



# **Audited Financial Report**

**For the year ended 30 June 2017**

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# Corporate Directory

**Zeta Resources Limited**  
**Company ARBN: 162 902 481**  
**www.zetaresources.limited**

## **DIRECTORS (NON-EXECUTIVE)**

Peter Sullivan (Chairman)  
Marthinus (Martin) Botha  
Xi Xi

## **REGISTERED OFFICE**

34 Bermudiana Road  
Hamilton HM 11  
Bermuda  
Company Registration Number: 46795

## **AUSTRALIAN REGISTERED OFFICE**

Level 9  
45 Clarence Street  
Sydney NSW 2000  
Australia  
Telephone: +61 2 9248 0304

## **INVESTMENT MANAGER**

ICM Limited  
34 Bermudiana Road  
Hamilton HM 11  
Bermuda  
Telephone: +1 441 299 2897  
Email: contact@icmnz.co.nz

## **SECRETARY**

ICM Limited  
34 Bermudiana Road  
PO Box HM 1748  
Hamilton HM GX  
Bermuda

## **ASSISTANT SECRETARY**

BCB Charter Corporate Services Limited  
34 Bermudiana Road  
Hamilton HM 11  
Bermuda

## **GENERAL ADMINISTRATION**

ICM Corporate Services (Pty) Ltd  
1 Knutsford Road  
Wynberg 7800  
Cape Town  
South Africa

## **AUDITOR**

KPMG Inc  
MSC House  
1 Mediterranean Street, Foreshore  
8001, Cape Town  
South Africa

## **DEPOSITORY**

JP Morgan Chase Bank NA  
London Branch  
25 Bank Street  
Canary Wharf  
London E14 5JP  
United Kingdom

## **REGISTRAR**

Security Transfer Registrars Pty Limited  
770 Canning Highway  
Applecross WA 6153  
Australia  
Telephone: +61 8 9315 2333

## **STOCK EXCHANGE LISTING**

The company's shares are quoted on the Official List of the Australian Securities Exchange, Ticker code: ZER

## Report of the Directors

Your directors present their report for Zeta Resources Limited, including its subsidiaries, Kumarina Resources Pty Limited, Zeta Energy Pte. Ltd and Zeta Investments Limited, for the year ended 30 June 2017.

### Directors

The names of directors in office at any time during or since the end of the year are:

Peter Ross Sullivan  
Marthinus (Martin) Botha  
Xi Xi

Directors have been in office since the start of the year to the date of this report.

### Principal activities

The principal activities of the company are investing in listed and unlisted resource focused investments.

No significant change in the nature of these activities occurred during the year.

### Operating and financial review

#### Operating results

The net profit attributable to the company for the year to 30 June 2017 amounted to US\$10,277,906.

#### Overview of operating activity

The company listed on the ASX on 12 June 2013.

During the year the company has continued to build its portfolio of resource investments by investing a further US\$10,515,751. An increase in the fair value of the portfolio resulted in an unrealised profit recognised in profit or loss at year end of US\$5,504,003.

The activities of the company's subsidiary, Kumarina, related to further exploration and evaluation of the existing Australian mining tenements (the Murrin Murrin and Ilgarari projects) and a total of A\$117,518 was invested during the twelve months to 30 June 2017 in further drilling and analysis work.

#### Financial position

At the end of the year, the company had US\$15,828 in cash and cash equivalents. Investments at fair value totalled US\$47,685,376, loans to subsidiaries were valued at US\$30,027,206 and the investment in subsidiaries was valued at US\$3,181,102.

The company has a loan owing to UIL of \$22,257,029 at year end.

#### Dividends

No dividends have been paid or declared since the start of the year. No recommendation is made as to dividends.

### After balance date events

Zeta Resources Limited ("Zeta") has entered into a Scheme Implementation Agreement under which Zeta (or its nominee) will acquire all of the issued share capital of PPP that it does not already own by way of a recommended court approved scheme of arrangement. Under the scheme, PPP shareholders can elect to receive either A\$0.038 cash per PPP share, or one Zeta share for every ten PPP shares. Zeta already has a relevant interest in approximately 50.91% of PPP shares via its wholly owned subsidiary Zeta Energy Pte Ltd.

Zeta has entered into a subscription agreement to subscribe for 15 million shares in Margosa, to be issued in 5 tranches over a 12-month period, for a cost of A\$3 million. The first tranche of the subscription was completed on 21 July 2017 where Zeta received 5 000 000 shares for A\$1 million. Tranche 2 to 5 become due 3 months, 6 months, 9 months and 12 months following the initial subscription.

Following the announcement of a takeover bid to acquire all Bligh shares not already owned by Zeta, on the 13 July 2017 Zeta acquired a further 109,736,891 shares in Bligh at a cost of A\$0.038 a share. Zeta now currently owns 85.75% of Bligh.

On 10 August 2017 Zeta gave notice of its intention to make a partial takeover offer under the New Zealand Takeovers Code to acquire an additional 41.955% of each class of the shares in NZOG not currently held or controlled by Zeta Energy at an offer price of NZ\$0.72 per share. If successful, the offer would result in Zeta Energy holding or controlling no less than 50.01% of the voting rights in NZOG.

There have been no other facts nor circumstances of a material nature that have occurred between the reporting date and the date of this report that have a material impact on the financial position of the company at 30 June 2017.

### Likely developments

The company intends to continue to seek to maximise total returns for shareholders by identifying and investing in assets and companies where the underlying value is not reflected in the market price.

### Information on Company Secretary

On 28 July 2016 Chamiel McDonald was appointed Company Secretary and BCB Charter Corporate Services Limited as assistant secretary.

BCB Charter Corporate Services Limited delivers corporate administration services for their clients.

## Report of the Directors (continued)

### Remuneration report

The remuneration report is set out in the following manner:

- Policies used to determine the nature and amount of remuneration
- Details of remuneration
- Share based compensation
- Directors and executives interests

### Remuneration policy

The board of directors is responsible for remuneration policies and the packages applicable to the directors of the company. The broad remuneration policy is to ensure that packages offered properly reflect a person's duties and responsibilities and that remuneration is competitive and attracts, retains, and motivates people of the highest quality.

The directors are remunerated for the services they render to the company and such services are carried out under normal commercial terms and conditions. Engagement and payment for such services are approved by the other directors who have no interest in the engagement of services.

At the date of this report the company had not entered into any packages with directors or senior executives which include performance based components.

### Details of remuneration for Directors

The company paid a total of \$150,000 to directors for the year ended 30 June 2017.

The company had no employees as at 30 June 2017.

### Share based compensation

There is currently no provision in the policies of the company for the provision of share-based compensation to directors. The interest of directors and executives in shares and options is set out elsewhere in this report.

### Directors and Executives' interests

The relevant interests of directors and executives either directly or through entities controlled by the directors and executives in the share capital of the company and related body corporates as at the date of this report are:

Director	Ordinary shares opening balance	Net change	Ordinary shares closing balance
Peter R Sullivan	5,670,632	-	5,670,632
Martin Botha	-	279,565	279,565
Xi Xi	-	-	-

### Meetings of Directors

The board held six meetings during the year which were attended by all directors. The meetings were held on 4 July, 2 September, 29 November 2016 and 8 February, 23 May and 12 June 2017.

In addition, throughout the course of the year there were a number of resolutions of directors which were made by unanimous written resolution.

There were no meetings of committees of directors that were required to be held during the year.

### Loans to Directors and Executives

There were no loans entered into with directors or executives during the year under review.

### Unlisted options

At the date of this report the number of unlisted options on issue was as follows:

86,461,440 Options exercisable at A\$0.001 each, expiring 7 December 2019.

There were no options exercised during the year, or since the end of the year, that resulted in additional shares being issued.

### Audit committee

The board reviews the performance of the external auditors on an annual basis and will meet with them during the year to review findings and assist with board recommendations.

The board does not have a separate audit committee with a composition as suggested in the best practice recommendations. The full board carries out the function of an audit committee.

The board believes that the company is not of a sufficient size to warrant a separate committee and that the full board is able to meet the objectives of the best practice recommendations and discharge its duties in this area.

### Indemnifying officers or auditors

The company has not, during or since the year ended, in respect of any person who is or has been an officer or the auditor of the company or of a related body corporate indemnified or made any relative agreement for indemnifying against a liability incurred as an officer or auditor, including costs and expenses in defending legal proceedings.

