AIC Mines Limited

Annual Report
For the year ended 31 December 2019

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Contents

Corporate Directory

ABN: 11 060 156 452

DIRECTORS

Josef El-Raghy, Chairman
Aaron Colleran, Managing Director and CEO
Brett Montgomery, Non-Executive Director
Tony Wolfe, Non-Executive Director

COMPANY SECRETARIES

Heidi Brown and Linda Hale

GROUP FINANCIAL CONTROLLER

Mark Davison

REGISTERED OFFICE

A8, 435 Roberts Road
Subiaco WA 6008
Tel: (08) 6269 0110
Fax: (08) 6230 5176
Email: info@aicmines.com.au

BANKERS

National Australia Bank
100 St Georges Terrace
Perth WA 6000

SHARE REGISTRY

Computershare Investor Services Pty Limited
Level 11
172 St Georges Terrace
Perth WA 6000
Tel: 1300 850 505 (within Australia) or + 61 3 9415 4000 (outside Australia)
www.computershare.com/au

STOCK EXCHANGE

AIC Mines Limited shares are listed on the Australian Stock Exchange (ASX).
ASX Code: A1M

AUDITORS

Ernst & Young
11 Mounts Bay Road
Perth WA 6000

INTERNET ADDRESS

www.aicmines.com.au

Chairman's Letter

Dear Fellow Shareholders

I am pleased to present the 2019 Financial Year Annual Report to you and provide an overview of our activities.

In the 2019 Financial Year we successfully integrated the assets and employees of AIC Resources and Intrepid Mines following completion of the merger of the two companies in May 2019. The merger improved the financial position of the Company and consolidated an exciting exploration portfolio.

We made significant progress at the Marymia Project in the 2019 Financial Year. We completed an interpretation of the aeromagnetic data over the entire tenement area of approximately 3,800 square kilometres and followed up all areas of interest with surface sampling and mapping. We now have a solid base from which to plan more advanced exploration work in the 2020 Financial Year.

The Marymia Project is prospective for both gold and copper deposits. Our tenement area contains similar geology to the nearby Plutonic gold mine and DeGrussa copper mine. These were both highly profitable mines when in full production. We are exploring for similar deposits, under cover, in areas that have not previously been drill tested.

In July 2019 we added a second asset, the Lamil Project, by entering into an earn-in and exploration joint venture agreement with Rumble Resources. The project is located in the Paterson Province in Western Australia, one of the most highly endowed yet under-explored mineral provinces in Australia. It hosts the world-class Telfer gold-copper mine and the Nifty copper mine. The Lamil Project, which covers an area of approximately 1,375 square kilometres, is situated midway between these two mines.

Similar to the Marymia Project, the Lamil Project is prospective for both gold and copper deposits and we are exploring under cover. The Lamil Project is very remote and there has been no previous drilling conducted on the tenements. Our initial work has provided good encouragement. Geophysical surveys have supported the original interpretation of a prospective domal structure and suggest that depths to bedrock over the main target areas are in the range of 30 – 75m.

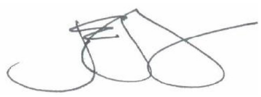
We are a small company with big ambitions. We are exploring in very well-endowed geological regions and targeting high-grade world-class deposit styles. We have employed a core team of highly qualified professionals who bring deep experience in exploration and mine development and we draw on expertise from a committed group of external specialists.

AIC Mines has a dual focus. In addition to our exploration efforts we are also looking to grow the Company through acquisition. We are targeting late-stage gold and copper projects located in Australia where we can add value through exploration and development.

We believe that now is the right time to build a new Australian gold and copper mining company. Commodity prices are high and interest rates are low. There is a clear opportunity to bring together the assets, the capital and the people required to successfully develop and manage new mines.

I would like to thank our shareholders for their ongoing support and the AIC Mines team for their ongoing commitment. We look forward with confidence to the year ahead.

Yours sincerely



Josef El-Raghy
Chairman

Directors' Report

The directors present their report together with the consolidated financial statements of AIC Mines Limited ("AIC" or "the Company") and of the Group, being the Company and the entities it controlled at the end of, or during, the year ended 31 December 2019 and the auditor's report thereon.

Items included in the directors' report and consolidated financial statements are presented in Australian dollars unless otherwise stated.

DIRECTORS

The names and details of the Company's directors in office during the financial year and until the date of this report are as follows. The directors were in office for the entire period unless otherwise stated. No director has served as a director of any other ASX-listed company in the past 3 years unless mentioned below.

Josef El-Raghy
Chairman
Appointed 18 April 2019

Mr El-Raghy holds a Bachelor of Commerce degree from the University of Western Australia and had a ten year career in stock broking. He is currently Chairman of Centamin plc. Mr El-Raghy joined Centamin as Managing Director in August 2002 when it was a junior ASX-listed explorer with a market capitalisation of A$120M. He has overseen the company's transition from junior explorer to successful developer and ultimately a producer listed on the Toronto Stock Exchange (2007) and the main board of the London Stock Exchange (2011). First gold was poured at the company's Sukari gold mine in June 2009 making it the first modern gold mine in Egypt. Sukari produces in the order of 500,000ozpa.

Aaron Colleran
Managing Director and CEO
Appointed 18 April 2019

Mr Colleran was a founding member of the leadership team of Australian gold producer Evolution Mining Limited, having managed its business development and investor relations program from inception through to the end of 2018. Originally an exploration geologist, he worked as a mining analyst before moving into investment banking. He joined Conquest Mining Limited, the company that ultimately became Evolution Mining, in 2010 when it had a market capitalisation of $100 million and was instrumental in the multiple merger and acquisition transactions that created Evolution Mining, now one of Australia's largest gold mining companies. Mr Colleran was previously a Non-Executive Director of Kidman Resources Limited and Riversgold Limited.

Brett Montgomery
Non-Executive Director
Appointed 18 April 2019

Mr Montgomery has extensive experience in public company management in both executive and non-executive roles. Mr Montgomery is currently a Non-Executive Director of Tanami Gold NL. He was previously Managing Director of Kalimantan Gold NL and a Director of Bard 1 Life Sciences Ltd, Grants Patch Mining Ltd, EZA Corporation Ltd and Magnum Gas and Power Ltd.

Tony Wolfe
Non-Executive Director
Appointed 25 November 2016

Mr Wolfe has experience in asset management having managed event driven and special situations portfolios across the Asia-Pacific region. Mr Wolfe currently holds the position of 'Portfolio Manager' for Brahman Capital Management Pte Ltd focusing on equity driven and special situation investments. Brahman Pure Alpha Pte Ltd, an entity controlled by Brahman Capital Management Pte Ltd is a substantial holder in AIC Mines. Previously, Mr Wolfe was a Portfolio Manager at Brummer & Partners AG, a multi-strategy hedge fund that manages over US$15.0 billion in assets under management. Mr Wolfe has also held senior portfolio management roles at Pengana Capital and Rubicon Asset Management in Sydney.

Richard Baumfield
Non-Executive Director
Appointed Director 1 July 2015, Resigned 7 June 2019

Mr Baumfield is an adjunct assistant professor of law at Bond University, having previously practiced for ten years as a partner with the New York law firm Andrews Kurth LLP.

Peter Evans
Non-Executive Director
Appointed 19 November 2015, Resigned 18 April 2019
Mr Evans has over 30 years experience as a stockbroker with Paul E Morgan & Co and subsequent entities including Morgans Stockbroking, ABN Amro Morgans and RBS Morgans. He was 'Director – Sales' at Morgans entities from 1984 until 2013 and remained a Director until his retirement in 2013.

OFFICERS

The names and details of the Company's officers in office during the financial year and until the date of this report are as follows. The officers were in office for the entire period unless otherwise stated.

Heidi Brown
Company Secretary
Appointed 20 May 2019
Ms Brown is a Fellow Chartered Secretary and a Graduate of the AICD Company Directors Course. She holds a Graduate Certificate of Applied Finance and Investment and a Diploma of Financial Advising from FINSIA. Ms Brown was the company secretary of Centamin plc from July 2004 until December 2012, during which time, she contributed to the company's growth from a small exploration company to a multi-billion dollar gold mining company.

Linda Hale

Company Secretary

Appointed 20 February 2020

Ms Hale is a Certified Practicing Accountant with over 20 years' experience in the financial services and mining sectors. Prior to joining AIC she held roles including Executive Director of Finance and Administration and Company Secretary. She has also consulted in organisational change and project management roles. Following Linda's appointment, both Heidi Brown and Linda Hale are Joint Company Secretaries.

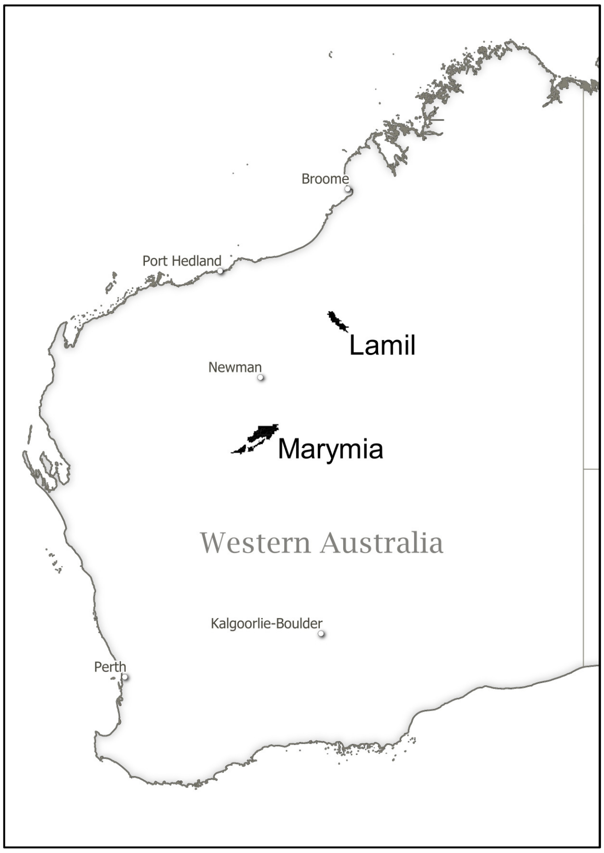
Andrew Crawford
Company Secretary
Appointed 10 December 2015, Resigned 20 May 2019
Mr Crawford has over 18 years chartered and commercial accounting experience. He provides company secretarial services to ASX listed companies and also specialist accounting, taxation and corporate services to his private clients. Mr Crawford is a Chartered Accountant, Registered Tax Agent, holds a Bachelor of Commerce and Diploma of Financial Services.

Mark Davison
Group Financial Controller
Appointed 23 May 2016
Mr Davison has over 18 years chartered and commercial accounting experience including over 15 years with PwC across their Australian and Canadian offices prior to joining the Company in May 2016.

Directors' Report

NATURE OF OPERATIONS AND PRINCIPAL ACTIVITIES

AIC is a for-profit entity whose principal activity is exploration for gold and copper deposits. All of the Company's activities are located within Australia. The Company has two main projects, the Marymia gold and copper exploration project located in central Western Australia and the Lamil gold and copper exploration project located in the northwest of Western Australia.



AIC Mines - Project Locations

Marymia Project

The Marymia Project is located approximately 160km south of Newman in the eastern Gascoyne region of Western Australia and covers approximately 3,800 square kilometres. The project area is strategically located within trucking distance of the Plutonic Gold Mine and the DeGrussa Copper Mine.

The Marymia Project incorporates tenements that are 100% held by AIC Resources, a wholly owned subsidiary of AIC, and also joint venture agreements with Ausgold Limited (ASX:AUC) ("Ausgold") and Venus Metals Corporation Limited (ASX:VMC) ("Venus"). Further information regarding the Ausgold joint venture is available in the ASX announcement by Intrepid Mines dated 4 June 2018 and information regarding the Venus joint venture is available in the ASX announcement by AIC Resources dated 20 September 2018.

Exploration at Marymia during the 2019 Financial Year included field assessment and infill geochemical sampling and surface mapping of targets identified from airborne magnetic interpretation. The highlight for the year was the discovery of high-grade gold in a small outcropping gossan at the 4G Hill Prospect. Costean sampling across the gossan returned composite samples of 8m grading 47.99 g/t gold, 5m grading 33.07 g/t gold, 5m grading 57.58 g/t gold and 6.5m grading 32.21 g/t gold. The host rocks at 4G Hill can be traced for over 30 kilometres and have seen very limited exploration for gold. Full details are contained in the ASX announcement by AIC dated 21 June 2019.

Lamil Project

On 22 July 2019, the Company announced that it had entered into an earn-in and exploration joint venture agreement with Rumble Resources (ASX: RTR) ("Rumble") over the Lamil Gold-Copper Project in the Paterson Province in the northwest of Western Australia. Further information regarding the agreement with Rumble is available in the ASX announcement by AIC dated 22 July 2019.

The Paterson Province is one of the most highly endowed yet under-explored mineral provinces in Australia. It hosts the world-class Telfer gold-copper mine and the Nifty copper mine. The Lamil Project, which covers an area of approximately 1,375 square kilometres, is situated midway between these two mines. The region has attracted renewed interest following significant recent discoveries by Rio Tinto Limited at the large Winu copper-gold project and by the Newcrest Mining Ltd/Greatland Gold plc joint venture at the exciting Havieron gold-copper project.

The Lamil Dome Target at the Lamil Project has striking similarities to the nearby Telfer Dome, the host of the world-class Telfer gold-copper mine. Recent geophysical work indicates that the target area has a maximum depth of cover of only 100m. The area was previously believed to have much deeper cover and as a result has seen minimal exploration.

A reconnaissance site visit to assess field logistics was undertaken in late September 2019. Although remote, the main target area is easily accessed by sealed road from Port Hedland to the Woodie Woodie manganese mine, then via well maintained dirt roads which service the Nifty and Telfer mining operations. Unlike much of the Paterson Province, the Lamil Project area is flat, being largely devoid of sand dunes (which present significant challenges to many other explorers operating in the Paterson) and is sparsely covered by spinifex grass, which is positive for planned exploration activities and any future mining operations.

Ground-based gravity and passive seismic surveys and orientation surface geochemical sampling were completed in December 2019. Preliminary results support the interpretation of a domal structure and suggest that depths to bedrock over the main targets are in the range of 30 – 75m.

OPERATIONS REPORT

The Group recorded a consolidated loss after income tax of $8,165,000 for the year ended 31 December 2019 (31 December 2018: loss of $1,396,000). At 31 December 2019 the net assets of the Group was $11,080,000 (2018: $9,085,000) and the Group's cash balance was $5,422,000 (2018: $5,277,000).

Return of Capital

On 18 February 2019, the Company completed a return of capital to shareholders of $0.75 per share, resulting in a total payment amount of $10,339,494.

There was no dividend declared or paid during the year.

