directors are not entitled to annual or long service leave benefits.

Other Key Management Personnel Service Contracts

General Manager

There is no person currently appointed as General Manager following Mr Bray's resignation on 14 May 2018.

The key terms and conditions that were applicable to the position of General Manager whilst Mr Bray was employed by Winmar were as follows:

The appointment to the position of General Manager of the Company was on a full time basis and for an indefinite duration, terminable as provided below. The General Manager reports to the Managing Director or, in the absence of a Managing Director, the Chairman. The duties of the General Manager are participating in the management of the Company's exploration and development together with the day to day corporate management and any other duties assigned by the Managing Director, Chairman or Board including managing personnel and assisting with due diligence on any future Company acquisitions and consolidation activities contemplated by the Company from time to time.

The key terms of the employment agreement were:

- Total remuneration package of \$140,000 per annum plus superannuation contributions required under the Australian superannuation guarantee legislation.

**WINMAR RESOURCES LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 30 JUNE 2018**

REMUNERATION REPORT (CONTINUED)

- Participation in any cash bonus plans, share and options plans or other incentive plans approved by the Board from time to time. Such payments or other benefits shall not be included as part of the total remuneration package or calculation of any other amounts or entitlements that may be payable. There are no performance conditions attached to the remuneration package.
- Annual performance and remuneration reviews
- The General Manager must not use or disclose the Company's confidential information except as required to carry out his duties for the Company.
- The Company may terminate the General Manager without notice for misconduct and other specified grounds. The Company may terminate the agreement providing 4 weeks notice. The General Manager may resign at any time by providing 4 weeks notice.

Details of remuneration

Detail of remuneration of the directors and other key management personnel is set out below:

30 June 2018	Short Term Employment Benefits	Long Term Employment Benefits	Post Employment Benefits	Termination Benefits	Share Based Payments	Total	Value of options as proportion of remuneration %
KMP	Salary & Fees	Entitlements	Superannuation	Salary	Options	\$	
Jason Brewer ⁽¹⁾	35,000	-	-	-	-	35,000	0%
Thomas Durr ⁽²⁾	14,000	-	-	-	-	14,000	0%
Michael Fry ⁽³⁾	9,500	-	-	-	-	9,500	0%
Alex Alexander ⁽⁴⁾	41,667	-	3,958	-	-	45,625	0%
Noel Halgreen ⁽⁵⁾	44,166	-	3,721	10,000	-	57,887	0%
Rod Sainty ⁽⁶⁾	170,500	-	16,198	183,501	-	370,199	0%
Andrew Bray ⁽⁷⁾	108,667	-	10,323	45,618	-	164,608	0%
Total Remuneration	423,500	-	34,200	239,119	-	696,819	0%

- (1) Jason Brewer was appointed on 30 November 2017 in the position of Non-Executive Director and Chairman
(2) Thomas Durr was appointed on 14 May 2018 as a Non-Executive Director
(3) Michael Fry was appointed on 14 May 2018 as a Non-Executive Director
(4) Alex Alexander resigned on 28 November 2017
(5) Noel Halgreen resigned on 14 May 2018
(6) Rod Sainty resigned on 14 May 2018
(7) Andrew Bray resigned on 14 May 2018

30 June 2017	Short Term Employment Benefits	Long Term Employment Benefits	Post Employment Benefits	Termination Benefits	Share Based Payments	Total	Value of options as proportion of remuneration %
KMP	Salary & Fees	Entitlements	Superannuation	Salary	Options	\$	
Alex Alexander	100,000	-	9,500	-	-	109,500	0%
Noel Halgreen	50,000	-	-	-	-	50,000	0%
Rod Sainty ⁽¹⁾	192,500	49,687	18,288	-	-	260,475	0%
Luke Humphreys ⁽²⁾	70,000	-	6,650	-	-	76,650	0%
Andrew Bray ⁽³⁾	81,667	12,853	7,758	-	-	102,278	0%
Total Remuneration	494,167	62,540	42,196	-	-	598,903	0%

- (1) Rod Sainty was appointed on 16 August 2016
(2) Luke Humphreys resigned on 14 May 2018
(3) Andrew Bray was appointed on 1 December 2016

Includes payment for their services as directors directly or through director related entities.

**WINMAR RESOURCES LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 30 JUNE 2018**

REMUNERATION REPORT (CONTINUED)

Equity Instruments Held

The movement during the reporting period in the number of ordinary shares in Winmar Resources Limited held directly, indirectly or beneficially, by each key management personnel, including their related parties, is as follows:

Shares	Held at start of the year or date of appointment	Granted as compensation	Received on exercise of options	Purchases	Held at end of the year or date of resignation
	No.	No.	No.	No.	No.
KMP					
Jason Brewer	-	-	-	-	-
Thomas Durr	-	-	-	-	-
Michael Fry	3,098,000	-	-	-	3,098,000
Alex Alexander	6,699,224	-	-	-	6,699,224
Noel Halgreen	2,044,820	-	-	-	2,044,820
Rod Sainty	1,500,000	-	-	-	1,500,000

Share based compensation

No shares or options over ordinary shares in the Company were provided as remuneration to directors or other key management personnel of the Company.

No options over ordinary shares were held by directors or other key management personnel at any time during the financial year.

Trading Policy

The Company has a trading policy which prohibits its personnel and associates of personnel to deal in the company's securities during closed periods. These closed periods are:

- (a) within the period of 5 days prior to the release of annual, half yearly or quarterly results;
- (b) within the period of 5 days prior to the Annual General Meeting; and
- (c) if there is in existence price sensitive information that has not been disclosed because of an ASX Listing Rule exception.

Personnel can deal in the Company's securities outside of any closed period in the following circumstances:

- (a) they have satisfied themselves that they are not in possession of any Price Sensitive information that is not generally available to the public; and
- (b) they have contacted the Chairman or in his absence, the Managing/Executive Director and notified them of their intention to do so and the Chairman or Managing/Executive Director indicates that there is no impediment to them doing so.

Where the Chairman wishes to deal in securities, he must contact the Managing/Executive Director, or in his absence, the Company Secretary and notify them of their intention to do so and the Managing/Executive Director or Company Secretary must indicate whether there is no impediment to them doing so.

The requirement to provide notice of an intention to trade in the Company's Securities does not apply to the acquisition of securities through Director, officer or employee share or option plans.

However, the requirement does apply to the trading of the securities once they have been acquired or issued under the plans

End of Remuneration Report

**WINMAR RESOURCES LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 30 JUNE 2018**

This report is made in accordance with a resolution of the Board of Directors.



Jason Brewer
Chairman
28 September 2018

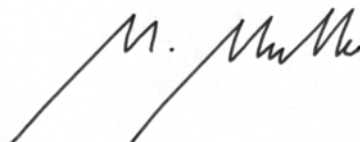
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WINMAR RESOURCES LIMITED
ABN 80 085 905 997

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Winmar Resources Limited for the year ended 30 June 2018, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- (a) the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- (b) any applicable code of professional conduct in relation to the audit.



M D Muller
Director

Sydney, NSW
28 September 2018

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WINMAR RESOURCES LIMITED
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2018

	Notes	2018 \$	2017 \$
Continuing Operations			
Other income	3	2,620	2,499
Compliance and regulatory expenses		(174,842)	(161,691)
Consulting and professional fees		(331,901)	(197,699)
Employee benefits expense	3	(624,778)	(594,103)
Impairment of exploration assets	8	(127,386)	(914,359)
Impairment of other receivables		(234,004)	-
Other expenses		(115,945)	(156,273)
Results from operating activities		(1,606,236)	(2,021,626)
Finance income		7,560	5,627
Finance expense		(640)	(511)
Net finance income		6,920	5,116
Loss for the year before income tax		(1,599,316)	(2,016,510)
Income tax expense	4	-	-
Loss for the year from continuing operations attributable to members of the Company		(1,599,316)	(2,016,510)
Other comprehensive income		-	-
Total comprehensive loss for the year attributable to members of the Company		(1,599,316)	(2,016,510)
Loss per share			
Basic loss per share (cents per share)		(0.08)	(0.18)
Diluted loss per share (cents per share)		(0.08)	(0.18)

The above statement of comprehensive income is to be read in conjunction with the accompanying notes.

