Fitzroy River
CORPORATION LTD

ANNUAL REPORT 2019

FOR THE YEAR ENDED 30 JUNE 2019

FitzroyRiver

ABN: 75 075 760 655

CONTENTS

CORPORATE DIRECTORY 3
CHAIR'S LETTER 4
DIRECTORS' REPORT 5
REMUNERATION REPORT 7
REVIEW OF OPERATIONS 12
AUDITOR'S INDEPENDENCE DECLARATION 15
CORPORATE GOVERNANCE STATEMENT 16
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 17
STATEMENT OF FINANCIAL POSITION 18
STATEMENT OF CHANGES IN EQUITY 19
STATEMENT OF CASH FLOWS 20
NOTES TO THE FINANCIAL STATEMENTS 21
DIRECTORS' DECLARATION 37
INDEPENDENT AUDITOR'S REPORT 38
ASX ADDITIONAL INFORMATION 42

FitzroyRiver
CORPORATION LTD

CORPORATE DIRECTORY

DIRECTORS

Malcolm McComas – Non-Executive Chairman

Susan Thomas – Non-Executive Director

Justin Clyne – Non-Executive Director

COMPANY SECRETARY

Justin Clyne

REGISTERED OFFICE

Suite 6.02, Level 6
28 O'Connell Street
SYDNEY NSW 2000

PRINCIPAL PLACE OF BUSINESS

Suite 6.02, Level 6
28 O'Connell Street
SYDNEY NSW 2000

SHARE REGISTER

Boardroom Pty Ltd
Level 12, 225 George Street
SYDNEY NSW 2000

AUDITOR

Deloitte Touche Tohmatsu
225 George Street
SYDNEY NSW 2000

STOCK EXCHANGE LISTING

Fitzroy River Corporation Limited shares are listed on the Australian Securities Exchange (ASX code: FZR)

WEBSITE

www.fitzroyriver.net.au

CHAIR'S LETTER

Dear Shareholders,

During the course of the 2019 Financial Year, the company has continued to develop its portfolio of royalties and investments comprising the:

- Canning Basin (WA), through the Canning Basin and Lennard Shelf Royalty Deeds;
- Bass Strait (VIC), through a 47.7% investment in Royalco Resources (ASX:RCO);
- Gulf of Mexico (USA), through an investment in Byron Energy (ASX:BYE); and
- North Sea (UK), through an investment in Spark Exploration Pty Ltd, an unlisted private company.

The total comprehensive loss for the year (including a loss on the revaluation of equity investments) was $1.119m (FY18: $4.113m income). The decrease in total comprehensive income is primarily due to a small decline (as at 30 June 2019) of Fitzroy's investment in Byron Energy which had contributed strongly to the FY18 result. Our expectations for the Byron Energy investment remain very positive and since 30 June, the market value of that investment has increased by approx 10%.

Revenue for the year was $390k, an increase of 62% (FY18: $240k) generated from increased sales from the Ungani field under the Buru Energy (ASX: BRU) Canning Basin royalty (a 2% net production royalty).

The operating costs of running the business were again reduced during the year at $425k (FY18: $445k). Total expenses were $712k, a 33% reduction (FY18: $1.001m). The change is primarily due to a reduction in the net loss attributed to our investment in Royalco Resources under equity accounting rules. We also took a small impairment in the value of that investment of $124k (FY18: $390k).

Net cash used in operating activities was significantly lower at $40k when compared to $295k net cash used in FY18.

Total assets at 30 June 2019 were $11.882m including cash of $1.251m representing approximately 13.7 cents per share.

During the year, we continued to watch and support the public process announced by Royalco in January 2018 to sell the Weeks Royalty, which is ongoing. We also made a material US$500k investment in Spark Exploration as part of a US$5m private placement. Spark is a private oil and gas company with several licences along the Rona Ridge in the West of Shetland area, UK region. Spark's licences are located between two world class accumulations adjacent to Hurricane Energy PLC's Lancaster and Halifax discoveries and BP's Clair Field.

The Fitzroy Board continued to look at capital structure and during FY19, the company bought back and cancelled approximately 1.9m shares for $356k under the buyback scheme which concluded on 28 August 2019.

In summary, Fitzroy has:

- growing revenues from the Buru/Canning Basin royalty;
- reduced operating costs;
- large unrealized profits from the Byron Energy investment;
- a substantial investment in Royalco Resources and exposure to its royalty assets; and
- an equity investment in Spark Exploration.

We expect that these assets will generate excellent returns for shareholders over the medium term.

I thank colleagues Susan Thomas and Justin Clyne for their insight and efforts on your behalf. I also thank you, our shareholders, for your continued interest and support.

Yours sincerely

Malcolm McComas
Chairman

DIRECTORS' REPORT

The directors present their report, together with the financial statements, on the company for the year ended 30 June 2019.

DIRECTORS

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

MALCOLM MCCOMAS	
Title	Non-Executive Chairman
Qualifications	BEc, LLB (Monash), SFFin, FAIDC
Experience and expertise	Mr McComas has extensive experience as a company director and was a former investment banker for 25 years during which he held leadership roles with County NatWest (now Citigroup) and Grant Samuel.
Other current directorships	Chairman of Pharmaxis Limited (ASX: PXS), Royalco Resources Limited (ASX: RCO) and Actinogen Medical Limited (ASX: ACW).
Former directorships (last 3 years)	Saunders International Limited (ASX: SND) resigned 29 May 2019.
Interest in shares	297,984 ordinary shares
Interest in options	Nil
SUSAN THOMAS	
Title	Non-Executive Director
Qualifications	B Comm, LLB (UNSW)
Experience and expertise	Mrs Thomas has expertise in technology and law in the financial services industry. Mrs Thomas founded and was the Managing Director at FlexiPlan Australia, an investment administration platform sold to MLC.
Other current directorships	Royalco Resources Limited (ASX: RCO) and Temple and Webster Limited (ASX: TPW)
Former directorships (last 3 years)	Alexium International Group Limited (ASX: AJX)
Interest in shares	18,145,178 ordinary shares
Interest in options	Nil
JUSTIN CLYNE	
Title	Non-Executive Director
Qualifications	LLM (UNSW), ACIS, AGIA, MAICD
Experience and expertise	Justin is a qualified Chartered Company Secretary and Member of the Australian Institute of Company Directors. Justin Clyne was admitted as a Solicitor of the Supreme Court of New South Wales and High Court of Australia in 1996 before gaining admission as a Barrister in 1998. He had 15 years of experience in the legal profession acting for a number of the country's largest corporations, initially in the areas of corporate and commercial law before dedicating himself full-time to the provision of corporate advisory and company secretarial services. Justin has been a director and/or secretary of a number of public listed and unlisted companies. He has significant experience and knowledge in international law, the Corporations Act, the ASX Listing Rules and corporate regulatory requirements generally.
Other current directorships	Nil
Former directorships (last 3 years)	AusTex Oil Limited (ASX: AOK, OTCQX: ATXDY) resigned 20 April 2017 and Royalco Resources Limited (ASX: RCO) resigned 7 March 2017
Interest in shares	Nil
Interest in options	Nil

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

DIRECTORS' REPORT

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

PRINCIPAL ACTIVITIES

The principal activities of the company are an oil and gas investment holding company with a focus on non-operational assets such as royalties. The company's focus is on:

- the 'Canning Superbasin' in Western Australia through the Canning Basin and Lennard Shelf Royalty Deeds;
- Bass Strait through the company's investment in Royalco Resources Limited (ASX: RCO);
- the Gulf of Mexico through the company's investment in Byron Energy Limited (ASX: BYE); and
- in the UK North Sea through its investment in unlisted Spark Exploration Pty Ltd.