Sale of Intrepid Zambia

On 7 September 2018, the Company announced that it had entered into a conditional share sale agreement with Vulcan Copper Limited ("Vulcan") in respect of its interest in the Mumbwa and Kitumba Copper projects located in Zambia, for cash consideration of US$5 million subject to customary adjustments ("Kitumba Sale Agreement"). The sale was completed on 14 February 2019. The Company received US$0.5 million of the consideration on 17 January 2019 and a further US$0.5 million on 28 February 2019. The remaining US$4 million was due on or before 14 August 2019, however on 14 August 2019, the Company announced an agreement to extend the deferred payment date by 3 months to 14 November 2019, with the deferred consideration being increased by US$0.5 million to US$4.5 million. The deferred consideration was bearing interest at 12.5% pa with monthly interest payments through to 14 October 2019 being received as and when they became due. The extended deferred payment date of 14 November 2019 was not met and the monthly interest payment for that month was also not received.

On 22 November 2019, the Company announced that the parties had agreed to the following variations to the payment arrangements under the Kitumba Sale Agreement:

- Payment of the deferred consideration of US$4,500,000 owing to AIC be made over three payments as follows:-
  - US$1,000,000 payment by 30 November 2019
  - US$1,500,000 payment by 31 December 2019
  - US$2,000,000 payment by 31 January 2020
- The outstanding amount of the deferred consideration will continue to accrue interest for the benefit of AIC at an increased rate of 15% pa (previously 12.5% pa).

Vulcan has failed to make any of the repayments noted above and has not paid any of the interest due since 14 October 2019. AIC has been unable to resolve the non-payment through consultation with Vulcan and is currently considering remedial actions available to the Company. While AIC intends to exhaust all available avenues to recover value from this transaction, the Directors have made the decision to fully write-down the value of the asset given the failure of the counterparty to meet its payment obligations and uncertainty in relation to resolution of the matter.

Directors' Report

Tenement Package
The tenements held by the Company at the date of this report are as follows:-

Mining Act Tenure		Company's Ownership Interest
Tenement	Status	
E52/2943	Granted	100%
E52/2944	Granted	100%
E52/2945	Granted	100%
E52/2973	Granted	100%
E69/3247	Granted	100%
E52/3027	Granted	100%
E52/3028	Granted	100%
E52/3029	Granted	100%
E52/3044	Granted	100%
E52/3154	Granted	100%
E52/3171	Granted	100%
E52/3190	Granted	100%
E52/3265	Granted	100%
E52/3317	Granted	100%
E52/3318	Granted	100%
E52/3319	Granted	100%
E52/3346	Granted	100%
E52/3368	Granted	100%
E52/3397	Granted	100%
E52/3455	Granted	100%
E52/3622	Granted	100%
E52/3623	Granted	100%
E52/3624	Granted	100%
ELA52/3648[1]	Pending	0%
P52/1585	Granted	100%
E52/3721[2]	Granted	100%
ELA52/3743[3]	Pending	0%
ELA52/3768[4]	Pending	0%

Notes:

1 *This tenement was applied for on 17 July 2018. If it is not granted, it does not affect the prospectivity of the Marymia Project and the proposed exploration budget or program will not be revised.*

2 *This tenement was applied for on 17 June 2019 and was granted subsequent to period end on 14 February 2020.*

3 *This tenement was applied for on 29 August 2019. If it is not granted, it does not affect the prospectivity of the Marymia Project and the proposed exploration budget or program will not be revised.*

4 *This tenement was applied for on 15 November 2019. If it is not granted, it does not affect the prospectivity of the Marymia Project and the proposed exploration budget or program will not be revised.*

AIC Mines has entered into an Exploration Farm-in and Joint Venture Agreement with Ausgold Limited (ASX: AUC) under which, subject to the satisfaction of regulatory consents, it may earn up to an 80% interest in tenement E52/3031 covering ~176km^2. Details of the agreement were released to the ASX on 4 June 2018. On 30 July 2019, the parties agreed to extend the Earning Period from two years, to four years, by way of a side letter.

AIC Resources Limited, a wholly owned subsidiary of AIC Mines, has entered into a Farm-in and Joint Venture Heads of Agreement with Venus Metals Corporation Limited (ASX: VMC) under which, subject to the satisfaction of regulatory consents, it may earn an 80% interest in tenements E52/3069, E52/3320, E52/3487, E52/3488 and E52/3489 covering ~90km^2. Details of the agreement were released to the ASX on 20 September 2018.

AIC Mines has entered into an earn-in and joint venture agreement with Rumble Resources Limited (ASX: RTR) under which, subject to the satisfaction of regulatory consents, it may earn up to a 65% interest in tenements ELA45/5270 and E45/5271. Details of the agreement were released to the ASX on 22 July 2019.

Directors' Report

COMPETENT PERSONS STATEMENT

The information in this report that relates to all Geological Data and Exploration Results is based on, and fairly represents information and supporting documentation compiled by Steve Vallance who is a Member of The Australian Institute of Geoscientists and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Steve is Senior Exploration Geologist and full-time employee of AIC Mines Limited. Steve consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.

EXPLORATION INFORMATION EXTRACTED FROM ASX ANNOUNCEMENTS

This Directors' Report contains exploration information extracted from ASX market announcements reported in accordance with the 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" ("2012 JORC Code"). Further details, including 2012 JORC Code reporting tables where applicable, can be found in the following announcements lodged on the ASX:

- Costean Sampling Results from 4G Hill Prospect — 21 June 2019
- Paterson Province Exploration Joint Venture — 22 July 2019
- Quarterly Report for the Quarter ended 31 December 2019 — 22 January 2020

These announcements are available for viewing on the Company's website www.aicmines.com.au under the Investors tab.

AIC confirms that it is not aware of any new information or data that materially affects the information included in any original ASX announcement.

INTERESTS IN THE SHARES AND INCENTIVES OF THE COMPANY

As at the date of this report, the interests of the directors in the shares of the Company were:

Name	Role	Ordinary Shares	Rights
Josef El-Raghy	Chairman	9,644,256	-
Aaron Colleran	Managing Director	2,100,000	6,000,000
Brett Montgomery	Non-Executive Director	1,187,500	-
Tony Wolfe	Non-Executive Director	-	-

CORPORATE STRUCTURE

AIC Mines Limited (formerly Intrepid Mines Limited) is a company limited by shares that is incorporated and domiciled in Australia.

CAPITAL STRUCTURE

As at the date of this report the Company had 52,000,272 fully paid ordinary shares (31 December 2018: 13,785,662), and 6,500,000 performance rights on issue (31 December 2018: nil).

The net cash outflow used in operations was $2,306,000 (2018: $3,860,000). The cash balance at year end was $5,422,000 (2018: $5,277,000).

LOSS PER SHARE

The basic and diluted loss per share for the year ended 31 December 2019 was $0.172 (2018: $0.037).

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

On 20 February 2019, AIC Mines Limited (formerly Intrepid Mines Limited – "Intrepid") and AIC Resources Limited announced that following the unsuccessful close of the Intrepid takeover offer for AIC on 5 February 2019, the companies had re-engaged, having recognised the merit in combining the two companies, and had agreed to merge the companies on revised terms. The merger was implemented by way of an off-market takeover offer made by Intrepid for all of the issued ordinary shares in AIC Resources Limited ("Offer"). Under the Offer, Intrepid offered 1 Intrepid share for every 2 AIC Resources Limited shares held. Upon successful completion of the transaction, AIC Resources Limited shareholders and Intrepid shareholders owned approximately 73% and 27% of the combined entity, respectively.

On 18 April 2019, the Company declared its offer for AIC Resources Limited free from all defeating conditions and unconditional. Consequently, the Company appointed Josef El-Raghy as Non-Executive Chairman; Aaron Colleran as Managing Director and CEO; appointed Brett Montgomery as a Non-Executive Director; and procured the resignation of Peter Evans as Non-Executive Director. Richard Baumfield stood down as Chairman but remained on the Board as a Non-Executive Director (until 7 June 2019), along with Tony Wolfe. Following implementation of these changes, the Company assumed control of day to day operations of the AIC Resources Limited business.

The Merger successfully closed on 30 April 2019.

The Company changed its name from Intrepid Mines Limited to AIC Mines Limited on 31 May 2019, following shareholder approval at the Company's AGM on 31 May 2019.

SIGNIFICANT EVENTS AFTER THE BALANCE DATE

At 31 December 2019, the Company held 3,333,333 shares in Tesoro Resources Pty Limited, an unlisted public company, that were valued at $375,000.

On 3 October 2019, Plukka Resources Limited (ASX:PKA)("Plukka") announced that it had executed an agreement to acquire 100% of the issued capital of Tesoro Resources Pty Limited. Successful completion of this transaction would effectively result in the backdoor listing of Tesoro Resources Pty Limited to the ASX. This was completed subsequent to period end with the Company being issued 12,499,999 shares in Tesoro Resources Limited (ASX:TSO)("Tesoro") on 7 February 2020. The closing share price on the date of listing was $0.028, valuing the investment at $350,000 on this date.

The Company subsequently sold 7,499,999 shares in Tesoro reducing the holding at the date of this report to 5,000,000 shares. The shares were sold at an average price of $0.048 which represents a realised gain of $131,000 (after brokerage) from the fair value at 31 December 2019.

At 31 December 2019 and to the date of this report, the Company held 5,000,000 listed shares and 5,000,000 unlisted options in Kalium Lakes Limited (ASX:KLL) ("Kalium"). On 24 February 2020 Kalium requested a voluntary suspension from official quotation on the ASX. On 9 March 2020 Kalium requested an extension to the voluntary suspension pending the release of an announcement in respect to an independent review of the its capital expenditure costings and contingencies for its Beyondie Sulphate of Potash Project and future financing requirements. The release of this announcement could have a material impact on the value of Kalium shares. As at the reporting date Kalium shares remain suspended.

Subsequent to end of the financial year, the COVID-19 outbreak was declared a pandemic by the World Health Organization in March 2020.

We have not seen a significant impact on our business to date. The outbreak and the response of Governments in dealing with the pandemic is interfering with general activity levels within the community, the economy and the operations of our business. The scale and duration of these developments remain uncertain as at the date of this report however they will have an impact on our earnings, cash flow and financial condition.

It is not possible to estimate the impact of the outbreak's near-term and longer effects or Governments' varying efforts to combat the outbreak and support businesses. This being the case we note that the fair value of certain assets, in particular the listed shares and unlisted options (as described in note 11) which are recorded in the statement of financial position determined by reference to fair or market values at 31 December 2019 may have materially changed by the date of this report. These financial instruments are held at fair value through profit and loss.

The financial statements have been prepared based upon conditions existing at 31 December 2019 and considering those events occurring subsequent to that date, that provide evidence of conditions that existed at the end of the reporting period. As the outbreak of COVID-19 occurred after 31 December 2019, its impact is considered an event that is indicative of conditions that arose after the reporting period and accordingly, no adjustments have been made to financial statements as at 31 December 2019 for the impacts of COVID-19.

There were no other significant events following the balance date that affected the Company's equity or state of affairs.

Directors' Report

LIKELY DEVELOPMENTS AND EXPECTED RESULTS

The Company is actively continuing its search for suitable exploration/mining ventures.

ENVIRONMENTAL REGULATION AND PERFORMANCE

The Company's environmental obligations are regulated under both State and Federal law. All environmental performance obligations are monitored by the Board and subjected from time to time to Government agency audits and site inspections. The Company has a policy of at least complying with, but in most cases exceeding, it's statutory environmental performance obligations. No environmental breaches have occurred or have been notified by any Government agencies during the year ended 31 December 2019.

INDEMNIFICATION AND INSURANCE OF OFFICERS AND AUDITORS

The Company has agreements with each of the Directors and Officers of the Company in office at the date of this report and former Directors indemnifying them to the extent permitted by law against all liabilities incurred in their capacity as officers of the Company and its controlled entities and all reasonable legal costs incurred by any of them in the defence of an action for a liability incurred by that officer. The indemnity continues to have effect when the Directors and Officers cease to hold office.

The Directors have not included details of the nature of the liabilities covered or the amount of the premium paid in respect of the Directors' and Officers' liability as such disclosures are prohibited under the terms of the contract.

To the extent permitted by law, the Company has agreed to indemnify its auditors, Ernst & Young Australia, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to Ernst & Young during or since the financial year.

ROUNDING

The Company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191. Issued by the Australian Securities and Investments Commission, relating to the "rounding off" of amounts in the financial statements. Amounts in the financial statements have been rounded off in accordance with that instrument to the nearest thousand dollars, or in certain cases, to the nearest dollar.

REMUNERATION REPORT (AUDITED)

The Directors of the Company present the Remuneration Report for the Group for the year ended 31 December 2019. The information provided in this report has been audited as required by section 308(3C) of the *Corporations Act 2001* (Cth) ("Corporations Act") and forms part of the Directors' Report.

The Remuneration Report sets out information relating to the remuneration of the non-executive directors of the Company and the senior executives of the Group, collectively termed, "Key Management Personnel" or "KMP", who are the persons primarily accountable for planning, directing and controlling the affairs of the Group.

The following were KMP of the Group at any time during the reporting period and unless otherwise indicated were KMP for the entire period.

Directors

Josef El-Raghy	Chairman – appointed 18 April 2019
Aaron Colleran	Managing Director and CEO – appointed 18 April 2019
Brett Montgomery	Non-Executive Director – appointed 18 April 2019
Tony Wolfe	Non-Executive Director
Richard Baumfield	Non-Executive Director – ceased 7 June 2019. Also Chairman until 18 April 2019
Peter Evans	Non-Executive Director – ceased 18 April 2019

Other than as detailed above there are no other key management personnel of the Company.

Directors' Report

1. Remuneration Committee
The Remuneration Committee is responsible for determining and reviewing compensation arrangements for the directors and executives, in accordance with the Remuneration Committee Charter. The affected director or executive will not participate in the decision-making process.

2. Use of Independent Remuneration Consultants
During the year ended 31 December 2019, no external remuneration consultants were engaged to assist the Company in any capacity.

3. Remuneration Policy
It is the Company's objective to provide maximum stakeholder benefit from the retention of high quality Board and executive team by remunerating directors and key executives fairly and appropriately with reference to relevant employment market conditions.

Remuneration packages will be reviewed at least annually, and retirement benefits or termination payments (other than notice periods) will not be provided or agreed other than in exceptional circumstances.

4. Non-Executive Director Remuneration

4.1 Fixed Remuneration
The aggregate remuneration to non-executive directors will not exceed the maximum approved amount of $750,000 per annum (approved by shareholders on 3 March 2008). The board seeks to set aggregate remuneration at a level which provides the Company with the ability to attract and retain directors of the highest calibre, whilst incurring a cost which is acceptable by shareholders. The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst directors is reviewed annually. The board considers fees paid to non-executive directors of comparable companies when undertaking the annual review as well as the time commitment involved. The non-executive directors during the financial year received a salary of $40,000 per annum plus superannuation, whilst the non-executive Chairman received a salary of $60,000 per annum plus superannuation. Non-executive directors are encouraged to hold shares in the Company; these are to be purchased by the director on market. It is considered good corporate governance for directors to have a stake in the company on whose board he or she sits. Remuneration of non-executive directors for the year ended 31 December 2019 is disclosed in the remuneration section of this report.

4.2 Variable Remuneration – Short Term Incentives
Non-executive directors do not receive performance-based bonuses or additional remuneration for their membership of subsidiary boards or committees.

