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PANCONTINENTAL OIL & GAS NL – ANNUAL REPORT 2019



PANCONTINENTAL



ABN 95 003 029 543

Directors

Henry David Kennedy
Ernest Anthony Myers
Vesna Petrovic
Roy Barry Rushworth
Marie Michele Malaxos

Non-Executive Chairman
Executive Director & CEO
Executive Director
Non-Executive Director
Non-Executive Director

Company Secretary

Vesna Petrovic

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ASX Code

PCL

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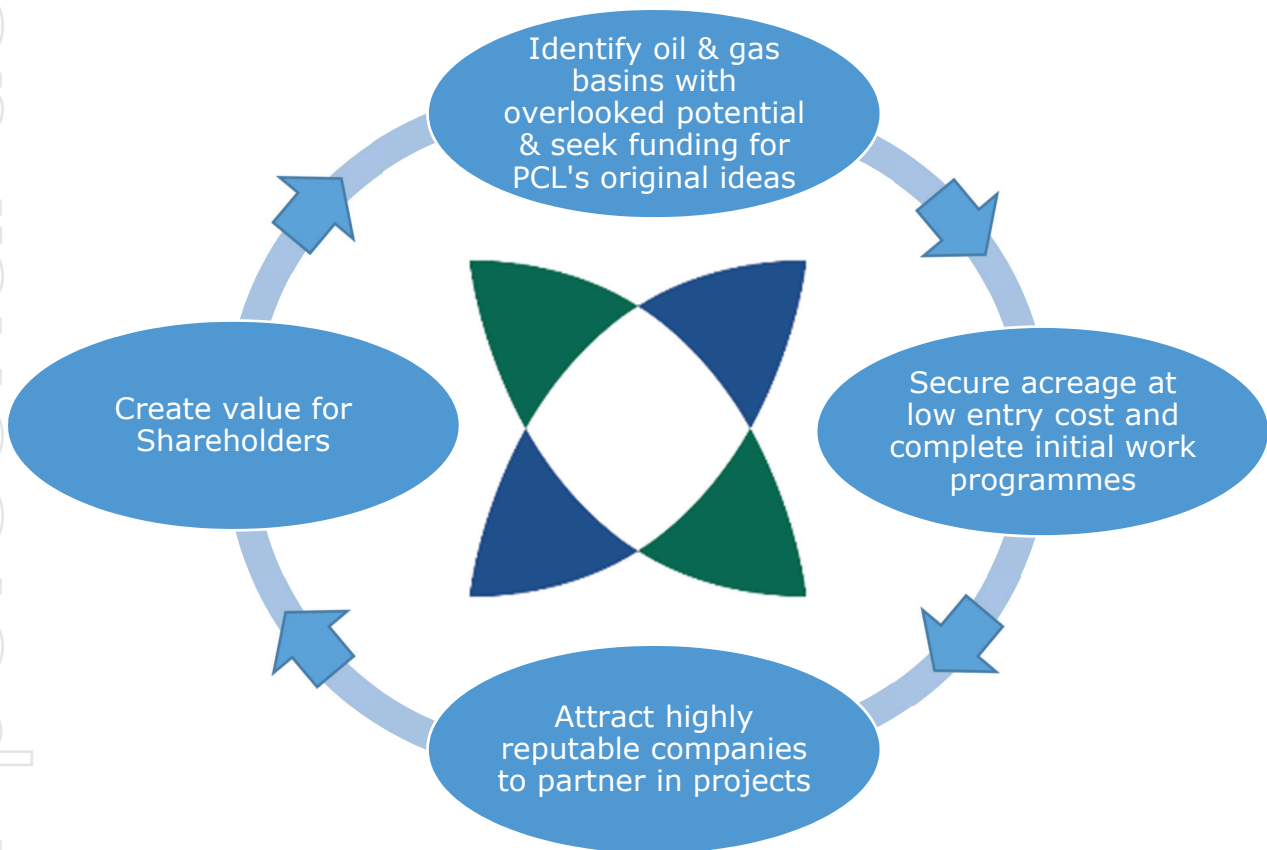
Who we are

- Pancontinental Oil & Gas NL is an Australian based international oil and gas exploration company with interests in Africa and Australia.
- The Company's headquarters are in West Perth, Western Australia.
- The Company is listed on the Australian Securities Exchange under code PCL.
- Pancontinental is managed by a team of experienced individuals from corporate, technical and financial backgrounds.





Strategy & Business Model



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Chairman's Review

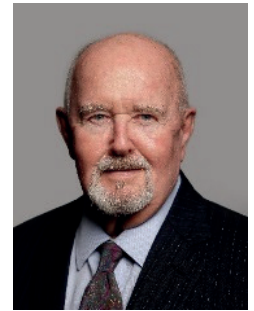


Dear Shareholder,

The Board of Directors of Pancontinental Oil & Gas NL is pleased to present to you the Company's 2019 Annual Report.

The highlights of the 2019 financial year for Pancontinental include:

- exploration on the Company's PEL 87 project producing positive results;
- participating in the drilling of the Cormorant-1 well, offshore Namibia;
- receiving the second instalment of US \$5.5 million for the partial sale of one of Pancontinental's Namibian assets;
- streamlining the Group's portfolio to focus on areas of Board expertise and divest of non-core assets.



During the financial year exploration work continued on Petroleum Exploration Licence 87, offshore Namibia. Pancontinental holds a strong position in this project with a 75% interest as well as being the Joint Venture Operator. The Company has held the licence for less than two years and during this period the exploration programme outcomes have delivered encouraging results. The "Saturn Superfan" has been identified within the licence area as the largest of the prospective Plays. Based on interpretation of the seismic data, it is a Cretaceous (Late Aptian) turbidite fan system which may contain a number of individual Leads. However, Pancontinental believes that there is a probability of the fan being one, vast, single oil trap due to the structure being overlaid by sealing shale. The oil potential in the licence area has been independently assessed and Pancontinental is currently seeking farminees for an accelerated 3D seismic and drilling programme.

Elsewhere in Namibia, Pancontinental holds a 20% interest in the PEL 37 project it initiated in 2011 through an interest (66.67%) in subsidiary Pancontinental Namibia Pty Ltd. The Cormorant-1 well was drilled in September 2018 to test the oil potential of a mid-Cretaceous marine turbidite "fan" sandstone system. The well reached its planned depth however no hydrocarbons were found. Although the results of the drilling were disappointing, the Company was not financially exposed to the drilling costs of the well as per the previously negotiated farmout agreement with operator Tullow Namibia Pty Ltd (a subsidiary of Tullow Oil plc). Other Prospects within the licence area will be assessed based on the drilling results going forward.

