AUSTRALIAN POTASH

The Australian SOP Company

ABN 58 149 390 394

ANNUAL FINANCIAL REPORT

FOR THE YEAR ENDED

30 June 2019

CORPORATE INFORMATION

DIRECTORS

James Walker (Non-Executive Chairman)

Matt Shackleton (Managing Director & Chief Executive Officer)

Brett Lambert (Non-Executive Director)

Rhett Brans (Non-Executive Director)

COMPANY SECRETARY

Sophie Raven

REGISTERED OFFICE & PRINCIPAL PLACE OF BUSINESS

31 Ord Street

WEST PERTH WA 6005

Telephone: +61 8 9322 1003

SOLICITORS

Steinepreis Paganin

Level 4, The Read Building

16 Milligan Street

PERTH WA 6000

SHARE REGISTER

Automic Registry Services

Level 2, 267 St Georges Terrace

PERTH WA 6000

AUDITORS

Bentleys Audit & Corporate (WA) Pty Ltd

Level 3, 216 St Georges Terrace

PERTH WA 6000

WEBSITE

www.australianpotash.com.au

STOCK EXCHANGE LISTING

The following are listed on the Australian Securities Exchange:

- Australian Potash Limited shares (ASX code APC)
- Australian Potash Limited 20 cent options expiring on 25 October 2019 (ASX code APCOA)
- Australian Potash Limited 12 cent options expiring on 8 August 2021 (ASX code APCOB)

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DIRECTORS' REPORT

Your directors submit their report on the consolidated entity (referred to hereafter as the Group) consisting of Australian Potash Limited and the entities it controlled at the end of, or during, the year ended 30 June 2019.

DIRECTORS

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

James (Jim) Walker *(Non-Executive Chairman)*

Appointed 15 August 2018

Mr Walker has over 45 years' experience in the resources industry, at both senior management and board level. Prior to retiring from the position in 2013, Mr Walker was the Managing Director and Chief Executive Officer of WesTrac Pty Ltd, during which time that company enjoyed significant expansion across Australia and into north-east China. From January 2015 through to July 2015, Mr Walker performed the Executive Chairman's role at Macmahon Holdings Ltd as that company sought a replacement CEO. Mr Walker has been a member of the Macmahon board since 2013, and was the non-executive Chair from 14 July 2015 until 27 June 2019.

Other current directorships:

Mr Walker is currently Chairman of Austin Engineering Limited (appointed November 2016).

Former directorships (last 3 years):

Non-executive Chairman of Macmahon Holdings Ltd (resigned 27 June 2019).

Matt Shackleton *(Managing Director & Chief Executive Officer, member of the Audit Committee)*

Appointed 15 August 2018 (prior to this Mr Shackleton was the Executive Chairman)

Mr Shackleton is a Chartered Accountant with over 20 years' experience in senior management and board roles. Previously the Managing Director of ASX listed Western Australian gold developer Mount Magnet South NL, Mr Shackleton was a founding director of ASX listed and West African gold and bauxite explorer Canyon Resources Limited. He has also held senior roles with Bannerman Resources Limited, a uranium developer, Skywest Airlines, iiNet Limited and DRCM Global Investors in London. Mr Shackleton holds an MBA from The University of Western Australia, is a Fellow of The Institute of Chartered Accountants, Australia and New Zealand and a Member of the Australian Institute of Company Directors.

Former directorships (last 3 years):

None

Brett Lambert *(Non-Executive Director, member of the Audit and Remuneration committees)*

Mr Lambert is a mining engineer and experienced company director in the Australian and international mineral resources industry. Over a career spanning 35 years, Mr Lambert has held senior management roles with Western Mining Corporation, Herald Resources, Western Metals, Padaeng Industry, Intrepid Mines, Thundelarra Exploration and Bullabulling Gold. He has successfully managed several of green-fields resource projects through feasibility study and development and has been involved in numerous facets of financing resource project development. Mr Lambert has experience as a director of companies listed on the Australian Securities Exchange, AIM and the Toronto Stock Exchange and holds a B.App.Sc. (Mining Engineering) degree from Curtin University in Western Australia and is a Member of the Australian Institute of Directors.

Other current directorships:

Mr Lambert is currently Chairman of Mincor Resources NL (appointed January 2017).

Former directorships (last 3 years):

Non-executive Director of De Grey Mining Limited

Rhett Brans *(Non-Executive Director, member of the Audit and Remuneration committees)*

Mr Brans is an experienced director and civil engineer with over 45 years experience in project developments. He is currently a Non-executive Director of Syrah Resources and Carnavale Resources Ltd. Previously, Mr Brans was a founding director of Perseus Mining Limited and served on the boards of Tiger Resources Limited and Monument Mining Limited. Throughout his career, Mr Brans has been involved in the management of feasibility studies and the design and construction of mineral treatment plants across a range of commodities and geographies. Mr Brans holds a Dip.Engineering (Civil), and is a member of the Institution of Engineers, Australia.

Other current directorships:

Mr Brans is currently a non-executive director of AVZ Minerals Limited (appointed February 2018) and Carnavale Resources Limited (appointed September 2013).

Former directorships (last 3 years):

Mr Brans was a director of Syrah Resources Limited, Monument Mining Limited and RMG Limited.

COMPANY SECRETARY

Sophie Raven

Ms Raven is a corporate lawyer and company secretary, with extensive experience in Australia and internationally, including as a corporate lawyer in Santiago, Chile advising Australian and Canadian resources and drilling companies. Ms Raven has held positions as Company Secretary with Golden West Resources Limited, Sunbird Energy Limited, Citation Resources Ltd, Whitebark Energy Ltd, Salt Lake Potash Limited, and Cradle Resources Limited.

Ms Raven holds a Bachelor of Laws from the University of Western Australia and is a member of the Australian Institute of Company Directors. Ms Raven is a board member of Parkerville Children and Youth Care (Inc), a not-for-profit organisation. Ms Raven has not held any former directorships in the last 3 years.

Interests in the shares and options of the company and related bodies corporate

As at the date of this report, the interests of the directors in the shares and options of Australian Potash Limited were:

	Ordinary Shares	Options over Ordinary Shares
James Walker	398,000	1,277,496
Matt Shackleton	6,432,499	4,967,870
Brett Lambert	459,911	859,666
Rhett Brans	220,000	849,688

PRINCIPAL ACTIVITIES

During the year the Group carried out exploration and feasibility studies on its tenements and applied for or acquired additional tenements with the objective of identifying potash and other economic mineral deposits.

DIVIDENDS

No dividends were paid or declared during the year. No recommendation for payment of dividends has been made.

FINANCE REVIEW

The Group began the year with available cash assets of $2,201,681. The Group raised funds during the year via the issue of shares and options. Total gross funds raised during the year amounted to $4,250,050.

During the year, the Group changed its accounting policy relating to exploration expenditure incurred. Costs associated with an area of interest that had progressed to a definitive feasibility stage will be capitalised while areas of interest that have not reached that stage will be expensed as incurred. This resulted in the capitalisation of exploration costs amounting to $5,053,765 (2018: nil). Exploration expenditure not at the definitive feasibility stage of $353,246 (2018:$5,270,983) was expensed as incurred.

The Group recognised the FY2018 research and development tax incentive receivable amounting to $1,327,579, which was received subsequent to year end (2018: $1,821,743).

The Group reported an operating profit after income tax for the year ended 30 June 2019 of $142,446 (2018: Loss $4,999,921). The operating profit was a result of the $1,327,579 FY2018 research and development tax incentive being recognised and the $1,250,000 proceeds from the St Barbara farm-in agreement.

At 30 June 2019 cash assets available totalled $1,952,751.

OPERATING RESULTS FOR THE YEAR

Summarised operating results are as follows:

	2019	
	Revenues $	Results $
Revenues and profit from ordinary activities before income tax expense	2,307,861	142,446

Shareholder Returns	2019	2018
Basic earnings/(loss) per share (cents)	0.04	(1.93)

RISK MANAGEMENT

The board is responsible for ensuring that risks, and also opportunities, are identified on a timely basis and that activities are aligned with the risks and opportunities identified by the board.

The Company believes that it is crucial for all board members to be a part of this process, and as such the board has not established a separate risk management committee.

The board has a number of mechanisms in place to ensure that management's objectives and activities are aligned with the risks identified by the board. These include the following:

- Board approval of a strategic plan, which encompasses strategy statements designed to meet stakeholders' needs and manage business risk.
- Implementation of board approved operating plans and budgets and board monitoring of progress against these budgets.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Other than as disclosed in this Report, no significant changes in the state of affairs of the Group occurred during the financial year.