4.3 Variable Remuneration – Long Term Incentives
During the financial year, the Company had no contractual obligations to provide long term incentives to non-executive directors.

5. Executive Remuneration

The objectives of the Executive Remuneration Strategy are to:

- provide market competitive levels of remuneration having regard to the level of work and the impact executives can potentially have on the performance of the business;
- attract, motivate, reward and retain a workforce capable of delivering the business plan and substantially growing the business;
- align performance incentives for executives with shareholder interests; and
- comply with the Company's standards of Corporate Governance.

Remuneration packages will be reviewed at least annually and will be included when deemed appropriate given the Company's position and performance at the time. Due to the merger which occurred during the year, within the first 3 months of the merger, all senior executive contracts were reviewed and where appropriate, new or amended contracts executed, and bonuses paid.

In December 2019, the Managing Director reviewed all of the senior executive and other staff contracts and provided recommendations to the Board for 2020. No pay increases were awarded, and no STI or LTIs were warranted at that point in time.

5.1 Fixed Remuneration

Base remuneration benefits

Base pay is structured as a total employment cost package that may be delivered as a combination of cash and salary sacrifice superannuation at the executive's discretion.

Executives are offered, via formal written contracts, a competitive base pay that comprises a fixed cash component. The Managing Director/CEO receives $250,000 per annum inclusive of superannuation, set to increase to $300,000 per annum inclusive of superannuation from 18 April 2020.

Base pay for senior executives is reviewed annually to ensure executives' pay is competitive with the market. There are no guaranteed base pay increases included in any senior executive's contracts.

Termination and redundancy

In the event of termination by the Company without cause the Managing Director/CEO:-

- During the 12 months from the Commencement Date, the Company is required to provide 12 weeks notice of termination
- On and from the 12 months after the Commencement Date, the Company is required to provide 12 months notice of termination

5.2 Variable Remuneration

Short Term Incentive Bonus (STI)

Executives are eligible for an annual short term incentive bonus ("STI") based on a percentage of Base Remuneration. Calculation and payment of any STI will be based on both the Employee's and the Company's performance for each financial year, against criteria such as financial and share price performance and the Employee meeting key objectives. The STI may be paid in part of in full depending on the Employee meeting such criteria and objectives, as determined by the Remuneration Committee following an annual performance review. Payment of any STI is at the absolute discretion of the Board and is subject to approval by the Board. The following Executives are eligible for STI's. The Managing Director/CEO is eligible for up to 100% of Base Remuneration. The Managing Director/CEO was not awarded a STI during the year.

Long Term Incentive Plan (LTI)

On 31 May 2019, shareholders approved the AIC Mines Limited Equity Participation Plan.

- The Managing Director/CEO is eligible for:-
    - An initial long term incentive grant of a total of 6,000,000 performance rights, which were approved by shareholders on 31 May 2019. Details of these Incentives are as follows:-
        - Tranche 1 - 2,000,000 performance rights vesting at any time up to 11 February 2021 when the 60 day VWAP of the Company's share price is $0.30 or more (vested 3 August 2019);
        - Tranche 2 - 2,000,000 performance rights vesting at any time up to 11 February 2022 when the 60 day VWAP of the Company's share price is $0.40 or more (vested 26 August 2019); and
        - Tranche 3 - 2,000,000 performance rights vesting at any time up to 11 February 2023 when the 60 day VWAP of the Company's share price is $0.60 or more.
    - An annual grant (subject to shareholder approval) of long term incentives in the form of performance rights, each of which will be based on 100% of Base Remuneration.

Aside from the vesting conditions noted above, no other performance hurdles in relation to variable remuneration exist.

6. Remuneration of Directors and the Executive of the Company

Details of the remuneration of directors and key management personnel of AIC Mines Limited for the year ended 31 December 2019 are set out in the following tables. Note that both the current and prior period disclosures are in relation to AIC Mines Limited as the legal parent entity. This differs from the key management personnel disclosure in the consolidated financial report which reflects that AIC Resources is deemed to be the parent of the Group for accounting purposes. Refer to note 17 of the consolidated financial report for further detail.

Year ended 31 December 2019	Short-term employee benefits		Post-employment benefits	Share Based Payments	Termination benefits		
Name	Salary and fees	Cash bonus	Superannuation	Performance Rights	Termination payment	Leave paid out	Total
	$	$	$		$	$	$
Non- Executive Directors							
J El-Raghy [1]	42,167	-	4,006	-	-	-	46,173
B Montgomery [1]	28,111	-	2,671	-	-	-	30,782
T Wolfe	51,100	-	-	-	-	-	51,100
Former non-executive directors							
R Baumfield [2]	24,111	-	2,291	-	-	-	26,402
P Evans [3]	20,000	-	1,900	-	-	-	21,900
Sub-total NED	**165,489**	**-**	**10,868**	**-**	**-**	**-**	**176,357**
Executive Director							
A Colleran [1]	160,795	-	14,899	570,052	-	-	745,746
Total [4]	**326,284**	**-**	**25,767**	**570,052**	**-**	**-**	**922,103**

1. Appointed 18 April 2019.
2. Resigned 7 June 2019.
3. Resigned 18 April 2019.
4. Premium for Director's liability insurance is not included in the remuneration table above.

Other than what is disclosed in the table above, no director or KMP received any compensation in the financial year ended 31 December 2019.

Year ended 31 December 2018	Short-term employee benefits		Post-employment benefits	Termination benefits		
Name	Salary and fees	Cash bonus	Superannuation	Termination payment	Leave paid out	Total
	$	$	$	$	$	$
Non-executive directors						
R Baumfield	62,016	-	5,892	-	-	67,908
P Evans	60,000	-	5,700	-	-	65,700
T Wolfe	65,700	-	-	-	-	65,700
Former NED						
P Love [1]	10,372	-	985	-	-	11,357
Sub-total NED	**198,088**	**-**	**12,577**	**-**	**-**	**210,665**
Other current KMP						
A Crawford	49,800	-	-	-	-	49,800
M Davison	200,913	-	19,087	-	-	220,000
Other former KMP						
T De Santis [2]	242,048	90,450	18,750	361,800	107,902	820,950
Total	**690,849**	**90,450**	**50,414**	**361,800**	**107,902**	**1,301,415**

(1) Ceased as director on 13 February 2018.

(2) Antonio De Santis held the role of Acting CEO until he ceased this role effective 19 September 2018.

Other than what is disclosed in the table above, no director or executive received any compensation in the financial year ended 31 December 2018.

Incentives awarded, vested, and lapsed during the year

The table below discloses the number of performance rights granted, vested or lapsed during the year (2018: nil). These performance rights are those granted to the Managing Director in accordance with the long-term incentive plan outlined in section 5.2 above.

Directors' Report

Executive	Incentives Awarded	Award Date	Fair Value per Incentive at Award Date	Vesting Date (any time up until)	Vesting Price [1] (60 day VWAP)	Expiry Date	No. Vested During the Year	No. Lapsed During the Year	Value of Rights Granted During the Year	Value of Rights Exercised During the Year
A Colleran	2,000,000	3 Jun 19	$0.14	11 Feb 21	$0.30	3 Jun 34	2,000,000	-	$280,000	-
	2,000,000	3 Jun 19	$0.12	11 Feb 22	$0.40	3 Jun 34	2,000,000	-	$240,000	-
	2,000,000	3 Jun 19	$0.16	11 Feb 23	$0.60	3 Jun 34	-	-	$320,000	-

[1]Vesting price represents the share price that must be exceeded on 60 day VWAP basis, at which point the rights will vest with no fee payable to exercise vested rights.

6.1 Related Party Transactions

The Company has entered into the following agreements with the Directors:-

- Josef El-Raghy
  - Letter of Appointment – Director fee (dated 18 April 2019) - $60,000 + superannuation per annum
  - Deed of Access and Indemnity (dated 17 April 2019)
- Aaron Colleran
  - Executive Service Agreement (dated 17 April 2019) - $250,000 per annum including superannuation (to increase to $300,000 per annum including superannuation from 18 April 2020)
  - Deed of Access and Indemnity (dated 17 April 2019)
- Brett Montgomery
  - Letter of Appointment – Director fee (dated 18 April 2019) - $40,000 + superannuation per annum
  - Deed of Access and Indemnity (dated 17 April 2019)
- Tony Wolfe
  - Letter of Change to Non-Executive Director Fees – Director fee (dated 30 April 2019, effective 1 May 2019) - $40,000 + superannuation per annum
  - Deed of Access, Insurance and Indemnity (dated 15 November 2016)

Apart from the details disclosed in this note, no director has entered into a material contract with the Company since the end of the financial period, and there were no material contracts involving directors' interests at period end.

End of Remuneration Report

DIRECTORS' MEETINGS

The number of meetings of directors held during the year and the number of meetings attended by each director was as follows:

	Audit & Risk Committee		Remuneration & Nomination Committee		Board of Directors	
	A	B	A	B	A	B
Josef El-Raghy	1	1	1	1	3	3
Aaron Colleran	1	1	1	1	3	3
Brett Montgomery	1	1	1	1	3	3
Tony Wolfe	2	2	1	1	10	10
Richard Baumfield	1	1	-	-	8	8
Peter Evans	1	1	-	-	5	7

A = number of meetings attended.
B = number of meetings held during the time the Director held office during the year or was a committee member.

In addition, during the year the directors approved six (6) circular resolutions which were signed by all directors of the Company.

COMMITTEE MEMBERSHIP

The role of the Audit and Risk, Remuneration and Nomination Committees are carried out in accordance with the appropriate charters. The Board considers that no efficiencies or benefits would be gained by establishing separate committees and therefore, at present these Committees currently comprise of the full board.

Directors' Report

CORPORATE GOVERNANCE

In recognising the need for the highest standards of corporate behaviour and accountability, the directors of AIC Mines Limited support and have adhered to the principles of corporate governance. The Company's Corporate Governance Statement is contained in this annual report.

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.

No proceedings have been brought or intervened in or on behalf of the Company with leave of the court under section 237 of the Corporations Act 2001.

NON-AUDIT SERVICES

During the year, the Company's auditors, Ernst & Young, provided services in addition to the statutory audit, as disclosed in Note 24 to the financial statements. The directors are satisfied that the provision of the non-audit service is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001, and that the nature of the non-audit service meant that auditor independence was not compromised.

No other non-audit services were provided by Ernst & Young during the year ended 31 December 2019.

AUDITOR

Ernst & Young continues in office in accordance with section 327 of the Corporations Act 2001.

AUDITOR INDEPENDENCE

Section 370C of the Corporations Act 2001 requires our auditors, Ernst & Young, to provide the directors of the Company with an Independence Declaration in relation to the audit of the financial report. This Independence Declaration is disclosed on page 18 of this report and forms part of this Directors' Report for the year ended 31 December 2019.

Signed in accordance with a resolution of the directors.

Mr Aaron Colleran
Managing Director and CEO

31 March 2020

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Building a better working world

Auditor's Independence Declaration to the Directors of AIC Mines Limited

As lead auditor for the audit of the financial report of AIC Mines Limited for the financial year ended 31 December 2019, I declare to the best of my knowledge and belief, there have been:

a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of the financial report of AIC Mines Limited and the entities it controlled during the financial year.

Ernst & Young

Ernst & Young

Philip Teale
Partner
31 March 2020

PT:DA:AIC:028

Directors' Declaration

In accordance with a resolution of the directors of AIC Mines Limited, I state that:

1. In the opinion of the directors:

   (a) the financial statements and notes of the Company are 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 2019 and of its performance for the year ended on that date; and

      (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*;

   (b) the financial statements and notes also comply with International Financial Reporting Standards as disclosed in Note 2(a); and

   (c) 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

2. This declaration has been made after receiving the declarations required to be made to the directors in accordance with section 295A of the *Corporations Act 2001* for the financial year ended 31 December 2019.

On behalf of the Board

Mr Aaron Colleran
Managing Director and CEO

31 March 2020

Consolidated Statement of Profit or Loss and Other Comprehensive Income

FOR THE YEAR ENDED 31 DECEMBER 2019

	Notes	For the financial year ended 31 December 2019 $'000	For the financial year ended 31 December 2018 $'000
Other income			
- Interest income	6(a)	**429**	203
- KLL shares received on sale of portion of tenement	11(c)	**-**	1,875
- KLL options received on sale of portion of tenement	11(c)	**-**	790
- Other		**3**	-
		432	2,868
Directors', employee and consultant benefits expenses	6(b)	**(690)**	(446)
Corporate and administration costs	6(b)	**(1,282)**	(292)
Exploration and evaluation costs	6(b)	**(1,659)**	(2,923)
Depreciation expense	12	**(84)**	(80)
Fair value gain/(loss) on financial assets	11	**1,285**	(523)
Gain/(loss) on sale of financial assets	11	**(17)**	-
Gain/(loss) on sale of property, plant & equipment	12	**2**	-
Share based payment expense	21	**(572)**	-
Impairment of deferred consideration receivable	10(a)	**(5,696)**	-
Foreign exchange gain/(loss)		**116**	-
Loss before income tax expense		**(8,165)**	(1,396)
Income tax benefit	7	**-**	-
Net loss for the year after tax		**(8,165)**	(1,396)
Other comprehensive income		**-**	-
Total comprehensive loss for the year		**(8,165)**	(1,396)
Total comprehensive loss for the year is attributable to:			
Owners of AIC Mines Limited		**(8,165)**	(1,396)
Loss per share			
Basic and diluted loss per share	18	**(0.172)**	(0.037)

The accompanying notes form part of these consolidated financial statements.

Consolidated Statement of Financial Position

AS AT 31 DECEMBER 2019

	Notes	As at 31 December 2019 $'000	As at 31 December 2018 $'000
Assets			
Current Assets			
Cash and cash equivalents	8	**5,422**	5,277
Prepayments	9	**192**	243
Trade and other receivables	10	**94**	192
Financial assets at fair value through profit and loss	11	**4,509**	2,143
Total Current Assets		**10,217**	7,855
Non-Current Assets			
Plant and equipment	12	**46**	119
Capitalised exploration and evaluation expenditure	13	**1,643**	1,200
Total Non-Current Assets		**1,689**	1,319
Total Assets		**11,906**	9,174
Liabilities			
Current Liabilities			
Trade and other payables	14	**758**	89
Employee provisions	15	**68**	-
Total Current Liabilities		**826**	89
Total Liabilities		**826**	89
Net Assets		**11,080**	9,085
Equity			
Issued capital	16	**21,515**	11,927
Share based payment reserve		**572**	-
Accumulated losses		**(11,007)**	(2,842)
Total Equity		**11,080**	9,085

The accompanying notes form part of these consolidated financial statements.