A number of exploration wells are planned for drilling by other companies offshore Namibia during 2020 and 2021. A discovery in any of these may have a huge impact on Pancontinental's holdings offshore Namibia.

Pancontinental acquired acreage situated in the United States through the acquisition of Bombora Natural Energy Pty Ltd in 2017. The Company drilled two wells which did not produce satisfactory results and as such the Board resolved to divest of the investments in California to focus on the Company's core assets. As such, during the year Pancontinental signed a binding sale and purchase agreement with Raven Energy Limited (now Gasfields Limited) for the Bombora subsidiary. This transaction completed the exit from California, however the Company now has a shareholding in Gasfields Limited which gives Pancontinental shareholders upside through Gasfields' operations in USA and elsewhere.

The Company has spent time evaluating a number of projects to assess their suitability in Pancontinental's portfolio. As a result of this, the Company signed a binding term sheet in July 2019 to farm in to two large exploration permits, ATP 920 and the Ace Area of 924 in the Cooper Basin, Queensland. Both ATPs are located on conventional trends which are prospective for both oil and gas however, drilling planned for late 2019 will focus on the oil prone acreage.

In addition to the project activity conducted throughout the year, the Company also underwent changes in its corporate division. Long term Director Ernie Myers now holds responsibility for the overall management of the Company as Chief Executive Officer. Mr Myers has played a vital role in the project and corporate transactions of the Company since his appointment to the Board in 2004.

Chairman's Review



Former CEO and Executive Director John Begg stepped down from the role during the year and resigned from the Company post year end. Furthermore, Company Secretary and CFO Vesna Petrovic was appointed back to the Board as Executive Director.

Finance wise, the Company received a cash injection of \$575,423 from the conversion of the Company's options and repaid its Convertible Notes in full. Pancontinental is now debt free.

While the Oil and Gas industry continues to face long-established headwinds, your Company continues to diligently pursue its activities alongside and amongst major industry players offshore Africa, as well as making a new strategic entry to projects onshore Australia.

I acknowledge with appreciation, the hard work and dedication of the entire Pancontinental team during the financial year. I also express our appreciation to our valuable consultants Pioneer Energy Consulting in Namibia and Thunderstone Energy in Australia.

To you, our loyal Shareholders, as always I extend a particular thanks for your patience and support.

HD Kennedy
Chairman

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Pancontinental is a junior oil and gas exploration company with a portfolio of high quality assets in prospective hydrocarbon provinces

AFRICA

Namibia <u>PEL 37</u>	Namibia <u>PEL 87</u>	Kenya <u>L6</u>
LOCATION: Walvis Basin, Offshore Namibia	LOCATION: Orange Basin, Offshore Namibia	LOCATION: Lamu Basin, Onshore /Offshore Kenya
PROJECT SIZE: 17,295 square kilometres	PROJECT SIZE: 10,947 square kilometres	PROJECT SIZE: 5,010 square kilometres
JOINT VENTURE PARTNERS: Tullow Namibia Limited (Operator) 35.00% Pancontinental Namibia Pty Ltd 30.00%* ONGC Videsh Limited 30.00% Paragon Oil & Gas (Pty) Ltd 5.00% *Africa Energy Corp. invested in Pancontinental Namibia Pty Ltd and acquired a 10% interest with Pancontinental retaining 20%.	JOINT VENTURE PARTNERS: Pancontinental Orange Pty Ltd 75.00% Custos Investments (Pty) Ltd 15.00% National Petroleum Corporation of Namibia (NAMCOR) 10.00%	JOINT VENTURE PARTNERS: Offshore FAR Limited (Operator) 60.00% Pancontinental Oil & Gas Group 40.00% Onshore FAR Limited (Operator) 60.00% Pancontinental Oil & Gas Group 40.00%
GEOLOGY: An "Oil Mature Fairway" has been interpreted which extends through PEL 37. Pancontinental believes that PEL 37 is one of the prime areas in Namibia covering an oil generating "sweet spot" where oil prone source rocks are sufficiently buried to generate oil. A number of ponded turbidite, slope turbidite, basin floor turbidite fans and channels forming major very large "leads" closely associated with, and within the Inner Graben of PEL 37 have been identified and mapped.	GEOLOGY: Pancontinental believes that PEL 87 is highly prospective for oil, with high quality mature oil source rocks and the potential for very large oil traps. Water depths are between 500m and 3,200 m and the area is on trend with the actively explored Total / Impact Oil and Gas deepwater block, the subject of a farmin by Total in October 2017. Pancontinental has a large interest in this area. Preliminary mapping already shows evidence of traps in large turbidite fan plays.	GEOLOGY: A deep central graben in this area is considered to be an oil and gas "source kitchen" and potential hydrocarbon trapping prospects have been identified adjacent to the area. The Kifaru Prospect and Kifaru West Prospect are interpreted to be large stacked Miocene reefs, with interpreted good lateral and top seals and close proximity to mature Eocene source rocks. The Tembo Prospect is a large tilted fault block trap, with interpreted sandstone reservoirs at a number of levels.



AUSTRALIA

Australia Queensland Cooper Eromanga Basin

LOCATION:

Cooper Eromanga Basin

PROJECT SIZE:

ATP 920 - 2,337 km²

ATP 924 - 2,220 km²

JOINT VENTURE PARTNERS:**ATP 920**

Key Petroleum Limited

80.00%

Pancontinental Oil & Gas NL

20.00%**

ATP 924 [Ace Area]

Key Petroleum Limited

75.00%

Pancontinental Oil & Gas NL

25.00%**

**earning

GEOLOGY:

The farmin acreage being acquired by Pancontinental contains conventional trends prospective for both oil and gas with initial, drilling focus to be on the oil prone acreage.

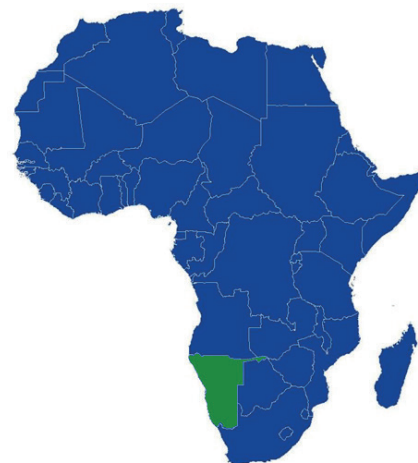
Additional, potentially large volume prospectivity for unconventional gas is present within the acreage but has yet to be fully evaluated and documented.