### Environmental regulation

Kumarina Resources Pty Limited's operations are subject to the Western Australian Mining Act 1978 and the Environmental Protection Act 1986.

## Report of the Directors (continued)

The directors are not aware of any significant breaches and no actions were initiated for breaches under the Environmental Protection Act during the year covered by this report.

### Non-audit services

No non-audit services were performed by the auditors of the company during the year.

### On-market buy back scheme

The company currently has no on-market share buy-back scheme in operation.

### Investments disclosed by the Company at the reporting date

Listed	Number of shares	% of issued shares held
Panoramic Resources Limited	118,369,868	27.620%
Bligh Resources Limited	100,412,123	42.374%
Resolute Mining Limited	20,784,000	2.820%
GME Resources Limited	23,588,258	5.088%

Unlisted	Number of shares	% of issued shares held
Kumarina Resources Pty Limited	26,245,610	100%
Zeta Energy Pte. Ltd	100	100%
Zeta Investments Limited	100	100%

In addition, 100% owned subsidiary Zeta Energy Pte. Ltd holds listed investments, including 27,103,776 shares in New Zealand Oil & Gas Limited, 121,323,567 shares in Oilex Limited, and 296,269,023 shares in Pan Pacific Petroleum NL.

During the year the company completed a total of 256 transactions in securities and paid a total of US\$54,634 in brokerage on those transactions.

### Investment management agreement

The company entered into an Investment Management Agreement with ICM Limited on 10 April 2013. Management fees are payable at a rate of 0.5% per annum, of funds managed on calculation date, payable quarterly in arrears and pro-rated for any period less than three months.

Performance fees, if applicable, are payable annually at year end at a rate of 15% of equity funds (adjusted for any dividends paid or accrued) on calculation date less adjusted base equity funds (high-water mark) previously used in the performance fee calculation. The adjusted base equity funds is the base equity fund used in the last performance fee calculation adjusted by the average percentage income yield on the S&P/ASX 300 Metals and Mining Index. No performance fee was payable for the year.

Either party may terminate the agreement with six months' notice.

The company paid US\$481,772 in management fees during the reporting year.

### Auditor's independence declaration

A copy of the auditor's independence declaration is included in the Independent Auditor's Report.

This report is signed in accordance with a resolution of directors.



**Peter R Sullivan**

Chairman  
Perth, Western Australia  
12 September 2017

# Independent Auditor's Report



**KPMG Inc**  
MSC House  
1 Mediterranean Street, Foreshore, 8001  
PO Box 4609, Cape Town, 8000, South Africa

Telephone +27 (0)21 408 7000  
Fax +27 (0)21 408 7100  
Docex 102 Cape Town  
Internet kpmg.co.za

## Independent Auditor's Report

To the Shareholders of Zeta Resources Limited

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the financial statements of Zeta Resources Limited set out on pages 9 to 31, which comprise the statement of financial position at 30 June 2017, and the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements present fairly, in all material respects, the financial position of Zeta Resources Limited at 30 June 2017, and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards.

#### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the company in accordance with the Independent Regulatory Board for Auditors *Code of Professional Conduct for Registered Auditors (IRBA Code)* and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the International Ethics Standards Board for Accountants *Code of Ethics for Professional Accountants (Parts A and B)*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements for the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matter for the financial statements is set out below.

Valuation of Unlisted Investments (\$3.5million and \$16.7million)

Refer to Note 4 and Note 5 of the financial statements.

#### The key audit matter

Zeta Resources has unlisted investments to the value of \$3.5 million and the subsidiaries of Zeta Resources have unlisted investments to the value of \$16.7 million recognised on the statement of financial position at year end.

#### How the matter was addressed in our audit

Our audit procedures included:

- Assessing the key underlying assumptions of the valuations performed. Such as the reasonability of the valuation approach chosen and the inputs used.

KPMG Inc is a company incorporated under the South African Companies Act and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

KPMG Inc is a Registered Auditor, in public practice, in terms of the Auditing Profession Act, 26 of 2005.

Registration number 1999/021543/21

Policy Board  
Chief Executive: TH Hooie

Executive Directors: M Letsitsi, SL Louw, NKS Malaba,  
M Oddy, CAT Smit

Other Directors: ZA Beseti, LP Fourie, N Fubu,  
AH Jaffer (Chairman of the Board), ME Magonidi,  
F Mall, GM Pickering, JN Pierce

The company's principal place of business is at KPMG Crescent,  
85 Empire Road, Parktown, where a list of the directors' names is  
available for inspection



As these investments are unlisted, there is a lack of persuasive audit evidence in the form of objective evidence such as quoted prices, which increases estimation uncertainty.

The entity's core business of investment holding is driven by the appreciation of value in the investments held. The determination of the value for unlisted investments of Zeta Resources and the unlisted investments held by subsidiaries of Zeta Resources is considered a key area of judgement.

Accordingly, this matter was determined to be a key audit matter.

- Developing our own assessments in relation to net asset values, last traded prices and costs used within the valuation model.
- Considered management bias by assessing the overall consistency of the assumptions used by management in their valuations, by comparing their assumptions to the assumptions used in prior periods.

We also considered disclosures against the requirements of the relevant financial reporting framework.

### **Other Information**

The directors are responsible for the other information. The other information comprises the Directors' Report, the Corporate Governance Statement, and the Annual Report. Other information does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, 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 Statements**

The company's directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibilities for the Audit of the Financial Statement**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are 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 ISAs 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 these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, 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.

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## Independent Auditor's Report (continued)



- 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 company'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 company'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 statements 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 company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 statements 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.

*KPMG Inc*

A handwritten signature in black ink, appearing to be 'P Farrand', written over a horizontal line.

Per: P Farrand

Chartered Accountant (SA)

Registered Auditor

Director

12 September 2017

# Auditor's Independence Declaration



**KPMG Inc**  
MSC House  
1 Mediterranean Street, Foreshore, 8001  
PO Box 4609, Cape Town, 8000, South Africa

Telephone +27 (0)21 408 7000  
Fax +27 (0)21 408 7100  
Docex 102 Cape Town  
Internet kpmg.co.za

## Independent Auditor's Declaration to the directors of Zeta Resources Limited

In relation to our audit of the financial report of Zeta Resources Limited for the financial year ended 30 June 2017, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the International Standards on Auditing or any applicable code of professional conduct.

KPMG Inc.

Per P Farrand  
Chartered Accountant (SA)  
Registered Auditor  
Director  
12 September 2017

KPMG Inc is a company incorporated under the South African Companies Act and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

KPMG Inc is a Registered Auditor, in public practice, in terms of the Auditing Profession Act, 26 of 2005.

Registration number 1999/021543/21

Policy Board  
Chief Executive TH Hoole

Executive Directors M Letsitsi, SL Louw, NKS Malaba,  
M Oddy, CAT Smit

Other Directors ZA Beseti, LP Founie, N Fubu,  
AH Jaffer (Chairman of the Board), ME Magondo,  
F Mali, GM Pickering, JN Pierce

The company's principal place of business is at KPMG Crescent,  
85 Empire Road, Parktown, where a list of the directors' names is  
available for inspection.