Consolidated Statement of Cash Flows

FOR THE YEAR ENDED 31 DECEMBER 2019

	Notes	For the financial year ended 31 December 2019 $	For the financial year ended 31 December 2018 $
Cash flows from operating activities			
Interest received		**437**	192
Payments for exploration and evaluation		**(1,422)**	(3,484)
Payments to suppliers, employees and contractors		**(1,534)**	(568)
Deferred consideration received from Troy Resources		**213**	-
Net cash used in operating activities	8	**(2,306)**	(3,860)
Cash flows from investing activities			
Payments for plant and equipment	12	**(10)**	(109)
Proceeds from sale of plant and equipment	12	**2**	-
Payments for acquisition of exploration properties	13	**(150)**	-
Payments for acquisition of listed investments	11	**(1,407)**	-
Proceeds from disposal of listed investments	11	**1,086**	-
Cash acquired on reverse acquisition of AIC Mines Ltd	17	**2,955**	-
Net cash used in investing activities		**2,476**	(109)
Cash flows from financing activities			
Proceeds from issue of shares		**-**	-
Payment of share issue costs	16	**(31)**	(58)
Net cash from financing activities		**(31)**	(58)
Net increase in cash and cash equivalents		**139**	(4,027)
Cash and cash equivalents at beginning of the year		**5,277**	9,304
Effects of exchange rate fluctuations on cash held		**6**	-
Cash and cash equivalents at end of the year	8	**5,422**	5,277

The accompanying notes form part of these consolidated financial statements.

Consolidated Statement of Changes in Equity

FOR THE YEAR ENDED 31 DECEMBER 2019

	Issued capital $'000	Accumulated losses $'000	Share based payment reserve $'000	Total $'000
At 1 January 2018	11,927	(1,446)	-	**10,481**
Profit or loss and other comprehensive income				
Net loss for the period	-	(1,396)	-	**(1,396)**
Total comprehensive loss	-	(1,396)	-	**(1,396)**
Balance at 31 December 2018	**11,927**	**(2,842)**	**-**	**9,085**
Profit or loss and other comprehensive income				
Net loss for the period	-	(8,165)	-	**(8,165)**
Total comprehensive loss	-	(8,165)	-	**(8,165)**
Transactions with owners				
Contributed equity on acquisition (notes 16 and 17)	9,326	-	-	**9,326**
Issue of shares (note 16)	293	-	-	**293**
Share issue costs (note16)	(31)	-	-	**(31)**
Share based payment expense (note 21)	-	-	572	**572**
Balance at 31 December 2019	**21,515**	**(11,007)**	**572**	**11,080**

The accompanying notes form part of these consolidated financial statements.

Notes to the Consolidated Financial Statements

1. REPORTING ENTITY

AIC Mines Limited ("AIC" or "the Company") is a for profit company domiciled in Australia and publicly listed on the Australian Stock Exchange (ASX). The Company was incorporated on 9 June 1993. The address of the Company's registered office is A8, 431-435 Roberts Road, Subiaco WA 6008. The nature of the operations and principal activities of the Company are described in the Directors' Report.

The consolidated financial statements of the Company as at and for the year ended 31 December 2019 comprise the Company and its subsidiaries (together referred to as the "Group"). The consolidated financial statements were authorised for issue by the directors on 30 March 2020 in accordance with a resolution of the directors.

2. BASIS OF PREPARATION

*(*a) Statement of compliance

The consolidated financial statements are general purpose financial statements which have been prepared in accordance with the requirements of the *Corporations Act 2001*, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board ("AASB").

These consolidated financial statements are the first annual financial statements of the newly merged entity formed as a result of the takeover of AIC Resources Limited (AIC Resources) by Intrepid Mines Limited (Intrepid). Intrepid was renamed AIC Mines Limited subsequent to completion of the merger. Refer to the directors report for further information in relation to the acquisition transaction and to note 17 for accounting treatment of the acquisition.

As outlined in note 17, as a result of the acquisition the former shareholders of AIC Resources effectively obtained control of the combined entity. Therefore, while Intrepid was identified as the legal acquirer AIC Resources is deemed the acquirer for accounting purposes and these consolidated financial statements are presented as a continuation of the operations of AIC Resources. As such, the comparative period presented throughout the consolidated financial statements is in respect of AIC Resources (unless otherwise stated).

The consolidated financial statements also comply with International Financial Reporting Standards (IFRS) and interpretations adopted by the International Accounting Standards Board.

*(*b) Basis of measurement

The consolidated financial statements are prepared on the historical cost basis with the exception of investments at fair value through profit or loss (note 11).

(c) Functional and presentation currency

These financial statements are presented in Australian dollars ("AUD"), which is the Group's functional currency.

(d) Subsidiaries

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of AIC Mines Limited as at 31 December 2019 and the results of all subsidiaries for the year then ended. Subsidiaries are all those entities (including special purpose entities) over which the Group has control. Control over an entity exists where the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through the power over the investee. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Subsidiaries are fully consolidated from the date on which control is obtained by the Group. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between Group entities are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

(e) Going concern basis of preparation

The Company incurred a net loss after income tax of $8,165,000 for the year ended 31 December 2019 (2018: $1,396,000) and a net cash inflow of $139,000 (2018: outflow of $4,027,000). As at 31 December 2019, the Company had cash and cash equivalents of $5,422,000 (2018: $5,277,000).

Given the strong financial position of the Company at the date of signing the financial report, the directors are satisfied that there are reasonable grounds to believe that the Company will be able to continue to meet its debts as and when they fall due and that it is appropriate for the financial statements to be prepared on a going concern basis. Furthermore, the directors also note the following:

- The Company has the capacity, if necessary, to reduce its operating cost structure in order to minimise its working capital requirements;
- The Company retains the ability, if required, to wholly or in part dispose of interests in mineral exploration assets; and
- The directors regularly monitor the Company's cash position and, on an on-going basis, consider a number of strategic initiatives to ensure that adequate funding continues to be available.

(f) Changes in accounting policies

The Company applied AASB 16 Leases and IFRIC 23 Uncertainty over Income Tax Treatments for the first time from 1 January 2019. The nature and effect of changes as a result of the adoption of these new standards are described below. Other than the changes described below, the accounting policies applied by the Company are the same as those applied by AIC Resources as at and for the period ended 30 June 2018, updated for changes in accounting policies in relation to new accounting standards in the AIC Resources half year condensed interim financial report at 31 December 2018 (AIC Resources financial year end changed from June to December subsequent to the merger). The Company has not early adopted any standards, interpretations or amendments that have been issued but are not yet effective.

AASB 16 Leases

The Company adopted AASB 16 Leases from 1 January 2019, however, there was no impact on adoption as the Company does not have any leases with a term greater than twelve months.

IFRIC 23 Uncertainty over Income Tax Treatments

The group has adopted this interpretation from 1 January 2019. The introduction of this standard did not have any material impact on the Group's financial statements, and accordingly, there are no retrospective adjustments.

3. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of the material accounting policies adopted by the Company in the preparation of the financial report. The accounting policies detailed below have been consistently applied throughout the period presented, unless otherwise stated.

a) CASH AND CASH EQUIVALENTS

Cash comprises cash at bank and on hand and deposits held at call with banks. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

b) PLANT AND EQUIPMENT

Property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the consolidated entity and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the profit or loss during the financial period in which they are incurred.

Depreciation of operational assets is calculated using a diminishing value method based on production levels over the ore reserve life of the operation. Depreciation of other assets is calculated using the straight line method to allocate their cost, net of their residual values, over their estimated useful lives as follows:

Plant and equipment:	2 to 4 years
Computer equipment:	2 years

Land is not depreciated.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the profit or loss.

The directors have considered the economic life of plant and equipment with due regard to both the physical life limitations, assessments of economically recoverable ore reserves of the mine property at which the items are located, and to possible future variations in those assessments. The estimated remaining useful life for all such assets is reviewed regularly with annual re-assessments being made for major items.

c) MINING PROPERTIES

Exploration and evaluation

All exploration and evaluation costs incurred by or on behalf of the Group up to the establishment of a commercially viable mineral deposit (as approved by the Board) are expensed as incurred except for the cost of acquiring exploration properties (where the expenditures are expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale).

Mining development assets

Mining development assets consist only of acquired exploration assets and mineral properties currently under development or in production together with related mine development costs and capital assets. The cost of mining properties includes the cash consideration and/or the fair value of shares issued on the date the property is acquired.

The recoverability of amounts shown for mining development assets is dependent upon the existence of economically recoverable ore reserves; the acquisition and maintenance of appropriate permits, licenses and rights; the ability of the Group to obtain financing to complete the development of the properties where necessary and upon future profitable production; or, alternatively, upon the consolidated entity's ability to recover its spent costs through a disposition of its interests.

Mine development costs relating to mining development assets are deferred until the properties are brought into commercial production, at which time they are amortised over the estimated useful life of the related property or on a unit-of production basis over ore reserves.

Mining development assets are assessed for impairment if sufficient data exists to determine the technical feasibility and commercial viability or facts and circumstances suggest that the carrying amount exceeds the recoverable amount. Where potential impairment is indicated the Group performs impairment testing in accordance with the accounting policy set out in Note 3(d).

d) IMPAIRMENT

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value-in-use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

e) TRADE AND OTHER PAYABLES

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of the reporting period which are unpaid as at the balance sheet date. They are initially recognised at fair value and subsequently measured at amortised cost. The amounts are unsecured and are usually paid within thirty days of recognition.

f) PROVISIONS

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

When the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the Statement of Profit or Loss and Other Comprehensive Income net of any reimbursement.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the balance sheet date. If the effect of the time value of money is material, provisions are discounted using a pre-tax rate that reflects the time value of money and the risks specific to the liability. The increase in the provision resulting from the passage of time is recognised in finance costs.

g) EMPLOYEE BENEFITS

Wages and salaries, annual leave and sick leave

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled within twelve months of the reporting date, are recognised in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when the leave is taken and measured at the rates paid or payable.

Long service leave

The liability for long service leave expected to be settled within twelve months of the reporting date is recognised in the current provision for employee benefits and is measured in accordance with (i) above. The liability for long service leave expected to be settled more than twelve months from the reporting date is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on high quality corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Termination benefits

Termination benefits are payable when employment is terminated before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to either terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal or providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than twelve months after reporting date are discounted to present value.

Employee benefit on-costs

Employee benefit on-costs, including payroll tax and contributions to the employee's defined contributions superannuation plan, are recognised and included in employee benefit liabilities and costs when the employee benefits to which they relate are recognised as liabilities.

h) CURRENT VERSUS NON-CURRENT CLASSIFICATION

The Company presents assets and liabilities in the Statement of Financial Position based on current/non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

i) BUSINESS COMBINATIONS

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group. Control over an entity exists where the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through the power over the investee. In assessing control, the Group takes into consideration potential voting rights that currently are exercisable.

The Group measures goodwill at the acquisition date as the fair value of the consideration transferred; plus the recognised amount of any non-controlling interests in the acquiree; plus if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, The Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

Any contingent consideration payable is recognised at fair value at the acquisition date. If the contingent consideration is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent consideration are recognised in profit or loss.

j) SHARE CAPITAL – TRANSACTION COSTS

Transaction costs of an equity transaction relating to the raising of new share capital or other transactions with owners of the Company such as the buyback of shares, or return of capital are accounted for as a deduction from equity, net of any recoverable income tax benefit applicable.

k) REVENUE AND OTHER INCOME

Interest

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

Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

Other income

Other income includes the proceeds from the disposal of non-current assets and gains resulting from non-recurring or non-standard transactions. Proceeds from the disposal of non-current assets are recognised at the date control of the asset passes to the buyer, usually when an unconditional contract of sale is signed. The gain or loss on disposal is calculated as the difference between the carrying amount of the asset at the time of disposal and the net proceeds on disposal (including incidental costs). A gain is realised when there is a measurable increase in equity to the Group that arises from peripheral transactions not in the ordinary course of business.

l) TAXES

Income tax expense comprises current and deferred tax. Current tax and deferred tax is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Current tax payable also includes any tax liability arising from the declaration of dividends.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Additional income tax expenses that arise from the distribution of cash dividends are recognised at the same time that the liability to pay the related dividend is recognised.

The Group does not distribute non-cash assets as dividends to its shareholders.

Intrepid (now AIC Mines Limited) and its wholly-owned Australian resident entities formed a tax consolidated group effective from 1 October 2010. As a consequence, all members of the tax consolidated group are taxed as a single entity from this point in time. Following the merger, AIC Resources also became a member of the AIC tax consolidated group on 12 June 2019. The head entity within the tax consolidated group is AIC Mines Limited.

m) FINANCIAL ASSETS

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI) on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

The Group does not currently have any financial assets classified to either of the fair value through OCI categories.

Financial assets at amortised cost

The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. The Group's financial assets at amortised cost include trade and other receivables.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminated, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes listed and unlisted equity investments which the Group had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are also recognised as other income in the statement of profit or loss when the right of payment has been established.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired; or

- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

Impairment of financial assets

The Group recognises an allowance for expected credit losses (ECLs) for all financial assets not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

n) FINANCIAL LIABILITIES

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

In both the current and prior period, the Group's only financial liabilities were trade and other payables which are measured at amortised cost.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

o) FAIR VALUE ESTIMATION

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the Group is the current bid price; the appropriate quoted market price for financial liabilities is the current ask price.

In valuing financial instruments, the Group uses the following fair value hierarchy that reflects the significance of the inputs used in making the measurements.

Level 1: Quoted market price (unadjusted) in an active market for an identical instrument.

Level 2: Valuation techniques based on observable inputs, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Valuation techniques using significant unobservable inputs. This category includes all instruments where the valuation technique includes inputs not based on observable data and the unobservable inputs have a significant effect on the instrument's valuation.

p) GOODS AND SERVICES TAX

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

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the Australian Taxation Office (ATO) is included as a current asset or liability in the balance sheet.

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

q) EARNINGS PER SHARE

Basic earnings per share

Basic earnings per share is calculated by dividing the result attributable to equity holders of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the year, adjusted for bonus elements in ordinary shares issued during the 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.

r) ROUNDING OF AMOUNTS

The Company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to the "rounding off" of amounts in the financial statements. Amounts in the financial statements have been rounded off in accordance with that Instrument to the nearest thousand dollars, or in certain cases, to the nearest dollar.

s) SEGMENT REPORTING

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are regularly reviewed by the Group's Board of Directors to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Segment results that are reported to the Board include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

(a) Significant accounting estimates and judgements

The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events and are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities with the next annual reporting period are:

(i) Impairment of capitalised exploration and evaluation expenditure

The future recoverability of capitalised exploration and evaluation expenditure is dependent on a number of factors, including whether the Company decides to exploit the related lease itself or, if not, whether it successfully recovers the related exploration and evaluation asset through sale. To the extent that capitalised exploration and evaluation expenditure is determined not to be recoverable in the future, profits and net assets will be reduced in the period in which this determination is made. In addition, exploration and evaluation expenditure is capitalised if activities in the area of interest have not yet reached a stage that permits a reasonable assessment of the existence or otherwise of economically recoverable reserves. To the extent it is determined in the future that this capitalised expenditure should be written off, profits and net assets will be reduced in the period in which this determination is made.

(ii) Impairment of deferred consideration receivable

The future recoverability of all receivable balances is assessed at each period end. Refer to note 10 for further detail in relation to the deferred consideration receivable from Vulcan Copper Limited ("Vulcan"). Vulcan has failed to make any repayments since Feb 2019 and has not paid any of the interest due on the balance since 14 October 2019. AIC has been unable to resolve the non-payment through consultation with Vulcan and is currently considering remedial actions available to the Company. While AIC intends to exhaust all available avenues to recover value from this transaction, the Directors have made the decision to fully impair the value of the asset given the failure of the counterparty to meet its payment obligations and uncertainty in relation to resolution of the matter.

