

Barmenco Finance Pty Limited

Interim Report

For the three month period ended September 30, 2018

Pursuant to Section 4.06(a)(1) of the Indenture dated
April 26, 2017 among
Barmenco Finance Pty Limited, as Issuer
Barmenco Holdings Pty Limited, as Guarantor
Barmenco Limited, as Guarantor
Barmenco AUMS Holdings Pty Limited, as Guarantor
Barmenco India Holdings Pty Limited, as Guarantor
Barmenco India Investments Pty Limited, as Guarantor
and
The Bank of New York Mellon, as Trustee

*This Interim Report should be read in conjunction with
Barmenco's Annual Report for the fiscal year ended June 30, 2018*

Notice

We have submitted this interim report to holders (the “Holders”) of our outstanding 6.625% Senior Notes due 2022 (the “Notes”) pursuant to section 4.06(a)(1) of the Indenture, dated as of April 26, 2017 (the “Indenture”), among Barmingo Finance Pty Limited, Barmingo Holdings Pty Limited, Barmingo Limited, Barmingo AUMS Holdings Pty Limited, Barmingo India Holdings Pty Limited, Barmingo India Investments Pty Limited and the Bank of New York Mellon, as trustee (the “Trustee”). We have not authorized its use for any other purpose. This interim report may not be copied or reproduced in whole or in part. It may be distributed and its contents disclosed only to the Holders to whom it is provided. By accepting delivery of this interim report, you agree to these restrictions.

The information appearing in this interim report is accurate as of the date this interim report was prepared. Our business, financial condition, results of operations and prospects may be changed since that date.

Terms not defined in this Report have the meaning given to them in our fiscal 2018 Annual Report. Trading EBITDA is a measure of Barmingo’s earnings before net financing costs, income tax expense or benefit, depreciation of property, plant and equipment and amortization of intangible assets adjusted to exclude Barmingo’s 50% share of AUMS profits and non-recurring redundancy costs and transaction costs. The terms “Barmingo”, “we”, “us” and “our” refer collectively to the Parent Guarantor, the Issuer and their subsidiaries (these terms exclude AUMS because the AUMS joint venture companies are not subsidiaries), unless otherwise indicated or the context otherwise requires.

Cautionary statement regarding forward-looking statements

This report includes statements that express our opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results and therefore are, or may be deemed to be, “forward-looking statements.” These forward-looking statements can generally be identified by the use of forward-looking terminology, including the terms “believes,” “estimates,” “anticipates,” “expects,” “seeks,” “projects,” “intends,” “plans,” “may,” “will” or “should” or, in each case, their negative or other variations or comparable terminology. They appear in number of places throughout this report and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which Barmingo operates.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Barmingo believes that these risks and uncertainties include, but are not limited to, those described in the “Risk Factors” section of our most recent annual report.

Although Barmingo bases these forward-looking statements on assumptions that Barmingo believes are reasonable when made, Barmingo cautions you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industry in which Barmingo operates may differ materially from those made in or suggested by the forward-looking statements contained in this report. In addition, even if our results of operations, financial condition and liquidity, and the development of the industry in which Barmingo operates are consistent with the forward-looking statements contained in this report, those results or developments may not be indicative of results or developments in subsequent periods.

Given these risks and uncertainties, you are cautioned not to place undue reliance on these forward-looking statements. Any forward-looking statements that Barmingo makes in this report speak only as of the date of those statements, and Barmingo undertakes no obligation to update those statements or to publicly announce the results of any revisions to any of those statements to reflect future events or developments. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data. All written and oral forward-looking statements attributable to us or to persons acting on our behalf are expressly qualified in their entirety by the cautionary statements referred to above and contained elsewhere in this report and our most recent annual report. Barmingo does not undertake any obligation to update or revise any of them, whether as a result of new information, future events or otherwise. Barmingo urges you to read the sections of our most recent annual report entitled “Business”, “Risk factors,” and “Management’s discussion and analysis of financial condition and results of operations” for a more complete discussion of the factors that could affect our future performance and the industry in which Barmingo operates.