## Statement of Financial Position

at 30 June 2017	Notes	June 2017 US\$	June 2016 US\$
<b>Non-current assets</b>			
Investment in subsidiaries	4	3,181,102	3,086,091
Investments	5	47,685,376	49,813,042
Loans to subsidiaries	6	30,027,206	29,803,322
<b>Current assets</b>			
Cash and cash equivalents	7	15,828	238,893
Trade and other receivables	8	-	12,109
<b>Total assets</b>		<b>80,909,512</b>	<b>82,953,457</b>
<b>Non-current liabilities</b>			
Loan from subsidiary	9	(5,351,022)	(3,754,667)
Loan from parent	10	(22,257,029)	(36,165,296)
<b>Current liabilities</b>			
Trade and other payables	11	(260,421)	(192,220)
Balance due to brokers		-	(78,140)
<b>Total liabilities</b>		<b>(27,868,472)</b>	<b>(40,190,323)</b>
<b>NET ASSETS</b>		<b>53,041,040</b>	<b>42,763,134</b>
<b>Equity</b>			
Share capital	12	900	900
Share premium	12	66,233,041	66,233,041
Options	12	17,265,320	17,265,320
Accumulated losses		(30,458,221)	(40,736,127)
<b>TOTAL EQUITY</b>		<b>53,041,040</b>	<b>42,763,134</b>

## Statement of Profit or Loss and Other Comprehensive Income

for the year ended 30 June 2017

	Notes	June 2017 US\$	June 2016 US\$
<b>Revenue</b>			
Investment income/(losses)	13	14,246,441	(4,036,767)
Other (losses)/income	14	(213,826)	1,437,732
<b>Expenses</b>			
Directors fees		(150,000)	(150,000)
Interest expense		(2,627,116)	(3,371,114)
Management and consulting fees	15	(662,662)	(560,884)
Operating and administration expenses	16	(314,931)	(293,458)
<b>Profit/(loss) before income tax</b>		10,277,906	(6,974,491)
Income tax	17	-	-
<b>Profit/(loss) for the year</b>		10,277,906	(6,974,491)
<b>Other comprehensive income</b>		-	-
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>10,277,906</b>	<b>(6,974,491)</b>
<b>Profit/(loss) per share</b>			
Basic and diluted profit/(loss) per share (cents per share)	18	0.06	(0.05)

## Statement of Cash Flows

for the year ended 30 June 2017

	Notes	June 2017 US\$	June 2016 US\$
<b>Cash flows from operating activities</b>			
Cash utilised by operations	19.1	(703,080)	(90,994)
Interest received		14	25,262
Interest expense		(2,627,116)	(3,371,114)
<b>Net cash flows from operating activities</b>		<b>(3,330,182)</b>	<b>(3,436,846)</b>
<b>Cash flows from investing activities</b>			
Investments purchased		(11,453,601)	(4,334,188)
Investments sold		26,190,010	760,235
Decrease/(increase) in loan to subsidiaries		937,850	(12,416,348)
<b>Net cash flows from investing activities</b>		<b>15,674,259</b>	<b>(15,990,301)</b>
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares	19.2	-	1,351,745
Proceeds from issue of options	19.3	-	17,265,320
Decrease in loan from parent through issue of shares and options		-	(18,617,065)
Decrease in loan from parent from repayment		(18,859,148)	-
Increase in loan from parent from additional funding		4,950,881	19,374,149
Increase/(decrease) in loan from subsidiaries		1,596,355	(641,120)
<b>Net cash flows from financing activities</b>		<b>(12,311,912)</b>	<b>18,733,029</b>
<b>Net movement in cash and cash equivalents</b>		<b>32,165</b>	<b>(694,118)</b>
Cash and cash equivalents at the beginning of the year		238,893	193,267
Effect of exchange rate fluctuations on cash held		(255,230)	739,744
<b>Cash and cash equivalents at end of the year</b>	7	<b>15,828</b>	<b>238,893</b>

## Statement of Changes in Equity

for the year ended 30 June 2017	Share capital US\$	Share premium US\$	Options US\$	Accumulated losses US\$	Total US\$
Notes					
<b>Balance at 1 July 2015</b>	832	64,881,364	-	(33,761,636)	31,120,560
Issue of shares	68	1,351,677	-	-	1,351,745
Issue of options	-	-	17,265,320	-	17,265,320
Other comprehensive income for the year	-	-	-	(6,974,491)	(6,974,491)
<b>Balance at 30 June 2016</b>	<b>900</b>	<b>66,233,041</b>	<b>17,265,320</b>	<b>(40,736,127)</b>	<b>42,763,134</b>
Other comprehensive income for the year	-	-	-	10,277,906	10,277,906
<b>Balance at 30 June 2017</b>	<b>900</b>	<b>66,233,041</b>	<b>17,265,320</b>	<b>(30,458,221)</b>	<b>53,041,040</b>

# Notes to the Financial Statements

## 1. BASIS OF PREPARATION

### 1.1 Corporate information

Zeta Resources Limited ("the company") is an investment company incorporated on 13 August 2012, listed on the Australian Stock Exchange and domiciled in Bermuda. The financial statements of the company as at and for the year ended 30 June 2017 comprise the company only.

### 1.2 Basis of preparation

The financial statements for the period ended 30 June 2017 have been prepared in accordance with International Financial Reporting Standards (IFRSs). The following accounting policies have, in all material respects, been applied consistently. The company carries on the business of an investment holding company. The purpose of the company is to earn returns through capital appreciation or investment income. The company is accordingly applying the consolidation exemption for investments in subsidiaries.

The financial statements were authorised for issue by the board of directors on 12 September 2017.

### 1.3 Basis of measurement

The financial statements provide information about the financial position, results of operations and changes in financial position of the company. They have been prepared on the historic cost basis except for financial instruments at fair value through profit or loss, which are measured at fair value.

### 1.4 Functional and presentation currency

The company's functional and presentational currency is United States Dollars.

### 1.5 Use of Estimates and Judgements

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions are recognised in the period in which the estimate is revised and in any future periods affected.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year, as well as critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are included in note 21.

## 2. ADOPTION OF NEW AND REVISED STANDARDS

### Future amendments not early adopted in the 2017 year ended financial statements

At the date of these financial statements the following standards, amendments to standards, and interpretations, which are relevant to the company, have been issued by the International Accounting Standards Board, but have not yet been adopted by the company.

IFRS 9 Financial Instruments (effective for years commencing on or after 1 January 2018) - this standard addresses the initial measurement and classification of financial assets as either measured at amortised cost or at fair value. Financial assets are measured at amortised cost when the business model is to hold assets in order to collect contractual cash flows. All other financial assets are measured at fair value with changes recognised in profit or loss. For an investment in an equity instrument that is not held for trading, an entity may on initial recognition elect to present all fair value changes from the investment in other comprehensive income.

IFRS 9 retains the classification and measurement requirements in IAS 39 for financial liabilities. The standard however requires for financial liabilities designated under the fair value option (other than loan commitments and financial guarantee contracts), that the amount of change in fair value attributable to changes in the credit risk of the liability be presented in other comprehensive income (OCI). The remaining amount of the total gain or loss is included in profit or loss. However, if this requirement creates or enlarges an accounting mismatch in profit or loss, then the whole fair value change is presented in profit or loss.

IFRS 9 will be adopted for the first time for the year ending 30 June 2019, subject to certain transitional provisions. The impact on the financial statements has not yet been estimated.

IFRS 16 Leases - as Zeta Resources is an investment entity, its main operations are to invest in securities. All other business operations are outsourced and therefore no leases are held by Zeta Resources. This indicates that IFRS 16 will have no impact on Zeta Resources. IFRS15 Revenue - Zeta Resources' revenue consists only of dividend income and realised and unrealised gains and losses. These income streams are not impacted by IFRS 15.

## Notes to the Financial Statements (continued)

### 3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies detailed below have been consistently applied by the company.

#### 3.1 Revenue

Dividends receivable are recognised as income on the ex-dividend date.

Gains or losses on the sale of investments are recorded on the trade date.

Investment income also comprises gains on changes in the fair value of financial assets at fair value through profit or loss.

Interest income is accrued on a time basis by reference to the principal outstanding and at the interest rate applicable.

#### 3.2 Borrowing costs

Borrowing costs are recognised as an expense when incurred.

#### 3.3 Income tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

#### 3.4 Foreign currency

##### Foreign currency transactions and balances

Transactions in foreign currencies are translated into the respective functional currencies of the company at exchange rates at the dates of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortised cost in foreign currency translated at the exchange rate at the end of the period. The foreign currency gains or losses are recognised in profit or loss.

Foreign currency differences arising on retranslation are recognised in other comprehensive income.

#### 3.5 Earnings per share ("EPS")

Basic EPS is calculated as net result attributable to members, adjusted to exclude costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares, adjusted for any bonus element.

Diluted EPS is calculated as net result attributable to members, adjusted for:

- costs of servicing equity (other than dividends) and preference share dividends;
- the after tax effect of dividends and interest associated with potential dilutive ordinary shares that have been recognised as expenses; and
- other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares divided by the weighted average number of ordinary shares and potential dilutive ordinary shares, adjusted for any bonus element.

#### 3.6 Financial instruments

##### Non-derivative financial instruments

Non-derivative financial instruments comprise investments in listed and unlisted securities, investment loans, trade and other receivables, cash and cash equivalents, trade and other payables and amounts due to/from brokers.