5. SEGMENT REPORTING

The Company operates in one geographical area being Australia and one industry, being exploration for the year to 31 December 2019. The Chief Operating Decision Makers are the Board of Directors and management of the Company. There is only one operating segment identified being exploration activities in Australia based on internal reports reviewed by the Chief Operating Decision Makers in assessing performance and allocation of resources. The accounting policies applied for internal reporting purposes are consistent with those applied in the preparation of the financial statements.

		For the financial year ended 31 December 2019 $'000	For the financial year ended 31 December 2018 $'000
6. OTHER INCOME AND EXPENSES			
(a) Interest income			
Interest on bank and term deposits	8	**109**	203
Interest on deferred consideration receivable	10(a)	**320**	-
		429	203
(b) Expenses			
Exploration Expenses			
Exploration activities		**290**	1,333
Tenement costs (rates, rents, native title etc)		**434**	312
Exploration employees/contractors		**576**	750
Allocation from corporate employees		**75**	-
Other exploration costs		**284**	528
		1,659	2,923
Corporate and administration			
Compliance (audit, legal fees, registry, ASX etc)		**695**	52
Stamp duty and merger costs		**212**	140
Business development		**191**	-
Other		**184**	100
		1,282	292

Directors', employee and consultant benefits		
Employee benefits	**593**	337
Directors remuneration	**157**	109
Payments to consultants	**15**	-
Allocation to exploration costs	**(75)**	-
	690	446

	For the financial year ended 31 December 2019 $'000	For the financial year ended 31 December 2018 $'000
7. INCOME TAX		
Reconciliation between tax expense and pre-tax loss		
Accounting loss before income tax	**(8,165)**	(1,396)
Tax benefit at the statutory income tax rate 30% (2018: 27.5%)	**2,450**	384
Adjustment for impact of non-temporary differences	**(1,495)**	589
Movement of income tax benefit not brought to account	**(955)**	(973)
Income tax benefit	-	-
Deferred income tax		
The following temporary differences existed at the balance sheet date:		
Deferred tax asset		
Accruals	**215**	8
Unused tax losses	**740**	965
Net deferred tax asset not recognised	**(955)**	(973)
Net deferred tax balance	**-**	**-**

Deferred tax liability
There was no deferred tax liability as at 31 December 2019 (2018: $nil).

The Group has $56,803,000 in losses for income tax purposes. The aggregate deferred tax benefit has not been carried forward as an asset in the Statement of Financial Position as realisation of the benefit is not regarded as probable and will only be obtained if:

(a) the Group derives future assessable income of a nature and of an amount sufficient to enable the benefit from the exploration expenditure and tax losses to be realised;
(b) the Group continues to comply with the conditions for deductibility imposed by the law; and
(c) no changes in tax legislation adversely affect the Group in realising the benefit from the tax losses.

	As at 31 December 2019 $'000	As at 31 December 2018 $'000
8. CASH AND CASH EQUIVALENTS		
(i) Cash and cash equivalents		
Cash at bank and on hand	**5,422**	5,277
	5,422	5,277

The above figures are shown as cash and cash equivalents at the end of the financial year in the cash flow statement. Cash at bank includes interest-bearing amounts. The average rate applicable to the Group's balance at 31 December 2019 was 0.67% (2018 1.65%)

(ii) Reconciliation of net loss after tax to net cash flows from operations

	For the financial year ended 31 December 2019 $'000	For the financial year ended 31 December 2018 $'000
Loss for the year	**(8,165)**	(1,396)
Adjustments to reconcile loss to net cash flows from operating activities:		
Depreciation	**84**	80
Impairment	**5,696**	-
Non-cash other income (transaction with KLL)	**-**	(2,665)
Gain/loss on investments	**(1,268)**	523
Gain on sale of property, plant and equipment	**(2)**	-
Share based payment expense	**572**	-
Costs related to capital raising	**-**	58
Unrealised foreign exchange	**(109)**	-
Operating loss before changes in working capital and provisions	**(3,192)**	(3,400)
Changes in operating assets & liabilities:		
(Increase)/decrease in prepayments	**51**	(158)
(Increase)/decrease in receivables	**98**	(104)
Increase/(decrease) in trade and other payables	**669**	(198)
Increase/(decrease) in provisions	**68**	-
Net cash flows used in operating activities	**(2,306)**	(3,860)

	As at 31 December 2019 $'000	As at 31 December 2018 $'000
9. PREPAYMENTS		
Tenement rents	**79**	89
Shire rates	**51**	36
Insurances	**48**	19
Accommodation & rent	**-**	46
Stock exchange fees	**14**	16
Other	**-**	37
	192	243

	As at 31 December 2019 $'000	As at 31 December 2018 $'000
10. TRADE AND OTHER RECEIVABLES		
Sundry debtors	**42**	41
GST receivable	**50**	140
Interest receivable	**2**	11
Deferred consideration receivable (note 10a)	**5,696**	-
Impairment of deferred consideration receivable (note 10a)	**(5,696)**	-
	94	192

Due to the short-term nature of the trade and other receivables, their carrying value is assumed to approximate their fair value.

(a) Deferred consideration receivable

Pre merger

On 7 September 2018, Intrepid announced that it had entered into a conditional share sale agreement with Vulcan Copper Limited ("Vulcan") in respect of its interest in the Mumbwa and Kitumba Copper projects located in Zambia, for cash consideration of US $5 million subject to customary adjustments ("Kitumba Sale Agreement"). The sale was successfully completed on 14 February 2019. Intrepid received US$0.5 million of the consideration on 17 January 2019 and a further US$0.5 million on 28 February 2019. The remaining US$4 million was recorded in the acquisition balance sheet at 16 April 2019 at the fair value of AUD $5.7 million (refer acquisition balance sheet in note 17).

Post merger

The remaining US$4 million was due on or before 14 August 2019, however on 14 August 2019, the Group announced an agreement to extend the deferred payment date by 3 months to 14 November 2019, with the deferred consideration being increased by US $0.5 million to US $4.5 million. The deferred consideration was bearing interest at 12.5% pa with monthly interest payments through to 14 October 2019 being received as and when they became due. The extended deferred payment date of 14 November 2019 was not met and the monthly interest payment for that month was also not received.

On 22 November 2019, the Group announced that the parties had agreed to the following variations to the payment arrangements under the Kitumba Sale Agreement:

- Payment of the deferred consideration of US$4,500,000 owing to AIC be made over three payments as follows:-
  - US$1,000,000 payment by 30 November 2019
  - US$1,500,000 payment by 31 December 2019
  - US$2,000,000 payment by 31 January 2020
- The outstanding amount of the deferred consideration will continue to accrue interest for the benefit of AIC at an increased rate of 15% pa (previously 12.5% pa).

Vulcan has failed to make any of the repayments noted above and has not paid any of the interest due since 14 October 2019. AIC has been unable to resolve the non-payment through consultation with Vulcan and is currently considering remedial actions available to the Group. While AIC intends to exhaust all available avenues to recover value from this transaction, the Directors have made the decision to fully impair the value of the asset given the failure of the counterparty to meet its payment obligations and uncertainty in relation to resolution of the matter.

	As at 31 December 2019 $'000	As at 31 December 2018 $'000
11. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT AND LOSS		
Fair value of listed shares in Kalium Lakes Limited (KLL)	**2,425**	1,575
Fair value of unlisted options over shares in KLL	**1,200**	568
Fair value of listed shares in Ausgold Resources Limited (AUC)	**230**	-
Fair value of listed shares in Rumble Resources Limited (RTR)	**279**	-
Fair value of unlisted shares in Tesoro Resources Pty Ltd	**375**	-
	4,509	2,143

The fair value movement of these financial assets held at fair value through profit and loss for the period was a gain of $1,285,000 (2018: loss of $523,000).

b) Fair value hierarchy

The Company held the following financial instruments measured at fair value:

31 December 2019 ($'000)	Quoted market price (Level 1)	Valuation technique market observable inputs (Level 2)	Valuation technique non-market observable inputs (Level 3)	Total
Financial Assets				
Financial assets at fair value through profit and loss				
Listed shares	2,934	-	-	**2,934**
Unlisted shares	-	-	375	**375**
Unlisted options	-	1,200	-	**1,200**
	2,934	**1,200**	**375**	**4,509**

31 December 2018 ($'000)	Quoted market price (Level 1)	Valuation technique market observable inputs (Level 2)	Valuation technique non-market observable inputs (Level 3)	Total
Financial Assets				
Financial assets at fair value through profit and loss				
Listed shares	1,575	-	-	**1,575**
Unlisted options	-	568	-	**568**
	1,575	**568**	**-**	**2,143**

c) Unlisted options

AIC Resources entered into an agreement announced on 29 October 2018 to sell a portion of tenement E69/3247 to Kalium Lakes Limited (ASX:KLL) ("Kalium"). The consideration for the sale was 5 million fully paid ordinary shares (Shares) and 5 million options to acquire Shares (Options) in Kalium. The Shares and Options are subject to a 12 month escrow period from the date of issue. The Options have an exercise price of $0.50 each and will expire on 30 June 2025.

The options were valued using the Black Scholes pricing method, using 60% volatility, the prevailing government interest rate reflecting the relevant term to maturity at each balance date, and no discount.

d) Listed shares

The Company holds 5,000,000 shares in KLL. KLL is an ASX listed junior mining company with tenements in Western Australia. As at 31 December 2019, KLL's share price was $0.485 (31 December 2018: $0.315) representing a fair value of $2,425,000 (31 December 2018: $1,575,000).

During the period, the Company participated in a rights issue by KLL, acquiring an additional 2,283,106 shares at a price of $0.50 representing a further investment of $1,141,553. All of these shares were re-sold during the period at an average price of $0.493. Net proceeds received (or receivable at period end) from sales totalled $1,123,885 representing a loss of $17,000 including brokerage.

The Group holds 17,665,000 shares in Ausgold Limited (ASX:AUC) ("Ausgold") . Ausgold is an ASX listed gold exploration and development company based in Western Australia. As at 16 April 2019 (refer acquisition balance sheet in note 17), the Group held 16,665,000 shares and Ausgold's share price was $0.019 representing a fair value of $316,635. During the period, the Group purchased a further 1,000,000 shares in Ausgold at a price of $0.015 per share representing a further investment of $15,000 and bringing the Group's holding in Ausgold to 17,665,000 shares. As at 31 December 2019, Ausgold's share price was $0.013 representing a fair value of $229,645.

During the period, the Group also purchased 4,166,667 shares in Rumble Resources Limited at a price of $0.06 representing a total investment of $250,000. This was in accordance with the Lamil JV agreement announced 22 July 2019. As at 31 December 2019, Rumble's share price was $0.067 representing a fair value of $279,167.

e) Unlisted shares

At 31 December 2019, the Company held 3,333,333 shares in Tesoro Resources Pty Limited, a non-related unlisted Australian company with gold and copper-gold exploration projects in Chile. Given that Tesoro is an unlisted investment it is categorised within level 3 of the fair value hierarchy.

The shares were acquired by the former Intrepid Mines Limited in January 2018 at a price of $0.15 per share, representing an aggregate purchase price of $500,000. This remained the fair value recorded at 16 April 2019 (refer acquisition balance sheet in note 17).

On 3 October 2019, Plukka Resources Limited (ASX:PKA)("Plukka") announced that it had executed an agreement to acquire 100% of the issued capital of Tesoro Resources Pty Limited. Successful completion of this transaction would effectively result in the backdoor listing of Tesoro Resources Limited to the ASX. Completion of the transaction would result in the issue of 12,499,999 shares to the Group. The announcement also outlined a planned capital raising post transaction at a share price of $0.03 per share. Given there has not been any other recent capital raising activity this is deemed to be the best estimate of fair value at 31 December 2019, valuing the investment at $375,000 at this date.

f) Transfer between categories

There were no transfers between Level 1 and Level 2, and no transfers into and out of Level 3 fair value measurement.

The table above illustrates the classification of the Company's financial instruments based on the fair value hierarchy. This classification provides a reasonable basis to illustrate the nature and extent of risks associated with those financial instruments.

	As at 31 December 2019 $'000	As at 31 December 2018 $'000
12. PLANT AND EQUIPMENT		
Cost	**199**	208
Accumulated depreciation	**(153)**	(89)
Net carrying amount	**46**	119
At beginning of year, net accumulated depreciation	**119**	90
Acquired	**11**	109
Disposals - cost	**(20)**	-
Disposals – accumulated depreciation	**20**	-
Depreciation charge for the year	**(84)**	(80)
At end of year, net accumulated depreciation	**46**	119

The useful life of the assets was estimated between 2 and 4 years for both 2019 and 2018.

	As at 31 December 2019 $'000	As at 31 December 2018 $'000
13. CAPITALISED EXPLORATION AND EVALUATION EXPENDITURE		
Costs carried forward in respect of:		
Acquisition of tenements – at cost		
Balance at beginning of the period	**1,200**	1,200
Acquisition of tenements	**443**	-
Total capitalised exploration and evaluation expenditure	**1,643**	1,200

Exploration and evaluation costs are written off in the year they are incurred apart from acquisition costs which are carried forward where right to tenure of the area of interest is current and they are expected to be recouped through sale or successful development and exploitation of the area of interest or, where exploration and evaluation activities in the area of interest have not reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

In the current period, $150,000 was capitalised reflecting the payment made to acquire the surrender of E52/2215 from the previous licence holder. Following the surrender agreement a tenement application was submitted (ELA52/3721) which has now been granted subsequent to period end.

A further $293,000 was capitalised reflecting the fair value attributed to the issuance of shares to Rumble Resources Limited, a condition required upon execution of the Lamil farm-in and joint venture agreement. The 714,286 shares were issued on 23 August 2019 for nil consideration, therefore fair value was estimated using the AIC share price on the day of the issuance being $0.41 per share. The acquisition was recorded using the fair value of shares issued as the fair value of the asset could not be reliably determined given that it is an early stage exploration asset.

The recoupment of costs carried forward in relation to areas of interest in the exploration and evaluation phases are dependent on the successful development and commercial exploitation or sale of the respective areas. As at 31 December 2019 there are no indicators of impairment under AASB 6 related to Deferred Exploration Expenditure.

The Company also has farm-in and joint venture agreement's in relation to the Doolgunna (refer ASX Announcement 4 June 2018), Venus (refer ASX announcement by AIC Resources dated 20 September 2018) and Lamil (refer ASX Announcement 22 July 2019) Project's (the Agreement's). Expenditure incurred under these agreements is recorded as exploration expenditure in the statement of comprehensive income, consistent with the accounting policy in relation to expenditure on exploration properties.

	As at 31 December 2019 $'000	As at 31 December 2018 $'000
14. TRADE AND OTHER PAYABLES		
Trade payables	**96**	64
Accruals	**660**	10
Other creditors	**2**	15
	758	89

Trade payables and other creditors are non-interest bearing and are normally settled on 30 day terms. Due to the short term nature of these payables, their carrying value is assumed to approximate their fair value.