WINMAR RESOURCES LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2018

	Notes	2018 \$	2017 \$
ASSETS			
Current assets			
Cash and cash equivalents	5	950,100	478,498
Trade and other receivables	6	113,112	289,946
Total current assets		1,063,212	768,444
Non-current assets			
Environmental bond		13,460	63,143
Prepayments	7	714,515	-
Exploration and evaluation	8	5,925,326	5,762,823
Total non-current assets		6,653,301	5,825,966
Total assets		7,716,513	6,594,410
LIABILITIES			
Current liabilities			
Trade and other payables	10	272,272	143,789
Employee entitlements	11	86,811	45,257
Total current liabilities		359,083	189,046
Non-current liabilities			
Employee entitlements	11	-	17,283
Total non-current liabilities		-	17,283
Total liabilities		359,083	206,329
Net assets		7,357,430	6,388,081
Equity			
Issued capital	12	45,005,027	42,436,362
Accumulated losses	13	(37,647,597)	(36,048,281)
Total equity		7,357,430	6,388,081

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

WINMAR RESOURCES LIMITED
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2018

	Notes	2018 \$	2017 \$
Cash flows from operating activities			
Other receipts		136,120	2,499
Payments to suppliers and employees		(1,099,550)	(1,305,832)
GST received		71,282	15,461
Interest received		7,560	5,627
Interest paid		(640)	(511)
Net cash flows (used in) operating activities	20	(885,228)	(1,282,756)
Cash flows from investing activities			
Payments for exploration and evaluation		(430,781)	(961,004)
Purchase of tenements		(70,000)	-
Prepaid Investment in DRC associated company		(661,054)	-
Net cash flows (used in) investing activities		(1,161,835)	(961,004)
Cash flows from financing activities			
Proceeds from issue of shares		2,678,490	2,254,775
Share issuing costs		(159,825)	(155,286)
Net cash flows from financing activities		2,518,665	2,099,489
Net (decrease)/increase in cash and cash equivalents		471,602	(144,271)
Cash and cash equivalents at beginning of period		478,498	622,769
Cash and cash equivalents at end of period	5	950,100	478,498

The above statement of cash flows is to be read in conjunction with the accompanying notes.

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WINMAR RESOURCES LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2018

	Issued Capital	Accumulated Losses	Total Equity
	\$	\$	\$
Balance at 1 July 2017	42,436,362	(36,048,281)	6,388,081
Comprehensive loss for the year	-	(1,599,316)	(1,599,316)
Total comprehensive loss for the year	-	(1,599,316)	(1,599,316)
Transactions with owners in their capacity as owners			
Issue of shares	2,728,490	-	2,728,490
Capital raising costs	(159,825)	-	(159,825)
Balance at 30 June 2018	45,005,027	(37,647,597)	7,357,430
Balance at 1 July 2016	40,336,873	(34,031,771)	6,305,102
Comprehensive loss for the year	-	(2,016,510)	(2,016,510)
Total comprehensive loss for the year	-	(2,016,510)	(2,016,510)
Transactions with owners in their capacity as owners			
Issue of shares	2,099,489	-	2,099,489
Balance at 30 June 2017	42,436,362	(36,048,281)	6,388,081

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

WINMAR RESOURCES LIMITED
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FOR THE YEAR ENDED 30 JUNE 2018

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WINMAR RESOURCES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2018

1. CORPORATE INFORMATION

Winmar Resources Limited ("Winmar" or the "Company") is a company domiciled in Australia. The address of the Company's registered office is Ground Floor, 20 Kings Park Road, West Perth, WA 6005.

The company is a for-profit entity and is primarily involved in investing in mineral exploration assets in the Gowganda region of Canada and in the Pilbara Region of Western Australia, and the conduct of exploration activities on those assets.

2. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

The financial statements are a general purpose financial report prepared in accordance with the requirements of the *Corporations Act 2001* and Australian Accounting Standards ("AASBs") adopted by the Australian Accounting Standards Board ("AASB").

The financial statements comply with International Financial Reporting Standards (IFRSs) adopted by the International Accounting Standards Board (IASB).

2.1 Basis of Preparation

The financial report has been prepared on a historical cost basis.

The financial report is presented in Australian dollars. The Company's functional currency is Australian dollars.

The principal accounting policies and methods of computation adopted in the preparation of this financial report are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

2.2 Going Concern Basis

The financial report has been prepared on the going concern basis, which contemplates the continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business. The Company incurred an operating loss for the year of \$1,599,316 (2017: loss \$2,016,510) and incurred net cash outflows before financing activities of \$885,228 (2017: outflows of \$1,282,756). Cash and cash equivalents as at 30 June 2018 were \$950,100 (2017: \$478,498).

Post year end, the Company has received \$1,000,000 relating to the Conditional Placement announced in March 2018, which is expected to fund operations whilst the Company undertakes a re-compliance with Chapters 1 and 2 of the Australian Stock Exchange (ASX) Listing Rules and completes a capital raising to fund the acquisition of a 50% joint venture interest in the Luapula Processing Facility (Facility) in the Democratic Republic of Congo (DRC) and the acquisition of various mining tenements nearby to the Facility which are expected to provide feed to the Facility.

Whilst the directors are confident of the Company's ability to raise capital as and when required, there is no guarantee of the success of any future capital raising activities. Accordingly, there is material uncertainty as to whether the company will be able to raise sufficient capital to enable it to continue to meet its minimum expenditure commitments and to meet ongoing corporate operating costs, and therefore whether the Company will be able to continue as a going concern and be able to realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

2.3 Changes in Accounting Policies

The Company has consistently applied the accounting policies set out in Note 2 to all periods presented in these financial statements. No new policies have been adopted during the financial year.

WINMAR RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2018

2.4 Financial Instruments

2.4.1 Non-derivative financial instruments

Non-derivative financial instruments comprise trade and other receivables, cash and cash equivalents and trade and other payables.

Non-derivative financial instruments are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any impairment losses.

2.5 Impairment

2.5.1 Financial assets

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the future estimated cash flows of that asset.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate.

Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

All impairment losses are recognised in profit or loss.

An impairment loss is reversed if the reversal can be objectively related to an event occurring after the impairment loss was recognised. For financial assets measured at amortised cost the reversal is recognised in profit or loss.

2.6 Finance income and expense

Finance income consists of interest income on funds invested (including available-for-sale financial assets). Interest income is recognised as it accrues in profit or loss.

Finance costs comprise interest expense on borrowings and impairment losses recognised on financial assets.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest rate method.

2.7 Trade and other Receivables

Trade and other receivables are recognised for the major business activities as follows:

- All trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest rate method, less provision for impairment. Trade debtors are generally due for settlement within 30 days. They are presented as current assets unless collection is not expected for more than 12 months after the reporting date.
- Income receivable on financing and investment activities is accrued in accordance with the terms and conditions of the underlying financial instrument.
- Collectability of trade debtors is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. A provision for doubtful debts is raised where there is some doubt over collection.

WINMAR RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2018

2.8 Revenue Recognition

Revenue is recognised at the fair value of consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances and duties and taxes paid. The following specific recognition criteria must also be met before revenue is recognised:

- Interest revenue is recognised as interest accrues using the effective interest method. The effective interest method uses the effective interest rate which is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial asset.

2.9 Income Taxes

The income tax expense for the period is the tax payable on the current period's taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax base of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets are recognised for all differences, between carrying amounts of assets and liabilities for financial reporting purposes and their respective tax bases, at the tax rates expected to apply when the assets are recovered or liabilities settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction.

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

2.10 Exploration and Evaluation Expenditure

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

- It is expected that expenditure will be recouped through successful development and exploitation of the area of interest or alternatively by its sale; and/or
- Exploration and evaluation activities are continuing in an area of interest but at balance date have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves.

Where the technical feasibility and commercial viability of extracting a mineral resource have been demonstrated then any capitalised exploration and evaluation expenditure is reclassified as capitalised "mine properties in development". Prior to reclassification, capitalised exploration and evaluation expenditure is assessed for impairment.