Non-derivative financial instruments are recognised initially at fair value plus, for instruments not at fair value through profit or loss, any directly attributable transaction costs. Subsequent to initial recognition non-derivative financial instruments are measured as described below.

##### *Recognition and derecognition of financial instruments*

Financial instruments are recognised when, and only when, the company becomes a party to the contractual provisions of the particular instrument. The company derecognises a financial asset when the contractual rights to the cash flows arising from the financial asset have expired or when it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.



## Notes to the Financial Statements (continued)

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 3.6 Financial instruments (continued)

A financial liability is derecognised when the liability is extinguished, that being, when the obligation specified in the contract is discharged, cancelled or has expired. The difference between the carrying amount of a financial liability assumed (or part thereof) extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

##### *Financial assets at fair value through profit or loss*

Investment purchases and sales are accounted for on the trade date, exclusive of transaction costs. Investments used for efficient portfolio management are classified as being at fair value through profit or loss. As the company's business is investing in financial assets with a view to profiting from their total return in the form of dividends, interest or increases in fair value, its investments are designated as being at fair value through profit or loss on initial recognition.

Gains and losses on investments are analysed within the statement of comprehensive income as capital return. Quoted investments are shown at fair value using market bid prices. The fair value of unquoted investments is determined by the board. In exercising its judgement over the value of these investments, the board uses valuation techniques which take into account, where appropriate, latest dealing prices, valuations from reliable sources, asset values, earnings and other relevant factors.

##### *Cash and Cash Equivalents*

Cash and cash equivalents are measured at amortised cost at the reporting date. Cash and cash equivalents comprise operating cash balances, call deposits and short-term deposits with a maturity of three months or less.

##### **Non-derivative financial liabilities**

The company has the following non-derivative financial liabilities; loans and borrowings, trade and other receivables, trade and other payables and amounts due to/from brokers.

All other financial liabilities (including liabilities designated at fair value through profit or loss) are recognised initially on the trade date at which the company becomes a party to the contractual provisions of the instrument. The company derecognises a financial liability when its contractual obligations are discharged or cancelled or expire. The difference between the carrying amount of a financial liability assumed (or part thereof), extinguished or transferred to another party and consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

##### *Trade and other payables*

Trade and other payables are initially recognised at original invoice amount and are subsequently stated at amortised cost by applying the effective interest method. Trade and other payables are not discounted where the effects of discounting is considered immaterial. Trade and other payables are settled within 30 to 90 days and are interest free. Any gains on derecognition are recognised in profit or loss.

#### 3.7 Impairment of assets

##### **Financial assets**

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

An impairment loss in respect of a financial asset is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate. An impairment loss in respect of an available-for-sale financial asset is calculated by reference to its fair value.

Significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics. All impairment losses are recognised in profit or loss. Any cumulative loss in respect of an available for-sale financial asset recognised previously in equity is transferred to profit or loss.

Financial assets related to subsidiaries are measured at fair value under IAS39, in line with the requirements for investment entities under IFRS10.

## Notes to the Financial Statements (continued)

### 3.7 Impairment of assets (continued)

#### Non-financial assets

The carrying amounts of the non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss.

The recoverable amount of an asset is the greater of its value in use and its fair value less cost to sell. The fair value less cost to sell is the amount obtainable from the sale of an asset in an arm's length transaction less the cost of disposal. While assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset.

In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### 3.8 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity.

### 3.9 Provisions and accruals

Provisions are recognised when the company has a present legal or constructive obligation as a result of past events, for which it is probable that an outflow of economic benefits will occur, and where a reliable estimate can be made of the amount of the obligation. The expense relating to any provision is presented in the statement of comprehensive income net of any reimbursement. If the effect of discounting is material, provisions are discounted. The discount rate used is a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

## 4. INVESTMENT IN SUBSIDIARIES

#### At fair value

	June 2017 US\$	June 2016 US\$
Investment in Kumarina Resources Pty Limited ("Kumarina")	3,181,100	3,086,089
Investment in Zeta Energy Pte. Ltd. ("Zeta Energy")	1	1
Investment in Zeta Investments Limited ("Zeta Investments")	1	1
	3,181,102	3,086,091

Investments in subsidiaries are held as part of the investment portfolio and consequently, in accordance with IFRS 10 are not consolidated but rather shown at fair value through profit and loss. The directors' fair valuation of Kumarina is still considered to be its 2013 cost value as there have been no significant changes in the entity and its prospects. The company had the following subsidiaries as at 30 June 2017:

	Number of ordinary shares	Percentage of ordinary shares held
<b>30 June 2017</b>		
Kumarina incorporated in Australia	26,245,210	100%
Zeta Investments incorporated in Bermuda	1,000	100%
Zeta Energy incorporated in Singapore	1	100%
<b>30 June 2016</b>		
Kumarina incorporated in Australia	26,245,210	100%
Zeta Investments incorporated in Bermuda	1,000	100%
Zeta Energy incorporated in Singapore	1	100%

## Notes to the Financial Statements (continued)

### 5. INVESTMENTS

	June 2017 US\$	June 2016 US\$
<b>Financial assets at fair value through profit or loss</b>	47,685,376	49,813,042
<b>Equity securities at fair value</b>		
Ordinary shares – listed	47,276,793	40,776,406
Subscription and other rights – unlisted	408,583	9,036,636
	47,685,376	49,813,042
<b>Equity securities at cost</b>		
Ordinary shares – listed	45,142,335	40,650,179
Subscription and other rights – unlisted	706,040	11,573,120
	45,848,375	52,223,299

<b>Investments held by the company at the reporting date</b>	<b>Number of Shares</b>
<b>Listed</b>	
Panoramic Resources Limited	118,369,868
Bligh Resources Limited	100,412,123
Resolute Mining Limited	20,784,000
GME Resources Limited	23,588,258
Other Investments	35,184,537
<b>Unlisted</b>	
Other Investments	302,654
<b>Other rights</b>	938,331

Listed investments held by subsidiaries of the company include 27,103,776 shares in New Zealand Oil & Gas Limited, 121,323,567 shares in Oilex Limited, and 296,269,023 shares in Pan Pacific Petroleum NL.

During the reporting period the company completed a total of 256 transactions (2016: 86 transactions) in securities and paid a total of US\$54,634 (2016: US\$5,955) in brokerage on those transactions.

During the reporting period the company also received loans from its subsidiary Zeta Energy. To secure the loans Zeta Resources has pledged certain quantities of its shares held in listed entities.

The shares pledged include: Resolute Mining Limited (11,000,000) and Panoramic Resources Limited (6,666,666).

### 6. LOAN TO SUBSIDIARIES

	June 2017 US\$	June 2016 US\$
Loan to Zeta Energy	29,735,459	29,672,978
Loan to Kumarina	291,747	130,344
	30,027,206	29,803,322

The loan to Zeta Energy is denominated in Australian dollars to the value of A\$20.669 million (2016: A\$20.427 million), British pounds to the value of UK£1.0 million (2016: UK£1.0 million), New Zealand dollars to the value of NZ\$26.340 million (2016: NZ\$43.584 million) and United States dollars to the value of \$11.2 million (2016: Nil). There are no fixed repayment terms and no interest is charged. During the period ended 30 June 2017, the loan to Zeta Energy, which was utilised for the purchase of listed investments, was impaired, through profit and loss, to the fair value of the company as determined by the directors. In determining the fair value of Zeta Energy the directors have valued the listed investments held by the company at market value of the exchange they are listed on, other than the listed investment in Pan Pacific Petroleum NL ("PPP") and unlisted investment in Seacrest which were valued by the directors at fair value. The directors deem an alternate valuation for PPP to be more appropriate due to the thinly traded nature of the shares in the market, that Zeta Energy has control of PPP by

## Notes to the Financial Statements (continued)

### 6. LOAN TO SUBSIDIARIES (continued)

holding more than 50% of its issued share capital and that PPP's net asset value per share supports the directors' valuation. The net asset value of PPP is substantially made up of cash and cash equivalents and listed investments. The directors have used a fair value valuation of Seacrest of US\$0.72 per share based on the value of its subsidiary Azimuth, as fully described in note 21.4. As at 30 June 2017 the impairment to the loan totalled US\$16.773 million. The loan to Kumarina is denominated in Australian dollars and is interest free. There are no fixed repayment terms except that no repayment is due before 30 June 2018.