Accruals include stamp duty payable on merger to the WA OSR, audit and tax compliance services, business development activities and potential legal costs in relation to Canadian based litigation and resolution of the deferred consideration receivable.

	As at 31 December 2019 $	As at 31 December 2018 $
15. EMPLOYEE BENEFIT LIABILITIES		
Annual leave	**68**	-
	68	-

	2019 Number	2019 $'000
16. ISSUED CAPITAL		
Issued capital at beginning of year as at 1 January 2019	**75,000,001**	11,927
Elimination of AIC Resources Ltd shares on acquisition of AIC Mines Ltd	**(75,000,001)**	-
Existing shares of AIC Mines at acquisition	**13,785,992**	-
Acquisition of AIC Resources	**37,499,994**	9,326
Cost of Issue – acquisition shares	**-**	(28)
Shares issued to Rumble in relation to Lamil JV Agreement (note 13)	**714,286**	293
Cost of Issue – Rumble shares	**-**	(3)
Issued capital at end of year as at 31 December 2019	**52,000,272**	21,515

	2018 Number	2018 $,000
Issued capital as at incorporation on 1 January 2018	75,000,001	11,927
Issued capital at end of period as at 31 December 2018	75,000,001	11,927

Refer to note 17 for further detail in relation to the accounting treatment of the acquisition of AIC Resources Limited (the acquirer for accounting purposes) by AIC Mines Limited.

There were no other significant movements in equity after the 2019 reporting period until the lodgement of this report.

Terms and conditions of contributed equity

Ordinary shares (including escrowed shares)

Ordinary shares have the right to receive dividends as declared and, in the event of winding up the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held. On a show of hands, every holder of ordinary shares present at a meeting in person or by proxy is entitled to one vote, and upon a poll each share is entitled to one vote. As per the *Corporations Act 2001*, the Company does not have authorised capital and ordinary shares do not have a par value.

17. ACQUISITION ACCOUNTING

As a result of the acquisition, the former shareholders of AIC Resources Limited effectively obtained control of the combined entity. At the date of the transaction, it was determined that AIC Mines Limited was not a business. For accounting purposes, the acquisition has been treated as a share-based payment using the reverse acquisition principles of the business combination accounting standard. Accordingly, the consolidated financial statements of AIC Mines Limited have been prepared as a continuation of the consolidated financial statements of AIC Resources Limited.

As the deemed acquirer, AIC Resources Limited has accounted for the acquisition of AIC Mines Limited from 16 April 2019. The comparative information for the 12 months ended 31 December 2018 and the statement of financial position at 31 December 2018 presented in the consolidated financial statements are that of AIC Resources Limited. Where necessary, comparative information has been reclassified and repositioned for consistency with current period disclosures.

Under the acquisition, AIC Mines Limited acquired all the shares in AIC Resources Limited by issuing 37,499,994 shares in AIC Mines Limited. For accounting purposes, the value of the AIC Mines Limited shares was determined with reference to the fair value of the net assets of AIC Mines Limited at the acquisition date of 16 April 2019 and has been recognised as contributed equity on acquisition in the statement of changes in equity.

	Intrepid's fair value on acquisition
	$'000
Net assets acquired	
Cash and cash equivalents	2,955
Trade and other receivables	5,850
Financial assets at fair value through profit and loss	817
Trade and other payables	(280)
Employee provisions	(16)
Fair value of net assets acquired	**9,326**
Contributed equity recognised on acquisition	**9,326**

	For the financial year ended 31 December 2019 $	For the financial year ended 31 December 2018 $
18. LOSS PER SHARE		
Loss used in calculation of basic and diluted	(8,165,000)	(1,396,000)
	Number	**Number**
Weighted average number of ordinary shares (basic and diluted)	**47,576,515**	37,500,000
Basic and diluted earnings/(loss) per share	**(0.172)**	(0.037)

Basic loss per share is calculated by dividing the net loss for the period by the weighted average number of ordinary shares outstanding during the period.

As at 31 December 2019 the Company had 6,250,000 unlisted performance rights (2018: Nil) and no listed options (2018: Nil) on issue. The basic and diluted earnings/(loss) per share are the same as there are no instruments on issue that have a dilutive effect on the loss per share.

The weighted average number of ordinary shares in the comparative period is the weighted average number of ordinary shares that were on issue for AIC Resources Limited (the accounting acquirer) adjusted for the exchange ratio established in the acquisition (i.e. 1 AIC Mines share for every 2 AIC Resources share).

The weighted average number of ordinary shares in the current period is the weighted average of:

- the weighted average number of shares on issue for AIC Resources Limited for the period up to acquisition date, adjusted for the exchange ratio established in the acquisition agreement; and
- the weighted average number of shares on issue for AIC Mines Limited (the legal acquirer) post acquisition date

Refer to note 16 which outlines the movement in ordinary shares on issue in the current period as a result of the acquisition accounting treatment outlined in note 17.

There have been no transactions involving ordinary shares or potential ordinary shares subsequent to the balance date that would significantly change the number of ordinary shares or potential ordinary shares outstanding for the reporting period.

	As at 31 December 2019 $'000	As at 31 December 2018 $'000

19. COMMITMENTS

(a) Exploration Expenditure Commitment

In order to maintain the Company's interest in mining tenements, the Company is committed to meet the minimum expenditure conditions under which the tenements were granted. These amounts change annually and are also based on whether term of extensions are granted for each tenement. The amounts disclosed below represent expenditure commitments for tenements owned by the Group and those covered by earn in arrangements. The disclosure also assumes that all tenements will be renewed at the relevant milestone date.

	As at 31 December 2019 $'000	As at 31 December 2018 $'000
Within 1 year	**1,857**	1,468
After 1 year but not more than 5 years	**9,474**	7,194
Total	**11,331**	8,662

(b) Lease Expenditure Commitment

The only lease currently being maintained is in relation to the Company's registered office which the Company is committed to meeting. The term of the lease is less than twelve months and therefore the Group has applied the short term exemption and continues to record this lease over a straight line basis in profit or loss.

Expenditure in relation to the office lease was $38,000 in 2019 (2018: $26,000)

There are no other known commitments or contingencies as at 31 December 2019.

20. FINANCIAL RISK MANAGEMENT

The Company's principal financial instruments comprise of cash and short term deposits. The Company has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in notes 8, 10 and 14 to the financial statements.

The Company manages its exposure to a variety of financial risks: market risk (including commodity risk and interest rate risk), credit risk, liquidity risk and cash flow interest rate risk in accordance with the approved Company policies. Primary responsibility for the identification and control of financial risks rests with the Board. The Board reviews and agrees policies for managing each of the risks identified.

The Company uses different methods to measure and manage different types of risks to which it is exposed. These include monitoring levels of exposure to interest rate and foreign exchange risk and assessment of market forecast for interest rate and foreign exchange. The Company manages credit risk by only dealing with recognised, creditworthy, third parties and liquidity risk is monitored through the development of future rolling cash flow forecasts.

Commodity price risk

Presently the Company is not exposed to commodity price risk.

Interest rate risk

The Company's current exposure to the risk of changes in market interest rates relate primarily to cash assets rates and is managed by the Board. The Company does not account for fixed rate financial assets and liabilities at fair value through profit or loss. During the financial year, the Company has managed its cash assets by entering into a fixed interest term deposits to maximise its cash balance.

A sensitivity analysis was performed to assess the impact of reasonably possible changes on interest rates for the Company as at 31 December 2019 based on the assumption that a reasonably possible interest rate change would be 25 basis points. The analysis assumed all other variables held are constant. The 25 basis points sensitivity is based on reasonably possible changes over a financial year, using the observed historical trend. The analysis was performed on the same basis for the comparative period. The analysis demonstrated that the impact of reasonably possible changes on interest rates would be immaterial for the Company as at 31 December 2019 and 31 December 2018. Please see Note 8 for information on cash balances held with variable and fixed interest rates.

Foreign currency risk

The Company has no material foreign currency exposure.

Credit risk

Credit risk arises in the event that counterparty will not meet its obligations under a financial instrument leading to financial losses. The Company is exposed to credit risk from its operating activities, financing activities including deposits with banks and receivables. The credit risk control procedures adopted by the Company is to assess the credit quality of the institution with whom funds are deposited or invested, taking into account its financial position and past experiences. The compliance with credit limits is regularly monitored as part of day-to-day operations. Any credit concerns are highlighted to senior management. As the Company is yet to commence mining operations it has no significant exposure to customer credit risk.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets in the Statement of Financial Position.

Credit Quality of Financial Assets

	S&P Credit rating				
	AAA	**A1+**	**A1**	**A2**	**Unrated**
	$'000	**$'000**	**$'000**	**$'000**	**$'000**
As at 31 December 2019					
Cash and cash equivalents	5,422	-	-	-	-
Trade and other receivables	-	-	-	-	94
As at 31 December 2018					
Cash and cash equivalents	5,277	-	-	-	-
Trade and other receivables	-	-	-	-	192

Liquidity risk

The responsibility for liquidity risk management rests with the Board of Directors. The Company manages liquidity risk by maintaining sufficient cash to meet the operating requirements of the business and investing excess funds in highly liquid short term investments. The Company's liquidity needs can be met through a variety of sources, including: cash generated from interest accrued on cash balances, short and long term borrowings and issue of equity instruments. Alternatives for sourcing our future capital needs include our current cash position, future operating cash flow, project debt financings and equity raisings. These alternatives are evaluated to determine the optimal mix of capital resources for our capital needs. As at 31 December 2019 and 31 December 2018, the Company's financial liabilities have contractual terms of less than 6 months.

Capital risk management

The Company's capital management objectives are:

- To safeguard the business as a going concern;
- To maximise potential returns for shareholders through minimising dilution; and
- To retain an optimal debt to equity balance in order to minimise the cost of capital.

The Company may issue new shares or sell assets to reduce debts in order to maintain the optimal capital structure.

21. RELATED PARTY TRANSACTIONS

(a) Parent entity

While AIC Resources Limited was the deemed acquirer for accounting purposes, the ultimate parent entity of the Group for legal purposes is AIC Mines Limited. Refer note 17 for further detail.

Parent entity disclosures in note 22 reflect AIC Mines Limited (formerly Intrepid Mines Limited).

(b) Subsidiaries

Interests in subsidiaries are set out in note 23. Disclosures within this note are also based on the corporate structure of the group from a legal perspective with AIC Mines Limited as the ultimate parent entity.

(c) Key management personnel

Key management personnel (KMP) comprises the Board of Directors and the Managing Director/CEO. Consistent with disclosure throughout the consolidated financial statements, the current and prior period disclosures in the table below represents the KMP of the Group with AIC Resources Limited as the deemed parent for financial reporting purposes. Note that this is different to the KMP disclosures for the Group within the Remuneration Report which reflects AIC Mines Limited as the legal parent entity of the Group.

Key management personnel compensation comprised the following:

	2019 $	2018 $
Short term benefits	**395,308**	317,059
Post-employment benefits	**34,179**	30,121
Share based payments	**572,234**	-
	1,001,721	347,180

(d) Share Based Payments

On 3 June 2019, the Company granted 6,000,000 performance rights to Aaron Colleran (Managing Director and CEO) in conjunction with his employment agreement with AIC Mines. The rights are split across three tranches with vesting conditions as follows:

- Tranche 1 – 2,000,000 performance rights, vesting and converting to fully paid ordinary shares at any time up to 11 February 2021 when the 60 day VWAP of the Company's share price is $0.30 or more; and
- Tranche 2 – 2,000,000 performance rights, vesting and converting to fully paid ordinary shares at any time up to 11 February 2022 when the 60 day VWAP of the Company's share price is $0.40 or more; and
- Tranche 3 – 2,000,000 performance rights, vesting and converting to fully paid ordinary shares at any time up to 11 February 2023 when the 60 day VWAP of the Company's share price is $0.60 or more.

The performance rights granted in Tranche 1 and 2 were granted subsequent to the acquisition of AIC Resources Limited as a replacement for rights that were initially granted by AIC Resources on 11 February 2019 in conjunction with Aaron's previous employment agreement with AIC Resources. The terms of the rights initially granted by AIC Resources are consistent with the above, adjusted in accordance with the exchange ratio in the acquisition (i.e. Tranche 1 was 4,000,000 incentives, vesting condition when 60 day VWAP of AIC Resources share price is $0.15 or more). The performance rights granted in Tranche 3 were also to replace incentives awarded to Aaron under his previous employment agreement with AIC Resources, however these rights had not yet been granted prior to the acquisition.

The performance rights were valued at each grant date using a Monte-Carlo simulation model (60% volatility and government interest rate relevant to the respective vesting periods) with the June 2019 grants being treated as a modification of the February 2019 grants. Therefore, the value is amortised on a straight-line basis over the vesting period with the current period expense reflecting amortisation of the rights from the original grant date as well as the incremental fair value from the replacement awards being amortised over the remaining period. The incremental fair value from the replacement rewards was deemed to be nil. Current period amortisation is recognised as share based payment expense in the statement of comprehensive income.

Tranche 1 and Tranche 2 vested during the year but have not been exercised.

(d) Agreements with Directors

The Group has entered into the following agreements with the Directors:-

- Josef El-Raghy
  - Letter of Appointment – Director fee (dated 18 April 2019) - $60,000 + superannuation per annum
  - Deed of Access and Indemnity (dated 17 April 2019)
- Aaron Colleran
  - Executive Service Agreement (dated 17 April 2019) - $250,000 per annum including superannuation (to increase to $300,000 per annum including superannuation from 18 April 2020)
  - Deed of Access and Indemnity (dated 17 April 2019)
- Brett Montgomery
  - Letter of Appointment – Director fee (dated 18 April 2019) - $40,000 + superannuation per annum
  - Deed of Access and Indemnity (dated 17 April 2019)

- Tony Wolfe
  - Letter of Change to Non-Executive Director Fees – Director fee (dated 30 April 2019, effective 1 May 2019) - $40,000 + superannuation per annum
  - Deed of Access, Insurance and Indemnity (dated 15 November 2016)

Prior to the merger, the following arrangements were in place with the directors of AIC Resources (the deemed acquirer):-

- Josef El-Raghy
  - Director fee - $60,000 + superannuation per annum (until 30 April 2019)
- Brett Montgomery
  - Executive Service Agreement - $144,000 + superannuation per annum (until 11 February 2019)
  - Director fee - $40,000 + superannuation per annum (11 February 2019 to 30 April 2020)
- Aaron Colleran
  - Executive Service Agreement $250,000 per annum including superannuation (from 11 February 2019 to 17 April 2019)
- Heidi Brown
  - Director fee – $40,000 + superannuation per annum (until 30 April 2019)
  - Employment agreement - $80,000 per annum including superannuation for Company Secretarial Services (until 30 April 2019)

Apart from the details disclosed in this note, no director or other related party has entered into a material contract with the Company since the end of the financial year, and there were no material contracts involving directors' interests at year end.

Other than the change in directors and company secretary as a result of the merger of AIC Mines Limited and AIC Resources Limited (refer directors report for details of board and executive) there has not been any other material change in related parties or related party transactions.

22. PARENT ENTITY DISCLOSURES

As outlined in note 21, the parent entity for legal purposes is AIC Mines Limited. Therefore, both the current and comparative period disclosures represent this entity.

