

Molopo Energy Limited

ABN 79 003 152 154

Interim Report - 30 June 2021

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The financial statements cover Molopo Energy Limited as a consolidated entity consisting of Molopo Energy Limited and the entities it controlled at the end of, or during, the half-year. The financial statements are presented in Australian dollars, which is Molopo Energy Limited's functional and presentation currency.

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

C/- Accosec & Associates Level 26 360 Collins Street Melbourne Victoria, 3000 Australia

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

The financial statements were authorised for issue, in accordance with a resolution of Directors, on 13 October 2021.

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Molopo Energy Limited Corporate directory 30 June 2021



Directors Roger Corbett AO (Independent Non-executive Chairman)

John Patton (Independent Non-executive Director)
Ralph Curton (Independent Non-executive Director)

Anthony Hartnell AM (Independent Non-executive Director)

Company secretary Andrew Metcalfe

Registered office C/- Accosec & Associates

Level 26 360 Collins Street

Melbourne Victoria, 3000 Australia

Principal place of business C/- Accosec & Associates

Level 26 360 Collins Street

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Share register Computershare Investor Services Pty Ltd

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Auditor BDO Audit Pty Ltd

Collins Square, Tower 4 Level 18, 727 Collins Street Melbourne, Victoria 3008

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Bankers National Australia Bank Limited

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National Bank of Canada

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Website www.molopoenergy.com

Molopo Energy Limited Directors' report 30 June 2021



The Directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Molopo Energy Limited (referred to hereafter as 'Molopo' or the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the half-year ended 30 June 2021.

Directors

The following persons were Directors of Molopo Energy Limited during the whole of the financial half-year and up to the date of this report, unless otherwise stated:

Roger Corbett - Independent Non-Executive Chairman
William Johnson - Independent Non-Executive Director (retired 26 May 2021)
Ralph Curton - Independent Non-Executive Director (retired 26 May 2021; appointed 8 July 2021)
Anthony Hartnell - Independent Non-Executive Director (appointed 31 May 2018)
John Patton - Independent Non-Executive Director (appointed 5 July 2021)

Review of operations

The loss for the consolidated entity after providing for income tax amounted to \$315,000 (30 June 2020: \$924,000).

Executive Summary

The Board continued its investigations into the Orient Transactions and the Drawbridge Transactions which were entered into by former Directors of Molopo without seeking shareholder approval. The Board maintain these actions were in breach of Directors duties, the ASX Listing Rules, ASX continuous disclosure obligations and provisions of the Corporations Act. As has been previously reported, this position has been supported by subsequent findings of the Takeovers Panel.

In brief, the combined Orient Transactions and Drawbridge Transactions involved in aggregate a US\$35 Million investment by Molopo in Orient FRC Limited, a British Virgin Islands entity which, as a wholly-owned subsidiary of Molopo, Orient ultimately acquired a 30% non-voting A class share interest in Drawbridge.

Sopris Energy Investments Ltd., another British Virgin Islands entity and the majority 70% shareholder of Drawbridge, holds 100% of the voting rights in Drawbridge which it appears to have acquired without contributing any cash or other assets to the transaction.

Legal proceedings were brought by the Company in the Supreme Court of Victoria against the Former Directors defendants for breach of directors' duties by entering the Orient Transactions and the Drawbridge Transactions.

The Current Directors have impaired the value of the investment to NIL and remain firmly of the view that the litigation proceedings against the Former Directors provides the best opportunity for Molopo shareholders to recover any value from the actions undertaken by Former Directors entering the Orient Transactions and the Drawbridge Transactions.

Delisting of Shares on ASX

Molopo's shares were removed from the Official List of the ASX on 1 April 2021.

Drawbridge Operations

Molopo has received Financial Statements and an Operations Report for 2Qtr-2021 which Drawbridge was required to provide within 60 days of the end of that quarter as ordered by the Court. The Directors are unable to rely on these Financial Statements and Operations Reports with any confidence as they provide no financial detail and do not disclose any significant update on project operations.

Legal actions

As mentioned under the Executive Summary, Molopo initiated the legal actions against former directors of Molopo, Baljit Johal, Richard Matthews, Matthew Cudmore, Ronnen Rosengart and subsequently Alexandre Gabovich and the Estate of the Late Samuel Belzberg (**Former Directors**) for breach of their directors' duties in relation to committing Molopo to the Orient/Drawbridge Transactions. Molopo notified the D&O Insurers that the company was making a claim under the policies against those Former Directors and subsequently joined the insurers to these proceedings.

Molopo Energy Limited Directors' report 30 June 2021



Molopo continues to vigorously pursue its claims in the Supreme Court of Victoria and is confident that these proceedings will result in a successful recovery for shareholders.