### 7. CASH AND CASH EQUIVALENTS

Cash balance comprises:  
Cash at bank

June 2017 US\$	June 2016 US\$
15,828	238,893

Cash at bank earns interest at floating rates based on daily bank deposit rates. Short term deposits are made for varying periods between three to six months depending on the immediate cash requirements of the company, and earn interest at the respective short-term deposit rates.

### 8. TRADE AND OTHER RECEIVABLES

Prepayments

June 2017 US\$	June 2016 US\$
-	12,109

### 9. LOAN FROM SUBSIDIARY

Loan from Zeta Energy

June 2017 US\$	June 2016 US\$
5,351,022	3,754,667

The loan from Zeta Energy is denominated in Australian dollars to the value of A\$6.01 million (30 June 2016: A\$3.84 million) and New Zealand dollars to the value of NZ\$1.01 million (30 June 2016: NZ\$1.26 million) and currently attracts interest at rates between 4.35% and 6.85% per annum (30 June 2016: 7.11%) on the Australian dollar loan and at 6.00% per annum (30 June 2016: 6.49%) on the New Zealand dollar loan. There are no fixed repayment terms except that no repayment is due before 30 June 2018. Zeta Energy has in turn borrowed these funds from Leveraged Equities New Zealand and Bell Potter Capital Limited Australia on the same interest and repayment terms. In order to secure the loans Zeta has pledged certain of its investments. The shares pledged include: Resolute Mining Limited (11,000,000) and Panoramic Resources Limited (6,666,666).

### 10. LOAN FROM PARENT

Loan from UIL Limited ("UIL")

June 2017 US\$	June 2016 US\$
22,257,029	36,165,296

The loan is denominated in Australian dollars to the value of A\$28.99 million (30 June 2016: A\$45.4 million), carries interest at 7.5% per annum (30 June 2016: 10%) and no repayment is due before 30 June 2018. During the year the company converted A\$15.86 million of loans into NZ\$17 million of which NZ\$15.05 million was repaid in May 2017. Following the repayment the balance of the NZ\$ loan was converted back into A\$. During the year the company received A\$2.6 million of funding for the purchase of investments, capitalised interest of A\$5.93 million and made further repayments of A\$ 10.70 million.

### 11. TRADE AND OTHER PAYABLES

Accruals

June 2017 US\$	June 2016 US\$
260,421	192,220

The accruals are for audit, management, directors and administration fees payable.

## Notes to the Financial Statements (continued)

### 12. SHARE CAPITAL AND SHARE PREMIUM

#### Authorised

5,000,000,000 ordinary shares of par value US\$0.00001

#### Issued

##### Ordinary shares

	Number of Shares	Share Capital	Share Premium
Balance as at incorporation		-	-
Issued at incorporation as US\$1 par shares	100	-	-
Shares split into 10,000,000 shares of US\$0.00001 each	9,999,900	-	-
Issued in consideration for purchase of investments from UIL	22,835,042	228	32,221,936
Issued in consideration for purchase of 100% of Kumarina Resources Limited	17,775,514	178	13,406,337
Issued under initial public offering	4,000	-	3,795
Issued under public rights issue dated 10 February 2014	42,616,164	426	19,249,296
Following shareholder approval, issued under ASX listing rule 10.11 dated 7 December 2015	6,769,280	68	1,351,677
<b>Balance as at 30 June 2016</b>	<b>100,000,000</b>	<b>900</b>	<b>66,233,041</b>
<b>Balance as at 30 June 2017</b>	<b>100,000,000</b>	<b>900</b>	<b>66,233,041</b>

For further details related to the share issue transactions please see note 19.2.

Options	Options	June 2017 US\$	June 2016 US\$
Balance at the beginning of the year (Note (a))	86,461,440	17,265,320	-
Following shareholder approval, issued under ASX listing rule 10.11 dated 7 December 2015	-	-	17,265,320
<b>Balance at the end of the year</b>	<b>86,461,440</b>	<b>17,265,320</b>	<b>17,265,320</b>

Note (a) The options were exercisable at an exercise price of A\$1.00 into one ordinary share until 7 December 2019.

### 13. INVESTMENT INCOME/(LOSSES)

	June 2017 US\$	June 2016 US\$
Interest income	14	25,262
Dividend income	380,939	-
Realised gains	8,361,485	17,756
Unrealised fair value gains/(losses):		
Financial assets at fair value through profit or loss	4,342,269	2,427,511
Impairment of loan to subsidiary at fair value through profit or loss	1,161,734	(6,507,296)
	14,246,441	(4,036,767)

### 14. OTHER (LOSSES)/INCOME

	June 2017 US\$	June 2016 US\$
Foreign exchange (losses)/gains	(255,230)	739,744
Other income	41,404	697,988
	(213,826)	1,437,732

## Notes to the Financial Statements (continued)

15. MANAGEMENT AND CONSULTING FEES	June 2017 US\$	June 2016 US\$
Management and consulting fees	662,662	560,884

The company entered into an investment management agreement with ICM Limited (Bermuda registered) on 10 April 2013. Management fees are payable at a rate of 0.5% per annum, of funds managed on calculation date, payable quarterly in arrears and pro-rated for any period less than three months.

Performance fees are payable annually at year end on the difference between adjusted equity funds (adjusted for any dividends paid or accrued) on calculation date less adjusted base equity funds (high-water mark) previously used in the performance fee calculation multiplied by 15%. The adjusted base equity funds is the base equity fund used in the last performance fee calculation adjusted by the average percentage income yield on the S&P/ASX 300 Metals and Mining Index. No performance fee was payable in the current period (2016: US\$ Nil).

Either party may terminate the agreement with six months' notice.

16. OPERATING AND ADMINISTRATION EXPENSES	June 2017 US\$	June 2016 US\$
Operating and administration expenses consist of:		
Accounting fees	115,645	82,833
Audit fees	20,838	14,463
Australian Stock Exchange listing fees and regulation costs	55,620	47,694
Insurance costs	14,153	14,042
Other expenses	108,675	134,426
	314,931	293,458

17. INCOME TAX
The company is domiciled in Bermuda and has elected to be tax exempt in terms of local legislation. As such no tax is payable.

18. EARNINGS/(LOSS) PER SHARE	June 2017 US\$	June 2016 US\$
Earnings/(loss) per share	0.06	(0.05)
<b>Profit/(loss) used in calculation of basic and diluted earnings per share</b>	10,277,906	(6,974,491)
Weighted average number of ordinary shares outstanding during the year used in calculation of basic and diluted earnings per share	186,461,440	145,959,570

The weighted average number of ordinary shares calculation is based on the year beginning 1 July 2016. For details of shares issued during the year refer to note 18.2.

An adjustment has been made for the 86,461,440 options as they are considered to be in substance issued shares.

## Notes to the Financial Statements (continued)

19. NOTES TO THE CASH FLOW STATEMENT	June 2017 US\$	June 2016 US\$
<b>19.1 Cash utilised by operations</b>		
Income/(loss)before income tax benefit	10,277,906	(6,974,491)
Adjustments for:		
Realised gains on investments	(8,361,485)	(17,756)
Fair value (profit)/loss on revaluation of investments	(5,504,003)	4,079,785
Foreign exchange losses/(gains)	255,230	(739,744)
Interest income	(14)	(25,262)
Interest expense	2,627,116	3,371,114
Operating loss before working capital change	(705,250)	(306,354)
Decrease in trade and other receivables	12,109	1,062
Increase in trade and other payables	68,201	16,246
Decrease in balance due from brokers	–	119,912
(Decrease)/increase in balance due to brokers	(78,140)	78,140
	(703,080)	(90,994)
<b>19.2 Issue of shares</b>		
<b>Shares issued for consideration</b>	June 2017 US\$	June 2016 US\$
During the year ended 30 June 2016, following shareholder approval, in accordance with ASX listing rule 10.11, the company issued 6,769,280 ordinary shares on 7 December 2015, at a cost of A\$0.2817 per share, to UIL Limited, raising the equivalent of US\$1.352 million.	–	1,351,745
<b>19.3 Issue of options</b>		
<b>Options issued for consideration</b>	June 2017 US\$	June 2016 US\$
During the year ended 30 June 2016, following shareholder approval, the company issued 86,461,440 options at a cost of A\$0.2817 per option, to UIL Limited, raising the equivalent of US\$17.27 million. These options are exercisable at a price of A\$0.001 into one ordinary share until 7 December 2019.	–	17,265,320
<b>20. AUDITOR REMUNERATION</b>	June 2017 US\$	June 2016 US\$
Amounts received or due and receivable by the auditors for audit of financial statements	20,838	14,463
<b>21. FINANCIAL RISK MANAGEMENT</b>		
The board of directors, together with the Investment Manager, is responsible for the company's risk management. The directors' policies and processes for managing the financial risks are set out below. These financial risks are principally related to the market (currency movements, interest rate changes and security price movements), liquidity and credit and counterparty risk.		
The accounting policies which govern the reported statement of financial position carrying values of the underlying financial assets and liabilities, as well as the related income and expenditure, are set out in note 3 to the financial statements. The policies are in compliance with IFRS and best practice, and include the valuation of certain financial assets and liabilities at fair value through profit and loss.		
<b>Categories of financial instruments</b>		
The analysis of assets into their categories as defined in IAS 39 "Financial Instruments: Recognition and Measurement" (IAS 39) is set out in the following table. For completeness, assets and liabilities of a non-financial nature, or financial assets and liabilities that are specifically excluded from the scope of IAS 39, are reflected in the non-financial assets and liabilities category.		

