

Barmenco Finance Pty Limited

Interim Report

For the half year ended December 31, 2019

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, 2019*

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 2019 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).

	Half year ended December 31,	
	2019 A \$M	2018 A \$M
Revenue		
Underground mining	321.3	284.2
Diamond drilling	25.8	28.4
Shared services (unallocated) and other	9.4	6.7
Total Revenue	356.5	319.3
EBITDA		
Underground mining	61.9	55.2
Diamond drilling	4.2	4.0
Shared services (unallocated) and other	0.1	0.3
Trading EBITDA	66.2	59.5
Trading EBITDA margin	18.6%	18.6%

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

During the half year ended December 31, 2019, Barmenco generated revenue of A\$356.5 million and Trading EBITDA of A\$66.2 million.

Compared to the corresponding period last year, revenue increased 11.7% from A\$319.3 million for the half year ended December 31, 2018 to A\$356.5 million for the half year ended December 31, 2019. Revenue uplift was a result of increased scope at key sites and the Mt Colin and Rosemont ramp up. Trading EBITDA increased 11.3% from A\$59.5 million for the half year ended December 31, 2018 to A\$66.2 million for the half year ended December 31, 2019 as a result of the increased revenue.

AUMS's equity accounted contribution to the group was a profit of A\$24.5 million for the half year ended December 31, 2019, up A\$8.5 million on the corresponding period of A\$16.0 million, reflecting continued strong operating performance and the ramp up of the Obuasi contract.

Outlook

The commodity price outlook for the metals and minerals which are mined underground is relatively strong and Barmenco's customers are positive about the future. On the back of the commodity price outlook, pipeline of future projects and a strong operational performance, we are understandably optimistic about prospects for the coming year and beyond.

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 December 31, 2019 Barmenco had available cash reserves of A\$69.6 million and available headroom of A\$41.9 million under its Revolving Credit Facility (RCF) and A\$62.0 million under Asset Finance facilities.

As at December 31, 2019, the Group's committed funding facilities were a A\$45.0 million RCF that expires on 24 October 2020 of which only A\$3.1 million utilized for the purposes of bank guarantees.

In addition, the Group has A\$75.0 million available under asset finance facility. The total outstanding balance was A\$13.0 million at 31 December 2019.

Indebtedness

On 26 April 2017 Barmenco issued new 6.625% Senior Secured Notes due for repayment 15 May 2022 with a US\$350 million principal amount. The 6.625% Senior Secured Notes due in May 2022. 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.

As of December 31, 2019, the Group had debt of A\$514.5 million, excluding Shareholder Loan.

Capital expenditures

During the half year ended December 31, 2019 the Group continued to expand its asset base, and acquired A\$49.1 million of plant and equipment, 79% of which was funded by cash reserves.

APPENDIX - AASB 16 Leases impact

BALANCE SHEET

	Statutory - unaudited 31 December 2019 \$'000	AASB 16 - unaudited 31 December 2019 \$'000	Statutory - excl AASB 16 - unaudited 31 December 2019 \$'000
ASSETS			
Cash and cash equivalents	69,573		69,573
Trade and other receivables	86,718		86,718
Inventories	24,619		24,619
Prepayments	5,344		5,344
Total current assets	186,254	-	186,254
Investments accounted for using the equity method	108,460		108,460
Right-of-use Assets	26,129	(26,129)	-
Property, plant and equipment	159,661	18,090	177,750
Intangibles	256,388		256,388
Deferred tax asset	12,273	65	12,338
Total non-current assets	562,911	(7,974)	554,937
TOTAL ASSETS	749,165	(7,974)	741,191
LIABILITIES			-
Trade and other payables	76,354		76,354
Borrowings	5,383	1,807	3,576
Employee benefits	30,968		30,968
Provisions	115		115
Total current liabilities	112,820	1,807	111,013
Borrowings	521,058	6,471	514,587
Employee benefits	894		894
Total non-current liabilities	521,952	6,471	515,481
TOTAL LIABILITIES	634,772	8,279	626,493
NET ASSETS	114,393	304	114,697
EQUITY			-
Contributed equity	394,662		394,662
Reserves	8,599		8,599
Accumulated losses	(288,868)	304	(288,564)
TOTAL EQUITY	114,393	304	114,697

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

	Statutory - unaudited 6 mnths ended 31 Dec 2019 \$'000	AASB 16 - unaudited 6 mnths ended 31 Dec 2019 \$'000	Statutory - excl AASB 16 - unaudited 6 mnths ended 31 Dec 2019 \$'000
Revenue	356,495		356,495
Other income	30		30
Consumables used	(111,031)		(111,031)
Employee benefits expense	(137,727)		(137,727)
Contractor and consultant expenses	(18,793)		(18,793)
Depreciation of property, plant and equipment	(34,015)	1,059	(32,956)
Amortisation of intangible assets	(389)		(389)
Other expenses	(25,601)	(1,130)	(26,731)
Results from operating activities	28,969		28,969
Share of profit from equity accounted investments, net of tax	24,471		24,471
Financing income	235		235
Financing costs	(24,091)	310	(23,781)
Profit before income tax	58,553	239	58,792
Income tax expense	(5,144)	65	(5,079)
Profit for the year attributable to equity holders of the Company	53,409	304	53,713