Exploration and evaluation assets are reviewed at each reporting date for indicators of impairment and are tested for impairment where such indicators exist. If testing performed indicates that the carrying value might not be recoverable the asset is written down to its recoverable amount. Any such impairment is recognised in profit or loss for the year.

Accumulated costs in relation to an abandoned area are written off to profit or loss in the period in which the decision to abandon the area is made.

An impairment loss is reversed to the extent that the asset's carrying amount does not exceed the recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years.

2.11 Cash and Cash Equivalents

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

WINMAR RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2018

2.12 Foreign Currency

Transactions in foreign currencies are translated into the functional currency of the Company at the exchange rates at the date of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical costs in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

2.13 Earnings per Share

The Company presents basic and diluted earnings per share (EPS) data for its ordinary shares.

2.13.1 Basic Earnings per Share

Basic earnings per share is determined by dividing the net result attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

2.13.2 Diluted Earnings per Share

Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which comprise convertible notes and share options granted to employees.

2.14 Employee Benefits

2.14.1 Accumulation Superannuation Funds

Obligations for contributions to accumulation superannuation funds are recognised as an expense in profit or loss when they are due.

2.14.2 Short-Term Benefits

Liabilities for wages and salaries, including non-monetary benefits, and annual leave expected to be wholly settled within 12 months of the reporting date are recognised in current liabilities in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.

2.14.3 Long-Term Benefits

Liabilities for long service leave not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting date.

2.15 Trade and Other Payables

Trade and other payables represent liabilities for goods and services provided to the Company prior to year-end and which are unpaid. These amounts are unsecured and usually have 30 - 60 day payment terms.

WINMAR RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2018

2.16 Goods and Services Tax

Revenue, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO). In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities which are recoverable from, or payable to, the ATO are classified as operating cash flows.

2.17 Interests in Joint Operations

A joint arrangement in which the company has direct rights to underlying assets and obligations for underlying liabilities is classified as a joint operation.

The company's share of the assets, liabilities, revenue and expenses of jointly controlled operations has been included in the appropriate line items of the financial statements. Details of the Company's interests are provided in Note 15.

Where the company contributes assets to the joint operation or if the company purchases assets from the joint operation, only the portion of the gain or loss that is not attributable to the company's share of the joint operation shall be recognised. The company recognises the full amount of any loss when the contribution results in a reduction in the net realisable value of current assets or an impairment loss.

2.18 Contributed Equity

Ordinary shares are classified as equity.

Costs attributable to the issue of new shares or options are shown as a deduction from the equity proceeds, net of any income tax benefit. Costs directly attributable to the issue of new shares or options associated with the acquisition of a business are included as part of the purchase consideration.

2.19 Fair Value

Fair values may be used for financial asset and liability measurement as well as for disclosures.

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values due to their short-term nature. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Company for similar financial instruments.

2.20 New Standards and Interpretations not yet Adopted

A number of new standards, amendments to standards and interpretations have been published that are not mandatory for the 30 June 2018 reporting period. Those which may be relevant to the Company are set out below. The Company does not plan to adopt these standards early.

- *AASB 9 Financial Instruments*

AASB 9 replaces the existing guidance in AASB 139 Financial Instruments: Recognition and Measurement. AASB 9 includes revised guidance on the classification and measurement of financial instruments, a new expected credit loss model for calculating impairment on financial assets, and new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from AASB 139.

AASB 9 is effective for annual reporting periods beginning on or after 1 January 2018, with early adoption permitted.

The Company has assessed the potential impact on its financial statements resulting from the application of AASB 9 and has determined that impact to be minimal as the Company is not involved in hedging and has no significant receivables.

WINMAR RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2018

- *AASB 15 Revenue from Contracts with Customers*
AASB 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaces existing revenue recognition guidance, including AASB 118 Revenue, AASB 111 Construction Contracts and AASB Interpretation 13 Customer Loyalty Programmes.

AASB 15 is effective for annual reporting periods beginning on or after 1 January 2018, with early adoption permitted. The Company has assessed the potential impact on its financial statements resulting from the application of AASB 15 and has determined that impact to be minimal as the Company is not generating revenues.

- *AASB 16 Leases*
AASB 16 removes the lease classification test for lessees and requires all leases (including operating leases) to be brought onto the balance sheet. The definition of a lease is also amended and is now the new on/off balance sheet test for lessees.

AASB 16 is effective for annual reporting periods beginning on or after 1 January 2019, with early adoption permitted where AASB 15 Revenue from Contracts with Customers is adopted at the same time.

The Company has assessed the potential impact on its financial statements resulting from the application of AASB 16 and has determined that impact to be minimal as the Company has no significant leases.

2.21 Use of Estimates and Judgements

The preparation of financial statements in conformity with AASBs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The key estimates and assumption that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

- Note 8 – Exploration and evaluation

The Company's policy for exploration and evaluation is discussed in Note 2.10. The application of this policy requires management to make certain assumptions as to future events and circumstances. Any such estimates and assumptions may change as new information becomes available. If, after having capitalised exploration and evaluation expenditure, management concludes that the capitalised expenditure is unlikely to be recovered by future sale or exploration, then the relevant capitalised amount will be written off through the profit or loss. The carrying amount of exploration and evaluation is disclosed in Note 8.

**WINMAR RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2018**

	2018	2017
	\$	\$
3. REVENUE AND EXPENSES		
Other income		
Management fees	2,620	2,499
Total other income	2,620	2,499
Loss before income tax includes the following specific expenses:		
Employee benefits expense		
Directors salaries and fees	425,333	412,500
Other salaries	140,974	81,667
Contributions to accumulation superannuation funds	34,200	42,196
Provision for employee entitlements	24,271	57,740
Total employee benefits expense	624,778	594,103

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WINMAR RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2018

	2018	2017
	\$	\$
4. INCOME TAX		
4.1 Numerical reconciliation between aggregate tax expense recognised in the income statement and the tax expense calculated in the statutory income tax return		
Accounting loss before tax	(1,599,316)	(2,016,510)
Total accounting loss before tax	(1,599,316)	(2,016,510)
Prima facie income tax expense @ 27.5%	(439,812)	(554,540)
Tax effect of:		
Non-deductible entertainment	35	594
Other non-deductible expenditure	99,382	271,375
Deductible capitalised exploration costs	(258,847)	(281,640)
Section 40-880 deduction	(35,443)	(36,840)
Losses and other deferred tax balances not recognised during the period	634,685	601,051
Aggregate income tax expense	-	-
4.2 Tax Losses		
Unused revenue losses for which no deferred tax asset has been recognised	16,718,091	15,497,442
Unused capital losses for which no deferred tax asset has been recognised	96,153	96,153
Total accounting loss before tax	16,814,244	15,593,595
Prima facie income tax benefit @ 27.5%	4,623,917	4,288,239

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**WINMAR RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2018**

	2018	2017
	\$	\$
5. CASH AND CASH EQUIVALENTS		
Cash at bank and in hand	950,100	478,498
Cash and cash equivalents	950,100	478,498
<i>Reconciliation to cash flow statement</i>		
For the purposes of the cash flow statement, cash and cash equivalents comprise the following at 30 June:		
Cash at bank and in hand	267,221	478,498
Cash held in trust	682,879	-
Cash for reconciliation of statement of cash flows	950,100	478,498
6. TRADE AND OTHER RECEIVABLES		
CURRENT		
Other receivables	100,020	276,115
GST receivables	13,092	13,831
Total current trade and other receivables	113,112	289,946

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WINMAR RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2018

	2018	2017
	\$	\$
7. PREPAYMENTS		
Cobalt Project DRC - Acquisition costs	694,515	-
Calcite Lake and United Reef Canada project	20,000	
Total prepayments	714,515	-

Cobalt Project DRC

Pursuant to a Heads of Agreement with African Holding Investment Company Limited (AHIC), to establish a new 50/50 joint venture to operate the existing Luapula Processing Facility located near the town of Likasi in the Democratic Republic of Congo (DRC), Winmar paid an initial amount of US\$500,000 (AUD\$661,054) pursuant to the terms of acquisition (Luapula Acquisition).

Subsequently, Winmar received advice from the Australian Securities Exchange that the Luapula Acquisition and associated Capital Raising constituted a change in nature and scale of the Company's activities and that they triggered the application of ASX Listing Rule 11.1.3; necessitating Shareholder approval and re-compliance with Chapters 1 and 2 of the ASX Listing Rules. As at the date of this report, the Company is in the process of undertaking these requirements.