SIGNIFICANT EVENTS AFTER THE BALANCE DATE

No matters or circumstances, besides those disclosed at note 20, have arisen since the end of the year which significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial periods.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS

The Group expects to maintain the present status and level of operations and will report any further developments in accordance with ASX continuous disclosure requirements.

ENVIRONMENTAL REGULATION AND PERFORMANCE

The Group is subject to significant environmental regulation in respect to its exploration activities.

The Group aims to ensure the appropriate standard of environmental care is achieved, and in doing so, that it is aware of and is in compliance with all environmental legislation. The directors of the Company are not aware of any breach of environmental legislation for the year under review.

The directors have considered the National Greenhouse and Energy Reporting Act 2007 (the NGER Act) which introduces a single national reporting framework for the reporting and dissemination of information about greenhouse gas emissions, greenhouse gas projects, and energy use and production of corporations. At the current stage of development, the directors have determined that the NGER Act will have no effect on the Group for the current, nor subsequent, financial year. The directors will reassess this position as and when the need arises.

REMUNERATION REPORT

The information provided in this remuneration report has been audited as required by section 308(3C) of the *Corporations Act 2001*.

Principles used to determine the nature and amount of remuneration

Remuneration Policy

The remuneration policy of Australian Potash Limited has been designed to align key management personnel objectives with shareholder and business objectives by providing a fixed remuneration component and offering specific long-term incentives based on key performance areas affecting the Group's financial and operating results. The board of Australian Potash Limited believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best key management personnel to run and manage the Group.

The board's policy for determining the nature and amount of remuneration for board members and senior executives (if any) of the Group is as follows:

The remuneration policy, setting the terms and conditions for the executive directors, was developed by the board. All executives receive a base salary or fee (which is based on factors such as length of service, performance and experience) and the equivalent statutory superannuation. The board reviews executive packages annually by reference to the Group's performance, executive performance and comparable information from industry sectors and other listed companies in similar industries.

The board may exercise discretion in relation to approving incentives, bonuses and options. The policy is designed to attract and retain the highest calibre of executives and reward them for performance that results in long-term growth in shareholder wealth.

Executives are also entitled to participate in the employee share and option arrangements.

The directors and executives (if any) receive a superannuation guarantee contribution required by the government, which was 9.5% for the 2019 financial year. Some individuals may choose to sacrifice part of their salary or fees to increase payments towards superannuation.

All remuneration paid to key management personnel is valued at the cost to the company and expensed. Shares issued to key management personnel are valued as the difference between the market price of those shares and the amount paid by the key management personnel. Options are valued using the Black-Scholes methodology.

The board policy is to remunerate non-executive directors at market rates for comparable companies for time, commitment and responsibilities. The board determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. The maximum aggregate amount of fees that can be paid to non-executive directors is subject to approval by shareholders at the Annual General Meeting (currently $300,000). Fees for non-executive directors are not linked to the performance of the Group. However, to align directors' interests with shareholder interests, the directors are encouraged to hold shares in the company and are able to participate in the employee option plan.

Performance based remuneration

Short Term Incentive

The Group currently has no short term performance based remuneration components built into key management personnel remuneration packages.

*Long Term Incentive (**LTI**)*

The LTI awards are aimed specifically at creating long term shareholder value and the retention of executives. The Group has implemented an Incentive Option Plan (**Plan**) which enables the provision of options to executives and employees.

During the 2019 financial year, no options were issued to executives. In the prior year options issued to executives will vest subject to pre-defined performance hurdles. The grant of options was to reward executives in a manner that aligns remuneration with the creation of shareholder wealth.

Performance measures to determine vesting

The vesting of the options is subject to the attainment of defined individual and group performance criteria, chosen to align the interests of employees with shareholders, representing key drivers for delivering long term value. During the 2019 financial year, no options were issued to executives. The performance measures for the prior year options related to:

- Completion of the Lake Wells Potash Project feasibility study (Class 3)
- Finalisation of a board approved finance package to commence the development of the Lake Wells Potash Project.
- Delineation of JORC compliant resource of > 250,000 gold equivalent ounces of bas, PG or precious metals.

Termination and change of control provisions

Where an executive ceases employment prior to the vesting of an award, the incentives are forfeited unless the Board applies its discretion to allow vesting at or post cessation of employment in appropriate circumstances.

In the event of a change of control of the Group, the performance period end date will generally be brought forward to the date of the change of control and the options and rights will vest in full, subject to ultimate Board discretion.

No hedging of LTIs

As part of the Company's Securities Trading Policy, the Company prohibits executives from entering into arrangements to protect the value of unvested LTI awards. This includes entering into contracts to hedge exposure to options, performance rights or shares granted as part of their remuneration package.

Use of remuneration consultants

The Group did not employ the services of any remuneration consultants during the financial year ended 30 June 2019 (2018: Nil).

Voting and comments made at the Company's 2018 Annual General Meeting

The Company received 100% of "yes" votes on its remuneration report for the 2018 financial year. The Company did not receive any specific feedback at the Annual General Meeting or throughout the year on its remuneration practices.

Details of remuneration

Details of the remuneration of the key management personnel of the Group are set out in the following table.

The key management personnel of the Group include the directors as per pages 1 and 2 above.

Key management personnel of the Group

	Short-Term		**Post-Employment**		**Share-based Payments**		**Total**	**Performance Related**
	Salary & Fees	Non-Monetary	Super-annuation	Retirement benefits	Shares	Options		
	$	**$**	**$**	**$**	**$**	**$**	**$**	**%**
Directors								
Jim Walker								
2019	**61,884**	**-**	**5,879**	**-**	**-**	**10,220**	**77,983**	**-**
2018	-	-	-	-	-	-	-	-
Matt Shackleton								
2019	**250,000**	**-**	**23,750**	**-**	**-**	**76,263**	**350,013**	**21.8%**
2018	250,000	-	23,750	-	-	121,128	394,878	28.2%
Brett Lambert								
2019	**41,096**	**-**	**3,904**	**-**	**-**	**-**	**45,000**	**-**
2018	41,096	-	3,904	-	-	42,750	87,750	-
Rhett Brans								
2019	**41,096**	**-**	**3,904**	**-**	**-**	**-**	**45,000**	**-**
2018	41,096	-	3,904	-	-	42,750	87,750	-
Total directors' compensation								
2019	**394,076**	**-**	**37,437**	**-**	**-**	**86,483**	**517,996**	
2018	332,192	-	31,558	-	-	206,628	570,378	
Executives								
Scott Nicholas								
2019	**33,273**	**-**	**3,161**	**-**	**-**	**-**	**36,434**	**-**
2018	-	-	-	-	-	-	-	
Total executives' compensation								
2019	**33,273**	**-**	**3,161**	**-**	**-**	**-**	**36,434**	**-**
2018	-	-	-	-	-	-	-	
Total key management personnel compensation								
2019	**427,349**	**-**	**40,598**	**-**	**-**	**86,483**	**554,430**	
2018	332,192	-	31,558	-	-	206,628	570,378	

Service agreements

Managing Director and Chief Executive Officer

Matt Shackleton (formerly Executive Chairman, currently Managing Director and Chief Executive Officer), first appointed 23 July 2014:

- Paid annual salary of $250,000 (plus statutory superannuation). Effective 1 July 2019 Mr Shackleton's annual salary increased to $280,000 (plus statutory superannuation).
- The Company may terminate, without cause, the Executive's employment at any time by giving three calendar months' written notice to the Executive.

Chief Financial Officer

Scott Nicholas (Appointed 18 May 2019):

- Paid annual salary of $264,840 (plus statutory superannuation).
- The Company may terminate, without cause, the Executive's employment at any time by giving three calendar months' written notice to the Executive.

Share-based compensation

Options

Terms and conditions of share-based payment arrangements affecting remuneration of key management personnel in the current financial and future financial years:

Grant Date	Value per option at grant date (cents)	Exercise Price (cents)	Expiry Date	Vesting Date
28/11/2016	4.7	17.5	28/11/2019	(1)
28/11/2016	4.3	22.5	28/11/2019	(1)
30/11/2017	7.1	16.0	30/11/2020	(2)
30/11/2017	6.6	20.0	30/11/2020	(2)
23/10/2017	5.7	22.5	09/05/2020	09/05/2018
23/10/2017	5.7	22.5	09/05/2020	09/05/2018

(1) Vesting of the options granted is dependent on the following performance criteria being met:
- one third will vest upon the completion of a feasibility program (Class 3) into the Lake Wells Potash Project
- one third will vest on listed ordinary shares in the Company trading at $0.25 or above for 5 consecutive trading days; and
- one third will vest upon finalisation of board approved finance package to commence development of the Lake Wells Potash Project.