Molopo Energy Canada Limited (MECL), a wholly owned subsidiary of the Company, continues to defend the long-standing legal action in Canada against MECL, pursuant to Court consent orders for case management of those proceedings. Molopo has not been advised of any material changes to the status of the action brought by the plaintiff which is proceeding.

Significant changes in the state of affairs

There were no significant changes in the state of affairs of the consolidated entity during the financial half-year.

Matters subsequent to the end of the financial half-year

The impact of the Coronavirus (COVID-19) pandemic is ongoing and while it has not had a positive or negative financial impact on the consolidated entity up to 30 June 2021, it is not practicable to estimate the potential impact, positive or negative, after the reporting date. The situation is rapidly developing and is dependent on measures imposed by the Australian Government and other counties, such as maintaining social distancing requirements, travel restrictions and any economic stimulus that may be provided.

On 6 September 2021, the cyber fraud claim was settled and recovered in full together with expenses.

No other matter or circumstance has arisen since 30 June 2021 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Rounding of amounts

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

Auditor's independence declaration

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

This report is made in accordance with a resolution of Directors, pursuant to section 306(3)(a) of the Corporations Act 2001.

On behalf of the Directors

Roger Corbett

Non-executive Chairman

13 October 2021



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DECLARATION OF INDEPENDENCE BY WAI AW TO THE DIRECTORS OF MOLOPO ENERGY LIMITED

As lead auditor for the review of Molopo Energy Limited for the half-year ended 30 June 2021, I declare that, to the best of my knowledge and belief, there have been:

- 1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- 2. No contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of Molopo Energy Limited and the entities it controlled during the period.

Wai Aw Director

BDO Audit Pty Ltd

Melbourne, 13 October 2021

Molopo Energy Limited Statement of profit or loss and other comprehensive income For the half-year ended 30 June 2021



	Note	Consolic 30 June 2021 3 \$'000	
Revenue Other income Interest revenue	2	619 3	- 69
Expenses Salary and employee benefits expense Foreign exchange loss Administration Legal, management and consulting fees Total expenses		(172) (4) (400) (361) (937)	(193) (94) (341) (372) (1,000)
Loss before income tax benefit		(315)	(931)
Income tax benefit			7
Loss after income tax benefit for the half-year attributable to the owners of Molopo Energy Limited		(315)	(924)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss Foreign currency translation		2	(43)
Other comprehensive income for the half-year, net of tax		2	(43)
Total comprehensive income for the half-year attributable to the owners of Molopo Energy Limited		(313)	(967)
		Cents	Cents
Basic loss per share Diluted loss per share	12 12	(0.13) (0.13)	(0.37) (0.37)



	Note		dated 1 December 2020 \$'000
Assets			
Current assets Cash and cash equivalents Trade and other receivables Other Total current assets	3 4 5	7,506 635 346 8,487	8,367 9 492 8,868
Total assets		8,487	8,868
Liabilities Current liabilities Trade and other payables Total current liabilities	6	136 136	204 204
Total liabilities		136	204
Net assets		8,351	8,664
Equity Issued capital Reserves Accumulated losses	7 8 9	157,321 (1,700) (147,270)	157,321 (1,702) (146,955)
Total equity		8,351	8,664

Molopo Energy Limited Statement of changes in equity For the half-year ended 30 June 2021



	Issued	Foreign currency translation	Accumulated	
Consolidated	capital \$'000	reserve \$'000	losses \$'000	Total equity \$'000
Balance at 1 January 2020	157,321	(1,477)	(144,579)	11,265
Loss after income tax benefit for the half-year Other comprehensive income for the half-year, net of tax		(43)	(924)	(924) (43)
Total comprehensive income for the half-year		(43)	(924)	(967)
Balance at 30 June 2020	157,321	(1,520)	(145,503)	10,298
Consolidated	Issued capital \$'000	Foreign currency translation reserve \$'000	Accumulated losses \$'000	Total equity \$'000
Consolidated Balance at 1 January 2021	capital	currency translation reserve	losses \$'000	
	capital \$'000	currency translation reserve \$'000	losses \$'000	\$'000
Balance at 1 January 2021 Loss after income tax expense for the half-year	capital \$'000	currency translation reserve \$'000	losses \$'000 (146,955)	\$'000 8,664 (315)

Molopo Energy Limited Statement of cash flows For the half-year ended 30 June 2021



		Consolidated 30 June 2021 30 June 2020 \$'000 \$'000		
Cash flows from operating activities Payments to suppliers and employees Interest received	(868)	(746) 69		
Net cash used in operating activities	(865)	(677)		
Net cash from investing activities		-		
Net cash from financing activities		-		
Net decrease in cash and cash equivalents Cash and cash equivalents at the beginning of the financial half-year Effects of exchange rate changes on cash and cash equivalents	(865) 8,367 4	(677) 10,699 (37)		
Cash and cash equivalents at the end of the financial half-year	7,506	9,985		

Molopo Energy Limited Notes to the financial statements 30 June 2021



Note 1. Significant accounting policies

These general purpose financial statements for the interim half-year reporting period ended 30 June 2021 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

These general purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 31 December 2020 and any public announcements made by the Company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The principal accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

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

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

The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the consolidated entity.