The company's activities are generally passive in nature and its royalty income is dependent on the activities and quantum of oil and gas sales by third parties and the receipt of dividends from its investments.

DIVIDENDS

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

REVIEW OF OPERATIONS

The loss for the company after providing for income tax amounted to $432,000 (30 June 2018: profit of $479,000).

Refer to the detailed review of operations which directly follows this directors' report.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

As referred to in the Review of Operations, during the year, the company bought back 1,896,011 fully paid ordinary shares at a cost of $356,143 (2018: 2,312,435 fully paid ordinary shares at a cost of $511,228).

During the year, the company paid US $500,000 (AU $694,666) for 1,677,236 fully paid ordinary shares (a 1.43% stake) and 922,840 warrants in Spark Exploration Pty Ltd, an unlisted Australian company. Refer to notes 8 and 9 for further details.

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

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

Since 30 June 2019, the company bought back an additional 191,447 fully paid ordinary shares at a cost of $35,418. The share buy back ended on 28 August 2019.

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

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

Information on likely developments in the operations of the company and the expected results of operations have not been included in this report because the directors believe it would be likely to result in unreasonable prejudice to the company.

ENVIRONMENTAL REGULATION

The company is not subject to any significant environmental regulation under Australian Commonwealth or State law.

DIRECTORS' REPORT – REMUNERATION REPORT

MEETINGS OF DIRECTORS

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

DIRECTORS' NAME	FULL BOARD	
	Attended	Held
Malcolm McComas	6	6
Susan Thomas	6	6
Justin Clyne	6	6

Held: represents the number of meetings held during the time the director held office.

REMUNERATION REPORT (AUDITED)

The remuneration report details the key management personnel remuneration arrangements for the company, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

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

- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration

The principles of the company's executive strategy and supporting incentive programs and frameworks are to:

- align rewards to business outcomes that deliver value to shareholders;
- drive a high performance culture by setting challenging objectives and rewarding high performing individuals; and
- ensure remuneration is competitive in the relevant employment market place to support the attraction, motivation and retention of executive talent.

The remuneration structure that has been adopted by the company consists of a fixed remuneration being annual salary. During the year, no bonuses, options or incentives were paid.

The Board assesses the appropriateness of the nature and amount of remuneration on a periodic basis by reference to recent market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality Board.

On 24 November 2017 the Company announced to the ASX that it would be reducing Board fees effective 1 January 2018 for non-executive directors to $10,000 per quarter (plus GST) and $15,000 per quarter (plus GST) for the chairman. An aggregate limit of $300,000 in directors' fees for the purposes of clause 7.5 of the constitution was set by shareholders in 2006. This limit does not include fees for company secretarial services.

In addition, non-executive directors are expected to assist with the company's affairs from time to time on an as required basis, performing extra or special services on discrete matters, and under the overall supervision of the full board of directors. Their appointment letters and the company's constitution deals with this.

DIRECTORS' REPORT – REMUNERATION REPORT

Company performance and link to remuneration

The company does not have any employees. Board fees are a fixed annual amount and not linked to the performance of the company. Refer to the section 'Additional information' below for details of the earnings and total shareholders return for the last five years.

Use of remuneration consultants

The company has not engaged remuneration consultants.

Voting and comments made at the company's 16 November 2018 Annual General Meeting ('AGM')

The company received 96.25% of votes cast in favour of the resolution to adopt the Company's remuneration report for the year ended 30 June 2018. The company did not receive any specific feedback at the AGM regarding its remuneration practices.

Details of remuneration

Amounts of remuneration

Details of the remuneration of key management personnel of the company are set out in the following tables.

2019		SHORT TERM BENEFITS		POST-EMPLOYMENT BENEFITS	LONG-TERM BENEFITS	SHARE-BASED PAYMENTS	
Employee	Cash salary and fees $	Cash bonus $	Non-monetary $	Super-annuation $	Long service leave $	Equity-settled $	Total $
Non-Executive Directors							
Malcolm McComas	60,000	-	-	-	-	-	60,000
Susan Thomas	40,000	-	-	-	-	-	40,000
Justin Clyne*	80,000	-	-	-	-	-	80,000
	180,000	**-**	**-**	**-**	**-**	**-**	**180,000**

* Fees paid during the year to Mr Justin Clyne include company secretarial fees of $40,000 (2018: $60,000).

2018		SHORT TERM BENEFITS		POST-EMPLOYMENT BENEFITS	LONG-TERM BENEFITS	SHARE-BASED PAYMENTS	
Employee	Cash salary and fees $	Cash bonus $	Non-monetary $	Super-annuation $	Long service leave $	Equity-settled $	Total $
Non-Executive Directors							
Malcolm McComas	75,000	-	-	-	-	-	75,000
Susan Thomas	50,000	-	-	-	-	-	50,000
Justin Clyne*	100,000	-	-	-	-	-	100,000
	225,000	**-**	**-**	**-**	**-**	**-**	**225,000**

* Fees paid during the year to Mr Justin Clyne include company secretarial fees of $60,000 (2017: $60,000)

The proportion of remuneration linked to performance and the fixed proportion are as follows:

DIRECTORS' REPORT – REMUNERATION REPORT

	FIXED REMUNERATION		AT RISK: STI		AT RISK: LTI	
	2019	2018	2019	2018	2019	2018
Non-Executive Directors						
Malcolm McComas	100%	100%	-	-	-	-
Susan Thomas	100%	100%	-	-	-	-
Justin Clyne	100%	100%	-	-	-	-

Service agreements

Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

NAME	TITLE	TERM OF AGREEMENT	NOTICE PERIOD	BASE FEE
Malcolm McComas	Non-Executive Chairman	Re-election every 3 years	1 month	$60,000 (from 1 Jan 2018)
Susan Thomas	Non-Executive Director	Re-election every 3 years	1 month	$40,000 (from 1 Jan 2018)
Justin Clyne	Non-Executive Director & Company Secretary	Re-election every 3 years	3 months	$80,000 (from 1 Jan 2018) which includes $40,000 for company secretary services

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

Share based compensation

Issue of shares

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

Options

There were no options over ordinary shares issued to directors and other key management personnel as part of compensation that were outstanding as at 30 June 2019.

There were no options over ordinary shares granted to or vested by directors and other key management personnel as part of compensation during the year ended 30 June 2019.

Additional information

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

	2019	2018	2017	2016	2015
	$'000	$'000	$'000	$'000	$'000
Profit/(loss) after income tax	(432)	479	(794)	(691)	(784)

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

	2019	2018	2017	2016	2015
Share price at financial year end ($)	0.19	0.26	0.16	0.19	0.22
Basic earnings per share (cents per share)	(0.50)	0.54	(0.87)	(0.76)	(0.86)

Additional disclosures relating to key management personnel

Shareholding

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

ORDINARY SHARES	Balance at the start of the year	Received as part of remuneration	Additions	Disposals/ other	Balance at the end of the year
Malcolm McComas	297,984	-	-	-	297,984
Susan Thomas	18,145,178	-	-	-	18,145,178
	18,443,162	**-**	**-**	**-**	**18,443,162**

Loans to key management personnel and their related parties

There were no loans made during the year to any key management personnel.