(2) Vesting of the options granted is dependent on the following performance criteria being met:
- 50% will vest upon a resolution of the Board to proceed to the development of the Lake Wells SOP Project.
- 50% will vest on delineation of JORC compliant resource of > 250,000 gold equivalent ounces (as measured at the spot price) of base, PG or precious metals.

Share-based compensation (continued)

The following options over ordinary shares of the Company were granted, vested or lapsed with key management personnel during the year:

Financial Year	Options awarded during the year No.	Grant Date	Value per option at grant date (cents)	Vesting Date	Exercise Price (cents)	Expiry Date	No. Vested during the year	No. Lapsed during the year	Value of options granted during the year	Value of options exercised during the year
Directors										
Jim Walker										
2019	1,277,496	29/11/18	0.8	27/12/18	22.5	27/12/21	1,277,496	-	10,220	-
Matt Shackleton										
2016		30/11/15	-	30/11/15	-	-	-	666,666	-	-
2016	-	30/11/15	-	30/11/16	-	-	-	666,667	-	-
2016	-	30/11/15	-	30/11/17	-	-	-	666,667	-	-
2016	-	30/11/15	-	30/11/15	-	-	-	666,666	-	-
2016	-	30/11/15	-	30/11/16	-	-	-	666,667	-	-
2016	-	30/11/15	-	30/11/17	-	-	-	666,667	-	-

Equity instruments held by key management personnel

Share holdings

The numbers of shares in the company held during the financial year by each director of Australian Potash Limited and other key management personnel of the Group, including their personally related parties, are set out below. There were no shares granted during the reporting period as compensation.

2019 Ordinary shares	Balance at start of the year	Received during the year on the exercise of options	Number acquired during the year	Balance at end of the year
Directors				
Jim Walker	**-**	**-**	**398,000**	**398,000**
Matt Shackleton	**5,824,999**	**-**	**607,500**	**6,432,499**
Brett Lambert	**200,000**	**-**	**259,911**	**459,911**
Rhett Brans	**-**	**-**	**220,000**	**220,000**
Executives				
Scott Nicholas	**-**	**-**	**-**	**-**

Option holdings

The numbers of options over ordinary shares in the Company held during the financial year by each director of Australian Potash Limited and other key management personnel of the Group, including their personally related parties, are set out below:

2019	Balance at start of the year	Granted as compensa-tion	Exercised	Expired	Other changes	Balance at end of the year	Vested and exercisable	Unvested
Directors								
Jim Walker	**-**	**1,277,496**	**-**		**-**	**1,277,496**	**1,277,496**	**-**
Matt Shackleton	**8,726,620**	**-**	**-**	**(4,000,000)**	**241,250**	**4,967,870**	**251,250**	**4,716,620**
Brett Lambert	**750,000**	**-**	**-**		**109,666**	**859,666**	**859,666**	**-**
Rhett Brans	**750,000**	**-**	**-**		**99,688**	**849,688**	**849,688**	**-**
Executives								
Scott Nicholas	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Loans to key management personnel

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

Other transactions with key management personnel

There were no other transactions with key management personnel during the year.

End of audited Remuneration Report

DIRECTORS' MEETINGS

During the year the Company held six meetings of directors. The attendance of directors at meetings of the board and committees were:

	Directors Meetings		Audit Committee Meetings	
	A	**B**	**A**	**B**
Jim Walker	6	6	2	2
Matt Shackleton	6	6	2	2
Brett Lambert	6	6	2	2
Rhett Brans	6	6	2	2

Notes

A – Number of meetings held during the time the director held office during the year.

B – Number of meetings attended.

SHARES UNDER OPTION

Unissued ordinary shares of Australian Potash Limited under option at the date of this report are as follows:

Date options issued	Expiry date	Exercise price (cents)	Number of options
25 October 2017	25 October 2019	20.0 Listed	37,594,906
8 August 2018	8 August 2021	12.0 Listed	47,850,135
22 April 2016	21 April 2021	10.0 Unlisted	3,430,000
22 April 2016	21 April 2021	15.0 Unlisted	3,430,000
28 November 2016	28 November 2019	17.5 Unlisted	1,861,702
28 November 2016	28 November 2019	22.5 Unlisted	2,034,883
22 December 2016	14 December 2019	17.5 Unlisted	2,559,526
22 December 2016	14 December 2019	22.5 Unlisted	2,756,412
23 October 2017	9 May 2020	22.5 Unlisted	1,500,000
30 November 2017	30 November 2020	16.0 Unlisted	1,250,000
30 November 2017	30 November 2020	20.0 Unlisted	1,250,000
27 December 2018	27 December 2021	22.5 Unlisted	1,277,496
Total number of options outstanding at the date of this report			**106,795,060**

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

INSURANCE OF DIRECTORS AND OFFICERS

During the financial year, Australian Potash Limited paid a premium of $9,586 to insure the directors and secretary of the Company.

The liabilities insured are legal costs that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of the Company, and any other payments arising from liabilities incurred by the officers in connection with such proceedings. This does not include such liabilities that arise from conduct involving a wilful breach of duty by the officers or the improper use by the officers of their position or of information to gain advantage for themselves or someone else or to cause detriment to the Company. It is not possible to apportion the premium between amounts relating to the insurance against legal costs and those relating to other liabilities.

NON-AUDIT SERVICES

There were no non-audit services provided by the entity's auditor, Bentleys, or associated entities.

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 any part of those proceedings.

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

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 12.

Signed in accordance with a resolution of the directors.

Matt Shackleton

Managing Director & Chief Executive Officer

Perth, 11 September 2019

Bentleys
THINKING AHEAD

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To The Board of Directors

Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

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

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

Yours faithfully

Bentleys	Mark Delaurentis
BENTLEYS	**MARK DELAURENTIS CA**
Chartered Accountants	**Partner**

Dated at Perth this 11th day of September 2019

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2019

	Note	2019 $	2018 $
REVENUE			
Finance revenue		**1,039**	1,854
Other income	5	**2,306,822**	1,872,243
EXPENDITURE			
Administration expenses		**(923,416)**	(744,608)
Depreciation and amortisation expenses		**(31,444)**	(20,189)
Employee benefits expenses		**(754,469)**	(641,226)
Exploration expenses		**(353,246)**	(5,270,983)
Share-based payments expense	23(e)	**(102,840)**	(197,012)
PROFIT/(LOSS) BEFORE INCOME TAX		**142,446**	(4,999,921)
Income tax benefit/(expense)	7	**-**	-
TOTAL COMPREHENSIVE PROFIT/(LOSS) FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF AUSTRALIAN POTASH LIMITED		**142,446**	(4,999,921)
Earnings/(loss) per share (cents per share)			
Basic, profit/(loss) attributable to the ordinary equity holders of the Company	22	**0.04**	(1.93)
Diluted, profit/(loss) attributable to the ordinary equity holders of the Company	22	**0.04**	(1.93)

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the Notes to the Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2019

	Note	2019 $	2018 $
CURRENT ASSETS			
Cash and cash equivalents	8	**1,952,751**	2,201,681
Trade and other receivables	9	**1,630,202**	143,246
TOTAL CURRENT ASSETS		**3,582,953**	2,344,927
NON CURRENT ASSETS			
Plant and equipment	10	**131,152**	119,993
Intangibles		**3,476**	13,557
Exploration and evaluation	11	**5,053,765**	-
TOTAL NON CURRENT ASSETS		**5,188,393**	133,550
TOTAL ASSETS		**8,771,346**	2,478,477
CURRENT LIABILITIES			
Trade and other payables	12	**2,666,143**	575,518
Provisions		**87,731**	63,824
TOTAL CURRENT LIABILITIES		**2,753,874**	639,342
TOTAL LIABILITIES		**2,753,874**	639,342
NET ASSETS		**6,017,472**	1,839,135
EQUITY			
Issued capital	13	**23,896,438**	19,963,387
Reserves		**1,501,938**	1,399,098
Accumulated losses		**(19,380,904)**	(19,523,350)
TOTAL EQUITY		**6,017,472**	1,839,135

The above Consolidated Statement of Financial Position should be read in conjunction with the Notes to the Consolidated Financial Statements.