As a consequence, the acquisition is not yet complete and as such the costs incurred by the Company are recognised as a prepayment. Upon the Luapula Acquisition being formerly recognised under the ownership of the new joint venture the costs will be transferred to exploration and evaluation expenditure.

Calcite Lake and United Reef Canada project

Pursuant to an Option Agreement with CBLT Inc. (CBLT), to grant Winmar the exclusive right and option to acquire a 100% interest in and to each of the United Reef and Calcite Lake property claims, a consideration of \$20,000 was paid to CBLT. At 30 June 2018 the option has yet to be exercised and as a consequence, the consideration has been recognised as a prepayment.

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WINMAR RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2018

	2018	2017
	\$	\$
8. EXPLORATION AND EVALUATION		
<i>Hamersley Iron Ore Project</i>		
Exploration and evaluation phases - at cost	9,726,559	9,678,554
Provision for impairment	(3,915,731)	(3,915,731)
Net carrying amount Hamersley Iron Ore Project	5,810,828	5,762,823
<i>Lomero Project</i>		
Exploration and evaluation phases - at cost	1,041,745	914,359
Provision for impairment	(1,041,745)	(914,359)
Net carrying amount Lomero Project	-	-
<i>Bloom Lake Copper-Cobalt Project</i>		
Asset acquisition (see note 9)	100,000	-
Exploration and evaluation phases - at cost	14,498	-
Net carrying amount Bloom Lake Copper-Cobalt Project	114,498	-
Net carrying amount exploration and evaluation phases	5,925,326	5,762,823
Reconciliation of carrying amounts		
Balance at 1 July	5,762,823	5,716,178
Exploration assets acquired during the period	100,000	-
Exploration expenditure capitalised during the period	189,889	961,004
Provision for impairment during the period	(127,386)	(914,359)
Balance at 30 June	5,925,326	5,762,823

Hamersley Iron Ore Project

The Company considers the relationship between its market capitalisation and its book value, among other factors, when reviewing for indicators of impairment.

Prior to 30 June 2017, the Company engaged an independent valuation to assist in determining whether further impairment of the Hamersley Iron Ore Project should be recognised. After receiving the opinion of the independent valuation, it was determined that while the impairment indicators continued to be present no further adjustment was required as at 30 June 2018.

Lomero Project

An assessment of impairment indicators in relation to the Lomero project as at 30 June 2018 was performed by the Directors and Management. On 13 November 2017, Winmar advised shareholders that it had withdrawn from the Lomero project joint venture with KDL in order to eliminate costs associated with maintaining the joint venture and as a result the Directors have determined that a full impairment of the project should be recognised.

WINMAR RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2018

9. ASSET ACQUISITION

Acquisition of the Bloom Lake Copper-Cobalt Project, Canada

On 19 January 2018, the Company completed an agreement with CBLT Inc. (CBLT) to acquire the Bloom Lake Copper-Cobalt mining claims which is within the high-grade silver-cobalt mining district of Cobalt-Gowganda in eastern Ontario, Canada. Under the terms of the agreement Winmar made an initial cash payment of \$15,000 followed by the balance of \$35,000 cash payment plus an issue of 16,666,667 shares in Winmar at a price of \$0.003 (\$50,000). The acquisition was completed through the following:

	2018
	\$
<i>Purchase consideration</i>	
Cash payments	50,000
Equity consideration (16,666,667 shares @ 0.3 cents)	50,000
Total consideration	100,000
<i>Net assets acquired</i>	
Exploration and evaluation	100,000
Total net assets acquired	100,000

	2018	2017
	\$	\$
10. TRADE AND OTHER PAYABLES		
Trade creditors and accruals	171,783	130,062
Shareholders' funds held in trust	84,000	-
Other creditors	16,489	13,727
Total trade and other payables	272,272	143,789

11. EMPLOYEE PROVISIONS

Current		
Annual leave entitlement	59,849	45,257
Long service leave entitlement	26,962	-
Total current provisions	86,811	45,257
Non-Current		
Long service leave entitlement	-	17,283
Total non-current provisions	-	17,283
Total employee entitlements	86,811	62,540

WINMAR RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2018

		2018	2017	2018	2017
		No. Shares	No. Shares	\$	\$
12. CONTRIBUTED EQUITY					
Share capital					
Ordinary shares fully paid		2,422,951,276	1,455,072,461	45,005,027	42,436,362
Opening balance at 1 July		1,455,072,461	823,818,635	42,436,362	40,336,873
Placement of ordinary shares at 0.08 cents per share	9/10/2017	68,750,000	-	55,000	-
Placement of ordinary shares at 0.1 cents per share	9/10/2017	45,000,000	-	45,000	-
Ordinary shares issued under the rights offer at 0.1 cents per share	31/10/2017	89,317,226	-	89,317	-
Ordinary shares issued under the rights offer shortfall at 0.1 cents per share	10/11/2017	302,888,000	-	302,888	-
Options exercised	22/12/2017	20,000,000	-	60,000	-
Placement of ordinary shares at 0.3 cents per share	22/01/2018	16,666,667	-	50,000	-
Placement of ordinary shares at 0.5 cents per share	23/03/2018	425,256,922	-	2,126,285	-
Placement of ordinary shares at 0.3 cents per share	7/09/2016	-	103,572,795	-	310,718
Placement of ordinary shares at 0.3 cents per share	21/11/2016	-	166,666,539	-	500,000
Placement of ordinary shares at 0.4 cents per share	20/02/2017	-	70,000,000	-	280,000
1:4 pro-rata rights issue of ordinary shares at 0.4 cents per share	13/03/2017	-	175,379,979	-	701,519
Ordinary shares issued under the rights offer shortfall at 0.4 cents per share	15/03/2017	-	115,634,513	-	462,538
Share issue costs		-	-	(159,825)	(155,286)
Closing balance at 30 June		2,422,951,276	1,455,072,461	45,005,027	42,436,362

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

No dividends were paid or declared by the Company to members since the end of the previous financial year and the Directors do not recommend the payment of a dividend at this time.

At shareholders' meetings each ordinary share is entitled to one vote in proportion to the paid up amount of the share when a poll is called, otherwise each shareholder has one vote on a show of hands.

WINMAR RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2018

	2018 Number	2017 Number
Options		
Options over ordinary shares	20,000,000	20,000,000
Balance as at 1 July	20,000,000	20,000,000
Options issued	20,000,000	
Options exercised	(20,000,000)	-
Balance as at 30 June	20,000,000	20,000,000

Each option entitles the holder, when exercised, to one ordinary share, and are exercisable wholly or in part as follows:

Option Plan	Grant date	Expiry date	Exercise Price	Number
Underwriter's Unlisted Options	15 November 2017	29 March 2019	\$0.001	20,000,000

There were no performance or service conditions or vesting requirements attached to the above options.

Capital Risk Management

The Company's objective in managing capital (consisting of total equity) is to provide shareholders with capital growth over the medium to long term and, over time, the provision of a return to shareholders through the payment of a fully franked dividend.

The Board recognises that, in order to continue its corporate strategy of becoming a significant mining company, in the future new equity issuances or scrip based acquisitions are highly likely to be a part of its capital management strategy.

	2018 \$	2017 \$
13. ACCUMULATED LOSSES		
Accumulated Losses	(37,647,597)	(36,048,281)
Accumulated losses at 1 July	(36,048,281)	(34,031,771)
Net (loss) attributable to members	(1,599,316)	(2,016,510)
Balance at 30 June	(37,647,597)	(36,048,281)

WINMAR RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2018

14. SEGMENT INFORMATION

The entity has four operating segments; Australia (Hamersley Iron Project), Spain (Lomero Project), Canada (Bloom Lake, Calcite Lake and United Reef Projects) and Democratic Republic of Congo (Cobalt Project DRC). The entities are managed primarily on the basis of geographical area of interest. Each geographical area has different risk profiles and performance assessment criteria. Operating segments are therefore determined on the same basis. The Board of Directors (the chief operating decision maker) reviews internal reports of each operating segment at least quarterly.