Namibia

Namibia Offshore PEL 87

Location:	Orange Basin		
Project Size:	10,947 square kilometres		
JV Partners:	Pancontinental	75.00%	
	Custos Investments (Pty) Ltd	15.00%	
	NAMCOR*	10.00%	
	*National Petroleum Corporation of Namibia		



Pancontinental holds a 75% operated interest in PEL 87 which is located in the Orange Basin, offshore Namibia. Since the award of the licence in December 2017, the Company has progressed its technical evaluation of the area based on interpretation of over 2,800 line km of mostly reprocessed 2D seismic data.

Pancontinental and its joint venturers were issued the Licence for an initial period of 4 years.

A fast track work programme commenced thereafter and has so far returned exciting results. Prospective trends have been identified within the licence including a very large submarine fan complex of Aptian Age that the Company has named the "Saturn Superfan". The fan complex is an older feature than the submarine fan drilled in PEL 37 to the north in the Walvis Basin and lies directly above rich oil source shales which are mature for oil generation. While both PEL 37 and PEL 87 projects share some geological characteristics, different oil source kitchens, oil migration and charge mechanisms are accessed in each area.

During the first year of the initial exploration period, the Pancontinental led PEL 87 joint venture has purchased significant seismic, well and related data to confirm its geological theories of the region.

Exploration activities have included mapping and outline of the Play Fairways, initial assessment of source rock maturity and prospectivity, analysis of well data, seismic stratigraphy, interpretation and mapping as well as an independent volumetric assessment of Prospective Resources or recoverable oil potential.

Based on these exploration activities, technical work has found that PEL 87 contains a number of strong turbidite Leads deposited on the Mid-Aptian Unconformity surface and directly on top of mature oil source rocks.

The accumulation of hydrocarbons and formation of an oil and gas deposit involve certain prerequisites. These are listed below with reference to PEL 87 findings so far:

Source – Thick, high quality Kudu Shale oil source rocks were intersected by the Moosehead-1 well in the south of the block and are mapped on seismic directly underlying the main area of PEL 87 prospectivity. The source rocks are interpreted to be fully oil mature.

Seal – Based again on well control and seismic data, Saturn is likely to be sealed by an overlying, slightly over pressured and impermeable shale. Bottom seal should be provided by the Kudu Shale, immediately below the Turbidite complex.

Trap – No "Thief" channels can be seen on 2D seismic updip from Saturn.

Reservoir – Good reservoir quality in Saturn is inferred from depositional characteristics, although there is no direct well control.

Review of Operations



This huge and highly prospective play type has never been drilled in Namibia but encouragingly has been successfully tested in analogue basins around the world.

Prospective Resources

The "Saturn" Superfan is made up of a number of discrete internal geological Play types but could itself be a vast single oil trap on a global scale.

TABLE OF BEST ESTIMATE VOLUMES

PLAY TYPE	GROSS BEST ESTIMATE PROSPECTIVE RESOURCES POTENTIAL*	LEAD
Aptian Depositional Wedge	1.3 Billion Bbls	Saturn Superfan**
Mounded Facies	152 Million Bbls	A
Structural (4 way rollover)	73 Million Bbls	C1
Structural / Stratigraphic	345 Million Bbls	D
First Turbidite lobe/Sheet sand	349 Million Bbls	G
Structural/Mound (4 way rollover)	40 Million Bbls	H

The oil volumes shown are gross volumes.

*A Giant field has at least 500 MMBOE recoverable potential

** The overall Saturn Superfan incorporates all of the other Leads, but with different risk inputs

*Cautionary Statement

The potential recoverable oil resources, classified as Prospective Resources, have been estimated probabilistically on an unrisked, Best Estimate basis.

These were announced on 11 September, 2018.

The estimated quantities of petroleum that may potentially be recovered by the application of a future development project(s) relate to undiscovered accumulations. These estimates have both an associated risk of discovery and a risk of development. Further exploration appraisal and evaluation is required to determine the existence of a significant quantity of potentially moveable hydrocarbons.

The company confirms that it is not aware of any new information or data that, in its opinion, materially affects the information included in the relevant market announcement and that all the material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed.

Namibia Offshore PEL 37

Location: Walvis Basin

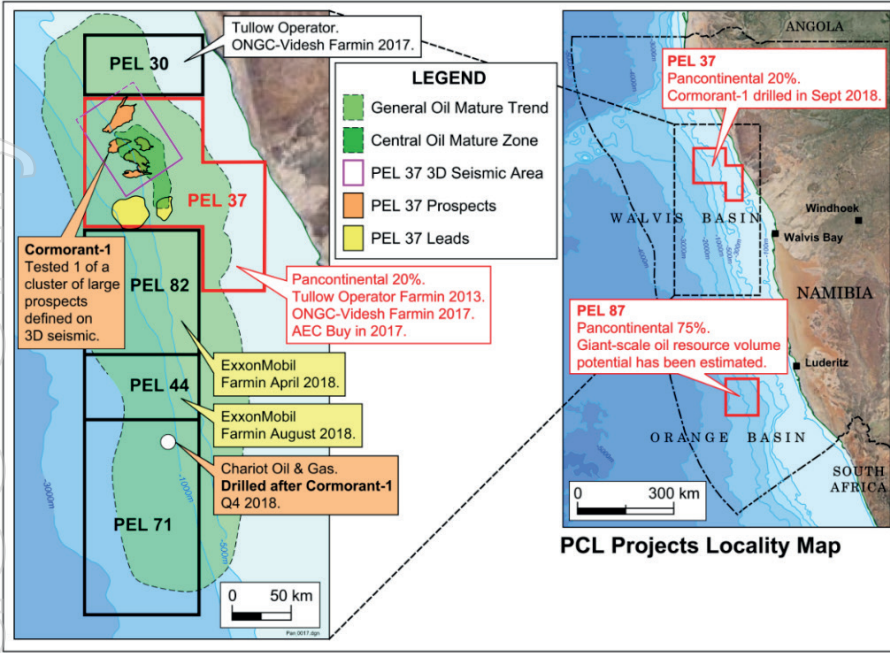
Project Size: 17,295 square kilometres

JV Partners: Tullow Namibia Limited (Operator) 35.00%
 Pancontinental Namibia Pty Ltd 30.00%*
 ONGC Videsh Limited 30.00%
 Paragon Oil & Gas (Pty) Ltd 5.00%

* Ownership of Pancontinental Namibia Pty Ltd:
 Pancontinental Oil & Gas NL 66.67%
 Africa Energy Corp. 33.33%

Petroleum Exploration Licence 37 ("PEL 37") covers blocks 2012B, 2112A and 2113B in the Walvis Basin, offshore Namibia. Pancontinental holds a 20% interest in PEL 37 through a majority holding in Pancontinental Namibia Pty Ltd, and was the originator and initial Operator of the project.