This concludes the remuneration report, which has been audited.

SHARES UNDER OPTION

There were no unissued ordinary shares of the company under option outstanding at the date of this report.

SHARES ISSUED ON THE EXERCISE OF OPTIONS

There were no ordinary shares of the company issued on the exercise of options during the year ended 30 June 2019 and up to the date of this report.

INDEMNITY AND INSURANCE OF OFFICERS

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

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

INDEMNITY AND INSURANCE OF AUDITOR

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

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

PROCEEDINGS ON BEHALF OF THE COMPANY

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

NON-AUDIT SERVICES

There were no non-audit services provided during the financial year by the auditor.

OFFICERS OF THE COMPANY WHO ARE FORMER PARTNERS OF DELOITTE TOUCHE TOHMATSU

There are no officers of the company who are former partners of Deloitte Touche Tohmatsu.

DIRECTORS’ REPORT

ROUNDING OF AMOUNTS

The company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to ‘rounding-off’. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

AUDITOR’S INDEPENDENCE DECLARATION

A copy of the auditor’s independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors’ report.

AUDITOR

Deloitte Touche Tohmatsu continues in office in accordance with section 327 of the Corporations Act 2001.

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

On behalf of the directors

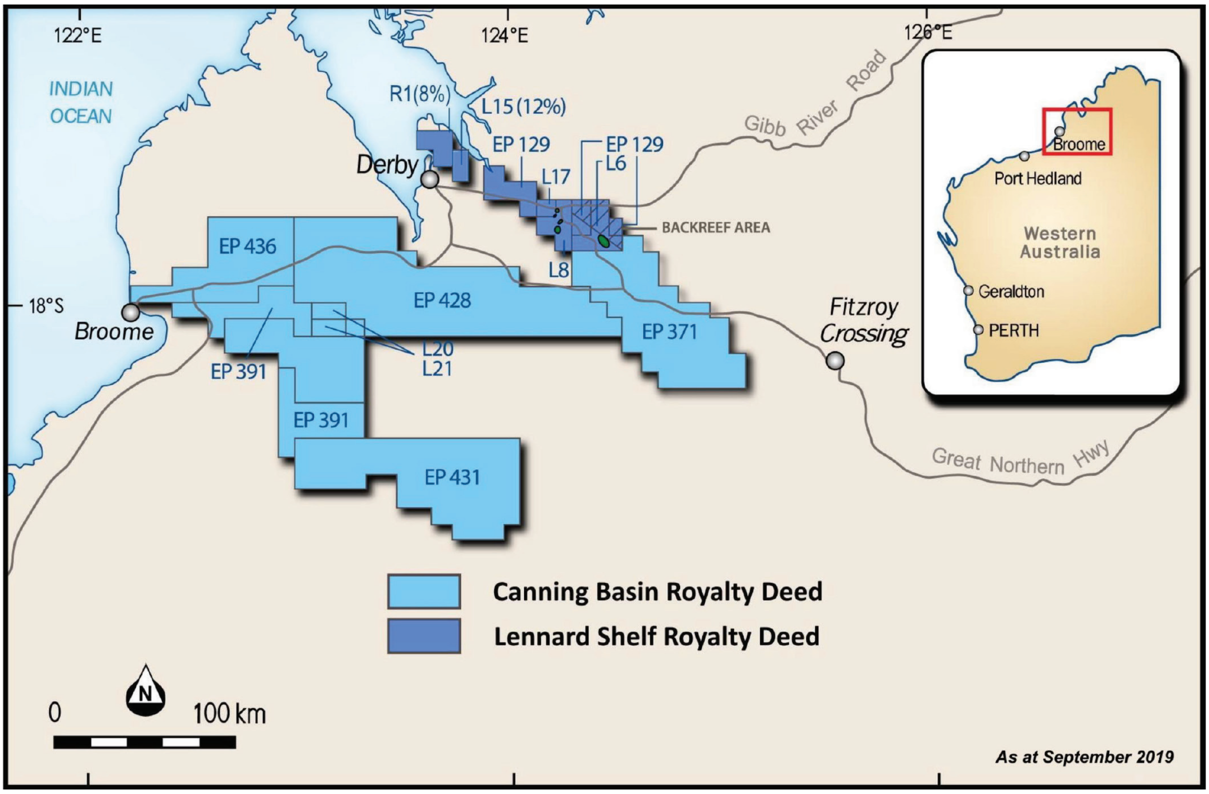
Director: ....

Malcolm McComas 24 September 2019

REVIEW OF OPERATIONS

Fitzroy holds royalty interests in several permits in the Canning Basin originally acquired via 2 separate Royalty Deeds, the Canning Basin Royalty Deed and the Lennard Shelf Royalty Deed. The map below shows the location of all the Company's royalty interests with those acquired under the Canning Basin Royalty Deed shown in light blue and with those shown in dark blue being the areas acquired under the Lennard Shelf Royalty Deed.

Figure 1: Map of Tenements over which Fitzroy has a royalty.



REVIEW OF OPERATIONS

Fitzroy holds the following royalty interests under each of its Royalty Deeds.

Canning Basin Royalty Deed:

Table 1: Schedule of Tenements under the Canning Basin Royalty Deed.

EP/L #	DATE ISSUED	EXPIRY	AREA (KM2)	REGISTERED HOLDER
EP 391	1 Feb. 2015	31 Jan 2024	2,274.7736 (26 blocks)	Buru Energy Limited Roc Oil (Canning) Pty Limited
EP 371	31 July 2014	30 July 2023	3,663.2577 (45 blocks)	Diamond Resources (Canning) Pty Ltd
EP 428	31 July 2014	30 July 2023	6,431.9741 (79 blocks)	Buru Energy Limited Roc Oil (Canning) Pty Limited
EP 431	31 July 2014	30 July 2023	4,211.4604 (52 blocks)	Buru Energy Limited
EP 436	31 July 2014	30 July 2023	2,404.1372 (30 blocks)	Buru Energy Limited Roc Oil (Canning) Pty Limited
L20	2 July 2015	-	162.7085 (2 blocks)	Buru Energy Limited Roc Oil (Canning) Pty Limited
L21	2 July 2015	-	162.6399 (2 blocks)	Buru Energy Limited Roc Oil (Canning) Pty Limited
R 1	11 Oct 2016	10 Oct 2022	245.1571 (3 blocks)	Gulliver Productions Pty Ltd
L 15	1 April 2010	31 March 2031	163.46 (2 blocks)	Gulliver Productions Pty Ltd

Lennard Shelf Royalty Deed:

Table 2: Schedule of Tenements under the Lennard Shelf Royalty Deed

EP OR PL #	DATE ISSUED	EXPIRY	AREA (KM2)	HELD BY
EP 129[1]	18 March 2016	17 March 2024	652.9955 (8 blocks)	Buru Energy Limited
L 6	19 May 2006	18 May 2027	407.9 (5 blocks)	Buru Energy Limited
L 8	19 May 2006	18 May 2027	326.3084 (4 blocks)	Buru Energy Limited
L 17	10 April 2013	Indefinite	81.6 (1 block)	Buru Energy Limited

(#EP = Exploration Permit, L = Production Licence (e.g. L20, L21 etc).

