

Rafaella Resources Limited

ABN 49 623 130 987

**Annual Report
for the period 29 November 2017, date of incorporation, to 31
December 2017**

Rafaella Resources Limited
Directors' report
Financial Report for the period 29 November 2017 to 31 December 2017

The directors present their report, together with the financial statements of Rafaella Resources Limited (referred to hereafter as the 'Company') for the financial period 29 November 2017 to 31 December 2017.

Directors

The following persons were directors of Rafaella Resources Limited during the financial period 29 November 2017 to 31 December 2017.

Dr. James Anthony Ellingford
Mr Ashley Keith Hood (Appointed 12 December 2017)
Mr Terence Anthony Clee
Ms Elizabeth Hunt (Appointed 29 November 2017; Resigned 12 December 2017)

Principal activities

During the financial period the principal activities of the Company consisted of:

- Identifying assets suitable for ASX listing

Review of operations

The loss for the Company after providing for income tax and non-controlling interest amounted to \$2,709. The Company was incorporated on 29 November 2017.

Significant changes in the state of affairs

There were no significant changes in the state of affairs of the Company during the financial period.

Matters subsequent to the end of the financial period

On 17 January 2018, the Company entered into a conditional binding terms sheet with Overland Resources (BC) Limited to acquire 100% of the shares in Overland Resources (BC) Limited.

Other than the above, there are no matters or circumstances that have arisen since 31 December 2017 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

The Company intends to seek admission to ASX in 2018.

Rafaella Resources Limited
Directors' report
Financial Report for the period 29 November 2017 to 31 December 2017

Environmental regulation

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

Shares under option

There are no unissued ordinary shares of the Company under option at the date of this report.

Shares issued on the exercise of options

There were no ordinary shares of the Company issued during the financial period ended 31 December 2017 and up to the date of this report on the exercise of options.

Indemnity and insurance of officers

The Company has not 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.

Indemnity and insurance of auditor

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

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

Rafaella Resources Limited
Directors' report
Financial Report for the period 29 November 2017 to 31 December 2017

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.

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.

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



Ashley Hood
Director

5 February 2018
Perth

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Rafaella Resources Limited for the financial period 29 November 2017 to 31 December 2017, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

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



RSM AUSTRALIA PARTNERS



TUTU PHONG
Partner

Perth, WA
Dated: 5 February 2018

Rafaella Resources Limited

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General information

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

Rafaella Resources Limited is an unlisted public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business are:

Registered office and Principal place of business

Level 11
London House
216 St George's Terrace
Perth 6000

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 5 February 2018. The directors have the power to amend and reissue the financial statements.

Rafaella Resources Limited
Statement of profit or loss and other comprehensive income
For the period 29 November 2017 to 31 December 2017

	Note	2017
		\$
Expenses		
Administration and corporate expenses		<u>(2,709)</u>
		<u>(2,709)</u>
Loss before income tax expense		(2,709)
Income tax expense		-
Loss after income tax expense for the period		<u>(2,709)</u>
Total comprehensive loss for the period		<u>(2,709)</u>

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

Rafaella Resources Limited
Statement of financial position
As at 31 December 2017

	Note	2017 \$
Assets		
Current assets		
Other receivables		23
Prepayments		<u>16,955</u>
Total current assets		<u>16,978</u>
Total assets		<u>16,978</u>
Liabilities		
Current liabilities		
Trade and other payables		<u>19,686</u>
Total current liabilities		<u>19,686</u>
Total liabilities		<u>19,686</u>
Net liabilities		<u><u>(2,708)</u></u>
Equity		
Issued capital		1
Accumulated losses		<u>(2,709)</u>
Total equity		<u><u>(2,708)</u></u>

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

Rafaella Resources Limited
Statement of changes in equity
For the period 29 November 2017 to 31 December 2017

	Issued capital	Accumulated losses	Total equity
Balance at 29 November 2017 (date of incorporation)	-	-	-
Loss after income tax expense for the period	-	<u>(2,709)</u>	<u>(2,709)</u>
Total comprehensive loss for the period	-	(2,709)	(2,709)
<i>Transactions with owners in their capacity as owners:</i>			
Contributions of equity, net of transaction costs	<u>1</u>	-	<u>1</u>
	<u><u>1</u></u>	<u><u>(2,709)</u></u>	<u><u>(2,708)</u></u>

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

Rafaella Resources Limited
Statement of cash flows
For the period 29 November 2017 to 31 December 2017

	Note	2017 \$
Cash flows from operating activities		
Payments to suppliers and employees		-
		<hr/>
Net cash used in operating activities		-
		<hr/>
Cash flows from investing activities		
Other cash items from investing activities		-
		<hr/>
Net cash used in investing activities		-
		<hr/>
Cash flows from financing activities		
Other cash items from financing activities		-
		<hr/>
Net cash used in financing activities		-
		<hr/> <hr/>
Net decrease in cash and cash equivalents		-
Cash and cash equivalents at the beginning of the financial period		-
		<hr/>
Cash and cash equivalents at the end of the financial period		<hr/> <hr/>

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

Note 1. Significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below.