Review of Operations



Pancontinental's entry into Namibia was over a decade ago and since that time the Company has successfully worked with international companies, local industry and the Ministry of Mines and Energy in the search for oil and gas.

In 2011, Pancontinental was awarded the PEL 37 licence alongside its local Namibian partner and commenced the initial exploration programme. In 2013, the Company farmed out to Tullow Namibia Limited (a subsidiary of Tullow Oil and the current Operator) for seismic and drilling and in 2017 brought in investment partner Africa Energy Corp.

Prospects

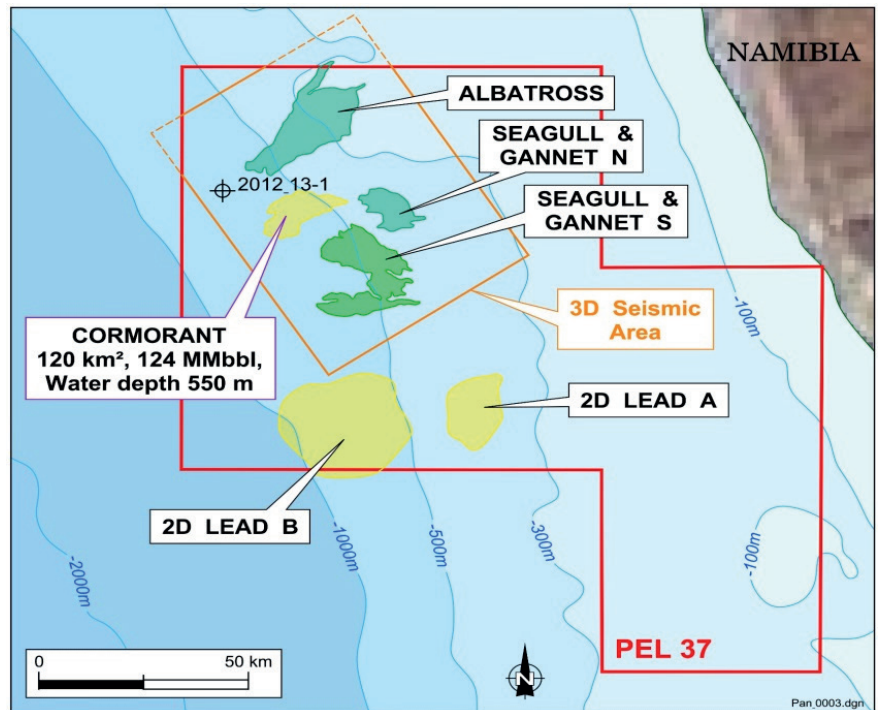
The following Prospects have been uncovered within PEL 37:

- Cormorant
- Albatross
- Seagull & Gannet North
- Seagull & Gannet South

as well as a number of Leads.

The Cormorant Prospect was drilled during the financial year but unfortunately no accumulated hydrocarbons were found.

The Joint Venture is reviewing and re-assessing the potential of the other, undrilled prospects and leads in the block with new information gained from the drilling of the Cormorant-1 well.



Cormorant-1 Drilling

During the financial year, Pancontinental participated in the drilling of the Cormorant-1 well offshore Namibia. The well was drilled by Tullow Namibia Limited ("Tullow"), a subsidiary of Tullow Oil. In 2013, Pancontinental negotiated a farmout with Tullow to lead an exploration programme consisting of 3D and 2D seismic as well as processing, interpretation, mapping and an exploration well, all free carried for Pancontinental. Over US \$70 million has been spent to date on the PEL 37 project.



The Ocean Rig Poseidon – Drilled Cormorant-1 in September 2018

The Cormorant-1 well spudded late 2018 and reached a total measured depth of 3,855m. The Early Cretaceous age Cormorant Submarine Fan target was encountered close to the predicted depth but no accumulated hydrocarbons were found.

The Fan contained approximately 50m thickness of interbedded sands and claystones that were water-wet. Wet gas signatures, indicative of oil, were first encountered in the overlying shale section and persisted throughout the target interval, indicating that there has been significant hydrocarbon generation in the area.

Important geological data has been gained from this well, providing valuable insights into the prospectivity of the Aptian-Cenomanian turbidite fans that are still valid exploration plays in both PEL 37 and, further south, in PEL 87 (Pancontinental 75%).

Investment of Africa Energy Corp. into Pancontinental Namibia

During the 2018 financial year, Pancontinental and Africa Energy Corp. reached agreement over the sale of a 33.33% interest in Pancontinental Namibia Pty Ltd ("PCLN"), the Pancontinental subsidiary which holds PEL 37. Consideration for the transaction totalled US \$7.7 million, with US \$2.2 million received at the close of the transaction and the remaining US \$5.5 million in September 2018 at the spud of the Cormorant-1 well. Pancontinental retains 66.67% ownership of PCLN which is effectively a 20% interest in PEL 37.

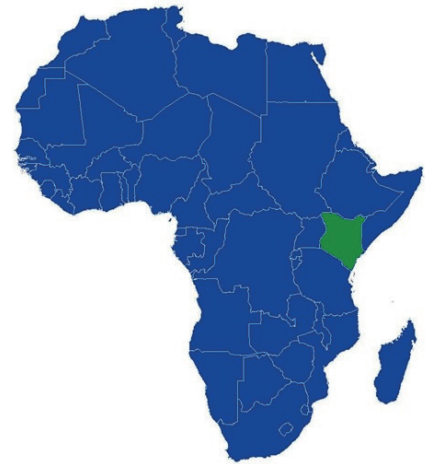
A number of exploration wells are planned for drilling by other companies offshore Namibia during 2020 and 2021. A discovery in any of these may have a huge impact on Pancontinental's holdings offshore Namibia.



Kenya

Kenya Onshore/Offshore Block L6

Location:	Lamu Basin	
Project Size:	5,010 square kilometres	
JV Partners	FAR Limited (Operator)	60.00%
Offshore:	Pancontinental	40.00%
JV Partners	FAR Limited (Operator)	60.00%
Onshore:	Pancontinental	40.00%



Pancontinental holds an interest in the L6 block onshore/offshore Kenya. The company has been a participant in the block since its award and has completed various work programmes in joint venture over the area.