1 Fitzroy is monitoring the activities on the 'Backreef Area' of EP 129 and L6, particularly those of Emperor Energy Ltd (ASX: EMP) (formerly Oil Basins Ltd). It is understood that Buru holds 100% of the Backreef Area on trust for Emperor Energy Ltd due to the completion of the drilling of the East Blina-1 well on 31 October 2012 in accordance with the 'Backreef Play Agreement' dated 30 October 2008. Fitzroy is currently in negotiations with Buru regarding the terms of a deed of covenant proposed to be entered into by the beneficial owners of the Backreef Area, to support Fitzroy's royalty interest. Until such time as a deed of covenant is executed, the contractual relationship governing the 3% royalty obligation (which is registered against EP 129 and L6) is between Fitzroy and Buru alone.

In November 2018, the Company participated as a minority investor in a capital raising by unlisted Spark Exploration Pty Ltd (Spark) which raised over US$5m for working capital and to allow Spark to undertake a 2-year desktop work program ahead of making a drilling on its 2 oil and gas licences along the prolific Rona Ridge in the West of Shetland, UK region. Spark's licences are located between two world class accumulations (Hurricane Energy's recent Lancaster and Halifax discoveries and BP's multibillion-barrel Clair field) and Spark has identified an attractive mix of prospects.

Over the last few years, Hurricane Energy has made substantial oil discoveries adjacent to Spark's acreage and in 2018 Spirit Energy farmed into some of Hurricane Energy's acreage for up to a US$387 million carry. Fractured basement developments have been successful in various locations globally.

REVIEW OF OPERATIONS

Fitzroy invested USD$500,000 as part of the raise after undertaking due diligence including the engagement of a third-party consultant for a technical review, meeting with the Board and management and other investors who participated alongside FZR in the raise.

The main activities of the Company's management are as follows:

- Review of existing investments and analysis of new investment opportunities;
- Royalty and dividend collection;
- Contract maintenance with Buru, Mitsubishi, Roc Oil and others;
- Title maintenance (ensuring royalty dealings are and remain registered under Section 75 of the Petroleum and Geothermal Energy Resources Act against relevant permits);
- Monitoring activities across all royalty permits;
- Company routine operations & reporting as an ASX listed company.

AUDITORS' INDEPENDENCE DECLARATION

Deloitte.

Deloitte Touche Tohmatsu
ABN 74 490 121 060
Grosvenor Place
225 George Street
Sydney, NSW, 2000
Australia

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www.deloitte.com.au

The Board of Directors
Fitzroy River Corporation Limited
Suite 6.02, Level 6
28 O'Connell Street
Sydney NSW 2000

24 September 2019

Dear Board Members

Fitzroy River Corporation Limited

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of Fitzroy River Corporation Limited.

As lead audit partner for the audit of the financial statements of Fitzroy River Corporation Limited for the financial year ended 30 June 2019, I declare that to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

Yours faithfully

Deloitte Touche Tohmatsu
DELOITTE TOUCHE TOHMATSU

Cheryl Kennedy
Partner
Chartered Accountants

CORPORATE GOVERNANCE STATEMENT

The board is committed to achieving and demonstrating the highest standards of corporate governance. As such, Fitzroy River Corporation Limited (the "company") has adopted the third edition of the Corporate Governance Principles and Recommendations which was released by the ASX Corporate Governance Council on 27 March 2014 and became effective for financial years beginning on or after 1 July 2014.

The company's Corporate Governance Statement for the financial year ending 30 June 2019 will be released to the ASX in conjunction with the company's full annual report in October 2019 and placed on the company's website at the same time.

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2019

	Notes	2019 $'000	2018 $'000
Revenue			
Interest revenue calculated using the effective interest method		32	54
Royalty income		358	186
Expenses			
Professional and consultancy fees		(109)	(99)
Directors and company secretarial fees		(201)	(234)
Share of net loss from associate accounted for using the equity method		(119)	(233)
Impairment of investment in associate		(124)	(390)
Fair value loss on warrants over unlisted equity securities		(44)	-
Other expenses		(115)	(112)
Loss before income tax (expense)/benefit		**(322)**	**(828)**
Income tax (expense)/benefit	4	(110)	1,307
Profit/(loss) after income tax (expense)/benefit for the year attributable to the owners of Fitzroy River Corporation Limited		**(432)**	**479**
Other comprehensive income / (loss):			
Items that will not be reclassified subsequently to profit or loss			
Gain on the revaluation of equity instruments at fair value through other comprehensive income, net of tax		-	3,634
Loss on the revaluation of equity instruments at fair value through other comprehensive income, net of tax		(687)	-
Other comprehensive income / (loss) for the year, net of tax		(687)	3,634
Total comprehensive income / (loss) for the year attributable to the owners of Fitzroy River Corporation Limited		**(1,119)**	**4,113**

	Notes	2019 Cents	2018 Cents
Basic earnings / (loss) per share	22	(0.50)	0.54
Diluted earnings / (loss) per share	22	(0.50)	0.54

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

STATEMENT OF FINANCIAL POSITION

FOR THE YEAR ENDED 30 JUNE 2019

	Notes	2019 $'000	2018 $'000
ASSETS			
Current assets			
Cash and cash equivalents	5	1,251	2,330
Trade and other receivables	6	79	77
Other		22	18
Total current assets		**1,352**	**2,425**
Non-current assets			
Investments accounted for using the equity method	7	4,034	4,277
Financial assets at fair value through other comprehensive income (2018: AFS)	8	6,358	6,827
Derivative financial instruments	9	138	-
Total non-current assets		**10,530**	**11,104**
Total assets		**11,882**	**13,529**
LIABILITIES			
Current liabilities			
Trade and other payables		41	28
Total current liabilities		**41**	**28**
Non-current liabilities			
Deferred tax	11	-	185
Total non-current liabilities		**-**	**185**
Total liabilities		**41**	**213**
Net assets		**11,841**	**13,316**
EQUITY			
Issued capital	12	41,413	41,769
Reserves	13	2,414	3,480
Accumulated losses		(31,986)	(31,933)
Total equity		**11,841**	**13,316**

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

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2019

	Issued capital $'000	Reserves $'000	Accumulated losses $'000	Total equity $'000
Balance at 1 July 2017	**42,280**	**(154)**	**(32,412)**	**9,714**
Profit after income tax benefit for the year	-	-	479	479
Other comprehensive income for the year, net of tax	-	3,634	-	3,634
Total comprehensive loss for the year	-	**3,634**	**479**	**4,113**
Transactions with owners in their capacity as owners:				
Share buy back	(511)	-	-	(511)
Balance at 30 June 2018	**41,769**	**3,480**	**(31,933)**	**13,316**
Balance at 1 July 2018	**41,769**	**3,480**	**(31,933)**	**13,316**
Transfers upon adoption of AASB 9, net of tax	-	(379)	379	-
Balance at 1 July 2018 – restated	**41,769**	**3,101**	**(31,554)**	**13,316**
Loss after income tax expense for the year	-	-	(432)	(432)
Other comprehensive loss for the year, net of tax	-	(687)	-	(687)
Total comprehensive loss for the year	-	**(687)**	**(432)**	**(1,119)**
Transactions with owners in their capacity as owners:				
Share buy back	(356)	-	-	(356)
Balance at 30 June 2019	**41,413**	**2,414**	**(31,986)**	**11,841**

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

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2019

	Notes	2019 $'000	2018 $'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Payments to suppliers and employees (inclusive of GST)		(426)	(469)
Interest received		32	54
Royalties received		354	120
Net cash used in operating activities	21	**(40)**	**(295)**
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for investments		(695)	(1,132)
Net cash used in investing activities		**(695)**	**(1,132)**
CASH FLOWS FROM FINANCING ACTIVITIES			
Payments for share buy-backs		(344)	(511)
Net cash used in financing activities		(344)	(511)
Net decrease in cash and cash equivalents		(1,079)	(1,938)
Cash and cash equivalents at the beginning of the financial year		2,330	4,268
Cash and cash equivalents at the end of the financial year	5	**1,251**	**2,330**

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

NOTES TO THE FINANCIAL STATEMENTS

GENERAL INFORMATION

The financial statements cover Fitzroy River Corporation Limited as an individual entity. The financial statements are presented in Australian dollars, which is Fitzroy River Corporation Limited's functional and presentation currency.