Consolidated Statement of Changes in Equity

For the Year Ended 30 June 2019

	Issued Capital	Share-based Payments Reserve	Accumulated Losses	Total
	$	$	$	$
BALANCE AT 1 JULY 2017	13,025,831	1,202,086	(14,523,429)	(295,512)
Loss for the period	-	-	(4,999,921)	(4,999,921)
TOTAL COMPREHENSIVE LOSS	-	-	(4,999,921)	(4,999,921)
TRANSACTIONS WITH OWNERS IN THEIR CAPACITY AS OWNERS				
Shares and options issued during the period	7,391,785	-	-	7,391,785
Share issue transaction costs	(454,229)	-	-	(454,229)
Issue of employee options	-	197,012	-	197,012
BALANCE AT 30 JUNE 2018	19,963,387	1,399,098	(19,523,350)	1,839,135
BALANCE AT 1 JULY 2018	**19,963,387**	**1,399,098**	**(19,523,350)**	**1,839,135**
Profit for the period	**-**	**-**	**142,446**	**142,446**
TOTAL COMPREHENSIVE PROFIT	**-**	**-**	**142,446**	**142,446**
TRANSACTIONS WITH OWNERS IN THEIR CAPACITY AS OWNERS				
Shares and options issued during the period	**4,409,050**	**-**	**-**	**4,409,050**
Share issue transaction costs	**(475,999)**	**-**	**-**	**(475,999)**
Issue of employee options	**-**	**102,840**	**-**	**102,840**
BALANCE AT 30 JUNE 2019	**23,896,438**	**1,501,938**	**(19,380,904)**	**6,017,472**

The above Consolidated Statement of Changes in Equity should be read in conjunction with the Notes to the Consolidated Financial Statements.

Consolidated Statement of Cash Flows
for the Year Ended 30 June 2019

	Notes	2019 $	2018 $
CASH FLOWS FROM OPERATING ACTIVITIES			
Expenditure on exploration		**(330,978)**	(6,476,059)
Payments to suppliers and employees		**(1,640,518)**	(1,397,579)
Interest received		**1,047**	4,356
Research and development refund received		**-**	1,821,743
Payment for tenements		**-**	(150,000)
Proceeds on sale of tenements		**-**	50,000
Joint venture agreement participation fee	5	**1,250,000**	-
Net cash outflow from operating activities	**21**	**(720,449)**	(6,147,539)
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for plant and equipment		**(38,826)**	(60,276)
Payments for evaluation and exploration		**(3,435,687)**	-
Net cash outflow from investing activities		**(3,474,513)**	(60,276)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares and options		**4,250,050**	6,891,785
Payments of share issue transaction costs		**(316,999)**	(454,229)
Net cash inflow from financing activities		**3,933,051**	6,437,556
Net increase in cash and cash equivalents		**(261,911)**	229,741
Cash and cash equivalents at the beginning of the year		**2,201,681**	1,960,557
Effect of exchange rate changes on cash and cash equivalents		**12,981**	11,383
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	**8**	**1,952,751**	2,201,681

The above Consolidated Statement of Cash Flows should be read in conjunction with the Notes to the Consolidated Financial Statements.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the financial statements are set out below. The financial statements are for Australian Potash Limited. The financial statements are presented in the Australian currency. Australian Potash Limited is a company limited by shares, domiciled and incorporated in Australia. The financial statements were authorised for issue by the directors on 11 September 2019. The directors have the power to amend and reissue the financial statements.

(a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001*. Australian Potash Limited is a for-profit entity for the purpose of preparing the financial statements. All amounts are presented in Australian dollars unless otherwise stated.

(i) Compliance with IFRS

The financial statements of Australian Potash Limited also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

(ii) New and amended standards adopted by the Group

The Group has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ("AASB") that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Group during the financial year.

(iii) Adoption of new and revised Accounting Standards

The Group has adopted all new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to its operations and effective for an accounting period that begins on or after 1 January 2018.

New and revised Standards and amendments thereof and Interpretations effective for the current year that are relevant to the Group include:

- AASB 9 *Financial Instruments* and related amending Standards
- AASB 15 *Revenue from Contracts with Customers* and related amending Standards
- AASB 2016-5 *Amendments to Australian Accounting Standards – Classification and Measurement of Share-based Payment Transactions*

AASB 9 Financial Instruments and related amending Standards

In the current year, the Group has applied AASB 9 *Financial Instruments* (as amended) and the related consequential amendments to other Accounting Standards that are effective for an annual period that begins on or after 1 January 2018. The transition provisions of AASB 9 allow an entity not to restate comparatives however there was no material impact on adoption of the standard.

Additionally, the Group adopted consequential amendments to AASB 7 *Financial Instruments: Disclosures*.

In summary AASB 9 introduced new requirements for:

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

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

AASB 15 Revenue from Contracts with Customers and related amending Standards

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

There was no material impact on adoption of the standard and no adjustment made to current or prior period amounts.

(iv) Early adoption of standards

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

(v) Historical cost convention

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, which have been measured at fair value.

(vi) Going concern

The financial report has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business.

The Group generated a profit for the period of $142,446 (2018: Loss $4,999,921) and net cash outflows of $261,911 (2018: Inflows $229,741). The ability of the Group to continue as a going concern is principally dependent upon the ability of the Group to secure funds by raising capital from equity markets and managing cashflow in line with available funds. These conditions indicate a material uncertainty that may cast significant doubt about the ability of the Group to continue as a going concern.

The directors have prepared a cash flow forecast, which indicates that the Group will have sufficient cash flows to meet all commitments and working capital requirements for the 12-month period from the date of signing this financial report.

Based on the cash flow forecasts and other factors referred to above, the directors are satisfied that the going concern basis of preparation is appropriate. In particular, given the Group's history of raising capital to date, the directors are confident of the Group's ability to raise additional funds as and when they are required.

Should the Group be unable to continue as a going concern it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different to those stated in the financial statements. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or to the amount and classification of liabilities that might result should the Group be unable to continue as a going concern and meet its debts as and when they fall due.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Principles of consolidation

(i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases. The acquisition method of accounting is used to account for business combinations by the Group.

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

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of financial position respectively.

(ii) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of Australian Potash Limited.

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, jointly controlled entity or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a jointly controlled entity or associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

(c) Segment reporting

An operating segment is defined as a component of an entity that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the full Board of Directors.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Revenue recognition

Interest revenue is recognised on a time proportionate basis that takes into account the effective yield on the financial assets.

(e) Income tax

The income tax expense or revenue for the year is the tax payable on the current year's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Group's subsidiaries and associated operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(f) Impairment of assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other 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.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Impairment of assets (continued)

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 that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(g) Cash and cash equivalents

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

(h) Trade and other receivables

Receivables are recognised at amortised cost less any Expected Credit Losses (ECL). The company has reviewed its impairment methodology under AASB 9 for financial assets under the new ECL model for all its assets held at amortised cost. There has been no change in the impairment impacts on the financial statements as a result of this change in methodology.

(i) Exploration and evaluation costs

Exploration and evaluation costs for each area of interest in the early stages of project life are expensed as they are incurred.

Exploration and evaluation costs for each area of interest that has progressed to the definitive feasibility study stage are capitalised as exploration and evaluation assets. The capitalised costs are presented as either tangible or intangible exploration and evaluation assts according to the nature of the assets acquired.

Exploration and evaluation assets shall be assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. When facts and circumstances suggest that the carrying amount exceeds the recoverable amount an impairment loss is recognised in the Statement of Comprehensive Income.

Refer to note 2 for further information.

(j) Financial Instruments

(i) Classification of financial instruments

The Group classifies its financial assets into the following measurement categories:

- those to be measured at fair value (either through other comprehensive income, or through profit or loss); and
- those to be measured at amortised cost.

The classification depends on the Group's business model for managing financial assets and the contractual terms of the financial assets' cash flows.

The Group classifies its financial liabilities at amortised cost unless it has designated liabilities at fair value through profit or loss or is required to measure liabilities at fair value through profit or loss such as derivative liabilities.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Financial Instruments (continued)

(ii) Financial assets measured at amortised cost

Debt instruments

Investments in debt instruments are measured at amortised cost where they have:

- contractual terms that give rise to cash flows on specified dates, that represent solely payments of principal and interest on the principal amount outstanding; and
- are held within a business model whose objective is achieved by holding to collect contractual cash flows.

These debt instruments are initially recognised at fair value plus directly attributable transaction costs and subsequently measured at amortised cost. The measurement of credit impairment is based on the three-stage expected credit loss model described below in note (c) Impairment of financial assets.

(iii) Financial assets measured at fair value through other comprehensive income

Equity instruments

Investment in equity instruments that are neither held for trading nor contingent consideration recognised by the Group in a business combination to which AASB 3 "Business Combination" applies, are measured at fair value through other comprehensive income, where an irrevocable election has been made by management.

Amounts presented in other comprehensive income are not subsequently transferred to profit or loss. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

(iv) Items at fair value through profit or loss Items at fair value through profit or loss

Items at fair value through profit or loss Items at fair value through profit or loss comprise:

- items held for trading;
- items specifically designated as fair value through profit or loss on initial recognition; and
- debt instruments with contractual terms that do not represent solely payments of principal and interest.