Due to uncertainties over the security of field operations in this area, activity has been suspended. Future activities for Block L6 are in review.

USA California

The Company had anticipated that through the acquisition of Bombora Natural Energy Pty Ltd ("Bombora") it would have added producing Californian assets to its portfolio. However, after drilling two wells which did not produce adequate results, the Company resolved to exit from California completely.

The last step in this process occurred during the year with Pancontinental signing a binding sale and purchase agreement with Raven Energy Limited to acquire 100% of Bombora.

This will free up the Company's time and capital to focus on its core projects in Namibia and Australia.

Western Australia

Perth Basin Walyering

By acquisition of a new subsidiary in 2017, Pancontinental obtained the right to farmin to the Walyering Project within Exploration Permit 447, in the Perth Basin.

The farmin partners have not been able to agree a way forward to complete the 3D seismic survey required under the agreement, and as such it was decided to terminate the farmin agreement.

While the decision to exit Walyering is disappointing the Company feels that it is the right decision under the existing farmin terms relative to the market of the day.



Queensland

Cooper Basin (Post Year End)

Post year end, Pancontinental executed a binding term sheet to farmin to two large exploration permits, ATP 920 and 924 in the Cooper Basin, Queensland with a total area covering 4,557 km². The farmin acreage contains conventional trends which are prospective for both oil and gas with initial drilling to be focussed on the oil prone acreage. Operator of the ATPs is Key Petroleum Cooper Basin Pty Ltd, a wholly owned subsidiary of ASX listed Key Petroleum Limited that Pancontinental consider to be an aligned and excellent Operator.

Pancontinental has agreed to farmin to ATP 920 and the Ace Area component of ATP 924 and will acquire:

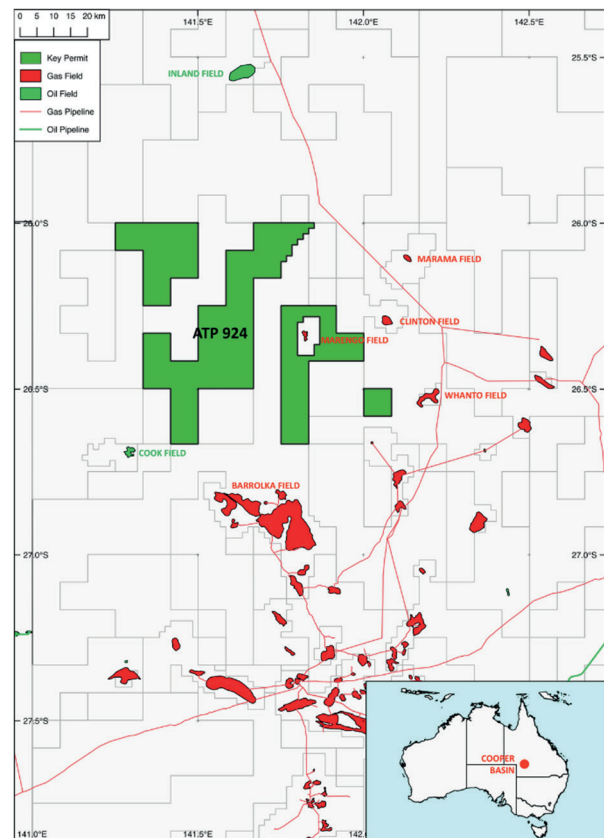
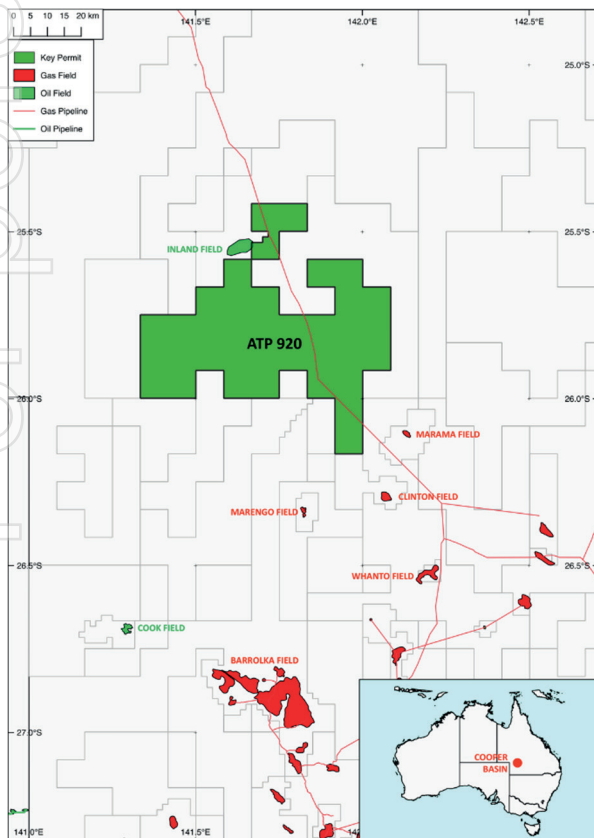
- an undivided 20% participating interest in ATP 920 (together with an option to acquire an additional undivided 15% participating interest in ATP 920); and
- an undivided 25% participating interest in the Ace Area.

In return, Pancontinental:

- paid \$150,000 within three working days of execution of the term sheet. \$100,000 is refundable in the event ATP 920 and 924 are not renewed;
- will fund 26.67% of the total costs and expenses of drilling an exploration well to target depth including plugging and abandoning the well to a gross cap of \$3,000,000.

If the Farmin obligations are satisfied, Pancontinental shall be deemed to have also acquired an option to acquire a further undivided 15% participating interest in ATP 920.

Pancontinental has been working on this deal for some time and it has provided access to at least three, extensive multi prospect oil and gas trends, with initial drilling activity expected to commence in the near future for this project. More details will be released when they have been decided by the joint venture.





New Ventures

The Company has focussed resources to evaluate a number of interesting opportunities which could complement Pancontinental's current portfolio of exploration assets. The Company is mindful that any new venture must be the right fit and add value for its shareholders. As such, Pancontinental is carefully assessing projects to select the most suitable for the Company.



Corporate

Management Changes

Director Ernie Myers took on the role of CEO after his predecessor John Begg announced his intention to step down in October 2018. Post year end Mr Begg resigned as a Director.

Mr Myers has been with Pancontinental since 2004 and has actively been involved in its day to day operations as well as assisting to deliver international companies to the Company's projects over the years for seismic, drilling and other exploration activities.