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 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.

Basis of preparation

In the directors' opinion, the Company is not a reporting entity because there are no users dependent on general purpose financial statements.

These are special purpose financial statements that have been prepared for the purposes of complying with the Corporations Act 2001 requirements to prepare and distribute financial statements to the owners of Rafaella Resources Limited. The directors have determined that the accounting policies adopted are appropriate to meet the needs of the owners of Rafaella Resources Limited.

These financial statements have been prepared in accordance with the recognition and measurement requirements specified by the Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the disclosure requirements of AASB 101 'Presentation of Financial Statements', AASB 107 'Statement of Cash Flows', AASB 108 'Accounting Policies, Changes in Accounting Estimates and Errors', AASB 1048 'Interpretation of Standards' and AASB 1054 'Australian Additional Disclosures', as appropriate for for-profit oriented entities.

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, financial assets and liabilities at fair value through profit or loss, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

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.

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.

Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Company's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the Company's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

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 provision for impairment. Trade receivables are generally due for settlement within 30 days.

Note 1. Significant accounting policies (continued)

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectable are written off by reducing the carrying amount directly. A provision for impairment of trade receivables is raised when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation and default or delinquency in payments (more than 60 days overdue) are considered indicators that the trade receivable may be impaired. The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

Other receivables are recognised at amortised cost, less any provision for impairment.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial period 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.

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.

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.

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 financial reporting period ended 31 December 2017. The Company has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

Rafaella Resources Limited
Notes to the financial statements
For the period 29 November 2017 to 31 December 2017

Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, 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. There are no judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period.

Note 3. Equity - issued capital

One share was issued on incorporation of the Company.

	2017 Shares	2017 \$
Ordinary shares - fully paid	<u>1</u>	<u>1</u>

Movements in ordinary share capital

Details	Date	No of shares	\$
Balance at incorporation	29 November 2017	-	-
Company incorporation share issued	29 November 2017	<u>1</u>	<u>1</u>
Balance	31 December 2017	1	1

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.

Note 4. Contingent assets

The Company has no contingent assets as at 31 December 2017.

Note 5. Contingent liabilities

The Company has no contingent liabilities as at 31 December 2017.

Note 6. Commitments

The Company has no capital or other expenditure commitments as at 31 December 2017.

Note 7. Events subsequent to reporting date

On 17 January 2018, the Company entered into a conditional binding terms sheet with Overland Resources (BC) Limited to acquire 100% of the shares in Overland Resources (BC) Limited.

Other than the above, there are no matters or circumstances that have arisen since 31 December 2017 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.

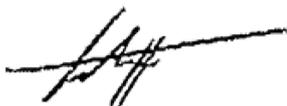
Rafaella Resources Limited
Directors' declaration
For the period 29 November 2017 to 31 December 2017

In the directors' opinion:

- The Company is not a reporting entity because there are no users dependent on general-purpose financial statements. Accordingly, as described in note 1 to the financial statements, the attached special purpose financial statements have been prepared for the purposes of complying with the Corporations Act 2001 requirements to prepare and distribute financial statements to the owners of Rafaella Resources Limited;
- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards as described in note 1 to the financial statements, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the Company's financial position as at 31 December 2017 and of its performance for the financial period ended on that date;
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and

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



Ashley Hood
Director

5 February 2018
Perth

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**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
RAFAELLA RESOURCES LIMITED**

Opinion

We have audited the financial report of Rafaella Resources Limited (the Company), which comprises the statement of financial position as at 30 June 2017, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the financial period 29 November 2017 to 31 December 2017, 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:

- (i) giving a true and fair view of the Company's financial position as at 31 December 2017 and of its financial performance for the financial period 29 November 2017 to 31 December 2017; and
- (ii) complying with Australian Accounting Standards to the extent described in Note 1 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.

Basis of Accounting

We draw attention to Note 1, which describes the basis of accounting. The financial report has been prepared for the purpose of fulfilling the directors' financial reporting responsibilities under the Corporations Act 2001. As a result, the financial report may not be suitable for another purpose. Our opinion is not modified in respect of this matter.

THE POWER OF BEING UNDERSTOOD
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Other Information

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report for the financial period 29 November 2017 to 31 December 2017, but does not include the financial report and the auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view and have determined that the basis of preparation described in Note 1 is appropriate to meet the requirements of the Corporations Act 2001 and is appropriate to meet the needs of the members. The directors' responsibility also includes 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.

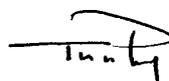
Auditor's Responsibilities for the Audit of the Financial Report

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 the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_responsibilities/ar4.pdf. This description forms part of our auditor's report.

A handwritten signature in black ink that reads "RSM".

RSM AUSTRALIA PARTNERS

A handwritten signature in black ink that reads "Tutu Phong".

TUTU PHONG
Partner

Perth, WA
Dated: 5 February 2018