	2019 $'000	2018 $'000
Loss for the period	**(5,861)**	(2,842)
Other comprehensive income for the period	**-**	-
	(5,861)	(2,842)
Financial position of the parent entity at period end		
Current assets	**4,402**	18,081
Total assets	**4,699**	18,081
Current liabilities	**793**	453
Total liabilities	**7,439**	5,438
Total equity of the parent entity comprising of:		
Share capital	**227,152**	237,246
Accumulated losses	**(230,464)**	(224,603)
Share based payment reserve	**572**	-
Total equity	**(2,740)**	12,643
Parent entity commitments		
Within one year	**326**	95
One year or later and no later than five years	**1,379**	95
Total operating commitments	**1,705**	190

	Country of Incorporation	**Ownership interest 2019 %**	Ownership interest 2018 %
23. SUBSIDIARIES			
African Investments Pty Limited	Australia	**100**	100
AIC Resources Limited[1]	Australia	**100**	-
Blackthorn Resources Pty Limited	Australia	**100**	100
Intrepid Mines (Zambia) Limited[2]	Zambia	**-**	100
Emperor Mines Pty Limited	Australia	**100**	100
Nantou Mining Limited B.V.	Netherlands	**100**	100

[1] Acquired through completion of merger transaction on 16 April 2019. As a result of the acquisition, the former shareholders of AIC Resources effectively obtained control of the combined entity. Therefore, AIC Resources is the deemed acquirer for financial reporting purposes and has been presented as the parent entity throughout the rest of the consolidated financial statements (unless otherwise stated). Refer to note 17 for further detail.

[2] Disposed through completion of the Kitumba Sale Agreement on 14 February 2020. Refer to note 10(a) for further detail in relation to this transaction.

24. AUDITORS' REMUNERATION

The auditors of the Group are Ernst & Young. Ernst & Young were also auditors of both AIC Resources Limited and Intrepid Mines Limited in the prior period. Therefore, both entities have been included in the comparative disclosure in this instance.

	For the financial year ended 31 December 2019 $	For the financial year ended 31 December 2018 $
Category 1 – Audit of statutory financial reports		
Audit and review of AIC Resources Limited	**-**	26,725
Audit and review of AIC Mines Limited (formerly Intrepid)	**61,360**	67,650
	61,360	94,375
Category 4 – Fees for other services		
Tax compliance and advice (AIC Mines / Intrepid)	**40,551**	78,527
Lodgement of stamp duty in relation to merger	**15,000**	-
	55,551	78,527

There were no fees paid to the group auditor in relation to Category 2 – fees for assurance services required by legislation or Category 3 – fees for other assurance and agreed-upon procedures services.

25. EVENTS AFTER THE BALANCE SHEET DATE

At 31 December 2019, the Company held 3,333,333 shares in Tesoro Resources Pty Limited, an unlisted public company, that were valued at $375,000.

On 3 October 2019, Plukka Resources Limited (ASX:PKA)("Plukka") announced that it had executed an agreement to acquire 100% of the issued capital of Tesoro Resources Pty Limited. Successful completion of this transaction would effectively result in the backdoor listing of Tesoro Resources Pty Limited to the ASX. This was completed subsequent to period end with the Company being issued 12,499,999 shares in Tesoro Resources Limited (ASX:TSO)("Tesoro") on 7 February 2020. The closing share price on the date of listing was $0.028, valuing the investment at $350,000 on this date.

The Company has subsequently sold 7,499,999 shares in Tesoro reducing the holding at the date of this report to 5,000,000 shares. The shares were sold at an average price of $0.048 which represents a realised gain of $131,000 (after brokerage) from the fair value at 31 December 2019.

At 31 December 2019 and to the date of this report, the Company held 5,000,000 listed shares and 5,000,000 unlisted options in Kalium Lakes Limited (ASX:KLL) ("Kalium"). On 24 February 2020 Kalium requested a voluntary suspension from official quotation on the ASX. On 9 March 2020 Kalium requested an extension to the voluntary suspension pending the release of an announcement in respect to an independent review of the its capital expenditure costings and contingencies for its Beyondie Sulphate of Potash Project and future financing requirements. The release of this announcement could have a material impact on the value of Kalium shares. As at the reporting date Kalium shares remain suspended.

Subsequent to end of the financial year, the COVID-19 outbreak was declared a pandemic by the World Health Organization in March 2020. We have not seen a significant impact on our business to date. The outbreak and the response of Governments in dealing with the pandemic is interfering with general activity levels within the community, the economy and the operations of our business. The scale and duration of these developments remain uncertain as at the date of this report however they will have an impact on our earnings, cash flow and financial condition.

It is not possible to estimate the impact of the outbreak's near-term and longer effects or Governments' varying efforts to combat the outbreak and support businesses. This being the case we note that the fair value of certain assets, in particular the listed shares and unlisted options (as described in note 11) which are recorded in the statement of financial position determined by reference to fair or market values at 31 December 2019 may have materially changed by the date of this report. These financial instruments are held at fair value through profit and loss.

The financial statements have been prepared based upon conditions existing at 31 December 2019 and considering those events occurring subsequent to that date, that provide evidence of conditions that existed at the end of the reporting period. As the outbreak of COVID-19 occurred after 31 December 2019, its impact is considered an event that is indicative of conditions that arose after the reporting period and accordingly, no adjustments have been made to financial statements as at 31 December 2019 for the impacts of COVID-19.

There were no other matters or circumstance that arose that has significantly affected, or may significantly affect, the operations of the Company, the results of those operations or the state of affairs of the Company in subsequent years that is not otherwise disclosed in the financial statements.

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Independent Auditor's Report to the Members of AIC Mines Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of AIC Mines Limited (the Company) and its subsidiaries (collectively the Group), which comprises the consolidated statement of financial position as at 31 December 2019, the consolidated statement of profit or loss and comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

a) giving a true and fair view of the consolidated financial position of the Group as at 31 December 2019 and of its consolidated financial performance for the year ended on that date; and

b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

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

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

Emphasis of Matter: Subsequent Events – Impact of the Coronavirus (COVID-19) Outbreak

We draw attention to Note 25 of the financial report which notes the World Health Organisation's declaration of the outbreak of COVID-19 as a global pandemic subsequent to 31 December 2019 and how this has been considered by the Directors in the preparation of the financial report. As set out in Note 25, no adjustments have been made to financial statements as at 31 December 2019 for the impacts of COVID-19. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial report.

The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial report.

Reverse acquisition

Why significant

As disclosed in Note 17 to the financial statements, on 16 April 2019 the Company completed the off-market takeover for all of the issued ordinary shares in AIC Resources Limited.

The acquisition has been treated as a share-based payment transaction using the reverse acquisition principles of AASB 3 *Business Combinations* where the legal acquirer, being the Company (formerly named Intrepid Mines Limited at the time of the transaction), was identified as the acquiree for accounting purposes. Accordingly, the consolidated financial statements of the Company have been prepared as a continuation of the consolidated financial statements of the accounting acquirer, AIC Resources Limited.

We considered this to be a key audit matter given the significance of the transaction to the Group's consolidated financial statements and its complexity.

How our audit addressed the key audit matter

Our audit procedures included the following:

- Evaluated the fair value of net assets at acquisition date and appropriateness of the balances stated at fair value;
- Considered whether disclosures made in the financial report are consistent with the requirements of the Accounting Standards;
- Considered the appropriateness of the presentation of the comparative balances;
- The scope of our audit included procedures related to the comparative figures given the accounting acquirer's statement of financial position and results for the 6 months ended 31 December 2018 were previously only subject to review procedures.

Carrying value of capitalised exploration and evaluation expenditure

Why significant

As described in Note 13, at 31 December 2019, the Group had $1,643,000 in capitalised exploration and evaluation expenditure ("E&E") relating to projects in Western Australia.

The carrying value of the E&E asset is impacted by the Group's ability and intention, to continue to explore their E&E assets. The results of exploration work also determines to what extent the mineral reserves and resources may or may not be commercially viable for extraction. The Group is required at the end of each reporting period to assess whether any indicators of impairment are present.

Given the judgment required in assessing impairment indicators, we considered this a key audit matter.

How our audit addressed the key audit matter

Our audit procedures included the following:

- Assessed the Group's right to explore in the relevant exploration area which included obtaining and assessing supporting documentation such as license agreements and tenement registers from the Government of Western Australia's Department of Mines, Industry Regulation and Safety;
- Evaluated the Group's ability and intent to carry out significant exploration and evaluation activity in the relevant exploration area which included assessment of the Group's cash-flow forecast models, review of the Group's exploration budgets, and enquiries of senior management and Directors as to their intentions and strategy of the Group;
- Considered whether there was any other data or information that indicated the carrying value of the capitalised exploration and evaluation expenditure would not be recovered in full from successful development or by sale; and
- Assessed the adequacy of the associated disclosures in the financial report.

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

The directors are responsible for the other information. The other information comprises the information included in the Company's 2019 Annual Report but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

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

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

Responsibilities of the Directors for the Financial Report

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

In preparing the financial report, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

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

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgment 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 Group's internal control.

Building a better working world

- 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 Group'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 Group 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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.

From the matters communicated to the directors, we determine those matters that were of most significance in the audit of the financial report of the current year 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 Audit of the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 31 December 2019.

In our opinion, the Remuneration Report of AIC Mines Limited for the year ended 31 December 2019, complies with section 300A of the *Corporations Act 2001*.

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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.

Ernst & Young

Ernst & Young

Philip Teale
Partner
Perth
31 March 2020

ASX Additional Information

Additional information required by the Australian Stock Exchange Limited and not shown elsewhere in this report is as follows. The information is current as at 24 March 2020.

SUBSTANTIAL SHAREHOLDERS (holding more than 5%)

The name of the substantial holder in the Company and the number of equity securities to which the substantial holder and the substantial holder's associates have a relevant interest, as disclosed in the substantial holding notices given to the Company as at 24 March 2020 and the directors interest notices are as follows.

	Fully Paid Ordinary Shares	
Shareholder	**Shares**	**Percentage**
Nordana Pty Ltd; El-Raghy Kriewaldt Pty Ltd and Mr Josef El-Raghy	9,644,256	18.55%
Brahman Pure Alpha Pte Ltd and Brahman Capital Management Pte Ltd	4,206,383	8.09%
Total	**13,850,639**	**26.64%**

TOP 20 SHAREHOLDERS OF QUOTED SECURITIES

	Quoted Securities – Fully Paid Ordinary Shares	
Shareholder	**Number**	**% Held**
NORDANA PTY LTD	6,500,000	12.50
ABN AMRO CLEARING SYDNEY NOMINEES PTY LTD	4,679,163	9.00
EL'RAGHY KRIEWALDT PTY LTD	3,144,256	6.05
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	2,207,080	4.24
MR AARON COLLERAN	2,100,000	4.04
MR SURYA PALOH	1,384,000	2.66
MR RICHARD LOCKWOOD	1,250,000	2.40
TAZGA TWO PTY LTD	1,250,000	2.40
SINGPAC INVESTMENT HOLDING PTE LIMITED	1,145,116	2.20
BPM CAPITAL LIMITED	1,000,000	1.92
GOLD ELEGANT (HK) INVESTMENT LIMITED	1,000,000	1.92
MATRIX NOMINEES PTY LTD	917,500	1.76
MR JAMIE BOYTON	875,000	1.68
S G J INVESTMENTS PTY LTD	775,000	1.49
ARGONAUT EQUITY PARTNERS PTY LTD	750,000	1.44
SZE WAI CHONG	750,000	1.44
MR BRETT MONTGOMERY	750,000	1.44
RUMBLE RESOURCES LIMITED	714,286	1.37
CITICORP NOMINEES PTY LIMITED	635,103	1.22
MRS HEIDI BROWN	562,500	1.08
Top 20 holders of ORDINARY FULLY PAID SHARES	**32,389,004**	**62.29**

ASX Additional Information

DISTRIBUTION OF EQUITY SECURITIES

Holding Range	Number of Holders	Number of Fully Paid Ordinary Shares	% of Issued Capital
1 - 1,000	237	66,904	0.13
1,001 - 5,000	369	902,369	1.74
5,001 - 10,000	93	709,675	1.36
10,001 - 100,000	208	6,634,974	12.76
100,001 and over	63	43,686,350	84.01
Total	**970**	**52,000,272**	**100.00**

As at 24 March 2020, there were 426 shareholders with less than a marketable parcel of 2174 fully paid shares.

VOTING RIGHTS

Every holder of ordinary shares has the right to receive notices of, to attend and to vote at general meetings of the Company. On a show of hands every shareholder present at a meeting in person or by proxy, attorney or representative is entitled to one vote and upon a poll each share is entitled to one vote.

CANADIAN SHAREHOLDERS

The Company advises that is a designated foreign issuer as that term is defined in National Instrument 71-102 – Continuous Disclosure and other Exemptions Relation to Foreign Issuers and it is subject to the foreign regulatory requirements of the Australian Securities Exchange.

Corporate Governance Statement

The Company has adopted appropriate systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the Company's policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

The information in this Statement is current as at 31 December 2019 and has been approved by the Board of the Company.

The Company updated its policies and charters following the merger of AIC Mines Limited (formerly Intrepid Mines Limited) and AIC Resources Limited (the Merger). Unless otherwise disclosed, the Company has adopted the ASX Corporate governance Council's *The Corporate Governance Principles and Recommendations (3rd Edition)* as published by ASX Corporate Governance Council (**Recommendations**) for the full year to 31 December 2019.

The Company's policies and charters were further updated effective 1 January 2020 to take into account the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations (4th Edition)*.

In light of the Company's size and nature, the Board considers that the current Board composition and structure is a cost effective and practical method of directing and managing the Company. As the Company's activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance policies and structures will be reviewed. The various Charters and Policies mentioned below can be found on the Company's website via the following link https://www.aicmines.com.au/investors/corporate-governance/.

In accordance with ASX Listing Rule 4.10.3, the Company is required to disclose the extent to which it has followed the Principles and Recommendations during the financial year. The Company's compliance with and departures from the Principles and Recommendations are set out below.