Going concern

The consolidated entity is considered a going concern as its current assets exceed its current liabilities by \$8,351,000 at the reporting date, and there is no indication that in the 12 month period from the date of this report that the consolidated entity will be in a position that it cannot meet its future commitments as and when they fall due.

Note 2. Other income

	Consolidated 30 June 2021 30 June 2020 \$'000 \$'000	
Other income*	619	:

^{*}Other income is represented by \$619,000 cyber fraud claim receivable which was subsequently recovered in full less recovery costs.

Note 3. Current assets - cash and cash equivalents

		Consolidated 31 December	
	30 June 2021 \$'000	2020 \$'000	
Cash at bank Cash on deposit	1,492 6,014	2,356 6,011	
	7,506	8,367	



Note 4. Current assets - trade and other receivables

	Conso	lidated 31 December
	une 2021 \$'000	2020 \$'000
Other receivables*	635	9

^{*}Other receivables at 30 June 2021 consists of a \$619,000 cyber fraud claim which was subsequently recovered in full less recovery costs.

Note 5. Current assets - other

	Consolid 3 30 June 2021 \$'000	dated 1 December 2020 \$'000
Prepayments	346	492
Note 6. Current liabilities - trade and other payables		

	Consolid 3 30 June 2021 \$'000	dated 1 December 2020 \$'000
Trade payables	97	167
Other payables	39	37
	136	204

Note 7. Equity - issued capital

	Consolidated			
	31 December			31 December
	30 June 2021 Shares	2020 Shares	30 June 2021 \$'000	2020 \$'000
Ordinary shares - fully paid	249,040,648	249,040,648	157,321	157,321

Ordinary shares

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

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

Share buy-back

There is no current on-market share buy-back.



Note 8. Equity - reserves

	Consolid 3 ^r	ated I December
	30 June 2021 \$'000	2020 \$'000
Foreign currency reserve	(1,700)	(1,702)

Note 9. Equity - accumulated losses

	Consolidated 31 Decembe	
	30 June 2021 \$'000	2020 \$'000
Accumulated losses at the beginning of the financial half-year Loss after income tax benefit for the half-year	(146,955) (315)	(144,580) (2,375)
Accumulated losses at the end of the financial half-year	(147,270)	(146,955)

Note 10. Contingent assets and liabilities

(a) Contingent assets

In September 2014, Molopo Energy Limited (the Company) sold 100% of its shares in Molopo Energy South Africa Exploration and Production Proprietary Limited (Molopo SA) to Windfall Energy Pty Ltd. (a Sth African private company) under a Share Purchase Agreement. Included in the 2014 agreement to sell Molopo SA to Windfall Energy Pty Ltd was the assignment of a claim and loan account of RAND 50m against Molopo SA. The RAND 50m loan is equivalent to AU\$5m. The loan represented funds lent by the Company to Molopo SA that holds an onshore production license to develop and produce compressed natural gas.

In August 2015, Renergen Limited, an emerging producer of helium and liquefied natural gas, acquired all shares in Molopo SA and in doing so acquired the obligation to repay the loan to the Company. Repayment of the loan is contingent upon the Molopo SA assets being developed by Renergen and generating revenues.

The loan agreement is from the inception of the loan in May 2013 until 31 December 2022. The loan is unsecured and interest free. If the loan is not repaid by December 2022, the loan bears interest at prime overdraft (lending rate) plus 2% and will have no repayment terms. However, Renergen shareholder loans can only be repaid after the Molopo Energy Limited loan has been settled. Repayments to the Company will be made if Renergen declare a dividend. In these circumstances, 36% of the annual profit that is able to be paid as a dividend must first be paid to the Company in consideration for repayment of the loan.

Although Renergen Limited has made progress in its business, Molopo Energy Limited continues to consider the RAND 50m loan to be disclosed as a contingent asset as there continues to be sufficient uncertainty surrounding the recoverability of the loan.

(b) Contingent liabilities

There exists a series of historical legal actions initiated in Canada concerning the Company and Molopo Energy Canada Ltd. ("MECL"), a wholly owned subsidiary of the Company, all of which relate to the sale by MECL of its interests in various oil and gas assets on 1 March 2011, summarised as follows:

1. One of MECL's former joint venture partners (3105682 Nova Scotia ULC ("310 ULC")) commenced legal action in 2011 against MECL claiming MECL breached various agreements relating to the relevant joint venture, including breach of fiduciary duties, trust and good faith. 310 ULC has sought declarations, accountings, damages of 25% revenue, C\$35.0 (A\$35.5) million general damages, C\$1.0 (A\$1.02) million punitive and aggravated damages, interest, GST and indemnity costs.