Information related to each operating segments is set out below.

2018	Australia	Spain	Canada	Democratic Republic of Congo	Total
	\$	\$	\$	\$	\$
Revenue					
External revenue	-	-	-	-	-
Total segment revenue	-	-	-	-	-
Results					
Impairment	-	(361,390)	-	-	(361,390)
Segment results before tax	-	(361,390)	-	-	(361,390)
Reconciliation of segment results before tax to net loss after tax					
Amounts not included in segment result:					
Compliance and regulatory expenses					(174,842)
Consulting and professional fees					(331,901)
Employee benefits expense					(624,778)
Other expenses					(115,945)
Finance income					7,560
Finance expense					(640)
Other income					2,620
Segment results before tax					(1,599,316)
Total assets	6,210,075	-	134,498	1,371,940	7,716,513
Total liabilities	359,083	-	-	-	359,083
Other disclosures					
Exploration and evaluation	5,810,828	-	114,498	-	5,925,326

WINMAR RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2018

2017	Australia	Spain	Total
	\$	\$	\$
Revenue			
External revenue	-	-	-
Total segment revenue	-	-	-
Results			
Impairment	-	(914,359)	(914,359)
Segment results before tax	-	(914,359)	(914,359)
Reconciliation of segment results before tax to net loss after tax			
Amounts not included in segment result:			
Compliance and regulatory expenses			(161,691)
Consulting and professional fees			(197,699)
Employee benefits expense			(594,103)
Other expenses			(156,273)
Finance income			5,627
Finance expense			(511)
Other income			2,499
Segment results before tax			(2,016,510)
Total assets	6,369,083	225,327	6,594,410
Total liabilities	130,812	75,517	206,329
Other disclosures			
Exploration and evaluation	5,762,823	-	5,762,823

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WINMAR RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2018

15. JOINT OPERATIONS

Winmar Resources Limited holds a 70% interest in the Winmar Exploration joint venture, an unincorporated joint venture with Lockett Fe Pty Ltd, a wholly owned subsidiary of Cazaly Resources Limited (ASX:CAZ). The principal activity is the exploration for iron ore at the Hamersley Iron Project. Winmar has earned its 70% in the project through meeting prior exploration expenditure requirements and continues to act as Manager of the project.

Whilst the company does not intend to undertake significant work on the Hamersley Iron Project in the immediate future, it will continue to monitor the iron ore market and act accordingly to maximise shareholder value derived from the project.

The company's interests in the joint operations are included in the statement of financial position, in accordance with the accounting policy described in Note 2.18, under the following classifications:

	2018	2017
	\$	\$
Current assets		
Cash and cash equivalents	185	7,752
Trade and other receivables	71,240	60,386
Total current assets	71,425	68,138
Non-current assets		
Exploration and evaluation	539,838	491,832
Total non-current assets	539,838	491,832
Share of total assets of joint venture	611,263	559,970

16. REMUNERATION OF AUDITORS

<i>Amount received or receivable by HLB for:</i>		
Audit and review of financial statements	45,000	-
Other services	9,370	-
<i>Amount received or receivable by KPMG for:</i>		
Audit and review of financial statements	15,799	68,150
Total auditor's remuneration	70,169	68,150

17. CONTINGENT LIABILITIES AND CONTINGENT ASSETS

There are no contingent liabilities or contingent assets at the reporting date.

WINMAR RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2018

18. COMMITMENTS

In order to maintain the company's tenements in good standing with the Western Australian Department of Mines, Industry Regulation and Safety, the company will be required to incur exploration expenditure under the terms of each licence. It is likely that the granting of new licences and changes in terms of each licence will change the expenditure commitment from time to time.

	2018	2017
	\$	\$
a) Exploration tenements		
Within one year	86,580	85,777
One year or later but no later than 5 years	346,319	343,110
More than 5 years	1,070,268	1,072,218
Total exploration tenements payable	1,503,167	1,501,105

b) Capital expenditure commitments

At the date of this report there are no commitments for capital expenditure.

	2018	2017
	\$	\$
19. RELATED PARTIES		
19.1 Key management personnel		
<i>The key management personnel compensation comprised:</i>		
Short term employment benefits	662,619	494,167
Long term employment benefits	-	62,540
Post-employment benefits	34,200	42,196
Total key management personnel remuneration	696,819	598,903

Mr Jason Brewer is the principal of JC Trust. The Company and JC Trust has an agreement that fees for director related services for Mr Brewer are paid to JC Trust.

Mr Michael Fry is the principal of M&A Fry Family Trust. The Company and M&A Fry Family Trust has an agreement that fees for director related services for Mr Fry are paid to M&A Fry Family Trust.

Mr Thomas Durr is the principal of Prospice Natural Resource Pty Ltd. The Company and Prospice Natural Resource Pty Ltd has an agreement that fees for director related services for Mr Durr are paid to Prospice Natural Resource Pty Ltd.

Mr Noel Halgreen is a director of Cananto Pty Ltd. The Company had an agreement that fees for director related services for Mr Halgreen are paid to Cananto Pty Ltd.

19.2 Other Transactions with Key Management Personnel

The terms and conditions of any transactions with Directors and their related parties were no more favourable than those available, or might reasonably be expected to be available, on similar transactions to non-related parties on an arms-length basis.

WINMAR RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2018

	2018	2017
	\$	\$
20. CASH FLOW RECONCILIATION		
Loss from continuing operations	(1,599,316)	(2,016,510)
<i>Non-cash items:</i>		
Impairment of exploration assets	127,386	914,359
Impairment of other receivables	234,004	-
<i>Change in operating assets and liabilities:</i>		
Decrease/(increase) in trade and other receivables	138,586	(266,531)
Increase in trade and other creditors	189,841	28,186
Increase in employee entitlements	24,271	57,740
Net cash flows used in operating activities	(885,228)	(1,282,756)

21. LOSS PER SHARE

a) Loss used in calculating loss per share		
Net loss from continuing operations attributable to ordinary equity holders of the parent	(1,599,316)	(2,016,510)
Net loss attributable to ordinary equity holders of the parent for basic earnings	(1,599,316)	(2,016,510)
b) Weighted average number of shares		
Weighted average number of ordinary shares for basic and diluted earnings per share	No.	No.
	1,922,666,713	1,121,658,132

The calculation of basic and diluted earnings per share at 30 June 2018 was based on the loss attributable to ordinary shareholders of \$1,599,316 (2017: loss \$2,016,510) and a weighted average number of ordinary shares outstanding of 1,922,666,713 (2017: 1,121,658,132).

At 30 June 2018 20,000,000 options (2017: 20,000,000) were excluded from the diluted weighted average number of ordinary shares calculation as their effect would have been anti-dilutive.

WINMAR RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2018

22. FINANCIAL INSTRUMENTS

22.1 Financial Risk Management

The Company's financial instruments consist of deposits with banks, trade receivables and payables. Derivative financial instruments are not currently used by the Company.

The Board, effectively acting as an audit committee, monitors and reviews the effectiveness of the Company's control environment in the areas of operational risk, legal/regulatory compliance and financial risk and reporting.

The Company's activities expose it to interest rate risk, credit risk and liquidity risk and foreign exchange risk.

22.2 Interest Rate Risk

The Company has no borrowings and hence there is no exposure to interest rate risk associated with debt. Interest bearing assets are all short term liquid assets (refer Note 5) and the only interest rate risk is the effect on interest income by movements in the interest rate. There is no material interest rate risk.

22.3 Liquidity Risk

The Company manages liquidity risk by maintaining cash reserves and having limited borrowings or debt.

All trade and other payables (refer Note 10) are expected to be paid within on 30 to 60 day payment terms.

22.4 Credit Risk

The Company's credit risk primarily arises from cash and deposits with Australian Authorised Deposit Taking Institutions (ADIs) and GST refundable from the ATO (refer Note 6). The maximum credit risk exposure of financial assets of the Company which have been recognised on the statement of financial position is the carrying amount, net of any provision for doubtful debts. There is no collateral or security held for those assets at balance date. There are no financial assets that are past due or impaired.