Fitzroy River Corporation Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Suite 6.02, Level 6
28 O'Connell Street
SYDNEY NSW 2000

A description of the nature of the company's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 24 September 2019. The directors have the power to amend and reissue the financial statements.

1. SIGNIFICANT ACCOUNTING POLICIES

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

New or amended Accounting Standards and Interpretations adopted

The company has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

New and revised Standards, Amendments thereof, and Interpretations effective for the current reporting period that are relevant to the company include:

AASB 9 Financial Instruments

In the current year, the company has applied AASB 9 'Financial Instruments' (as amended) and the related consequential amendments to other AASB Standards that are effective for an annual reporting period that begins on or after 1 July 2018.

AASB 9 introduced new requirements for:

- The classification and measurement of financial assets and financial liabilities,
- Impairment of financial assets, and
- General hedge accounting.

Details of these new requirements as well as their impact on the company's financial statements are described below.

All recognised financial assets that are within the scope of AASB 9 are required to be measured subsequently at amortised cost or fair value on the basis of the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Management reviewed and assessed the company's existing financial assets as at 1 July 2018 based on the facts and circumstances that existed at that date and concluded that the initial application of AASB 9 has had the following impact on the company's financial assets in respect of their classification and measurement:

- The company's investments in equity instruments (neither held for trading nor a contingent consideration arising from a business combination) that were previously classified as available-for-sale financial assets and were measured at fair value at each reporting date under AASB 139 have been irrevocably elected to be designated as at fair value through other comprehensive income. The change in fair value on these equity instruments continues to be accumulated in the investment revaluation reserve. However, AASB 9 removed the requirement to recognise a significant and prolonged decline in value of such equity instruments in profit or loss for the period. Accordingly, this resulted in reclassification of $379,000 of accumulated impairment losses, net of tax, recognised in previous periods in relation to equity instruments existing at the reporting date from retained earnings to reserves within equity at 1 July 2018 without restatement of the comparative financial information as allowed by AASB 9.

- Loans and receivables under AASB 139 that were measured at amortised cost continue to be measured at amortised cost under AASB 9 as they are held within a business model to collect contractual cash flows and these cash flows consist solely of payments of principal and interest on the principal amount outstanding.
- Derivative financial instruments under AASB 139 that were measured at fair value through profit or loss continue to be measured at fair value through profit or loss under AASB 9.

A significant change introduced by AASB 9 in the classification and measurement of financial liabilities relates to the accounting for changes in the fair value of a financial liability designated as at fair value through profit or loss attributable to changes in the credit risk of the issuer. This change in accounting policy has not affected the company's accounting as all of the company's financial liabilities were continued to be measured at amortised cost using the effective interest method as at 30 June 2019.

In relation to the impairment of financial assets, AASB 9 requires an expected credit loss model as opposed to an incurred credit loss model under AASB 139. The expected credit loss model requires the company to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition of the financial assets. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised. AASB 9 requires a simplified approach for measuring the loss allowance at an amount equal to lifetime ECL for receivables. Given low historic value of the receivable write-offs, the application of the AASB 9 impairment requirements has not resulted in any material additional loss allowances to be recognised for the year ended 30 June 2019.

Hedge accounting requirements of AASB 9 have not had any material impact on the company's financial statements as the company did not hold any hedging instruments as at 30 June 2019.

AASB 15 Revenue from Contracts with Customers

In the current reporting year, the company has applied AASB 15 'Revenue from Contracts with Customers' which is effective for an annual period that begins on or after 1 July 2018. AASB 15 introduced a 5-step approach to revenue recognition. Far more prescriptive guidance has been added in AASB 15 to deal with specific scenarios.

Management have assessed that AASB 15 will not have a material impact on the company's financial statements given that the company's main income streams being royalty income and interest income are not within the scope of AASB 15.

Basis of preparation

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

Historical cost convention

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of available-for-sale financial assets.

Critical accounting estimates

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

Operating segments

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

Revenue recognition

The company recognises revenue as follows:

Royalty revenue

Royalty income is recognised on an accrual basis in accordance with the substance of the relevant agreement (provided this it is probable the economic benefits will flow to the group and the amount can be reliably measured). Royalties determined on a time basis are recognised on a straight-line basis over the period of the agreement. Royalty agreements that are based on production, sales and other measures, are recognised by reference to the underlying agreement.

Interest

Interest revenue is recognised as interest accrues using the effective interest method.

Other revenue

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

Income tax

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

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

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

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

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

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Cash and cash equivalents

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

Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

Derivatives are classified as current or non-current depending on the expected period of realisation.

Associates

Associates are entities over which the company has significant influence but not control or joint control. Investments in associates are accounted for using the equity method. Under the equity method, the share of the profits or losses of the associate is recognised in profit or loss and the share of the movements in equity is recognised in other comprehensive income. Investments in associates are carried in the statement of financial position at cost plus post-acquisition changes in the company's share of net assets of the associate. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment. Dividends received or receivable from associates reduce the carrying amount of the investment.

When the company's share of losses in an associate equals or exceeds its interest in the associate, including any unsecured long-term receivables, the company does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

The company discontinues the use of the equity method upon the loss of significant influence over the associate and recognises any retained investment at its fair value. Any difference between the associate's carrying amount, fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

Investments and other financial assets

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

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

Financial assets at fair value through other comprehensive income

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

Financial assets at fair value through profit or loss

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

Impairment of financial assets

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

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

Trade and other payables

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

Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

Issued capital

Ordinary shares are classified as equity.

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

Earnings per share

Basic earnings per share

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

Diluted earnings per share

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

Goods and Services Tax ('GST') and other similar taxes

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

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

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

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

Rounding of amounts

The company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the company for the annual reporting period ended 30 June 2019. The company's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the company, are set out below.