Principles and Recommendations		Compliance	Comment
1.	**Lay solid foundations for management and oversight**		
1.1	A listed entity should disclose: (a) The respective roles and responsibilities of its board and management; and (b) Those matters expressly reserved to the board and those delegated to management.	Complies	The Board Charter (available on the Company's website at www.aicmines.com.au/investors/corporate-governance/) adopted by the board outlines the role and responsibilities of the Board, as well as the role and responsibility of management. The board delegates responsibility for the day to day operations and administration of the Company to the Managing Director.
1.2	A listed entity should: (a) Undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director; and (b) Provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Complies	The board has procedures in place to select suitable candidates with suitable experience to ensure a balanced and effective board. The Board Charter adopted by the board outlines the pre-appointment procedures undertaken when appointing new directors, and undertakes to provide sufficient information to allow shareholders to make an informed decision on whether or not to elect or re-elect a director. Full details of current directors are outlined in the directors' report contained within this Annual Report.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Complies	As per the Board Charter, new directors receive a Letter of Appointment which sets out the terms of their appointment. Senior

<table>
<tr><td></td><td></td><td></td><td>executives are also presented with an Executive Service Agreement which sets out the terms, rights, responsibilities and any entitlements. Please refer to Note 21 for the key terms of the agreements with director and/or senior management.</td></tr>
<tr><td>1.4</td><td>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</td><td>Complies</td><td>All directors have access to the Company Secretary who is accountable directly to the board, through the Chair, on all matters to do with the proper functioning of the board. Please refer to the Board Charter.</td></tr>
<tr><td>1.5</td><td>A listed entity should:
(a) Have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;
(b) Disclose that policy or a summary of it; and
(c) Disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:
(1) The respective proportions of men and women on the board, in senior executive positions and across the whole organization (including how the entity has defined "senior executive" for these purposes); or
(2) If the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indictors", as defined in and published under that Act.</td><td>Complies</td><td>A dedicated Diversity Policy has been adopted by the board. On 11 September 2019, the board set measurable objectives for achieving gender diversity. Below is a list of the objectives and the progress to 31 December 2019.
<table>
<tr><th>Measurable Objective</th><th>Progress</th></tr>
<tr><td>Adoption and promotion of a Formal Diversity Policy</td><td>✓ Adoption complete. Promotion ongoing.</td></tr>
<tr><td>To ensure Company policies are aligned with the goals of the Diversity Policy</td><td>✓ Complete.</td></tr>
<tr><td>To provide flexible work and salary arrangements to accommodate family commitments, study, cultural traditions and other personal choices of current and potential employees</td><td>✓ In place. Ongoing.</td></tr>
<tr><td>To provide professional development and training opportunities for all employees</td><td>✓ In place. Ongoing.</td></tr>
</table></td></tr>
</table>

			Actively review our job advertisements to remove gender bias — ✕ No job advertisements have been placed since the objectives were set. The Company has not at this time, implemented measurable objectives regarding the proportion of females to be employed or appointed to Board positions. The Board will consider doing so when more appropriate to the size and nature of the Company's operations. As at 31 December 2019, the respective proportions of men and women were:- (a) On the board was 100% men and 0% women; (b) In senior executive positions was 66.66% men and 33.33% women (outside the board); and (c) Across the whole organization (including directors, contract geologists / field hands etc) was 90% men and 10% women.
1.6	A listed entity should: (a) Have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) Disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Complies	The Board is responsible for assessing its performance each year and examining ways of performing its duties more effectively. The process for evaluating the performance of the board, its committees and individual directors during the year involved all board members completing a board performance assessment questionnaire, rating 62 statements out of five, about the board's role, the people, the procedures and practices, and the behaviours of the board. The responses were combined, presented to the board and discussed in December 2019.
1.7	A listed entity should: (a) Have and disclose a process for periodically evaluating the performance of its senior executives; and (b) Disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Complies	Details of the principles used to determine executive remuneration and performance are set out in the Remuneration Report contained within this Annual Report. Performance evaluations were undertaken during the year, with an evaluation of all senior executives occurring in December 2019 in accordance with the process described.
2.	**Structure the board to add value**		

2.1	The board of a listed entity should: (a) Have a nomination committee which:- (1) Has at least three members, a majority of whom are independent directors; and (2) Is chaired by an independent director; and disclose (3) The charter of the committee; (4) The members of the committee; and (5) As at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) If it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	Does not comply	The board does not consider that the Company is of a relevant size or complexity to warrant the formation of a Nomination Committee to deal with the selection and appointment of new directors and as such, a Nomination Committee has not been formed. However, a dedicated Remuneration and Nomination Committee Charter has been adopted by the Board – this can be found on the Company's website at www.aicmines.com.au/investors/corporate-governance/ Nominations of new directors are and will be considered by the full board. If any vacancies arise on the board, all directors will be involved in the search and recruitment of a replacement. The board has taken a view that the full board will hold special meetings or sessions as and when required. The board is confident that this process for selection, including undertaking appropriate checks before appointing a person, or putting forward to shareholders a candidate for election is stringent.
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	Complies	The board's composition and the experience and qualification of each board member is disclosed in the Directors' Report. With the Company's activities currently in the form of mineral exploration, the Board considers that the key desired skillsets are geological and technical expertise, and sound corporate management. The board is of the opinion that the skills and expertise provided by its current composition is appropriate. The Board Charter adopted by the board defines the skills matrix of the board and senior management. In addition, management established an internal Board Skills Matrix in December 2019.
2.3	A listed entity should disclose: (a) The names of the directors considered by the board to be independent directors; (b) If a director has an interest, position, association or relationship of the type described in Box 2.3 (which appears on page 16 of the ASX Recommendations and is entitled "Factors relevant to assessing the independence of a	Complies	The board, prior to the merger, comprised of 3 directors, with 2 - Messrs Baumfield and Evans - considered to be independent. Post merger, the board does not comprise of any independent directors. Each director has an interest, position, association or relationship of the type described in Box 2.3.

	director") but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) The length of service of each director.		The board considers that both its structure and composition are appropriate given the size of the Company and that the interests of the Company and its shareholders are well met. The board believes that the individuals on the board can make, and do make, quality and independent judgements in the best interests of the Company on all relevant issues. Directors having a conflict of interest in relation to a particular item of business must absent themselves from the board meeting before commencement of discussion on the topic. The names and length of service of the directors are detailed in the Directors Report contained within this Annual Report.
2.4	A majority of the board of a listed entity should be independent directors.	Does not comply	As mentioned above, prior to the merger, 2 of the 3 directors were considered independent. However, post merger, the board does not comprise a majority of independent directors. The board considers that both its structure and composition are appropriate given the size of the Company and that the interests of the Company and its shareholders are well met. The board believes that the individuals on the board can make, and do make, quality and independent judgements in the best interests of the Company on all relevant issues. Directors having a conflict of interest in relation to a particular item of business must absent themselves from the board meeting before commencement of discussion on the topic.
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Does not comply	Prior to the merger, the chair of the board was independent and not the CEO of the Company. Post merger, Mr El-Raghy, who is not considered independent, currently holds the position of Non-Executive Chairman which does not comply with the Recommendations. While the board considers the importance of a division of responsibility and independence at the head of the Company, the existing structure is considered appropriate and provides a unified

			leadership structure. Mr El-Raghy is an integral force behind the establishment of the Company and its current growth and direction. The board considers that, at this stage of the Company's development, he is able to bring quality and independent judgement to all relevant issues, and the Company benefits from his long standing experience of its operations and business relationships.
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	Complies	As per the Board Charter, upon appointment, new Directors are subject to relevant induction procedures to provide the incoming individual with sufficient knowledge of the entity and its operating environment to enable them to fulfil their role effectively. In order to achieve continuing improvement in board performance, all directors are encouraged to undergo continuing professional development. However, the Company does not have a program for professional development for its directors. Members of the board are expected to provide for their own professional development.
3.	**Act ethically and responsibly**		
3.1	A listed entity should: (a) Have a code of conduct for its directors, senior executives and employees; and (b) Disclose that code or a summary of it.	Complies	The board has adopted a Code of Conduct for directors, senior executives and employees. A copy of the Code is available on the Company's website at www.aicmines.com.au/investors/corporate-governance/
4.	**Safeguard integrity in corporate reporting**		
4.1	The board of a listed entity should: (a) Have an audit committee which: (1) Has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) Is chaired by an independent director, who is not the chair of the board, and disclose: (3) The charter of the committee; (4) The relevant qualifications and experience of the members of the committee; and (5) In relation to each reporting period, the number of times the committee met throughout the period and the	Does not Comply	The Company has an Audit and Risk Committee made up of all four directors, none of which are considered independent. (pre merger, the committee was made up of 3 directors, 2 considered to be independent directors). The Audit and Risk Committee is chaired by Mr Brett Montgomery who is not the Chair of the board. The full board operates under the adopted Audit and Risk Committee Charter, which is available for review on the Company's website at www.aicmines.com.au/investors/corporate-governance/ and carries out the functions delegated under that charter.

	individual attendances of the members at those meetings; or (b) If it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and rotation of the audit engagement partner.		The Board believes that the individuals on the Board can make, and do make, quality and informed judgements in the best interests of the Company on all relevant issues. External audit recommendations, internal control matters and any other matters that arise from half yearly reviews and the annual statutory audit will be discussed directly between the Board and the Audit Engagement Partner. The Board encourages contact between Non-Executive Directors and the Company's external auditors, independently of executive management. Details of the number of meetings of the Audit and Risk Committee are outlined in the Directors Report contained within this Annual Report.
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Complies	The board requires the Managing Director and CFO (or equivalent) to provide such a statement for the half year and annual financial accounts.
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Complies	The Company's external auditor attends the Company's AGM and is available to answer questions relevant to the audit.
5.	**Make timely and balanced disclosure**		
5.1	A listed entity should: (a) Have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) Disclose that policy or a summary of it.	Complies	The board has a Continuous Disclosure Policy available on the Company's website at: www.aicmines.com.au/investors/corporate-governance/. The board has designated the Company Secretary as the person responsible for overseeing and coordinating disclosure information to the ASX as well as communicating with the ASX. The Managing Director and Company Secretary are responsible for ensuring that the

Corporate Governance Statement

			Company's announcements are made in a timely manner, are factual and do not omit material information.
6.	**Respect the rights of security holders**		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Complies	The Company is committed to maintaining a company website with general information about the Company and its operations, details of the Company's corporate governance policies and procedures, and information specifically targeted at keeping the Company's shareholders informed about the Company.
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Complies	The board has established a formal Shareholder Communications Policy (available on the Company's website at www.aicmines.com.au/investors/corporate-governance/) aimed at communicating effectively with shareholders. The Company seeks to inform investors of developments regularly by communicating through ASX announcements and by providing information on its website. Investors are encouraged to attend the Company's security holder meetings, and are able to contact management by email info@aicmines.com.au or by phone +61 8 6269 0110.
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Complies	All shareholders are notified in writing of general meetings and encouraged to attend and participate. Please refer to the Company's Shareholder Communications Policy (available on the Company's website at www.aicmines.com.au/investors/corporate-governance/) for more information.
6.4	A listed entity should give security holders that option to receive communications from, and send communications to, the entity and its security registry electronically.	Complies	Shareholders may communicate via electronic means with the Company's share registry and may register to access personal shareholding information and receive electronic information. Details of how to access the communications are available on the website www.aicmines.com.au and requests can be emailed via info@aicmines.com.au.
7.	**Recognise and manage risk**		
7.1	The board of a listed entity should: (a) Have a committee or committees to oversee risk, each of which: (1) Has at least three members, a majority of whom are independent directors; and	Does not comply	The Company has an Audit and Risk Committee made up of all four directors, none of which are considered independent. (pre merger, the committee was made up of 3 directors, 2 considered to be independent directors).

	(2) Is chaired by an independent director, and disclose: (3) The charter of the committee; (4) The members of the committee; and (5) As at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) If it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.		The Audit and Risk Committee is chaired by Mr Brett Montgomery who is not the Chair of the board. The Committee operates under the Audit and Risk Committee Charter and in accordance with the Risk Management Policy (adopted on 31 May 2019 - both available on the Company's website at www.aicmines.com.au/investors/corporate-governance/). Under the Risk Management Policy, responsibility and control risk management is delegated to the appropriate level of management within the Company with the Managing Director, supported by the senior executive team, having ultimate responsibility to the Board for the implementation of the risk management and control framework. Details of the number of meetings of the Audit and Risk Committee are outlined in the directors' report contained within this Annual Report.
7.2	The board or a committee of the board should: (a) Review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) Disclose, in relation to each reporting period, whether such a review has taken place.	Complies	The full board is ultimately responsible for approving and overseeing the risk management system. The Company's risk management systems and control frameworks include the ongoing monitoring of management and operational performance, a comprehensive system of budgeting, forecasting and reporting to the board, approval procedures for expenditure above threshold levels, and regular communication between directors on compliance and risk. The framework was reviewed during the year by a external consultant.
7.3	A listed entity should disclose: (a) If it has an internal audit function, how the function is structure and what role it performs; or (b) If it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	Complies	The board believes that the Company is not of a size or complexity that justifies having an internal audit function. The Company's risk management systems and control frameworks include the ongoing monitoring of management and operational performance, a comprehensive system of budgeting, forecasting and reporting to the board, approval procedures for expenditure above threshold levels, and regular communication between directors on compliance and risk.

7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	Complies	The board does not believe it has any material exposure to economic, environmental and social sustainability risks not otherwise disclosed to the market. Due to the size and scale of operations, the Company does not publish a sustainability report. To reduce risks, the company has in place an experienced Board, regular Board meetings, and six-monthly financial audits. The board is of the view that its risk management systems promote informed and measured decision making on risk issues based on a systematic approach to risk identification, assessment, control, review and reporting. The Company established a formal risk register during the year and is planning to develop an Enterprise Risk Management framework based on the International Standard (ISO 31000) for risk management. Management will, in time, establish an Enterprise Risk Management Committee and other dedicated risk forums to approve risk policies, monitor framework execution and coordinate general risk matters. Within this framework, and in addition to daily management of business activities, AIC management will formally profile its risk environment every six months, including identification of key risks, assessment of control design and operation, and evaluation of key risk indicators. The outcomes of each risk profile are aggregated into an overall AIC Enterprise Risk Register and induvial risk reports for reporting to the executive Enterprise Risk Management Committee and the Audit and Risk Committee.
8.	**Remunerate fairly and responsibly**		
8.1	The board of a listed entity should: (a) Have a remuneration committee which: (1) Has at least three members, a majority of whom are independent directors; and (2) Is chaired by an independent director, and disclose: (3) The charter of the committee;	Does not comply	The Company has a Remuneration and Nomination Committee made up of all four directors, none of which are considered independent. (pre merger, the Company did not have a functioning committee). The Remuneration and Nomination Committee is chaired by Mr Tony Wolfe who is not the Chair of the board. The Remuneration and Nomination

	(4) The members of the committee; and (5) As at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) If it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.		Committee Charter is available for review on the Company's website at www.aicmines.com.au/investors/corporate-governance/ The Committee meets to consider both the level and structure of remuneration and incentive policies for the Executive directors and key executives within the Company and decides on the Company's remuneration policies. The level and of remuneration is established by comparison with peer companies. No Director or Executive is involved in discussing their own remuneration. Details of the number of meetings of the Remuneration and Nomination Committee are outlined in the directors' report contained within this Annual Report.
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Complies	The Company has separate policies relating to the remuneration of non-executive directors and that of executive directors and senior executives. This information is detailed in the Remuneration Report which forms part of the Directors' Report in this Annual Report. The Company's constitution provides that the remuneration of Non-Executive Directors will be not more than the aggregate fixed sum determined by a general meeting (currently $750,000 pa – approved by shareholders on 3 March 2008).
8.3	A listed entity which has an equity-based remuneration scheme should: (a) Have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) Disclose that policy or a summary of it.	Complies	The Company introduced an equity-based remuneration scheme on 31 May 2019 when shareholders approved the Employee Incentive Plan (the Plan) at the AGM of the Company. The Company has a Share Trading Policy (available on the Company's website at www.aicmines.com.au/investors/corporate-governance/) which outlines restrictions on trading in the Company's securities.