## Notes to the Financial Statements (continued)

### 21. FINANCIAL RISK MANAGEMENT (continued)

The table below sets out the company classification of each class of financial assets and liabilities. All assets and liabilities approximate their fair values:

	Designated at fair value through profit and loss US\$	Loans and receivables at fair value through profit and loss US\$	Total carrying value US\$
<b>30 June 2017</b>			
<b>Assets</b>			
Investments in subsidiaries	3,181,102	–	3,181,102
Investments	47,685,376	–	47,685,376
Loans to subsidiaries	–	30,027,206	30,027,206
Cash and cash equivalents	–	15,828	15,828
	50,866,478	30,043,034	80,909,512
<b>Liabilities</b>			
Loans from subsidiaries	–	5,351,022	5,351,022
Trade and other payables	–	260,421	260,421
Loan from parent	–	22,257,029	22,257,029
	–	27,868,472	27,868,472
<b>30 June 2016</b>			
<b>Assets</b>			
Investments in subsidiaries	3,086,091	–	3,086,091
Investments	49,813,042	–	49,813,042
Loans to subsidiaries	–	29,803,322	29,803,322
Cash and cash equivalents	–	238,893	238,893
Trade and other receivables	–	12,109	12,109
	52,899,133	30,054,324	82,953,457
<b>Liabilities</b>			
Loans from subsidiaries	–	3,754,667	3,754,667
Trade and other payables	–	192,220	192,220
Loan from parent	–	36,165,296	36,165,296
Balance due to brokers	–	78,140	78,140
	–	40,190,323	40,190,323

#### 21.1 Market risks

The fair value of equity and other financial securities held in the company's portfolio fluctuates with changes in market prices. Prices are themselves affected by movements in currencies and interest rates and by other financial issues, including the market perception of future risks. The board sets policies for managing these risks within the company's objective and meets regularly to review full, timely and relevant information on investment performance and financial results. The Investment Manager assesses exposure to market risks when making each investment decision and monitors on-going market risk within the portfolio.

The company's other assets and liabilities may be denominated in currencies other than United States Dollars and may also be exposed to interest rate risks. The Investment Manager and the board regularly monitor these risks. The company does not normally hold significant cash balances. Borrowings are limited to amounts and currencies commensurate with the portfolio's exposure to those currencies, thereby limiting the company's exposure to future changes to amounts and currencies commensurate with the portfolio's exposure to those currencies, thereby limiting the company's exposure to future changes in exchange rates.

Gearing may be short- or long-term, in United States Dollars and foreign currencies, and enables the company to take a long-term view of the countries and markets in which it is invested without having to be concerned about short-term volatility. Income earned in foreign currencies is converted to United States Dollars on receipt. The board regularly monitors the effects on net revenue of interest earned on deposits and paid on gearing.



## Notes to the Financial Statements (continued)

### 21. FINANCIAL RISK MANAGEMENT (continued)

#### 21.1 Market risks (continued)

##### Currency exposure

The principal currencies to which the company was exposed were the Australian Dollar, Sterling and New Zealand Dollar. The exchange rates applying against the United States Dollar at 30 June 2017 and the average rates for the year were as follows:

	30 June 2017	Average
AUD – Australian Dollar	0.7678	0.754
GBP – Sterling	1.3008	1.2686
NZD – New Zealand Dollar	0.7325	0.7125

The company's monetary assets and liabilities at 30 June 2017 (shown at fair value), by currency based on the country of primary operations, are shown below:

30 June 2017	USD	AUD	GBP	NZD
Cash and cash equivalents	1,656	14,089	–	83
Loans to subsidiaries	7,679,016	10,040,059	–	12,308,131
Loans from subsidiaries	–	(4,613,964)	–	(737,058)
Loan from parent	–	(22,257,029)	–	–
Trade and other payables	(164,815)	(81,739)	–	(75)
<b>Net monetary (liabilities)/assets</b>	<b>7,515,857</b>	<b>(16,898,584)</b>	<b>–</b>	<b>11,571,081</b>

30 June 2016	USD	AUD	GBP	NZD
Cash and cash equivalents	1,423	220,022	899	16,549
Trade and other receivables	–	–	–	12,109
Loans to subsidiaries	–	9,613,170	836,352	19,353,800
Loans from subsidiaries	–	(2,857,128)	–	(897,539)
Loan from parent	–	(36,165,296)	–	–
Trade and other payables	(170,258)	(21,962)	–	–
Balance due to brokers	–	(78,140)	–	–
<b>Net monetary (liabilities)/assets</b>	<b>(168,835)</b>	<b>(29,289,334)</b>	<b>837,251</b>	<b>18,484,919</b>

Based on the financial assets and liabilities held, and exchange rates applying, at the reporting date, a weakening or strengthening of the United States Dollar against each of these currencies by 10% would have had the following approximate effect on annualised income after tax and on net asset value (NAV) per share:

	AUD	GBP	NZD	Total
<b><i>Strengthening of the United States Dollar</i></b>				
Decrease in total comprehensive profit for the year ended 30 June 2017	(3,826,679)	(161,552)	(1,849,220)	(5,837,451)
Increase in total comprehensive loss for the year ended 30 June 2016	(1,970,597)	(185,814)	(3,017,865)	(5,174,276)
<b><i>Weakening of the United States Dollar</i></b>				
Increase in total comprehensive profit for the year ended 30 June 2017	3,826,679	161,552	1,849,220	5,837,451
Decrease in total comprehensive loss for the year ended 30 June 2016	1,970,597	185,814	3,017,865	5,174,276

These analyses are broadly representative of the company's activities during the current year as a whole, although the level of the company's exposure to currencies fluctuates in accordance with the investment and risk management processes.

## Notes to the Financial Statements (continued)

### 21. FINANCIAL RISK MANAGEMENT (continued)

#### 21.1 Market risks (continued)

##### Interest rate exposure

The exposure of the financial assets and liabilities to interest rate risks at 30 June 2017 is shown below:

	Within one year	Greater than one year	Total
<b>30 June 2017</b>			
Exposure to floating rates:			
Cash	15,828	–	15,828
Exposure to fixed rates:			
Loan from subsidiaries	–	(5,351,022)	(5,351,022)
Loan from parent	–	(22,257,029)	(22,257,029)
<b>30 June 2016</b>			
Exposure to floating rates:			
Cash	238,893	–	238,893
Exposure to fixed rates:			
Loan from subsidiaries	–	(3,754,667)	(3,754,667)
Loan from parent	–	(36,165,296)	(36,165,296)

Exposures vary throughout the year as a consequence of changes in the make-up of the net assets of the company arising out of the investment and risk management processes. The company tends to limit its cash reserves and interest earned is insignificant and therefore not sensitive to interest rate changes. Borrowings are at a fixed rate and not sensitive to interest rate risk.

##### Other market risk exposures

The portfolio of investments, valued at US\$47,685,376 at 30 June 2017 (30 June 2016: US\$49,813,042) is exposed to market price changes. The Investment Manager assesses these exposures at the time of making each investment decision. An analysis of the portfolio by country is set out on note 23.

##### Price sensitivity risk analysis

A 10% decline in the market price of the listed investment held by the company would result in an unrealised loss of US\$4,768,538. A 10% appreciation in the market price would have the opposite effect.