22.5 Foreign Currency Risk

The Company's foreign currency risk primarily arises from its interest in the Bloom Lake Copper-Cobalt Project in Canada and the Cobalt Project in the DRC. The Company is exposed to foreign currency risk to the extent that there is a mismatch between the currencies in which purchases are denominated and the functional currency of the Company. The functional currency of the Company is Australian dollars and the currency of transactions in relation to the Bloom Lake Copper-Cobalt Project is primarily in Canadian dollars and in relation to the Cobalt Project in the DRC is primarily in US dollars. The risk arises from the fluctuation in spot exchange rates between the Australian dollar and the Canadian dollar and US dollar. The Company does not undertake any hedging activities in relation to foreign currency risk.

WINMAR RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2018

The following table summarises the Company's exposure to foreign currency risk in Australian Dollars:

	2018	2017
	\$	\$
Foreign currency risks		
Trade and other receivables - Euro	-	162,184
Trade and other payables - Euro	-	(75,517)
Total foreign currency risks	-	86,667

22.6 Net Fair Value of Financial Assets and Liabilities

The carrying amount of the Company's financial assets and financial liabilities in the financial statements approximates their fair values as at balance date as they are all short term in nature.

23. EVENTS SUBSEQUENT TO REPORTING DATE

DRC Cobalt Acquisitions

On 23 July 2018, Winmar announced that it had that it had entered into a Heads of Agreement with African Holding Investment Company Limited (AHIC), to establish a new 50/50 joint venture to operate the existing Luapula Processing Facility located near the town of Likasi in the Democratic Republic of Congo (DRC) and that in addition it had entered into Heads of Agreements with Mr Albert Kampangwe and Muya Resources Limited to acquire a portfolio of highly prospective cobalt exploration licenses, referred to as the Kampangwe and Muya Licences, considered as potential run-of-mine feed for the Luapula Cobalt Processing Facility (together referred to as the **Acquisitions**).

As part of the same announcement, Winmar advised that it was proposing to complete a private placement to raise \$8.0 million by way of the issue of 333,333,333 new shares at the price of \$0.024 (2.4 cents) per share (**Capital Raising**).

Subsequently, Winmar received advice from the Australian Securities Exchange that the Acquisitions and associated Capital Raising constituted a change in nature and scale of the Company's activities and that they triggered the application of ASX Listing Rule 11.1.3; necessitating Shareholder approval and re-compliance with Chapters 1 and 2 of the ASX Listing Rules. As at the date of this report, the Company is in the process of undertaking these requirements.

The Company's securities were suspended from trading on the Australia Stock Exchange on 7 June 2018 and remain suspended pending the re-compliance with Chapters 1 and 2 of the ASX Listing Rules.

Issue up 200,000,000 shares upon receipt of \$1,000,000 pursuant to Conditional Placement

On 20 March 2018, the Company announced a \$1.0 million conditional private placement, subject to shareholder approval (Conditional Placement).

On 20 June 2018, shareholders at an Extraordinary General Meeting of the Company approved the issue of 100,000,000 shares each at a price of \$0.005 pursuant to the Conditional Placement to each of Mr Michael Langford and Mr David Grant Robinson.

On 13 August 2018, having received the sum of \$500,000, the Company issued 100,000,000 shares to Mr Michael Langford.

On 20 September 2018, having received the sum of \$500,000, the Company issued 100,000,000 shares to Mr David Grant Robinson.

There have been no other transactions or events of a material and unusual nature likely, in the opinion of the Directors of the Company, to significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

**WINMAR RESOURCES LIMITED
DIRECTORS' DECLARATION
FOR THE YEAR ENDED 30 JUNE 2018**

In accordance with a resolution of the directors of Winmar Resources Limited, I state that:

1. In the opinion of the directors:
 - (a) the financial statements and notes set out on pages 20 to 45 and the Directors' Report are in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the Company's financial position as at 30 June 2018 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001; and
 - (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
2. The Directors draw attention to Note 2 to the financial statements, which includes a statement of compliance with International Financial Reporting Standards.
3. The Directors have been given the declarations by the chief executive officer and chief financial officer for the year ended 30 June 2018 required by section 295A of the *Corporations Act 2001*.

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



Jason Brewer
Chairman
28 September 2018

**WINMAR RESOURCES LIMITED
ABN 80 085 905 997**

INDEPENDENT AUDITOR'S REPORT

To the Members of Winmar Resources Limited

REPORT ON THE AUDIT OF THE FINANCIAL REPORT

Opinion

We have audited the financial report of Winmar Resources Limited ("the Company") which comprises the statement of financial position as at 30 June 2018, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

- a) giving a true and fair view of the Company's financial position as at 30 June 2018 and of its financial performance for the year then ended; and
- b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* ("the Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2.2 in the financial report, which indicates that the Company incurred an operating loss for the year ended 30 June 2018 of \$1,599,316, and for that year incurred net cash outflows before financing activities of \$885,228. As stated in Note 2.2, these events or conditions, along with other matters as set forth in Note 2.2, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

HLB Mann Judd Assurance (NSW) Pty Ltd ABN 96 153 077 215

Level 19 207 Kent Street Sydney NSW 2000 Australia | Telephone +61 (0)2 9020 4000 | Fax +61 (0)2 9020 4190

Email: mailbox@hlbnsw.com.au | Website: www.hlb.com.au

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**WINMAR RESOURCES LIMITED
ABN 80 085 905 997**

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matter described below to be the key audit matter to be communicated in our report.

Key Audit Matter	How our audit addressed the key audit matter
Existence, Valuation and Allocation of Exploration Assets (Note 8)	
<p>In accordance with AASB 6 <i>Exploration for and Evaluation of Mineral Resources</i>, the Company capitalises acquisition costs of rights to explore and applies the cost model after recognition, and if a tenement area is relinquished or if no future value is identified, capitalised costs are impaired through profit or loss.</p> <p>Capitalised exploration assets at 30 June 2018 were \$5,925,326.</p> <p>We have identified this as a key audit matter because of the judgement involved in assessing whether to impair exploration assets, which is based on assessment of results, various assumptions, and other factors such as historical experience and current and expected economic conditions.</p>	<ul style="list-style-type: none"> • We discussed the basis on which costs have been capitalised and impaired through profit or loss with management and considered if this treatment is consistent with AASB 6; • We made inquiries of management, and reviewed ASX announcements and minutes of Directors' meetings, to assess whether or not the Company had decided to discontinue exploration and evaluation in its areas of interest; • We agreed a sample of capitalised costs to supporting invoices; • We reviewed management's assessment of recoverability of capitalised exploration assets; • We obtained confirmation for a sample of tenement holdings at year end that the Company has current rights to tenure; and • Examined the disclosures made in the financial report.

Information Other than the Financial Report and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report for the year ended 30 June 2018, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, 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.

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**WINMAR RESOURCES LIMITED
ABN 80 085 905 997**

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Company 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 Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

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

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

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

**WINMAR RESOURCES LIMITED
ABN 80 085 905 997**

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

Auditor's Responsibilities for the Audit of the Financial Report (Continued)

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON THE REMUNERATION REPORT


Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 14 to 17 of the directors' report for the year ended 30 June 2018.

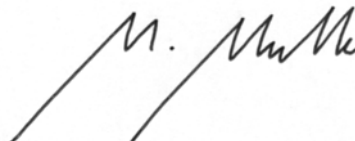
In our opinion, the Remuneration Report of Winmar Resources Limited for the year ended 30 June 2018 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.



**HLB Mann Judd Assurance (NSW) Pty Ltd
Chartered Accountants**



**M D Muller
Director**

**Sydney, NSW
28 September 2018**

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WINMAR RESOURCES LIMITED

ASX ADDITIONAL INFORMATION

FOR THE YEAR ENDED 30 JUNE 2018

Additional information required by ASX Listing Rules and not shown elsewhere in the report is set out below. The information is current as of 23 August 2018.

1. CORPORATE GOVERNANCE

The Company's Corporate Governance Statement is available on the corporate governance page on the Company's website at <http://winmarresources.com/corporate/corporate-governance/corporate-governance-statement/>.

2. SUBSTANTIAL SHAREHOLDERS

The Company has no substantial shareholders.

3. NUMBER OF SHAREHOLDERS AND OPTION HOLDERS

Shares:

As at 23 August 2018 there were 3,290 shareholders holding a total of 2,522,951,276 fully paid ordinary shares.