Financial instruments held at fair value through profit or loss are initially recognised at fair value, with transaction costs recognised in the income statement as incurred. Subsequently, they are measured at fair value and any gains or losses are recognised in the income statement as they arise.

Where a financial asset is measured at fair value, a credit valuation adjustment is included to reflect the credit worthiness of the counterparty, representing the movement in fair value attributable to changes in credit risk.

Financial instruments held for trading

A financial instrument is classified as held for trading if it is acquired or incurred principally for the purpose of selling or repurchasing in the near term, or forms part of a portfolio of financial instruments that are managed together and for which there is evidence of short-term profit taking, or it is a derivative not in a qualifying hedge relationship.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Financial Instruments (continued)

Financial instruments designated as measured at fair value through profit or loss

Upon initial recognition, financial instruments may be designated as measured at fair value through profit or loss. A financial asset may only be designated at fair value through profit or loss if doing so eliminates or significantly reduces measurement or recognition inconsistencies (i.e. eliminates an accounting mismatch) that would otherwise arise from measuring financial assets or liabilities on a different basis.

A financial liability may be designated at fair value through profit or loss if it eliminates or significantly reduces an accounting mismatch or:

- if a host contract contains one or more embedded derivatives; or
- if financial assets and liabilities are both managed and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Where a financial liability is designated at fair value through profit or loss, the movement in fair value attributable to changes in the Group's own credit quality is calculated by determining the changes in credit spreads above observable market interest rates and is presented separately in other comprehensive income.

(v) Impairment of financial assets

The Group applies a three-stage approach to measuring expected credit losses (ECLs) for the following categories of financial assets that are not measured at fair value through profit or loss:

- debt instruments measured at amortised cost and fair value through other comprehensive income;
- loan commitments; and
- financial guarantee contracts.

No ECL is recognised on equity investments.

Determining the stage for impairment

At each reporting date, the Group assesses whether there has been a significant increase in credit risk for exposures since initial recognition by comparing the risk of default occurring over the remaining expected life from the reporting date and the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and also, forward-looking analysis.

An exposure will migrate through the ECL stages as asset quality deteriorates. If, in a subsequent period, asset quality improves and also reverses any previously assessed significant increase in credit risk since origination, then the provision for doubtful debts reverts from lifetime ECL to 12-months ECL. Exposures that have not deteriorated significantly since origination are considered to have a low credit risk. The provision for doubtful debts for these financial assets is based on a 12-months ECL. When an asset is uncollectible, it is written off against the related provision. Such assets are written off after all the necessary procedures have been completed and the amount of the loss has been determined. Subsequent recoveries of amounts previously written off reduce the amount of the expense in the income statement.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Financial Instruments (continued)

The Group assesses whether the credit risk on an exposure has increased significantly on an individual or collective basis. For the purposes of a collective evaluation of impairment, financial instruments are Grouped on the basis of shared credit risk characteristics, taking into account instrument type, credit risk ratings, date of initial recognition, remaining term to maturity, industry, geographical location of the borrower and other relevant factors.

(vi) Recognition and derecognition of financial instruments

A financial asset or financial liability is recognised in the balance sheet when the Group becomes a party to the contractual provisions of the instrument, which is generally on trade date. Loans and receivables are recognised when cash is advanced (or settled) to the borrowers.

Financial assets at fair value through profit or loss are recognised initially at fair value. All other financial assets are recognised initially at fair value plus directly attributable transaction costs.

The Group derecognises a financial asset when the contractual cash flows from the asset expire or it transfers its rights to receive contractual cash flows from the financial asset in a transaction in which substantially all the risks and rewards of ownership are transferred. Any interest in transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability.

A financial liability is derecognised from the balance sheet when the Group has discharged its obligation or the contract is cancelled or expires.

(vii) Offsetting

Financial assets and liabilities are offset and the net amount is presented in the balance sheet when the Group has a legal right to offset the amounts and intends to settle on a net basis or to realise the asset and settle the liability simultaneously.

(k) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured, non-interest bearing and are paid on normal commercial terms.

(l) Employee benefits

Wages and salaries and annual leave

Liabilities for wages and salaries, including non-monetary benefits, and annual leave expected to be settled within 12 months of the reporting date are recognised in other payables 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.

(m) Share-based payments

The Group provides benefits to employees (including directors) of the Group in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares (equity-settled transactions), refer to note 23.

The cost of these equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an internal valuation using a Black-Scholes option pricing model. A Monte Carlo simulation is applied to fair value the market related options.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Share-based payments (continued)

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (**vesting date**).

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the number of options that, in the opinion of the directors of the Company, will ultimately vest. This opinion is formed based on the best available information at balance date. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award.

Options over ordinary shares have also been issued as consideration for the acquisition of interests in tenements and other services. These options have been treated in the same manner as employee options described above, with the expense being included as part of exploration expenditure.

(n) Issued capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a business are not included in the cost of the acquisition as part of the purchase consideration.

(o) Earnings per share

(i) Basic earnings per share

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

(ii) 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.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Goods and Services Tax (GST)

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

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

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

(q) New accounting standards and interpretations not yet adopted

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

AASB 16 : Leases

This standard is applicable to annual reporting periods beginning on or after 1 January 2019. When effective, this Standard will replace the current accounting requirements applicable to leases in AASB 117 : Leases and related Interpretations. AASB 16 introduces a single lessee accounting model that eliminates the requirement for leases to be classified as operating or finance leases.

The main changes introduced by the new Standard are as follows:

- recognition of a right-of-use asset and liability for all leases (excluding short-term leases with less than 12 months of tenure and leases relating to low-value assets);
- depreciation of right-of-use assets in line with AASB 116 : Property, Plant and Equipment in profit or loss and unwinding of the liability in principal and interest components;
- inclusion of variable lease payments that depend on an index or a rate in the initial measurement of the lease liability using the index or rate at the commencement date;
- application of a practical expedient to permit a lessee to elect not to separate non-lease components and instead account for all components as a lease; and
- inclusion of additional disclosure requirements.

The transitional provisions of AASB 16 allow a lessee to either retrospectively apply the Standard to comparatives in line with AASB 108 or recognise the cumulative effect of retrospective application as an adjustment to opening equity on the date of initial application.

The Company has performed a preliminary review of the adoption of AASB 16. As a result of this review the Company has determined that there is unlikely to be a material impact, of AASB16 on its business and, therefore, no change is necessary to Company accounting policies at this time.

(r) Critical accounting judgements, estimates and assumptions

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

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Critical accounting judgements, estimates and assumptions (continued)

Environmental Issues

Balances disclosed in the financial statements and notes thereto are not adjusted for any pending or enacted environmental legislation, and the directors understanding thereof. At the current stage of the Group's development and its current environmental impact the directors believe such treatment is reasonable and appropriate.

Taxation

Balances disclosed in the financial statements and the notes thereto related to taxation are based on the best estimates of the directors. These estimates take into account both the financial performance and position of the Group as they pertain to current income taxation legislation, and the directors understanding thereof. No adjustment has been made for pending or future taxation legislation. The current income tax position represents that directors' best estimate, pending an assessment by the Australian Taxation Office. With regards to the research and development incentive, AusIndustry reserves the right to review claims made under the R&D legislation.

Share-based payments

Share-based payment transactions, in the form of options to acquire ordinary shares, are valued using the Black-Scholes option pricing model. A Monte Carlo simulation is applied to fair value the market related element of the shares or rights. Both models use assumptions and estimates as inputs.

2. CHANGE IN ACCOUNTING POLICY

Capitalisation of Exploration and Evaluation Expenditure

The Company re-assessed its accounting for exploration and evaluation expenditure during the year with respect to the recognition of costs associated with areas of interest that have progressed to a definitive feasibility stage. The Company has previously expensed all exploration and evaluation expenditure when incurred.

During the year, the Company elected to change the method of accounting for exploration and evaluation expenditure relating to areas of interest that have progressed to a definitive feasibility study stage as the Company believes that this will provide more relevant information to the users of its financial statements and is more aligned to industry accepted practices. The Company has applied the change in policy retrospectively but there was no impact on adoption of the new accounting policy in the prior year.

3. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.

Risk management is carried out by the full Board of Directors as the Group believes that it is crucial for all board members to be involved in this process. The Managing Director and Chief Executive Officer, with the assistance of senior management as required, has responsibility for identifying, assessing, treating and monitoring risks and reporting to the board on risk management.

3. FINANCIAL RISK MANAGEMENT (continued)

(a) Market Risk

(i) Foreign exchange risk

As all operations are currently within Australia, the Group is not exposed to any material foreign exchange risk.