AASB 16 Leases

This standard is applicable to annual reporting periods beginning on or after 1 January 2019. The standard replaces AASB 117 'Leases' and for lessees will eliminate the classifications of operating leases and finance leases. Subject to exceptions, a 'right-of-use' asset will be capitalised in the statement of financial position, measured at the present value of the unavoidable future lease payments to be made over the lease term. The exceptions relate to short-term leases of 12 months or less and leases of low-value assets (such as personal computers and small office furniture) where an accounting policy choice exists whereby either a 'right-of-use' asset is recognised or lease payments are expensed to profit or loss as incurred. A liability corresponding to the capitalised lease will also be recognised, adjusted for lease prepayments, lease incentives received, initial direct costs incurred and an estimate of any future restoration, removal or dismantling costs. Straight-line operating lease expense recognition will be replaced with a depreciation charge for the leased asset (included in operating costs) and an interest expense on the recognised lease liability (included in finance costs). In the earlier periods of the lease, the expenses associated with the lease under AASB 16 will be higher when compared to lease expenses under AASB 117. However EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) results will be improved as the operating expense is replaced by interest expense and depreciation in profit or loss under AASB 16. For classification within the statement of cash flows, the lease payments will be separated into both a principal (financing activities) and interest (either operating or financing activities) component. For lessor accounting, the standard does not substantially change how a lessor accounts for leases. The company will adopt this standard from 1 July 2019. The company does not have any leases and therefore this standard will not have a material impact.

2. CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

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

Recovery of deferred tax assets

An estimate of the company's ability to recoup deferred tax assets from future taxable profits is made at each reporting date. Deferred tax assets on tax losses and temporary deductible differences are recognised to the extent that sufficient future taxable profits are probable in the same jurisdiction in which the tax losses and deductible temporary differences arise.

Investment in Royalco Resources Limited

The company has a 47.76% equity interest in Royalco Resources Limited ("RCO").

The directors assessed whether the company continues to have rights that give it the current ability to direct the relevant activities of RCO and therefore exercises control over RCO or whether the Company has the ability to participate in the financial and operating policy decisions of RCO and therefore has significant influence over RCO. The directors considered the company's representation on the Board of Directors of RCO, the company's voting rights, the relative size and dispersion of the voting rights held by the other shareholders and the extent of the recent participation of those shareholders in general meetings. The Directors determined that the Company does not exercise control over RCO but continues to have significant influence over RCO. Accordingly, in the current financial year, the investment in RCO has continued to be recognised as an investment in associate using the equity method.

The directors have also assessed if there any indicators of impairment on the carrying value of the company's investment in RCO. As a consequence of the directors' assessment and estimation of the recoverable amount of the investment based on the company's share of the fair value of RCO's net assets at balance date, an impairment of $124,000 has been recognised in relation to the company's investment in RCO.

Investment in Spark Exploration Pty Ltd

The investment in Spark Exploration Pty Ltd has two components being warrants and fully paid ordinary shares. The shares and warrants are remeasured to fair value at each reporting period with the fair value of the warrants calculated using a Black-Scholes model. The investment was made in December 2018. The investment is denominated in USD and therefore also subject to foreign exchange fluctuations.

NOTES TO THE FINANCIAL STATEMENTS

3. OPERATING SEGMENTS

Identification of reportable operating segments

The company is organised into one operating segment: being the management of non-operational assets royalties, free carried interests and equity investments.

4. INCOME TAX EXPENSE/(BENEFIT)

Numerical reconciliation of income tax expense/(benefit) and tax at the statutory rate:

	2019	2018
	$'000	$'000
Loss before income tax (expense)/benefit	(322)	(828)
Tax at the statutory tax rate of 30%	(97)	(248)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
• Recognition of tax losses not previously brought to account	-	(1,059)
• Tax losses not recognised	207	-
Income tax expense/(benefit)	**110**	**(1,307)**

	2019	2018
	$'000	$'000
Tax losses not recognised		
Unused tax losses for which no deferred tax asset has been recognised	690	-
Potential tax benefit @ 30%	**207**	**-**

A deferred tax asset has not been recognised during the current year, based on the directors' assessment that sufficient future taxable profits are not probable.

5. CURRENT ASSETS – CASH AND CASH EQUIVALENTS

	2019	2018
	$'000	$'000
Cash at bank	1,251	2,330

6. CURRENT ASSETS – TRADE AND OTHER RECEIVABLES

	2019	2018
	$'000	$'000
Trade receivables	70	66
GST receivable	9	11
	79	**77**

7. NON-CURRENT ASSETS – INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

	2019	2018
	$'000	$'000
Investment in associate	4,034	4,277

Interests in associates

Interests in associates are accounted for using the equity method of accounting. Information relating to associates that are material to the company are set out below:

NAME	PRINCIPAL PLACE OF BUSINESS / COUNTRY OF INCORPORATION	OWNERSHIP INTEREST	
		2019	2018
		%	%
Royalco Resource Limited	Australia	47.76	47.76

The company does not have existing rights that give it the current ability to direct the relevant activities of the associate and therefore the company does not exercise control over the associate. However, as the company has significant influence over the associate, the investment in associate is accounted for using the equity method in the current year.

The summarised financial information of Royalco Resource Limited is outlined below:

	2019	2018
	$'000	$'000
Summarised statement of financial position		
Current assets	2,652	2,452
Non-current assets	5,879	6,309
Total assets	**8,531**	**8,761**
Current liabilities	119	79
Non-current liabilities	-	20
Total liabilities	119	99
Net assets	**8,412**	**8,662**
Summarised statement of profit or loss and other comprehensive income		
Revenue	805	804
Expenses	(1,053)	(1,225)
Loss before income tax	(248)	(421)
Other comprehensive income	-	-
Total comprehensive loss	**(248)**	**(421)**
Reconciliation of the company's carrying amount		
Opening carrying amount	4,277	4,768
Share of loss after income tax	(119)	(233)
Impairment	(124)	(390)
Additions	-	132
Closing carrying amount	**4,034**	**4,277**

8. NON-CURRENT ASSETS – FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (2018: AFS)

	2019	2018
	$'000	$'000
Listed equity securities – at fair value*	5,783	6,827
Unlisted equity securities – at fair value	575	-
	6,358	**6,827**
Reconciliation		
Reconciliation of the fair values at the beginning and end of the current and previous financial year are set out below:		
Opening fair value	6,827	701
Additions	512	1,132
Revaluations	(981)	4,994
Closing fair value	**6,358**	**6,827**

Refer to note 16 for further information on fair value measurement.

During the current year, the company paid US$500,000 (AU$694,666) for 1,677,236 fully paid ordinary shares (a 1.43% stake) and 922,480 warrants in Spark Exploration Pty Ltd, an unlisted Australian company. Refer to note 9 for details.

* In the prior year these assets were classified as available-for-sale financial assets, and have been reclassified because the company has now applied AASB 9 Financial Instruments.

9. NON-CURRENT ASSETS – DERIVATIVE FINANCIAL INSTRUMENTS

	2019	2018
	$'000	$'000
Warrants over unlisted equity securities	138	-

Refer to note 16 for further information on fair value measurement.

As noted in note 8, the company received 922,480 warrants as part of its investment in Spark Exploration Pty Ltd. The warrants have the following terms:

- 3 year term expiring 3 January 2022;
- exercise price which is a 55% premium on the value at grant date; and
- the options have various conditions, upon the occurrence of these options become exercisable. However, if none of these are met the options can be exercised 34 months after grant date.

The fair value of the options has been determined using a Black Scholes model at 30 June 2019.