Options:

	Number of option holders	Number of options held
Underwriter Unlisted Options	1	20,000,000
Lead Manager Unlisted Options	1	25,000,000
	2	45,000,000

These options are not quoted on the ASX. There is no intention to apply for quotation.

4. VOTING RIGHTS

The relevant conditions about voting rights attaching to each share are set out in Articles 17.1 and 17.2 of the Constitution as follows:

17.1 Voting at general meetings

Subject to this constitution and to any special rights or restrictions imposed on or attaching to any shares or classes of shares by the Directors:

- (a) *on a show of hands, each Member Present who holds one or more Voting Shares is entitled to one vote at meetings of Members; and*
- (b) *on a poll, every Member has one vote for each fully paid share held and, if at any time there is on issue any share which has not been fully paid up, that share confer only the proportion of one vote which the sum paid up (excluding any amount credited as paid up) on that share bears to the total issue price of that share.*

17.2 Rights of holders of Restricted Securities

In the event of a breach of the Listing Rules relating to Restricted Securities, or a breach of a restriction agreement entered into by the Company under the Listing Rules in relation to Securities which are classified under the Listing Rules or by ASX as Restricted Securities, the Member holding those Restricted Securities ceases to be entitled to vote in respect of those Restricted Securities for so long as the breach subsists.

**WINMAR RESOURCES LIMITED
ASX ADDITIONAL INFORMATION
FOR THE YEAR ENDED 30 JUNE 2018**

5. DISTRIBUTION OF EQUITY SECURITIES

Analysis of number of shares, option and performance rights holders by size of holding:

<i>Fully paid ordinary shares</i>		Number of holders	Number of shares
Range			
1	- 1,000	726	125,809
1,001	- 5,000	231	496,543
5,001	- 10,000	87	699,688
10,001	- 100,000	889	48,025,506
100,001	and over	1,357	2,473,603,730
		3,290	2,522,951,276

<i>Underwriter Unlisted Options expiring 29 March 2019 exercisable at 0.1 cents</i>		Number of holders	Number of options
Range			
1	- 1,000	-	-
1,001	- 5,000	-	-
5,001	- 10,000	-	-
10,001	- 100,000	-	-
100,001	and over	1	20,000,000
		1	20,000,000

<i>Lead Manager Unlisted Options expiring 30 June 2020 exercisable at 0.3 cents</i>		Number of holders	Number of options
Range			
1	- 1,000	-	-
1,001	- 5,000	-	-
5,001	- 10,000	-	-
10,001	- 100,000	-	-
100,001	and over	1	25,000,000
		1	25,000,000

<i>Performance Rights</i>		Number of holders	Number of options
Range			
1	- 1,000	-	-
1,001	- 5,000	-	-
5,001	- 10,000	-	-
10,001	- 100,000	-	-
100,001	and over	1	100,000,000
		1	100,000,000

6. NON-MARKETABLE PARCELS

There were 1,158 holders (each holding less than 20,833) or less than a marketable parcel of ordinary shares.

**WINMAR RESOURCES LIMITED
ASX ADDITIONAL INFORMATION
FOR THE YEAR ENDED 30 JUNE 2018**

7. TWENTY LARGEST SHAREHOLDERS

The names of the twenty largest holders of ordinary fully paid shares at 23 August 2018 are set out below:

Name	Number of ordinary shares held	% of issued shares
MR SUFIAN AHMAD	178,082,422	7.058%
MR BILAL AHMAD	156,250,000	6.193%
MR SHANE REEVES	109,189,000	4.328%
AIRGUIDE INTERNATIONAL PTE LTD	100,000,000	3.964%
MR MICHAEL LANGFORD	100,000,000	3.964%
CITICORP NOMINEES PTY LIMITED	50,962,703	2.020%
CORBEAUX INVESTMENTS PTY LTD <KC SUPERANUATION FUND A/C>	47,417,176	1.879%
BAB SUPER FUND PTY LTD <BAB SUPER FUND A/C>	45,500,000	1.803%
MARKOVIC FAMILY NO 2 PTY LTD	39,642,260	1.571%
MR BIN LIU	39,000,000	1.546%
CORBEAUX INVESTMENTS PTY LTD	33,323,488	1.321%
DR EVAN SHELLSHEAR	27,870,000	1.105%
PERSHING AUSTRALIA NOMINEES PTY LTD <PHILLIP SECURITIES (HK) A/C>	22,300,000	0.884%
FANGDA IRON AND STEEL (ASIA) CORPORATION LIMITED	21,500,000	0.852%
MR KELVIN CORBETT	20,121,590	0.798%
MR PETER SOOS	20,000,001	0.793%
MR PAUL GERARD CAMPBELL	19,355,222	0.767%
J P MORGAN NOMINEES AUSTRALIA LIMITED	19,170,751	0.760%
DAVY CORP PTY LTD <DAVY INVESTMENT A/C>	18,800,000	0.745%
MR SUFIAN AHMAD	17,187,500	0.681%
	1,085,672,113	43.03%

8. TWENTY LARGEST HOLDERS OF OPTIONS AND PERFORMANCE RIGHTS

The names of the 20 largest holders of options and performance rights, or all holders where the total number of holders is less than 20, of each class of the Company's options and performance rights at 23 August 2018 are set out below:

Underwriter Unlisted Options expiring 29 March 2019, exercisable at 0.1 cents

Name	Number of options held	% of issued options
Sixty Two Capital Pty Ltd	20,000,000	100
	20,000,000	100

Underwriter Unlisted Options expiring 30 June 2020, exercisable at 0.3 cents

Name	Number of options held	% of issued options
Sixty Two Capital Pty Ltd	25,000,000	100
	25,000,000	100

WINMAR RESOURCES LIMITED
ASX ADDITIONAL INFORMATION
FOR THE YEAR ENDED 30 JUNE 2018

Performance Rights

Name	Number of rights held	% of issued rights
Airguide Internationale Pte Ltd	100,000,000	100
	100,000,000	100

Performance Rights issued to convert at the issued party's election into fully paid ordinary shares subject to the following vesting condition being achieved the event that the Fully Diluted Market Capitalisation of the Company is equal to or higher to the following:

- AUD\$30,000,000.00 for a minimum of 10 consecutive trading days (20,000,000 Performance Rights); and
- AUD\$60,000,000.00 for a minimum of 10 consecutive trading days (30,000,000 Performance Rights); and
- AUD\$100,000,000.00 for a minimum of 10 consecutive trading days (50,000,000 Performance Rights).

9. RESTRICTED SECURITIES

The Company has no restricted securities on issue.

10. INTERESTS IN TENEMENTS

Location	Tenement Reference	Nature of Interest	% Held
Western Australia	M47/1450	Granted	70%
Canada	Refer table below	Granted	100%

Property	Tenure ID	Tenure Type	Anniversary Date
<i>Tenements in process of being transferred to Winmar's Canadian subsidiary</i>			
Bloom Lake	104745	Single Cell Mining Claim	2019-03-23
	127877	Single Cell Mining Claim	2019-03-23
	127878	Boundary Cell Mining Claim	2019-03-23
	127996	Boundary Cell Mining Claim	2019-03-23
	139341	Single Cell Mining Claim	2019-03-23
	148437	Single Cell Mining Claim	2019-03-23
	155882	Single Cell Mining Claim	2019-03-23
	171868	Single Cell Mining Claim	2019-03-23
	172508	Boundary Cell Mining Claim	2019-03-23
	174025	Single Cell Mining Claim	2019-03-23
	174026	Single Cell Mining Claim	2019-03-23
	174664	Single Cell Mining Claim	2019-03-23
	175693	Single Cell Mining Claim	2019-03-23
	185034	Single Cell Mining Claim	2019-03-23
	191344	Single Cell Mining Claim	2019-03-23
	191345	Single Cell Mining Claim	2019-03-23
191346	Single Cell Mining Claim	2019-03-23	
192000	Boundary Cell Mining Claim	2019-03-23	
220645	Single Cell Mining Claim	2019-03-23	