#### 21.2 Liquidity risk exposure

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they fall due. The company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation. The Investment Manager reviews liquidity at the time of making each investment decision. The contractual maturities of the financial liabilities, based on the earliest date on which payment can be required, were as follows:

	Three months or less US\$	More than three months but less than a year US\$	More than a year US\$	Total US\$
<b>30 June 2017</b>				
Loan from subsidiaries	–	–	5,351,022	5,351,022
Trade and other payables	260,421	–	–	260,421
Loans from parent	–	–	22,257,029	22,257,029
	260,421	–	27,608,051	27,868,472

## Notes to the Financial Statements (continued)

### 21. FINANCIAL RISK MANAGEMENT (continued)

#### 21.2 Liquidity risk exposure (continued)

	Three months or less US\$	More than three months but less than a year US\$	More than a year US\$	Total US\$
<b>30 June 2016</b>				
Loan from subsidiaries	-	-	3,754,667	3,754,667
Trade and other payables	192,220	-	-	192,220
Balance due to brokers	78,140	-	-	78,140
Loans from parent	-	-	36,165,296	36,165,296
	270,360	-	39,919,963	40,190,323

#### 21.3 Credit risk and counterparty exposure

The company is exposed to potential failure by counterparties to deliver securities for which the company has paid, or to pay for securities which the company has delivered. To mitigate against credit and counterparty risk broker counterparties are selected based on a combination of criteria, including credit rating, balance sheet strength and membership of a relevant regulatory body.

Cash and deposits are held with reputable banks. The company has an on-going contract with its Custodians for the provision of custody services. The contracts are reviewed regularly. Details of securities held in custody on behalf of the company are received and reconciled monthly.

##### Maximum exposure to credit risk

The company has loan assets totalling US\$29,803,322 (2016: US\$23,894,270) that is exposed to credit risk.

None of the company's financial assets are past due, but the loan asset to Zeta Energy has been impaired as per note 6. The company's principal banker is Bermuda Commercial Bank (rated by Fitch as BBB-) and the company's principal custodian is JP Morgan Chase Bank (rated by Fitch as AA-). The subsidiary Kumarina holds a bank account with National Australia Bank (rated by Fitch as AA-).

#### 21.4 Fair values of financial assets and liabilities

The assets and liabilities of the company are, in the opinion of the directors, reflected in the statement of financial position at fair value. Borrowings under loan facilities do not have a value materially different from their capital repayment amount. Borrowings in foreign currencies are converted into United States Dollars at exchanges rates ruling at each valuation date.

Unquoted investments are valued based on professional assumptions and advice that is not wholly supported by prices from current market transactions or by observable market data.

##### Valuation of financial instruments

The table below analyses financial assets measured at fair value at the end of the year by the level in the fair value hierarchy into which the fair value measurement is categorised:

- Level 1** The fair values are measured using quoted prices in active markets.
- Level 2** The fair values are measured using inputs, other than quoted prices, that are included within level 1, that are observable for the asset.
- Level 3** The fair values are measured using inputs for the asset or liability that are not based on observable market data. The directors make use of recognised valuation techniques and may take account of recent arms' length transactions in the same or similar investments.

The Directors regularly review the principles applied by the Investment Manager to those valuations to ensure they comply with the company's accounting policies and with fair value principles.

##### Level 3 financial instruments

###### Valuation methodology

The directors have satisfied themselves as to the methodology used, the discount rates and key assumptions applied, and the valuation. The level 3 assets have each been assessed based on its industry, location and business cycle. Where sensible, the directors have taken into account observable data and events to underpin the valuations.

## Notes to the Financial Statements (continued)

### 21. FINANCIAL RISK MANAGEMENT (continued)

#### 21.4 Fair values of financial assets and liabilities (continued)

The level 3 investments are split between (a) unlisted companies and (b) Investments and loans in subsidiaries.

(a) Unlisted companies

*Seacrest Limited ("Seacrest") Bermuda incorporated*

Valuation inputs: The unlisted investment comprises an equity interest in Seacrest. The company's sole asset is its holding in Azimuth, a joint venture between Seacrest and PGS (the listed Norwegian seismic data service company). Azimuth owns a number of operating subsidiaries.

The valuation of Azimuth is based on fair value GAAP accounting. Using the General Partner's valuation of the Seacrest portfolio a discount is applied to each Azimuth subsidiary. The extent of the discount depends on whether the assets are in a mature or frontier basin. In addition, following the fall in the oil price a further discount was applied thereby calculating a fair value for Azimuth. On this basis Azimuth was valued as at 30 June 2017 at US\$63.62m. The director's deem this valuation method to be appropriate.

Valuation methodology: Zeta has used a fair value valuation of Seacrest of US\$0.72 per share based on the value of Azimuth, described above.

Sensitivities: Given Azimuth is an exploration company its risks are significant in both directions. Should commercially recoverable oil not be discovered then the value will fall to nil. Should substantial commercially recoverable oil be discovered the valuation uplifts are significant.

(b) Investments and loans in subsidiaries

*Zeta Energy Singapore incorporated*

Valuation inputs: The key asset is the investment loan to Zeta Energy which was utilised for the purchase of listed investments, and which was impaired, through profit and loss, to the fair value of the company as determined by the directors based on the valuation of the investments held by Zeta Energy as at 30 June 2017.

Valuation methodology: Zeta has used a fair value valuation of losses incurred by Zeta Energy on its investments by which to impair the loan value in the accounts as at 30 June 2017.

Sensitivities: Given Zeta Energy's assets comprise listed investments its risks are significant in both directions. Increases in share prices will increase the value of the loan and decreases in share prices will further decrease the value of the loan.

*Other investments and loans to subsidiaries*

Zeta has further investments and loans to subsidiaries valued at book and realisable value, with a total value of US\$3.2m (2016: US\$3.1m).

30 June 2017	Level 1 US\$	Level 2 US\$	Level 3 US\$
<b>Financial assets</b>			
Investments	47,276,793	–	408,583
Investment in subsidiaries	–	–	3,181,102
Loan to subsidiary	–	–	30,027,206

There have been no movements between the level 1 and level 3 categories.

## Notes to the Financial Statements (continued)

### 21. FINANCIAL RISK MANAGEMENT (continued)

#### 21.4 Fair values of financial assets and liabilities (continued)

The following table shows a reconciliation from opening balances to closing balances for fair value measurements in level 3 investments of the fair value hierarchy:

	Level 3 investments	Level 3 investments in subsidiary	Level 3 loan to subsidiary
Balance at 1 July 2016	9,036,636	3,086,091	29,803,322
Acquisitions at cost	332,920	–	11,200,000
Disposals during the year	(11,200,000)	–	(12,137,850)
Total gains recognised in: Fair value through profit or loss	2,239,027	95,011	1,161,734
<b>Balance at 30 June 2017</b>	<b>408,583</b>	<b>3,181,102</b>	<b>30,027,206</b>

#### 30 June 2016

	Level 1 US\$	Level 2 US\$	Level 3 US\$
<b>Financial assets</b>			
Investments	40,776,406	–	9,036,636
Investment in subsidiaries	–	–	3,086,091
Loan to subsidiary	–	–	29,803,322
<b>Balance at 30 June 2016</b>	<b>40,776,406</b>	<b>–</b>	<b>9,036,636</b>

The following table shows a reconciliation from opening balances to closing balances for fair value measurements in level 3 investments of the fair value hierarchy:

	Level 3 investments	Level 3 investments in subsidiary	Level 3 loan to subsidiary
Balance at 1 July 2015	13,424,975	3,193,721	23,894,270
Acquisitions at cost	–	–	12,416,347
Disposals during the year	–	–	–
Total losses recognised in: Fair value through profit or loss	(4,388,339)	(107,630)	(6,507,295)
<b>Balance at 30 June 2016</b>	<b>9,036,636</b>	<b>3,086,091</b>	<b>29,803,322</b>

#### 21.5 Capital risk management

The objective of the company is stated as being to maximise shareholder returns by identifying and investing in investments where the underlying value is not reflected in the market price. In pursuing this long term objective, the board has a responsibility for ensuring the company's ability to continue as a going concern. It must therefore maintain an optimal capital structure through varying market conditions. This involves the ability to issue and buy back share capital within limits set by the shareholders in general meeting; borrow monies in the short and long term; and pay dividends to shareholders out of current year earnings as well as out of brought forward reserves.