(ii) Commodity price risk

Given the current level of operations the Group is not exposed to commodity price risk.

(iii) Interest rate risk

The Group is exposed to movements in market interest rates on cash and cash equivalents. The Group policy is to monitor the interest rate yield curve out to six months to ensure a balance is maintained between the liquidity of cash assets and the interest rate return. The entire balance of cash and cash equivalents for the Group $1,952,751 (2018: $2,201,681) is subject to interest rate risk. The weighted average interest rate received on cash and cash equivalents by the Group was 2.4% (2018: 2.6%).

Sensitivity analysis

At 30 June 2019, if interest rates had changed by -/+ 100 basis points from the weighted average rate for the year with all other variables held constant, post-tax loss for the Group would have been $15,947 lower/higher (2018: $14,198 lower/higher) as a result of lower/higher interest income from cash and cash equivalents.

(b) Credit Risk

The Group has no significant concentrations of credit risk. The maximum exposure to credit risk at balance date is the carrying amount (net of provision for impairment) of those assets as disclosed in the statement of financial position and notes to the financial statements.

As the Group does not presently have any debtors, lending, significant stock levels or any other credit risk, a formal credit risk management policy is not maintained.

(c) Liquidity Risk

The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and ensuring sufficient cash and marketable securities are available to meet the current and future commitments of the Group. Due to the nature of the Group's activities, being mineral exploration, the Group does not have ready access to credit facilities, with the primary source of funding being equity raisings. The Board of Directors constantly monitor the state of equity markets in conjunction with the Group's current and future funding requirements, with a view to initiating appropriate capital raisings as required.

The financial liabilities of the Group are confined to trade and other payables as disclosed in the statement of financial position. All trade and other payables are non-interest bearing and due within 12 months of the reporting date. Financial assets mature within 3 months of balance date.

(d) Fair Value Estimation

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes. The carrying amount of all financial assets and financial liabilities of the Group at the balance date approximate their fair value due to their short term nature.

4. SEGMENT INFORMATION

For management purposes, the Group has identified only one reportable segment being exploration activities undertaken in Australia. This segment includes activities associated with the determination and assessment of the existence of commercial economic reserves, from the Group's mineral assets in this geographic location.

Segment performance is evaluated based on the operating profit and loss and cash flows and is measured in accordance with the Group's accounting policies.

5. OTHER INCOME

	2019 $	2018 $
Proceeds from Joint Venture Farm-In Agreement (i)	**1,250,000**	-
Research and development tax incentive (ii)	**1,048,612**	1,821,743
Other	**8,210**	50,500
	2,306,822	1,872,243

(i) The Company and St Barbara Limited (SBM) entered into an Earn in & Joint Venture Agreement, covering tenure at the Lake Wells Gold Project over various tenements. Under the terms agreed, SBM paid APC $1.25M in cash consideration for entering into the Agreement and has agreed to pay a minimum exploration expenditure of $1.75M in the first year.

(ii) Incudes $279k tax provision as per Note 12.

6. EXPENSES

Loss before income tax includes the following specific expenses:		
Minimum lease payments relating to operating leases	**50,004**	50,004
Defined contribution superannuation expense	**70,380**	69,190
Depreciation of plant and equipment	**27,667**	16,412
Amortisation of intangibles	**3,777**	3,777

7. INCOME TAX

(a) Income tax expense

Current tax	**-**	-
Deferred tax	**-**	-
	-	-

(b) Numerical reconciliation of income tax expense to prima facie tax payable

Loss from continuing operations before income tax expense	**142,446**	(4,999,921)
Prima facie tax benefit at the Australian tax rate of 27.5%	**39,173**	(1,374,978)
Tax effect of not deductible expenses in calculating taxable income	**(287,214)**	561
Movements in unrecognised temporary differences	**(554,498)**	(96,393)
Tax effect of current period tax losses for which no deferred tax asset has been recognised	**802,539**	1,470,810
Income tax expense	**-**	-

7. INCOME TAX (continued)	2019 $	2018 $
(c) Unrecognised temporary differences		
Deferred Tax Assets (at 27.5%)		
On Income Tax Account		
Accruals and other provisions	**109,451**	7,894
Depreciation variances	**-**	1,128
Capital raising costs	**186,234**	167,730
Carry forward tax losses	**3,803,766**	3,396,594
	4,099,451	3,573,346
Set off of deferred tax liabilities	**(561,088)**	(900,848)
Net deferred tax assets	**3,538,364**	2,672,498
Less deferred tax assets not recognised	**(3,538,364)**	(2,672,498)
	-	-
Deferred Tax Liabilities (at 27.5%)		
Prepayments	**11,450**	-
Exploration	**549,638**	900,848
	561,088	900,848
Set off against deferred tax assets	**(561,088)**	(900,848)
	-	-

Net deferred tax assets have not been brought to account as it is not probable within the immediate future that tax profits will be available against which deductible temporary differences and tax losses can be utilised.

The Group's ability to use losses in the future is subject to the Group satisfying the relevant tax authority's criteria for using these losses.

8. CASH AND CASH EQUIVALENTS

Cash at bank and in hand	**1,927,751**	2,176,681
Short-term deposits	**25,000**	25,000
	1,952,751	2,201,681

Cash at bank and in hand earns interest at floating rates based on daily bank deposit rates.

9. TRADE AND OTHER RECEIVABLES

GST receivable		**230,263**	75,297
Research and development incentive receivable	(i)	**1,327,579**	-
Other receivables		**72,360**	67,949
		1,630,202	143,246

(i) The FY2018 research and development tax incentive receivable was received subsequent to year end.

10. PLANT AND EQUIPMENT	Computer Equipment	Plant and Equipment	Motor Vehicles	Total
Cost	**$**	**$**	**$**	**$**
Balance at 1 July 2017	3,823	78,129	-	81,952
Additions	6,418	11,765	42,093	60,276
Balance at 30 June 2018	10,241	89,894	42,093	142,228
Additions	11,955	26,871	-	38,826
Balance at 30 June 2019	**22,196**	**116,765**	**42,093**	**181,054**
Accumulated Depreciation				
Balance at 1 July 2017	787	5,036	-	5,823
Depreciation for the year	2,403	12,256	1,753	16,412
Balance at 30 June 2018	3,190	17,292	1,753	22,235
Depreciation for the year	4,515	14,733	8,419	27,667
Balance at 30 June 2019	**7,705**	**32,025**	**10,172**	**49,902**
Net Book Value				
Balance at 30 June 2018	**7,051**	**72,601**	**40,340**	**119,993**
Balance at 30 June 2019	**14,491**	**84,740**	**31,921**	**131,152**

11. EXPLORATION AND EVALUATION	2019 $	2018 $
Beginning of the financial year	**-**	-
Additions	**5,053,765**	-
End of the financial year	**5,053,765**	-

The value of the Company's interest in exploration expenditure is dependent upon:

- The continuance of the Company's rights to tenure of the areas of interest;
- The results of future exploration; and
- The recoupment of costs through successful development and exploitation of the areas of interest or, alternatively, by their sale.

12. TRADE AND OTHER PAYABLES

Trade payables		**1,954,692**	412,678
Other payables and accruals	(i)	**711,451**	162,840
		2,666,143	575,518

(i) Other payables includes a balance of $279k relating to a tax provision. This balance was recognised as a contingent liability in the prior year.

13. ISSUED CAPITAL

	Notes	2019 No. of securities	2019 $	2018 No. of securities	2018 $
(a) Share capital					
Ordinary shares fully paid	13(c), 13(f)	**357,573,073**	**23,543,143**	304,358,073	19,610,092
(b) Other equity securities					
Options	13(d)	**102,355,711**	**353,295**	54,505,576	353,295
Total issued capital			**23,896,438**		19,963,387

	2019 No. of securities	2019 $	2018 No. of securities	2018 $
(c) Movements in ordinary share capital				
Beginning of the financial year	**304,358,073**	**19,610,092**	221,454,213	13,008,920
Issued during the year:				
– Issued for cash at 10 cents per share			35,418,860	3,541,886
– Issued for services rendered at 10 cents per share			5,000,000	500,000
– Issued for cash at 7 cents per share	**715,000**	**50,050**	42,485,000	2,973,950
– Issued for cash at 8 cents per share	**52,500,000**	**4,200,000**	-	-
Share issue transaction costs	**-**	**(316,999)**	-	(414,664)
End of the financial year	**357,573,073**	**23,543,143**	304,358,073	19,610,092