Appointment of Executive Director

On 5 September 2018, Pancontinental announced that Company Secretary and CFO Vesna Petrovic was appointed back to the Board as Executive Director. Mrs Petrovic joined Pancontinental in 2008, has been Company Secretary since 2010 and is also Alternate Director for Pancontinental Chairman Mr Kennedy.

Funds Received on Conversion of Options

During the financial year, the Company received AU \$575,423 (net of costs) from the conversion of 144,926,830 (at \$0.004) of the Company's options.

Repayment of Convertible Notes

Pancontinental issued Convertible Notes to sophisticated investors on 27 March 2018, with a total value of \$1.6 million.

The Convertible Notes matured during the financial year and the Company has repaid the Convertible Notes together with accrued interest in full by cash and is accordingly discharged and released from all obligations and liabilities under the Convertible Notes.



DISCLAIMERS & NOTES

Prospective Resource Estimates Cautionary Statement

The estimated quantities of petroleum in this report that may potentially be recovered by the application of a future development project(s) relate to undiscovered accumulations. These estimates have both an associated risk of discovery and a risk of development. Further exploration appraisal and evaluation is required to determine the existence of a significant quantity of potentially moveable hydrocarbons.

Prospective Resources

Prospective Resource estimates in this report have been prepared as at the date disclosed under the prospective resource numbers. The estimates have been prepared in accordance with the definitions and guidelines set forth in the Petroleum Resource Management System 2007 approved by the Society of Petroleum Engineers and have been prepared using deterministic methods and probabilistic methods depending on the project and this is disclosed under the prospective resource numbers. Unless otherwise stated the estimates provided in this report are Best Estimates. The estimates are unrisks and have not been adjusted for an associated risk of discovery and risk of development. The 100% basis refers to the total resource while the Net to Pancontinental basis is adjusted for Pancontinental's percentage entitlement under Joint Venture contracts and adjusted for applicable royalties.

Prospective Resources estimates in this report have been made by Pancontinental Oil & Gas NL and may be subject to revision if amendments to mapping or other factors necessitate such revision.

Prospects and Leads

The meanings of "Prospects" and "Leads" in this report are in accordance with the Petroleum Resource Management System 2007 approved by the Society of Petroleum Engineers. A Prospect is a project that is sufficiently well defined to represent a viable drilling target. A Lead is a project associated with a potential accumulation that is currently poorly defined and requires more data acquisition and / or evaluation to be classified as a Prospect.

Competent Person Statement Information

The hydrocarbon resource estimates in this report have been compiled by Mr Brian Diamond and reviewed to the satisfaction of Mr Roy Barry Rushworth, the Technical Director of Pancontinental Oil & Gas NL. Mr Rushworth has more than 30 years' experience in practising petroleum geology and exploration management.

Mr Rushworth consents to the inclusion in this report of information relating to the hydrocarbon Prospective Resources in the form and context in which it appears.

Forward Looking Statements

This document may include forward looking statements. Forward looking statements include, are not necessarily limited to, statements concerning Pancontinental Oil & Gas NL's planned operation programme and other statements that are not historic facts. When used in this document, the words such as "could", "plan", "estimate", "expect", "intend", "may", "potential", "should" and similar expressions are forward looking statements. Although Pancontinental believes its expectations reflected in these are reasonable, such statements involve risks and uncertainties, and no assurance can be given that actual results will be consistent with these forward looking statements.

Directors' Report



The Directors of Pancontinental Oil & Gas NL ("Pancontinental" or the "Company") submit their report for the year ended 30 June 2019.

DIRECTORS

The names and details of the company's Directors in office during the financial year and until the date of this report are as follows. Directors were in office for this entire period unless otherwise stated.

Names, qualifications, experience and special responsibilities



Henry David Kennedy MA (Geology), SEG (Non-Executive Chairman)

Mr Kennedy is a Geologist with a long history in Australian and New Zealand oil and gas companies. During his time as a technical director he was instrumental in the formation and development of a number of successful listed companies. These companies were involved in numerous discoveries in Western Australia and New Zealand. At Pancontinental, Mr Kennedy has used his wide knowledge base to assist with the strategic direction of the company. Mr Kennedy has been a director of Pancontinental since August 1999.

Mr Kennedy is currently a Non-Executive Director of Norwest Energy NL (since April 1997).



Ernest Anthony Myers CPA (CEO & Executive Director)

Mr Myers, an Accountant by profession, has held senior management and executive roles within a number of ASX listed companies. During his career he has been instrumental in the capital raisings and financial management of these companies. He has played a key role in managing the Group's African portfolio. Mr Myers joined Pancontinental in March 2004, was appointed Executive Director in January 2009 and Chief Executive Officer in November 2018.

Mr Myers is currently also Non-Executive Chairman of Norwest Energy NL (since November 2018).



Roy Barry Rushworth, BSc (Non-Executive Director)

Mr Rushworth is a Geologist who brings extensive experience in petroleum exploration to the Company. Commencing with positions in exploration operations, his career then extended to the role of Chief Geologist and Exploration Manager for an Australian listed company. A number of oil and gas discoveries were made by the company during that time. More recently, Mr Rushworth has been responsible for identifying, negotiating and acquiring international new venture opportunities in Malta, Kenya, Morocco and Namibia.

Mr Rushworth has been a director of Pancontinental since August 2005.



Marie Michele Malaxos BE, Dip Bus, GAICD (Non-Executive Director)

Ms Malaxos has been a professional executive in the resources sector for over 25 years, with involvement in all aspects of the development and operation of oil and gas fields including commercial and budget control, technical management and approval, stakeholder liaison, environmental management, health and safety management and assessment of assets for sale and purchase.

Ms Malaxos was appointed to the Board of Pancontinental Oil & Gas NL as a Non-Executive Director in July 2017.



Vesna Petrovic, BComm, CPA (Executive Director & Company Secretary)

Mrs Petrovic is an Accountant who holds a Bachelor of Commerce, Major in Accounting and Business Law and has completed the Graduate Diploma in Applied Corporate Governance from the Governance Institute of Australia.

Roles in accounting and finance of numerous publicly listed entities, particularly those involved in Africa have provided Mrs Petrovic a base from which to contribute to the accounting and governance functions at Pancontinental.

Mrs Petrovic was appointed Company Secretary in April 2010, Executive Director in December 2016, Alternate for Mr Kennedy in July 2017 and reappointed Executive Director in September 2018.

FORMER DIRECTOR

John Douglas Begg BSc

Mr Begg joined the Board as Executive Director and Chief Executive Officer in July 2017, Non-Executive Director in October 2018 and resigned in August 2019.