### 22. RELATED PARTIES

#### 22.1 Material related parties

##### *Holding company*

The company's holding company is UIL which held 85.5% of the company's issued share capital on 30 June 2017. UIL is in turn held 62.09% by General Provincial Life Pension Fund Limited.

##### *Subsidiary companies*

The company's subsidiaries are Kumarina, Zeta Energy and Zeta Investments, all 100% held subsidiaries.

## Notes to the Financial Statements (continued)

### 22. RELATED PARTIES (continued)

#### 22.1 Material related parties (continued)

##### *Key management personnel*

Key management personnel and their close family members and entities which they control, jointly or over which they exercise significant influence are considered related parties of the company. The company's directors, as listed in the Director's report are considered to be key management personnel of the company.

##### *Investment Manager*

ICM Limited is an Investment Manager of both the company, its subsidiaries and UIL.

22.2 Material related party transactions	June 2017	June 2016
Nature of transactions	US\$	US\$
Investments in related parties:		
Kumarina	3,181,100	3,086,089
Zeta Investments	1	1
Zeta Energy	1	1
Loans to related parties:		
Kumarina	291,747	130,344
Zeta Energy	29,735,459	29,672,978
Loans from related parties:		
Utilico	22,257,029	36,165,296
Zeta Energy	5,351,022	3,754,667
Trade and other payables:		
ICM Limited	162,057	103,829
Directors	37,500	37,500
Interest charged by the subsidiaries	380,552	318,776
Interest charged by the parent company	2,246,555	3,051,091
Interest charged by the Investment Manager	-	1,225
Fees paid to the Investment Manager	481,772	344,464
Fees paid to the directors	150,000	150,000

During the year ended 30 June 2017 the company held a loan from its subsidiary Zeta Energy. To secure the loan Zeta Resources has pledged certain quantities of its shares held in listed entities.

The shares pledged include: Resolute Mining Limited (11,000,000) and Panoramic Resources Limited (6,666,666).

### 23. SEGMENTAL REPORTING

The company has four reportable segments, as described below, which are considered to be the company's strategic investment areas. For each investment area, the company's chief operating decision maker ("CODM") (ICM Limited – investment manager) reviews internal management reports on at least a monthly basis. The following summary describes each of the company's reportable segments:

**Gold:** investments in companies which mine gold

**Oil & Gas:** investments in companies which extract or prospect for oil or gas

**Mineral Exploration:** investments in companies which explore or mine for nickel, copper and other minerals

**Other segments:** activities which do not fit into one of the above segments

## Notes to the Financial Statements (continued)

### 23. SEGMENTAL REPORTING (continued)

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit before tax, as included in the internal management reports that are reviewed by the company's CODM. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the performance of certain segments relative to other entities that operate within these industries.

#### Information about reportable segments

	Gold US\$	Oil & gas US\$	Mineral exploration US\$	Other segments US\$	Total US\$
<b>30 June 2017</b>					
External revenues	3,354,866	3,560,753	7,337,443	(6,621)	14,246,441
Reportable segment revenue	3,354,866	3,560,753	7,337,443	(6,621)	14,246,441
Interest revenue	-	-	-	14	14
Interest expense	-	-	-	(2,627,116)	(2,627,116)
Reportable segment profit/(loss) before tax	3,396,270	3,560,753	7,337,443	(4,016,560)	10,277,906
Reportable segment assets	26,371,713	30,392,342	24,129,627	15,830	80,909,512
Reportable segment liabilities	-	-	-	(27,868,472)	(27,868,472)
<b>30 June 2016</b>					
External revenues	22,471,287	(11,016,091)	(15,375,751)	(116,212)	(4,036,767)
Reportable segment revenue	22,471,287	(11,016,091)	(15,375,751)	(116,212)	(4,036,767)
Interest revenue	-	-	-	25,262	25,262
Interest expense	-	-	-	(3,371,114)	(3,371,114)
Reportable segment loss before tax	22,471,287	(10,543,292)	(15,150,562)	(3,751,924)	(6,974,491)
Reportable segment assets	32,747,455	39,573,255	10,375,105	257,642	82,953,457
Reportable segment liabilities	-	-	(78,140)	(40,112,183)	(40,190,323)

During the year there were no transactions between segments which resulted in income or expenditure.

## Notes to the Financial Statements (continued)

### 23. SEGMENTAL REPORTING (continued)

Reconciliations of reportable segment revenues, profit or loss, assets and liabilities, and other material items	June 2017 US\$	June 2016 US\$
<b>Revenues</b>		
Total revenue for reportable segments	14,253,062	(3,920,555)
Revenue for other segments	(6,621)	(116,212)
<b>Revenue</b>	<b>14,246,441</b>	<b>(4,036,767)</b>
<b>Profit or loss</b>		
Total profit or loss for reportable segments	14,294,466	(3,222,567)
Profit or Loss for other segments	(4,016,560)	(3,751,924)
<b>Profit/(loss) before tax</b>	<b>10,277,906</b>	<b>(6,974,491)</b>
<b>Assets</b>		
Total assets for reportable segments	80,893,682	82,695,815
Assets for other segments	15,830	257,642
<b>Total assets</b>	<b>80,909,512</b>	<b>82,953,457</b>
<b>Liabilities</b>		
Total liabilities for reportable segments	-	(78,140)
Liabilities for other segments	(27,868,472)	(40,112,183)
<b>Total liabilities</b>	<b>(27,868,472)</b>	<b>(40,190,323)</b>

#### Geographic information

In presenting information on the basis of geography, segment revenue and segment assets are based on the geographical location of the operating assets of the investment held by the company.

	June 2017 US\$	June 2016 US\$
<b>Revenue</b>		
Australia	8,274,800	(8,497,796)
Singapore	1,161,734	(6,507,295)
Mali	2,341,802	15,579,453
Namibia	846,520	(1,664,577)
New Zealand	-	(1,665)
Norway	911,400	(1,801,948)
United Kingdom	303,800	(595,749)
Other Countries	413,006	(430,978)
<b>Revenue</b>	<b>14,253,062</b>	<b>(3,920,555)</b>
<b>Assets</b>		
Australia	37,282,206	22,755,967
Singapore	29,735,459	29,803,322
Mali	13,102,297	20,424,525
Namibia	-	3,520,472
Norway	-	3,835,958
United Kingdom	-	1,257,543
Other Countries	773,720	1,098,028
<b>Assets</b>	<b>80,893,682</b>	<b>82,695,815</b>



## Notes to the Financial Statements (continued)

### 24. EVENTS AFTER THE REPORTING DATE

#### 24.1 Pan Pacific Petroleum NL (“PPP”)

Zeta Resources Limited (“Zeta”) has entered into a Scheme Implementation Agreement under which Zeta (or its nominee) will acquire all of the issued share capital of PPP that it does not already own by way of a recommended court approved scheme of arrangement. Under the scheme, PPP shareholders can elect to receive either A\$0.038 cash per PPP share, or one Zeta share for every ten PPP shares. Zeta already has a relevant interest in approximately 50.91% of PPP shares via its wholly owned subsidiary Zeta Energy Pte Ltd.

#### 24.2 Margosa Graphite Limited (“Margosa”)

Zeta has entered into a subscription agreement to subscribe for 15 million shares in Margosa, to be issued in 5 tranches over a 12-month period, for a cost of A\$3 million. The first tranche of the subscription was completed on 21 July 2017 where Zeta received 5,000,000 shares for A\$1 million. Tranches 2 to 5 become due 3 months, 6 months, 9 months and 12 months following the initial subscription.

#### 24.3 Bligh Resources Limited (“Bligh”)

Following the announcement of a takeover bid to acquire all Bligh shares not already owned by Zeta, on 13 July 2017 Zeta acquired a further 109,736,891 shares in Bligh at a cost of A\$0.038 a share. Zeta now currently owns 85.75% of Bligh.

#### 24.4 New Zealand Oil & Gas Limited (“NZOG”)

On 10 August 2017 Zeta gave notice of its intention to make a partial takeover offer under the New Zealand Takeovers Code to acquire an additional 42.0% of each class of the shares in NZOG not currently held or controlled by Zeta Energy at an offer price of NZ\$0.72 per share. If successful, the offer would result in Zeta Energy holding or controlling no less than 50.01% of the voting rights in NZOG.