	2019 No. of securities	2019 $	2018 No. of securities	2018 $
(d) Movements in other equity securities				
Beginning of the financial year	**54,505,576**	**353,295**	16,910,670	16,911
Issued during the year:				
– Free attaching listed options	**13,125,135**	**-**	-	-
– Options issued as compensation	**13,125,000**	**159,000**	-	-
– Reclassification of unlisted options to listed options	**21,600,000**	**-**	-	-
– Issued for cash at 1 cent per option	**-**	**-**	37,594,906	375,949
Share option transaction costs	**-**	**(159,000)**	-	(39,565)
End of the financial year	**102,355,711**	**353,295**	54,505,576	353,295

13. ISSUED CAPITAL (continued)

(e) Movements in options on issue

	Number of options	
	2019	**2018**
Beginning of the financial year	**71,667,429**	30,072,523
Movements of options during the year		
Unlisted options issued, exercisable at 22.5 cents, expiring 9 May 2020	**-**	1,500,000
Unlisted options issued, exercisable at 16.0 cents, expiring 30 November 2020	**-**	1,250,000
Unlisted options issued, exercisable at 20.0 cents, expiring 30 November 2020	**-**	1,250,000
Listed options issued, exercisable at 20.0 cents, expriring 25 October 2019	**-**	37,594,906
Listed options issued, exercisable at 12 cents expriing 8 August 2021	**47,850,135**	-
Unlisted options issued, exercisable at 22.5 cents, expiring 27 December 2021	**1,277,496**	-
Expired during the year	**(14,000,000)**	-
End of the financial year	**106,795,060**	71,667,429

(f) Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the 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.

Ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

(g) Capital risk management

The Group's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it may continue to provide returns for shareholders and benefits for other stakeholders.

Due to the nature of the Group's activities, being mineral exploration, the Group does not have ready access to credit facilities, with the primary source of funding being equity raisings. Therefore, the focus of the Group's capital risk management is the current working capital position against the requirements of the Group to meet exploration programmes and corporate overheads.

The Group's strategy is to ensure appropriate liquidity is maintained to meet anticipated operating requirements, with a view to initiating appropriate capital raisings as required. The working capital position of the Group at 30 June 2019 and 30 June 2018 are as follows:

	2019	**2018**
	$	**$**
Cash and cash equivalents	**1,952,751**	2,201,681
Trade and other receivables	**1,630,202**	143,246
Trade and other payables	**(2,666,143)**	(639,342)
Provisions	**(87,731)**	(63,824)
Working capital position	**829,079**	1,641,761

14. DIVIDENDS

No dividends were paid during the financial year. No recommendation for payment of dividends has been made.

15. RELATED PARTY TRANSACTIONS

(a) Parent entity

The ultimate parent entity within the Group is Australian Potash Limited.

(b) Subsidiaries

Interests in subsidiaries are set out in note 16.

(c) Key management personnel compensation	2019 $	2018 $
Short-term benefits	**427,349**	332,192
Post-employment benefits	**40,598**	31,558
Other long-term benefits	**-**	-
Termination benefits	**-**	-
Share-based payments	**86,483**	206,628
	554,430	570,378

Detailed remuneration disclosures are provided in the remuneration report on pages 5 to 10.

(d) Transactions and balances with other related parties

There were no transactions with other related parties, including key management personnel, during the year.

(e) Loans to related parties

There were no loans to related parties, including key management personnel, during the year.

16. SUBSDIARIES

No dividends were paid during the financial year. No recommendation for payment of dividends has been made.

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1(b):

Name	Country of Incorporation	Class of Shares	Equity Holding[1]	
			2019 %	2018 %
Lake Wells Potash Pty Ltd	Australia	Ordinary	**100**	100

(1) The proportion of ownership interest is equal to the proportion of voting power held.

17. REMUNERATION OF AUDITORS

During the year the following fees were paid or payable for services provided by the auditor of the Group, its related practices and non-related audit firms:

	2019 $	2018 $
Audit services		
Bentleys Audit & Corporate (WA) Pty Ltd – audit and review of financial reports	**28,276**	27,042
Total remuneration for audit services	**28,276**	27,042

18. CONTINGENCIES

Tenement Acquisition Agreements

Goldphyre WA Pty Ltd

Goldphyre WA Pty Ltd and the Company are parties to a sale of Mining Tenements Agreement dated on or about 11 April 2011 under which the Company acquired a 100% interest in 9 Tenements. In consideration, the Company issued the Vendor 7,250,000 ordinary shares and 3,625,000 options (with an exercise price of 20 cents that expired on 30 June 2015) during the 2011 financial period. The Company will also issue the Vendor with further ordinary shares in the following circumstances, subject to any necessary regulatory or shareholder approvals:

a) 2,000,000 ordinary shares upon the Company delineating 250,000 ounces of JORC measured gold or equivalent (as a single commodity) that can be verified as an economic deposit by an independent expert, on a project acquired from the Vendor;

b) 2,000,000 ordinary shares upon the Company delineating a further 250,000 ounces of JORC measured gold or equivalent (as a single commodity) that can be verified as an economic deposit by an independent expert, on a project acquired from the Vendor; and

c) 3,000,000 ordinary shares upon the Company completing a bankable feasibility study in any of the projects acquired from the Vendor.

Subject to the grant of a waiver in writing from ASX from Condition 10 of Chapter 1 of the Listing Rules the Company agrees to pay the Vendor a 2% net smelter royalty on any mineral won from the tenements acquired from the Vendor.

Other than the item disclosed above and in Note 12, there have been no change in contingent liabilities or contingent assets since the last annual reporting date.

19. COMMITMENTS

		2019 $	2018 $

(a) Exploration Commitments

The Group has certain commitments to meet minimum expenditure requirements on the mining exploration assets it has an interest in.

Outstanding exploration commitments are as follows:

		2019 $	2018 $
Within one year		**4,254,637**	1,117,021
Later than one year but not later than five years		**13,893,405**	2,418,058
Later than five years	(i)	**43,089,604**	-
		61,237,646	3,535,079

(i) Relates to Mining Leases granted for a period of 20 years (until September 2039).

(b) Lease commitments: Group as lessee

Operating leases (non-cancellable)

Minimum lease payments

	2019 $	2018 $
Within one year	**-**	-

20. EVENTS OCCURRING AFTER THE REPORTING DATE

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial periods.

21. CASH FLOW INFORMATION

(a) Reconciliation of net profit/(loss) after income tax to net cash outflow from operating activities

	2019 $	2018 $
Net profit/(loss) for the year	**142,446**	(4,999,921)
Non-Cash Items		
Depreciation and amortisation of non-current assets	**31,444**	20,189
Shares issued as consideration for services rendered	**-**	500,000
Share-based payments expense	**102,840**	197,012
Loss on disposal of intangible asset	**6,304**	-
Other	**(12,982)**	(11,384)
Change in operating assets and liabilities		
Decrease/(increase)/decrease in trade and other receivables	**(1,486,956)**	87,803
Increase/(decrease) in trade and other payables	**472,547**	(1,979,218)
Increase in provisions	**23,908**	37,980
Net cash outflow from operating activities	**(720,449)**	**(6,147,539)**

21. CASH FLOW INFORMATION (continued)

(b) Non-cash investing and financing activities

On 4 April 2019, the Company issued 13,250,000 listed options exercisable at 12 cents and expiring on 8 August 2021 at a deemed cost of $159,000 to Patersons Corporate Finance as fee for services rendered. This item is included in 'share transaction costs' on the statement of changes in equity of the Group.

On 24 November 2017 the Company issued 5,000,000 ordinary shares at a deemed cost of $500,000 to Ausdrill International Pty Ltd for services rendered. This amount was included in 'Exploration expenses' on the statement of profit or loss and other comprehensive income of the Group.

22. EARNINGS/(LOSS) PER SHARE

	2019 $	2018 $
(a) Reconciliation of earnings used in calculating earnings/(loss) per share		
Profit/(loss) attributable to the owners of the Company used in calculating basic and diluted earnings/(loss) per share	**142,446**	(4,999,921)

	Number of shares	
(b) Weighted average number of ordinary shares used in calculating loss per share		
Weighted average number of ordinary shares used as the denominator in calculating basic profit/(loss) per share	**319,784,582**	258,663,458
Effects of dilution from:		
Share options	**3,430,000**	-
Weighted average number of ordinary shares adjusted for the effects of dilution	**323,214,582**	258,663,458

There have been no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of authorisation of these financial statements.

(c) Information on the classification of options

In the prior year, as the Group has made a loss for the year, all options on issue are considered antidilutive and have not been included in the calculation of diluted earnings per share.

23. SHARE-BASED PAYMENTS

(a) Director Options

The Group has provided benefits to directors of the Company in the form of options constituting share-based payment transactions. The exercise prices of the options granted was 22.5 cents per option (2018: 16.0 to 22.5 cents). The contractual term for the options is three years (2018: three years.)