Directors' Report



DIRECTORS' INTERESTS

The relevant interest of each Director in the shares and options of the Company as at 30 June 2019 is as follows:

	Ordinary Shares	Options over Ordinary Shares
Henry David Kennedy	411,768,269	-
Ernest Anthony Myers	2,900,715	20,000,000
Vesna Petrovic	-	20,000,000
Roy Barry Rushworth	134,335,610	20,000,000
Marie Michele Malaxos	39,000,000	78,926,829
John Douglas Begg (resigned 5 August 2019)	192,200,026	91,853,660

DIRECTORS' MEETINGS

The numbers of meetings of Directors (including meetings of committees of Directors) held during the year and the number of meetings attended by each Director were as follows:

	Directors' Meetings
Number of meetings held:	5
Number of meetings attended:	
Henry David Kennedy	5
Ernest Anthony Myers	5
Vesna Petrovic	5
Roy Barry Rushworth	5
Marie Michele Malaxos	5
John Douglas Begg (resigned 5 August 2019)	5

Notes

The Directors discussed and agreed various matters throughout the financial year which were resolved by circular resolution; 9 matters were dealt with in such a manner during the year.



CORPORATE INFORMATION

Corporate structure

Pancontinental Oil & Gas NL (ACN 003 029 543) is a no liability company incorporated and domiciled in Australia. The Company's registered office is at Level 1, 10 Ord Street, West Perth WA 6005.

Nature of operations and principal activities

The principal activity during the year of entities within the consolidated entity was exploration for oil and gas.

There have been no significant changes in the nature of those activities during the year.

Objectives

Objectives of the group include:

- Continue exploration on the company's current portfolio of permits;
- Extract value from the Company's asset base;
- Seek new ventures suitable for inclusion in the group's asset structure;
- Manage risks involved in the exploration industry; and
- Maintain liquidity.

The group's targets and strategies for meeting the above objectives include:

- Approve work programmes best suited for exploration success which are within the Company's financial capacity;
- Consider strategic alliances through joint ventures to minimise risks to the group;
- Focus on cost cutting in all non-essential areas; and
- Review appropriate fundraising proposals.

Cents

Earnings (loss) per share

Basic earnings (loss) per share	(0.03)
Diluted earnings (loss) per share	(0.03)

The main contributing factor to the Earnings per Share result this financial year was the write off of exploration carrying balances and proceeds received on sale of investments.

Employees

The consolidated entity had three (3) employees as at 30 June 2019, (2018: two (2)). The consolidated entity employs the services of specialised consultants where and when needed.

OPERATING AND FINANCIAL REVIEW

Projects

Namibia PEL 87 – Offshore [75% interest]

Pancontinental has held the PEL 87 licence for less than two years and within that time has fast-tracked an exploration programme which has yielded impressive results to date. The Petroleum Agreement is over a large, offshore exploration area in the Orange Basin. Pancontinental is the project Operator, with a 75% interest.

The Company has focused its resources on working up the oil potential of this area and has already spent over US \$1 million on seismic data acquisition alone. The largest of the prospective Plays identified so far is a Cretaceous (Late Aptian) turbidite fan system known as the "Saturn Superfan". This fan system is interpreted to contain a number of individual Leads whilst also having the potential to be one, vast, single oil trap due to the structure being overlaid by sealing shale.

The oil potential in the licence area has been independently assessed and Pancontinental is currently seeking farminees for an accelerated 3D seismic and drilling programme.

Namibia PEL 37 – Offshore [20% interest]

Pancontinental holds a 20% interest in the PEL 37 project through an interest (66.67%) in subsidiary Pancontinental Namibia Pty Ltd. During the previous financial year, Africa Energy Corp. committed to an investment of US \$7.7 million in Pancontinental Namibia Pty Ltd for a 33.33% shareholding, equating to 10% of PEL 37. US \$2.2 million was received at the close of the transaction with the balance of US \$5.5 million received at the spud of the Cormorant-1 well in September 2018. The total investment of US \$7.7 million equates to AU \$10 million.



Pancontinental announced the spud of the Cormorant-1 well in PEL 37, Offshore Namibia on 4 September 2018. Cormorant-1 was drilled by the Ocean Rig Poseidon, a 6th Generation drillship, in 545 meters of water. The well tested the oil potential of a mid-Cretaceous marine turbidite "fan" sandstone system. On 24 September 2018, Pancontinental advised that the Cormorant-1 exploration well reached a total measured depth of 3,855m and is to be plugged and abandoned as a dry hole. The Company was not financially exposed to the drilling costs of the well as per the previously negotiated farmout agreement with operator Tullow Namibia Pty Ltd (a subsidiary of Tullow Oil plc).

A number of other major Turbidite Prospects including Albatross are closer to the oil source rocks than Cormorant. The merits of each of these Prospects, in combination with the drilling results, will be assessed going forward.

With the seismic and drilling programmes complete, Pancontinental and its joint venture partners have satisfied all the work programme conditions which form part of the exploration licence for the period ending March 2020.

Kenya L6 [40% offshore, 16% onshore]

Pancontinental holds an interest in the L6 block onshore/offshore Kenya. The company has been a participant in the block since its award and has completed various work programmes in joint venture over the area.

Due to uncertainties over the security of field operations in this area, activity has been suspended.

Termination of the Walyering Farmin

By acquisition of a new subsidiary in 2017, Pancontinental obtained the right to farmin to the Walyering Project within Exploration Permit 447, in the Perth Basin. The farmin partners have not been able to agree a way forward to complete the 3D seismic survey required under the agreement, and as such it was decided to terminate the farmin agreement.

While the decision to exit Walyering is disappointing the Company feels that it is the right decision under the existing farmin terms relative to the market of the day.

Subsequent Event - Queensland Australia ATP 920 & 924

Post quarter end, Pancontinental announced that it had signed a binding term sheet to farmin to two large exploration permits, ATP 920 and the Ace Area of 924 in the Cooper Basin, Queensland. The farmin acreage contains conventional trends which are prospective for both oil and gas with initial drilling (anticipated to be in Q4 2019) to be focussed on the oil prone acreage.

Corporate

Management Changes

Director Ernie Myers was appointed CEO and Executive Director during the financial year. Mr Myers joined Pancontinental in March 2004, was appointed Executive Director in January 2009 and CEO in November 2018.

Director Barry Rushworth is now the Company's Technical Director.

Former CEO and Executive Director John Begg stepped down from the role on 15 November 2018 and resigned from the Company post year end on 5 August 2019.