Note 10. Contingent liabilities (continued)

Molopo Energy Limited as parent company, is itself not a party to these proceedings. Whilst the litigation commenced in 2011, it is considered that the legal action will not be heard in court for at least a further 2 years.

2. 310 ULC also commenced legal action in 2013 against the purchaser of MECL's interests in the assets, Legacy Oil & Gas Inc. ("Legacy"), as successor in title to MECL, claiming that Legacy continued some breaches allegedly committed by MECL and committed further breaches of the agreements relating to the relevant joint venture, including breaches of fiduciary duties, trust and good faith. 310 ULC has sought declarations, accountings, damages of 25% revenue, C\$90.0 (A\$90.2) million general damages, C\$1.0 (A\$1.02) million punitive and aggravated damages, interest, GST and indemnity costs.

Legacy has issued a third-party notice to both MECL and Molopo on the basis of indemnities provided by MECL to Legacy in the sale agreement between MECL and Legacy, and a guarantee provided by Molopo to Legacy in relation to MECL's obligations under the sale agreement. In June 2015, Legacy was acquired by Crescent Point Energy Corporation, an oil and gas company based in Calgary, Canada.

MECL and Molopo have not yet been required to file any defence to the third-party claim.

Note 11. Interests in subsidiaries

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

		Ownership interest 31 December	
Name	Principal place of business / Country of incorporation	30 June 2021 %	2020 %
Molopo USA LLC	USA	100.00%	100.00%
Molopo Energy Texas LLC	USA	100.00%	100.00%
Orient FRC Limited	British Virgin Islands	100.00%	100.00%
Molopo Energy Holdings Ltd	Canada	100.00%	100.00%
Molopo Energy Canada Ltd	Canada	100.00%	100.00%
Molopo Canada Callco Ltd	Canada	100.00%	100.00%

Note 12. Earnings per share

Note 12. Earnings per share				
	Consolidated 30 June 2021 30 June 2020 \$'000 \$'000			
Loss after income tax attributable to the owners of Molopo Energy Limited	(315)	(924)		
	Cents	Cents		
Basic loss per share Diluted loss per share	(0.13) (0.13)	(0.37) (0.37)		
	Number	Number		
Weighted average number of ordinary shares used in calculating basic earnings per share	249,040,648	249,040,648		
Weighted average number of ordinary shares used in calculating diluted earnings per share	249,040,648	249,040,648		

Molopo Energy Limited Notes to the financial statements 30 June 2021



Note 13. Events after the reporting period

The impact of the Coronavirus (COVID-19) pandemic is ongoing and while it has not had a positive or negative financial impact on the consolidated entity up to 30 June 2021, it Is not practicable to estimate the potential impact, positive or negative, after the reporting date. The situation is rapidly developing and is dependent on measures imposed by the Australian Government and other counties, such as maintaining social distancing requirements, travel restrictions and any economic stimulus that may be provided.

On 6 September 2021, the cyber fraud claim was settled and \$650,000 was recovered by the Company.

No other matter or circumstance has arisen since 30 June 2021 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Molopo Energy Limited Directors' declaration 30 June 2021



In the Directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 30 June 2021 and of its performance for the financial half-year ended on that date; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of Directors made pursuant to section 303(5)(a) of the Corporations Act 2001.

On behalf of the Directors

Roger Corbett

Non-executive Chairman

13 October 2021



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INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Molopo Energy Limited

Report on the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of Molopo Energy Limited (the Company) and its subsidiaries (the Group), which comprises the statement of financial position as at 30 June 2021, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the half-year ended on that date, a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of the Group does not comply with the *Corporations Act 2001* including:

- (i) Giving a true and fair view of the Group's financial position as at 30 June 2021 and of its financial performance for the half-year ended on that date; and
- (ii) Complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001.

Basis for conclusion

We conducted our review in accordance with ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity. Our responsibilities are further described in the Auditor's Responsibilities for the Review of the Financial Report section of our report. We are independent of the Company in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards) (the Code) that are relevant to the audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001* which has been given to the directors of the Company, would be the same terms if given to the directors as at the time of this auditor's review report.

Responsibility of the directors for the financial report

The directors of the Company are responsible for the preparation of the half-year 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 half-year financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.



Auditor's responsibility for the review of the financial report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 30 June 2021 and its financial performance for the half-year ended on that date and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

BDO Audit Pty Ltd

Wai Aw Director

Melbourne, 13 October 2021