Options granted carry no dividend or voting rights. When exercisable, each option is convertible into one ordinary share of the Company with full dividend and voting rights.

Fair value of options granted

The weighted average fair value of the options granted during the period was 0.8 cents (2018: 4.49 cents). The price was calculated by using the Black-Scholes European Option Pricing Model taking into account the terms and conditions upon which the options were granted. A Monte Carlo simulation is applied to fair value the TSR element, if applicable.

	2019	2018
Weighted average exercise price (cents)	**22.5**	19.7
Weighted average life of the option (years)	**3.0**	2.8
Weighted average underlying share price (cents)	**6.8**	11.5
Expected share price volatility	**60.0%**	111.8%
Risk free interest rate	**2.06%**	2.06%

Historical volatility has been used as the basis for determining expected share price volatility as it assumed that this is indicative of future trends, which may not eventuate.

(b) Incentive Option Plan

The Group has provided benefits to employees and contractors of the Company in the form of options under the Company's Incentive Option Plan as approved at the Annual General Meeting on 28 November 2016, constituting a share-based payment transaction. No options were issued in the current period. No options were granted in the current or comparative periods.

Options granted carry no dividend or voting rights. When exercisable, each option is convertible into one ordinary share of the Company with full dividend and voting rights.

Fair value of options granted

No options were issued during the current or comparative period.

23. SHARE-BASED PAYMENTS (continued)

(c) Summary of Share-Based Payment

Set out below are summaries of the share-based payment options granted per (a) and (b):

	2019		2018	
	Number of options	Weighted average exercise price (Cents)	Number of options	Weighted average exercise price (Cents)
Outstanding as at 1 July	**34,072,523**	**16.1**	30,072,523	15.6
Granted	**1,277,496**	**22.5**	4,000,000	19.7
Forfeited	**-**	**-**	-	-
Exercised	**-**	**-**	-	-
Expired	**(14,000,000)**	**14.1**	-	-
Outstanding as at 30 June	**21,350,019**	**17.7**	34,072,523	16.1
Exercisable as at 30 June	**11,409,477**	**16.1**	24,131,981	14.6

The weighted average remaining contractual life of share options outstanding at the end of the year was 1.2 years (2018: 1.6 years), and the exercise prices range from 10 to 22.5 cents (2018: 10.0 to 22.5 cents).

The following share-based payment arrangements were in existence during the current and prior years:

Number of options	Date options issued	Expiry date	Exercise price (cents)	Fair value at grant date (cents)
4,500,000	30 November 2015	30 November 2018	12.5	3.6
4,500,000	30 November 2015	30 November 2018	17.5	3.3
5,000,000	2 May 2016	2 May 2019	12.5	5.7
3,430,000	22 April 2016	21 April 2021	10.0	7.1
3,430,000	22 April 2016	21 April 2021	15.0	6.8
1,861,702	28 November 2016	28 November 2019	17.5	4.7
2,034,883	28 November 2016	28 November 2019	22.5	4.3
2,559,526	22 December 2016	14 December 2019	17.5	4.2
2,756,412	22 December 2016	14 December 2019	22.5	3.9
1,500,000	23 October 2017	9 May 2020	22.5	5.7
1,250,000	30 November 2017	30 November 2020	16.0	7.1
1,250,000	30 November 2017	30 November 2020	20.0	6.6
1,277,496	27 December 2018	27 December 2021	22.5	0.8

(d) Shares issued to suppliers

On 4 April 2019, the Company issued 13,250,000 listed options exercisable at 12 cents and expiring on 8 August 2021 at a deemed cost of $159,000 to Patersons Corporate Finance as a fee for services rendered. In the prior year, on 24 November 2017 the Company issued 5,000,000 ordinary shares at a deemed cost of $500,000 to Ausdrill International Pty Ltd for services rendered.

23. SHARE-BASED PAYMENTS (continued)

(e) Expenses arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised during the year were as follows:

	2019 $	2018 $
Shares and options included in share-based payments expense	**102,840**	**197,012**

24. PARENT ENTITY INFORMATION

The following information relates to the parent entity, Australian Potash Limited, at 30 June 2019. The information presented here has been prepared using accounting policies consistent with those presented in Note 1.

	2019 $	2018 $
Current assets	**3,582,954**	2,344,927
Non-current assets	**5,188,493**	133,650
Total assets	**8,771,447**	2,478,577
Current liabilities	**(2,753,874)**	639,342
Total liabilities	**(2,753,874)**	639,342
Issued capital	**23,896,438**	19,963,387
Reserves	**1,501,938**	1,399,098
Accumulated losses	**(19,380,804)**	(19,523,249)
Total equity	**6,017,572**	1,839,236
Profit/(loss) for the year	**142,446**	(4,999,921)
Total comprehensive profit/(loss) for the year	**142,446**	(4,999,921)

DIRECTORS' DECLARATION

In the directors' opinion:

(a) the financial statements comprising the statement of profit or loss and other comprehensive income, statement of financial position, statement of changes in equity, statement of cash flows and accompanying notes set out on pages 13 to 40 are in accordance with the *Corporations Act 2001*, including:

  (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and

  (ii) giving a true and fair view of the Consolidated Entity's financial position as at 30 June 2019 and of its performance for the financial period ended on that date;

(b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and

(c) a statement that the attached financial statements are in compliance with International Financial Reporting Standards has been included in the notes to the financial statements.

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

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

Matt Shackleton
Managing Director & Chief Executive Officer
Perth, 11 September 2019

Independent Auditor's Report

To the Members of Australian Potash Limited

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Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Australian Potash Limited ("the Company") and its subsidiaries ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2019, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion:

a. the accompanying financial report of the Group is in accordance with the Corporations Act 2001, including:

   (i) giving a true and fair view of the Group's financial position as at 30 June 2019 and of its financial performance for the year then ended; and

   (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.

b. the financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement. 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.

Material Uncertainty Related to Going Concern

Without qualifying our opinion, we draw attention to Note 1(a)(vi) in the financial report which indicates that the Group incurred net cash outflows from operating activities of $720,449 during the year ended 30 June 2019. As stated in Note 1(a)(vi), these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Exploration Expenditure During the year the Group incurred exploration expenses of $5,407,011, of which $5,053,765 was capitalised and remainder was expensed to the profit and loss. Exploration expenditure is a key audit matter due to: – The significance to the Group's statement of profit or loss and other comprehensive income; and – The level of judgement required in evaluating management's application of the requirements of AASB 6 *Exploration for and Evaluation of Mineral Resources*. AASB 6 is an industry specific accounting standard requiring the application of significant judgements, estimates and industry knowledge. – The carrying value of capitalised exploration costs represents a significant asset of the Group, we considered it necessary to assess whether facts and circumstances existed to suggest the carrying amount of this asset may exceed the recoverable amount; and – Determining whether impairment indicators exist involves significant judgement by management.	Our audit procedures included but were not limited to: – Assessing management's determination of its areas of interest for consistency with the definition in AASB 6 Exploration and Evaluation of Mineral Resources ("AASB 6"); – Assessing the Group's rights to tenure for a sample of tenements; – Testing the Group's additions to mineral exploration expenditure for the year by evaluating a sample of recorded expenditure for consistency to underlying records, the capitalisation requirements of the Group's accounting policy and the requirements of AASB 6; – By testing the status of the Group's tenure and planned future activities, reading board minutes and discussions with management we assessed each area of interest for one or more of the following circumstances that may indicate impairment of the mineral exploration expenditure: – The licenses for the rights to explore expiring in the near future or are not expected to be renewed;

Key audit matter	How our audit addressed the key audit matter
	– Substantive expenditure for further exploration in the area of interest is not budgeted or planned; – Decision or intent by the Group to discontinue activities in the specific area of interest due to lack of commercially viable quantities of resources; and – Data indicating that, although a development in the specific area is likely to proceed, the carrying amount of the exploration asset is unlikely to be recorded in full from successful development or sale. We also assessed the appropriateness of the related disclosures in note 11 to the financial statements.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2019, but does not include the financial report and our auditor's report thereon.

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

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

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

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 Note 1, the directors also state in accordance with Australian Accounting Standard *AASB 101 Presentation of Financial Statements*, that the financial report complies with International Financial Reporting Standards.

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 related 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 has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

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

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

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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 with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2019. The directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with s 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.

Auditor's Opinion

In our opinion, the Remuneration Report of the Company, for the year ended 30 June 2019, complies with section 300A of the Corporations Act 2001.

Bentleys

BENTLEYS
Chartered Accountants

Mark Delaurentis

MARK DELAURENTIS CA
Partner

Dated at Perth this 11th day of September 2019