NOTES TO THE FINANCIAL STATEMENTS

10. NON-CURRENT ASSETS – DEFERRED TAX

	2019	2018
	$'000	$'000
Deferred tax asset comprises temporary differences attributable to:		
Tax losses	894	837
Investment in associate	301	227
Accrual and payables	9	8
Black hole expenditure	16	70
Set off against deferred tax liability (Note 11)	(1,013)	(1,142)
Deferred tax asset not recognised as realisation not probable	(207)	-
Deferred tax asset	**-**	**-**

11. NON-CURRENT LIABILITIES – DEFERRED TAX

	2019	2018
	$'000	$'000
Deferred tax liability comprises temporary differences attributable to:		
Equity securities at fair value	1,013	1,327
Set off against deferred tax asset (Note 10)	(1,013)	(1,142)
Deferred tax liability	**-**	**185**

12. EQUITY – ISSUED CAPITAL

	2019	2018	2019	2018
	Shares	Shares	$'000	$'000
Ordinary shares – fully paid	86,554,848	88,450,859	41,413	41,769

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

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

Share buy-back

During the year, the company bought back 1,896,011 fully paid ordinary shares at a cost of $356,143 (2018: 2,312,435 fully paid ordinary shares at a cost of $511,228).

Capital risk management

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

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The company would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current company's share price at the time of the investment. The company is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

The capital risk management policy remains unchanged from the 30 June 2018.

13. EQUITY – RESERVES

	2019	2018
	$'000	$'000
Financial assets at fair value through other comprehensive income reserve	2,414	3,480

Financial assets at fair value through other comprehensive income reserve

The reserve is used to recognise increments and decrements in the fair value of financial assets at fair value through other comprehensive income.

Movements in reserves

Movements in each class of reserve during the current and previous financial year are set out below:

	RESERVE	TOTAL
	$'000	$'000
Balance at 1 July 2017	(154)	(154)
Change in fair value, net of tax	3,634	3,634
Balance at 30 June 2018	**3,480**	**3,480**
Change in fair value, net of tax	(687)	(687)
Transfer on adoption of AASB 9, net of tax	(379)	(379)
Balance at 30 June 2019	**2,414**	**2,414**

14. EQUITY – DIVIDENDS

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

15. FINANCIAL INSTRUMENTS

Financial risk management objectives

The Board of Directors has overall responsibility for the establishment of the company's financial risk management framework. This includes the development of policies covering specific areas such as foreign exchange risk, interest rate risk and credit risk.

Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the company's activities.

The company does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the company is exposed are described below.

Market risk

Foreign currency risk

The company is exposed to foreign currency risk in relation to its investment in Spark Exploration Pty Ltd (Note 8) and related warrants (Note 9).

The carrying amount of the company's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows:

	ASSETS		LIABILITIES	
	2019	2018	2019	2018
	$'000	$'000	$'000	$'000
US dollars	713	-	-	-

2019	AUD STRENGTHENED			AUD WEAKENED		
	% change	Effect on profit before tax	Effect on equity	% change	Effect on profit before tax	Effect on equity
US dollars	20%	142	142	20%	(142)	(142)

Equity price risk

The company holds investments in listed and unlisted entities, and as such these are subject to varying valuations based on its current market price.

Interest rate risk

The company's income and operating cash flows are substantially independent of changes in market interest rates. The company's only interest rate risk arises from the return received on cash assets deposited. The company's policy is to frequently monitor its cash assets held and ensure that the most favourable level of return is achieved via depositing funds accordingly.

Based on the current market interest rate scenario, directors consider that a movement of 100 basis points could reasonably be expected within the next 12 months.

2019	BASIS POINTS INCREASE			BASIS POINTS DECREASE		
	Basis points change	Effect on profit before tax	Effect on equity	Basis points change	Effect on profit before tax	Effect on equity
Cash and cash equivalents	100	13	13	100	(13)	(13)

2018	BASIS POINTS INCREASE			BASIS POINTS DECREASE		
	Basis points change	Effect on profit before tax	Effect on equity	Basis points change	Effect on profit before tax	Effect on equity
Cash and cash equivalents	100	23	23	100	(23)	(23)

Credit risk

The company is not exposed to significant credit risk.

The company has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables. These provisions are considered representative across all customers of the company based on recent sales experience, historical collection rates and forward-looking information that is available.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 1 year.

Liquidity risk

Liquidity risk is the risk that the company might be unable to meet its obligations. The company manages its liquidity needs by maintaining adequate cash through the monitoring of future cash flow forecasts of all its operations, which reflect management's expectations if the settlement of financial assets and liabilities.

Remaining contractual maturities

The following tables detail the company's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

2019	Weighted average interest rate %	1 year or less $'000	Between 1 & 2 years $'000	Between 2 & 5 years $'000	Over 5 years $'000	Remaining contractual maturities $'000
Non-derivatives						
Non-interest bearing						
Trade and other payables	-	41	-	-	-	41
Total non-derivatives	**-**	**41**	**-**	**-**	**-**	**41**

2018	Weighted average interest rate %	1 year or less $'000	Between 1 & 2 years $'000	Between 2 & 5 years $'000	Over 5 years $'000	Remaining contractual maturities $'000
Non-derivatives						
Non-interest bearing						
Trade and other payables	-	28	-	-	-	28
Total non-derivatives	**-**	**28**	**-**	**-**	**-**	**28**

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Fair value of financial instruments

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

16. NOTE 16. FAIR VALUE MEASUREMENT

Fair value hierarchy

The following tables detail the company's assets and liabilities, measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
- Level 3: Unobservable inputs for the asset or liability

2019	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
	$'000	$'000	$'000	$'000
Assets				
Listed equity securities – at fair value	5,783	-	-	5,783
Unlisted equity securities – at fair value	-	-	575	575
Warrants over unlisted equity securities	-	-	138	138
Total assets	**5,783**	**-**	**713**	**6,496**

There were no transfers between levels during the financial year.

Level 3 assets and liabilities

Movements in level 3 assets and liabilities during the current and previous financial year are set out below:

	WARRANTS	EQUITY	TOTAL
	$'000	$'000	$'000
Balance at 1 July 2017	-	-	-
Balance at 30 June 2018	-	-	-
Gains/(losses) recognised in other comprehensive income / (loss)	(44)	62	18
Additions	182	513	695
Balance at 30 June 2019	**138**	**575**	**713**

17. KEY MANAGEMENT PERSONNEL DISCLOSURES

Compensation

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

	2019	2018
	$'000	$'000
Short-term employee benefits	180,000	225,000

18. REMUNERATION OF AUDITORS

During the financial year the following fees were paid or payable for services provided by Deloitte Touche Tohmatsu, the auditor of the company:

	2019	2018
	$'000	$'000
Audit services – Deloitte Touche Tohmatsu		
Audit or review of the financial statements	41,700	38,500

19. RELATED PARTY TRANSACTIONS

Associates

Interests in associates are set out in note 7.

Key management personnel

Disclosures relating to key management personnel are set out in note 17 and the remuneration report included in the directors' report.

Transactions with related parties

There were no transactions with related parties during the current and previous financial year.

Receivable from and payable to related parties

There were no trade receivables from or trade payables to related parties at the current and previous reporting date.

Loans to/from related parties

There were no loans to or from related parties at the current and previous reporting date.

20. EVENTS AFTER THE REPORTING PERIOD

Since 30 June 2019, the company bought back an additional 191,447 fully paid ordinary shares at a cost of $35,418. The share buy back ended on 28 August 2019.