WINMAR RESOURCES LIMITED
ASX ADDITIONAL INFORMATION
FOR THE YEAR ENDED 30 JUNE 2018

Property	Tenure ID	Tenure Type	Anniversary Date
	220646	Single Cell Mining Claim	2019-03-23
	220647	Single Cell Mining Claim	2019-03-23
	221266	Single Cell Mining Claim	2019-03-23
	221267	Single Cell Mining Claim	2019-03-23
	228597	Single Cell Mining Claim	2019-03-23
	228598	Single Cell Mining Claim	2019-03-23
	228599	Boundary Cell Mining Claim	2019-03-23
	229223	Boundary Cell Mining Claim	2019-03-23
	240761	Single Cell Mining Claim	2019-03-23
	243759	Single Cell Mining Claim	2019-03-23
	248051	Single Cell Mining Claim	2019-03-23
	248708	Boundary Cell Mining Claim	2019-03-23
	251792	Single Cell Mining Claim	2019-03-23
	251793	Single Cell Mining Claim	2019-03-23
	251794	Single Cell Mining Claim	2019-03-23
	263279	Boundary Cell Mining Claim	2019-03-23
	270531	Boundary Cell Mining Claim	2019-03-23
	287182	Single Cell Mining Claim	2019-03-23
	287806	Single Cell Mining Claim	2019-03-23
	287807	Boundary Cell Mining Claim	2019-03-23
	287808	Single Cell Mining Claim	2019-03-23
	295314	Single Cell Mining Claim	2019-03-23
	295940	Boundary Cell Mining Claim	2019-03-23
	307414	Single Cell Mining Claim	2019-03-23
	307415	Single Cell Mining Claim	2019-03-23
	308044	Single Cell Mining Claim	2019-03-23
	308045	Single Cell Mining Claim	2019-03-23
	308046	Boundary Cell Mining Claim	2019-03-23
	325074	Single Cell Mining Claim	2019-03-23
	325202	Single Cell Mining Claim	2019-03-23
	335540	Boundary Cell Mining Claim	2019-03-23
	336173	Single Cell Mining Claim	2019-03-23
Tenements under option agreement			
Calcite Lake	102479	Single Cell Mining Claim	2019-03-23
	103797	Single Cell Mining Claim	2019-03-23
	106231	Boundary Cell Mining Claim	2019-03-23
	106853	Boundary Cell Mining Claim	2019-03-23
	122792	Boundary Cell Mining Claim	2019-03-23
	134808	Single Cell Mining Claim	2019-03-23
	134809	Single Cell Mining Claim	2019-03-23
	151754	Boundary Cell Mining Claim	2019-03-23
	163020	Boundary Cell Mining Claim	2019-03-23
	168380	Single Cell Mining Claim	2019-03-23
	175898	Boundary Cell Mining Claim	2019-03-23

WINMAR RESOURCES LIMITED
ASX ADDITIONAL INFORMATION
FOR THE YEAR ENDED 30 JUNE 2018

Property	Tenure ID	Tenure Type	Anniversary Date
United Reef	186078	Boundary Cell Mining Claim	2019-03-23
	198996	Single Cell Mining Claim	2019-03-23
	201221	Boundary Cell Mining Claim	2019-03-23
	209262	Single Cell Mining Claim	2019-03-23
	215997	Boundary Cell Mining Claim	2019-03-23
	221812	Boundary Cell Mining Claim	2019-03-23
	229778	Boundary Cell Mining Claim	2019-03-23
	229779	Single Cell Mining Claim	2019-03-23
	234593	Single Cell Mining Claim	2019-03-23
	236745	Boundary Cell Mining Claim	2019-03-23
	236746	Boundary Cell Mining Claim	2019-03-23
	236747	Single Cell Mining Claim	2019-03-23
	236748	Boundary Cell Mining Claim	2019-03-23
	236749	Boundary Cell Mining Claim	2019-03-23
	277016	Single Cell Mining Claim	2019-03-23
	277017	Single Cell Mining Claim	2019-03-23
	282611	Single Cell Mining Claim	2019-03-23
	282612	Single Cell Mining Claim	2019-03-23
	283162	Single Cell Mining Claim	2019-03-23
	296393	Boundary Cell Mining Claim	2019-03-23
	304554	Single Cell Mining Claim	2019-03-23
	311848	Single Cell Mining Claim	2019-03-23
	318774	Boundary Cell Mining Claim	2019-03-23
	334483	Boundary Cell Mining Claim	2019-03-23
	334484	Single Cell Mining Claim	2019-03-23
	103999	Single Cell Mining Claim	2019-03-23
	114336	Single Cell Mining Claim	2019-03-23
	119256	Single Cell Mining Claim	2019-03-23
	119257	Single Cell Mining Claim	2019-03-23
	120632	Single Cell Mining Claim	2019-03-23
	129540	Single Cell Mining Claim	2019-03-23
	130338	Single Cell Mining Claim	2019-03-23
	131339	Single Cell Mining Claim	2019-03-23
	141929	Boundary Cell Mining Claim	2019-03-23
	141930	Single Cell Mining Claim	2019-03-23
	149101	Single Cell Mining Claim	2019-03-23
	156018	Boundary Cell Mining Claim	2019-03-23
	161471	Single Cell Mining Claim	2019-03-23
	165714	Single Cell Mining Claim	2019-03-23
	165715	Single Cell Mining Claim	2019-03-23
170675	Boundary Cell Mining Claim	2019-03-23	
170676	Single Cell Mining Claim	2019-03-23	
179134	Single Cell Mining Claim	2019-03-23	
184647	Single Cell Mining Claim	2019-03-23	

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WINMAR RESOURCES LIMITED
ASX ADDITIONAL INFORMATION
FOR THE YEAR ENDED 30 JUNE 2018

Property	Tenure ID	Tenure Type	Anniversary Date
	184648	Single Cell Mining Claim	2019-03-23
	193597	Single Cell Mining Claim	2019-03-23
	193598	Single Cell Mining Claim	2019-03-23
	195149	Single Cell Mining Claim	2019-03-23
	195651	Single Cell Mining Claim	2019-03-23
	196079	Single Cell Mining Claim	2019-03-23
	197251	Single Cell Mining Claim	2019-03-23
	200650	Boundary Cell Mining Claim	2019-03-23
	204692	Boundary Cell Mining Claim	2019-03-23
	214628	Boundary Cell Mining Claim	2019-03-23
	216144	Single Cell Mining Claim	2019-03-23
	216145	Single Cell Mining Claim	2019-03-23
	224488	Boundary Cell Mining Claim	2019-03-23
	230191	Single Cell Mining Claim	2019-03-23
	237241	Boundary Cell Mining Claim	2019-03-23
	245181	Single Cell Mining Claim	2019-03-23
	245182	Single Cell Mining Claim	2019-03-23
	245183	Single Cell Mining Claim	2019-03-23
	245184	Single Cell Mining Claim	2019-03-23
	252435	Single Cell Mining Claim	2019-03-23
	252436	Single Cell Mining Claim	2019-03-23
	270042	Single Cell Mining Claim	2019-03-23
	270043	Single Cell Mining Claim	2019-03-23
	270044	Single Cell Mining Claim	2019-03-23
	270679	Single Cell Mining Claim	2019-03-23
	270680	Single Cell Mining Claim	2019-03-23
	280460	Single Cell Mining Claim	2019-03-23
	280461	Single Cell Mining Claim	2019-03-23
	297385	Single Cell Mining Claim	2019-03-23
	299135	Single Cell Mining Claim	2019-03-23
	299136	Single Cell Mining Claim	2019-03-23
	299137	Single Cell Mining Claim	2019-03-23
	301097	Single Cell Mining Claim	2019-03-23
	309602	Single Cell Mining Claim	2019-03-23
	311257	Single Cell Mining Claim	2019-03-23
	316327	Single Cell Mining Claim	2019-03-23
	316675	Boundary Cell Mining Claim	2019-03-23
	317183	Boundary Cell Mining Claim	2019-03-23
	317184	Single Cell Mining Claim	2019-03-23
	317185	Single Cell Mining Claim	2019-03-23
	318438	Single Cell Mining Claim	2019-03-23
	323960	Single Cell Mining Claim	2019-03-23
	327717	Single Cell Mining Claim	2019-03-23
	332482	Single Cell Mining Claim	2019-03-23

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