Summary of results by division

The following table provides a summary of Barmenco's revenue and EBITDA by division (excluding AUMS).

	Quarter ended September 30,	
	2018 A \$M	2017 A \$M
Revenue		
Underground mining	141.4	124.1
Diamond drilling	14.2	12.3
Shared services (unallocated) and other	3.6	0.7
Total Revenue	159.2	137.1
EBITDA		
Underground mining	26.8	22.1
Diamond drilling	2.1	1.5
Shared services (unallocated) and other	0.3	-
Trading EBITDA	29.2	23.6
Trading EBITDA margin	18.3%	17.2%

Management's Discussion and Analysis of Financial Condition and Results of Operations

During the quarter ended September 30, 2018, Barmenco generated revenue of A\$159.2 million and Trading EBITDA of A\$29.2 million.

Compared to the corresponding period last year, revenue increased 16.1% from A\$137.1 million for the quarter ended September 30, 2017 to A\$159.2 million for the quarter ended September 30, 2018. The increase was primarily due to revenue increases at Sunrise Dam, Dugald River, Western Areas and Mt Colin contracts. Trading EBITDA increased 23.7% from A\$23.6 million for the quarter ended September 30, 2017 to A\$29.2 million for the quarter ended September 30, 2018.

AUMS's equity accounted contribution to the group was a profit of A\$7.4 million for the quarter ended September 30, 2018, up \$A3.9 million on the corresponding period of A\$3.5 million, reflecting continued strong operating performance. No dividends were paid during the quarter ended September 30, 2018.

Outlook

We believe the outlook for the underground hard-rock mining market in Australia, Africa and India remains attractive. AUMS is experiencing significant growth in Africa with operations currently in Ghana, Burkina Faso and Tanzania. As mining companies increasingly demand service providers capable of providing safe and reliable hard-rock underground mining services, we believe that our processes, people and expertise position us as a leader in this regard.

Demand for the commodities we mine is underpinned by continuing improvements in the global economy and the industrialization of emerging economies. We expect the demand for commodities to continue to drive the need for mining services.

Liquidity, capital expenditures and capital resources

Liquidity

The Group remains well positioned with a strong level of available liquidity to underpin the Group's growth and ongoing funding requirements.

As at September 30, 2018 Barmenco had an available cash balance of A\$63.4 million. As at 30 September 2018, the Group's available funding facilities were \$75,000,000 upon which the only drawing made was \$3,610,000 used for the purposes of bank guarantees under a revolving credit facility (RCF) which was agreed on 24 April 2017 for a term of three and half years.

In addition to the \$75,000,000 draw down facility available under the RCF, the terms of the agreement allow the Group to draw up to an additional \$75,000,000 in finance leasing from approved third party finance lease providers for plant and equipment purchases.

Effective 1 November 2018, following a review of the future liquidity requirements of the Group and to reduce holding costs, the Group negotiated a reduction in the Revolving Credit Facility (RCF) from \$75,000,000 to \$45,000,000.

Indebtedness

On 26 April 2017 Barmenco issued new 6.625% Senior Secured Notes due for repayment 15 May 2022 with a US\$350,000,000 principal amount. The 6.625% Senior Secured Notes due in May 2022 have been fully hedged using a CCIRS. The interest on the new high yield bond is payable semi-annually on 15 May and 15 November. The High Yield Bonds are quoted on the Singapore Stock Exchange.

The Group benefits from lower financing costs as the coupon on the new bonds is 6.625%, down from the 9.0% on the old bonds.

As of September 30, 2018, the Group had debt of A\$490.3 million, excluding Shareholder Loan Notes.

Capital expenditures

During the quarter ended September 30, 2018 the Group continued to expand its asset base, and acquired A\$30.5 million of plant and equipment fully funded by cash reserves.