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

21. RECONCILIATION OF PROFIT/(LOSS) AFTER INCOME TAX TO NET CASH USED IN OPERATING ACTIVITIES

	2019	2018
	$'000	$'000
Profit/(loss) after income tax (expense)/benefit for the year	(432)	479
Adjustments for:		
Income tax expense/(benefit)	110	(1,307)
Impairment of investment in associate	124	390
Share of loss – associate	119	233
Net fair value gain on warrants over unlisted equity securities	44	-
Change in operating assets and liabilities:		
Increase in trade and other receivables	(2)	(77)
Increase in other operating assets	(4)	(6)
Increase/(decrease) in trade and other payables	1	(7)
Net cash used in operating activities	**(40)**	**(295)**

22. EARNING / (LOSS) PER SHARE

NOTES TO THE FINANCIAL STATEMENTS

	2019	2018
	$'000	$'000
Profit/(loss) after income tax attributable to the owners of Fitzroy River Corporation Limited	(432)	479

	NUMBER	NUMBER
Weighted average number of ordinary shares used in calculating basic earnings/(loss) per share	86,554,848	89,483,458
Weighted average number of ordinary shares used in calculating earnings/(loss) per share	**86,554,848**	**89,483,458**

	CENTS	CENTS
Basic earnings / (loss) per share	(0.50)	0.54
Diluted earnings / (loss) per share	(0.50)	**0.54**

In the directors' opinion:

DIRECTORS' DECLARATION

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

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

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

On behalf of the directors

Director: ....

Malcolm McComas — 24 September 2019

Deloitte.

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Independent Auditor's Report to the Members of Fitzroy River Corporation Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Fitzroy River Corporation Limited (the "Company") which comprises the statement of financial position as at 30 June 2019, the statement of profit or loss and other 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 other explanatory information, and the directors' declaration.

In our opinion, the accompanying financial report of the Company is 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 2019 and of its financial performance for the year then ended; and
(ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the 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 confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for 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.

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Key Audit Matter	How the scope of our audit responded to the Key Audit Matter
Impairment of investment in associate As disclosed in Notes 2 and 7, the Company's investment in associate comprise of the Company's equity interest in Royalco Resource Limited ('Royalco') totalling $4,034,000 as at 30 June 2019. Significant judgement is required to determine if there are any indicators of impairment and the estimation of the recoverable amount of the investment in Royalco. The directors' assessment of the recoverable amount of the investment in Royalco has resulted in an impairment charge of $124,000 (FY18: $390,000) being recognised in the statement of profit or loss.	Our procedures included, but were not limited to: • Obtaining an understanding of the processes implemented by the directors to determine if there are any impairment indicators in relation to the Company's investment in Royalco; • Assessing the directors' consideration of the Company's share of the net assets of Royalco at balance date; • Considering the key royalty asset of Royalco in conjunction with their Australian Stock Exchange announcements in respect of the offers received in respect of sale process of its Weeks Royalty; • Comparing the market capitalization of Royalco with its net assets; and • Assessing the appropriateness of the disclosures included in Notes 2 and 7 to the financial statements.

Other Information

The directors are responsible for the other information. The other information comprises the Corporate Directory, Directors' Report and ASX Additional Information, which we obtained prior to the date of this auditor's report, and also includes the following information which will be included in the Group's annual report (but does not include the financial report and our auditor's report thereon): Chairman's Letter, which is expected to be made available to us after that date.

Our opinion on the financial report does not cover the other information and we do not and will 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 identified above and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the Chairman's Letter, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and use our professional judgement to determine the appropriate action.

INDEPENDENT AUDITOR'S REPORT

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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 has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

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

As part of an audit in accordance with 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.

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.

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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 4 to 6 of the Directors' Report for the year ended 30 June 2019.

In our opinion, the Remuneration Report of Fitzroy River Corporation Limited for the year ended 30 June 2019, 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.

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

Cheryl Kennedy
Partner
Chartered Accountants
Sydney, 24 September 2019

ASX ADDITIONAL INFORMATION

The shareholder information set out below was applicable as at 21 August 2019.

Distribution of equitable securities

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

	Total number of shares held	Number of holders of ordinary shares
1 - 1,000	169	54,978
1,001 - 5,000	219	613,000
5,001 - 10,000	160	1,320,612
10,001 - 100,000	227	7,793,437
100,001 and over	78	76,581,374
	853	**86,363,401**

There were 293 holders of less than a marketable parcel of ordinary shares, comprising a total of 274,993 shares (0.318% of shares on issue), being a parcel of less than 2,632 shares based on a closing price of $0.19 on 21 August, 2019.

Substantial holders

Substantial holders in the company are set out below:

	ORDINARY SHARES	
	Number held	% of total shares issued
Flexiplan Management Pty Ltd (Susan Thomas PSF A/C) – dated 08.03.16 released 09.03.16:	18,145,178	21.01
Australasia Resources Limited – dated 16.10.13 released 17.10.13	10,050,000	11.64
Sandon Capital Pty Ltd – dated 17.09.19 released 17.09.19	8,740,954	10.12
Rocket Science Pty Ltd atf The Trojan Capital Fund – dated 23.01.15 released 27.01.15	7,785,386	9.01
Noontide Investments Ltd – dated and released 27.09.16	6,538,782	7.57

Voting rights

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

Ordinary shares

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

There is no current active buyback of the Company's shares.

There are no shares subject to ASX or voluntary escrow.

There are no other classes of equity securities.

ASX ADDITIONAL INFORMATION

Equity security holders

Twenty largest quoted equity security holders

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

	ORDINARY SHARES	
Twenty (20) largest shareholders	Number held	% of total shares issued
Flexiplan Management Pty Ltd (Susan Thomas Super Fund A/C)	18,045,178	20.89
Bnp Paribas Nominees Pty Ltd (Ib Au Noms Retailclient Drp)	10,103,512	11.70
One Managed Invt Funds Ltd (1 A/C)	8,740,954	10.12
J P Morgan Nominees Australia Limited	8,436,067	9.77
HSBC Custody Nominees (Australia) Limited	3,500,746	4.05
JH Nominees Australia Pty Ltd (Harry Family Super Fund A/C)	3,185,386	3.69
Rocket Science Pty Ltd (The Trojan Capital Fund A/C)	2,400,000	2.78
Norfolk Enchants Pty Ltd (Trojan Retirement Fund A/C)	2,200,000	2.55
Mrs Carole Christine Rowan	1,375,000	1.59
BNP Paribas Noms Pty Ltd (DRP)	815,238	0.94
Mr Russell John Bath & Mrs Dianne Margaret Bath (Bath Super Fund A/C)	750,000	0.87
Mr Kenneth Bruce Willimott	608,200	0.70
HSBC Custody Nominees (Australia) Limited	603,354	0.70
Mrs Suzanne Ferrier (Ferrier Family A/C)	522,200	0.60
Custodial Services Limited (Beneficiaries Holding A/C)	500,000	0.58
Check-Kian Low	500,000	0.58
Mrs Roma Marion Church & Mr Ronald Jack Church	496,828	0.58
Mr Leonard Moore	481,250	0.56
Mr Robert Langdon Hanwright & Mrs Margaret Jean Hanwright	472,684	0.55
Monex Boom Securities (Hk) Ltd (Clients Account)	437,600	0.51
Total Top 20 Shareholders	**64,174,197**	**74.31**

Unquoted equity securities

There are no unquoted equity securities.

FitzroyRiver
CORPORATION LTD

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