

Barmenco Finance Pty Limited

Interim Report

For the three month period ended September 30, 2016

Pursuant to Section 4.06(a)(2) of the
Indenture dated as of May 20, 2013

among

Barmenco Finance Pty Limited,
Barmenco Holdings Pty Limited,
Barmenco Limited 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, 2016*

Notice

We have submitted this interim report confidentially to holders (the "Holders") of our outstanding 9.00% Senior Notes due 2018 (the "Notes") pursuant to the Section 4.06(a)(2) of the Indenture, dated as of May 20, 2013 and as amended (the "Indenture"), among Barmingo Finance Pty Limited, the Guarantors named therein 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 report, you agree to these restrictions.

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

Terms not defined in this Report have the meaning given to them in our fiscal 2016 Annual Report. The terms "Barmingo", "we", "us" and "our" refer to Barmingo Holdings Pty Limited and its subsidiaries.

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," "estimates," "seeks," "projects," "intends," "plans," "may," "will" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a 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,	
	2016 A \$M	2015 A \$M
Revenue		
Underground mining	132.6	117.0
Diamond drilling	11.2	13.9
Crushing and screening	-	-
Shared services (unallocated) and other	1.2	1.2
Total Barmenco revenue	145.0	132.1
EBITDA		
Underground mining	24.6	21.8
Diamond drilling	1.2	1.2
Crushing and screening	-	0.1
Shared services (unallocated) and other	0.4	(0.4)
Total EBITDA before redundancy costs	26.2	22.7
Redundancy costs	0.2	1.5
Total EBITDA after redundancy costs	26.0	21.2
EBITDA margin before redundancy costs	18.1%	17.2%
EBITDA margin after redundancy costs	17.9%	16.0%

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

During the quarter ended September 30, 2016, Barmenco generated revenue of A\$145.0 million and EBITDA of A\$26.0 million.

Compared to the corresponding period last year, revenue increased 9.8% from A\$132.1 million for the quarter ended September 30, 2015 to A\$145.0 million for the quarter ended September 30, 2016. The increase was primarily due to the Nova Bollinger, Gordon Sirdar and Kundana contracts which did not exist during the prior comparative period. EBITDA before redundancy costs increased 15.4% from A\$22.7 million for the quarter ended September 30, 2015 to A\$26.2 million for the quarter ended September 30, 2016.

EBIT before redundancy costs was A\$10.9 million, up 9.0% on the comparative period.

AUMS's equity accounted contribution to the group was a profit of A\$2.6 million for the quarter ended September 30, 2016, down A\$3.6 million on the corresponding period of A\$6.2 million. The decrease was primarily due to the conclusion of the Rangold contract which was transferred to an owner miner model in October 2015, and an exchange gain on dividends paid of A\$1.3 million, recognised in the comparative period. No dividends were paid during the quarter ended September 30, 2016.

Outlook

Despite tough conditions in the sector, Barmenco has secured several new contracts and continues to respond to the market by implementing targeted efficiency improvements and a cost-management strategy that has established Barmenco as a leader in providing the most productive and efficient outcomes for clients. As a result, Barmenco remains confident in its ability to deliver a comparatively solid result for the financial year.

Barmenco believes that our expertise, long established presence and our ability to adapt quickly to changing economic conditions, gives us a competitive advantage within the mining industry.

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, 2016 Barmenco had an available cash balance of A\$70.3 million. In addition the A\$17.5 million Revolving Credit Facility remained effectively undrawn (with approximately A\$0.4 million of the facility being used for the purposes of guarantees under an ancillary facility arrangement with one of the lenders), and the Group had approximately A\$21.7 million of additional liquidity available through its equipment financing lines.

Internal modeling indicates that funds generated from operations will provide sufficient liquidity for the Group to meet its working capital, capital expenditures and other cash requirements for the foreseeable future, and at this time the Group has no plans to draw on the Revolving Credit Facility.

Indebtedness

During the financial year ended 30 June 2015, the swaps were reset as management took the opportunity to extract value from the swaps and repurchased 98,957,000 of issued senior notes. In the financial year ended 30 June 2016, management took the opportunity to extract value from the cross currency interest rate swap hedge and by using existing cash reserves to repurchase an additional 79,810,000 of the issued senior notes, reducing the value of the debt from US\$485.0 million to US\$306.2 million.

During the repurchase process the SWAP, which was placed when the notes were issued, was reset with each repurchase. The swaps are for United States Dollar fixed interest to Australian Dollar fixed interest swaps under which the Group receives a United States Dollar fixed interest payment and pays an Australian Dollar fixed interest payment, with interest settled on 1 June and 1 December each year respectively until maturity.

Subsequent to the above, on maturity the Group will receive US\$306,233,000 and pay A\$413,730,000 in final settlement of the swaps.

The swap is being accounted for as a cash flow hedge and is 100% effective in eliminating currency risk with respect to the senior notes.

As of September 30, 2016, the Group had debt of A\$425.1 million, excluding Shareholder Loan Notes.

Capital expenditures

During the quarter ended September 30, 2016 the Group continued to expand its asset base, and acquired A\$35.4 million of plant and equipment.

Barmenco seeks to prudently manage its capital expenditure spend for the 2017 fiscal year, and expects capital expenditures to be approximately A\$80 million, funded mainly from a mixture of cash and finance lease.

Historically, capital expenditures have been funded by a combination of operating cash flow, debt and finance leases.