On 5 September 2018, Pancontinental announced that Company Secretary and CFO Vesna Petrovic was appointed back to the Board as Executive Director. Mrs Petrovic joined Pancontinental in 2008, has been Company Secretary since 2010 and is also Alternate Director for Pancontinental Chairman Mr Kennedy.

Funds Received on Conversion of Options

During the financial year, the Company received AU \$575,423 (net of costs) from the conversion of 144,926,830 (at \$0.004) of the Company's options.

Convertible Notes

Pancontinental issued Convertible Notes to sophisticated investors on 27 March 2018, with a total value of \$1.6 million. The Convertible Notes matured during the year and the Company has repaid the Convertible Notes together with accrued interest in full by cash and is accordingly discharged and released from all obligations and liabilities under the Convertible Notes.

USA California

The Company had anticipated that through the acquisition of Bombora Natural Energy Pty Ltd ("Bombora") it

Directors' Report



would have added producing Californian assets to its portfolio. However, after drilling two wells which did not produce adequate results, the Company reduced its direct exposure to California. The last step in this process occurred during the year with Pancontinental signing a binding sale and purchase agreement with Raven Energy Limited (now Gasfields Limited) to acquire 100% of Bombora. Pancontinental has maintained some upside by a shareholding in Gasfields Limited.

New Ventures

The Company has focussed resources to evaluate a number of interesting opportunities which could complement Pancontinental's current portfolio of exploration assets. The Company is mindful that any new venture must be the right fit and add value for its shareholders. As such, Pancontinental is carefully assessing projects to select the most suitable for the Company.

Group Overview

Pancontinental Oil and Gas NL was incorporated in 1985 and listed on the Australian Securities Exchange in 1986. The Pancontinental group is comprised of the parent company along with three subsidiary companies.

Dynamics of the Business

The company continues to look for new opportunities, in Africa and elsewhere compatible with its strengths. Whilst the company is committed to further developing existing projects, emerging opportunities are reviewed on a timely basis.

Performance Indicators

The Board closely monitors and discusses the group's operating plans, financial budget and overall performance as well as the company's share price.

The underlying drivers which contribute to the company's performance and can be managed internally include a disciplined approach to reducing the group's non-essential costs and allocating funds to those areas which will add shareholder value. The company's share price is often influenced by factors outside the control of Management and the Board, such as market conditions; however through effective communication between the company and all of its Stakeholders the company can provide assurance that the Company's assets are being well managed.

Operating Results for the Year

Summarised operating results are as follows:

	2019	
	Revenues	Results
	\$	\$
Non-segment and unallocated revenues and results	7,162,820	(1,633,481)
Consolidated entity revenues and results from ordinary activities before income tax expense	7,162,820	(1,633,481)

The main contributing factor to the results this financial year was the write off of exploration expenditure and proceeds received on sale of investments.

Shareholder Returns

The group is in the exploration phase and so returns to Shareholders are primarily measured through capital growth.

	2019	2018	2017	2016	2015
Profit /(Loss) attributable to owners of the company	(1,633,481)	(6,263,751)	(4,981,475)	(5,472,381)	(41,878,638)
Basic earnings per share (cents)	(0.03)	(0.12)	(0.26)	(0.40)	(3.64)
Share price	\$0.002	\$0.004	\$0.002	\$0.003	\$0.006



Risk Management

Risk management is the process by which an organisation identifies, analyses, responds, gathers information about and monitors strategic risks that could actually or potentially impact the organisation's ability to achieve its mission and objectives. The Board and Management assess risk as part of the ordinary course of business activities such as strategic planning, promotion, budgets, mergers and acquisitions, strategic partnerships, legislative changes and conducting business abroad.

The Board is responsible for ensuring that risks and opportunities are identified on a timely basis and that the group's objectives and activities are aligned with the risks and opportunities identified by the Board.

The group believes that it is crucial for all Board members to be a part of this process and as such the Board has not established a separate risk management committee. The Board has a number of mechanisms in place to ensure that its objectives and activities are aligned with the risks identified. These include the following:

- Implementation of operating plans and cash flow budgets by Management and Board monitoring of progress against these budgets.
- Ongoing analysis of business risks specific to the upstream oil and gas industry. Examples of such risk include:
 - Oil and gas price volatility as well as currency fluctuations in the Australian and United States dollars. The state of the oil and gas industry is affected by the price. Although the Company is not in production and there is not a material business risk in that regard, the Company's operations are affected due to exploration budgets and overall activity in the exploration sector;
 - Currently most of Pancontinental's assets are managed by Joint Venture Operators who are responsible for the day to day operations of the permits. As such, regular review of the Joint Venture activities is crucial in safeguarding the assets of the Company;
 - Conducting business in foreign jurisdictions carries with it a risk of change in business, legal, tax, accounting, political, environmental and technical practices for example, which may have a material effect on the Company;
- The group has advised each Director, Manager and Consultant that they must comply with a set of ethical standards maintaining appropriate core company values and objectives. Such standards ensure shareholder value is delivered and maintained. Standards cover legal compliance, conflict resolution, privileged information and fair dealing.
- The Board provides Shareholders with information using a comprehensive Continuous Disclosure Policy which includes identifying matters which have a material effect on the underlying security price. ASX announcements, the web page of the company and other media resources are used to convey such information. The Board encourages full participation by Shareholders at the AGM and Shareholders are requested to vote on Board and Executive remuneration aggregates as well as Employee Incentive Schemes.

The Company's prevents the occurrence of risks by undertaking regular reviews of the Group's business practices to identify potential risks. Techniques used for identifying risks include:

- Evaluating each function of the business and identifying anything that could have a negative impact on the Group's operations;
- Reviewing records to identify previous issues that could have a current impact;
- Considering any external risks that could affect the Group; and
- Consulting with employees and independent contractors to identify risks and in turn implementing risk prevention measures.

Once potential risks have been identified, managing risks involves developing cost effective options on how to best to deal with the risks. Risks can be:

- Avoided – by changing business processes or equipment to achieve a similar outcome with less risk;
- Reduced - if a risk can't be avoided the Group can reduce its likelihood and consequence. This could include staff training, documenting procedures and policies, complying with legislation, maintaining equipment, practicing emergency procedures, keeping records safely secured and contingency planning.
- Transferred - transfer some or all of the risk to another party through contracting, insurance, partnerships or joint ventures; and
- Accepted – this may be the only option.



The continued monitoring of risk within the group is directed at evaluating:

- The effectiveness and efficiency of operations;
- The reliability of financial and management internal processes and reporting; and
- Compliance with laws and regulations

to enable the group to safeguard its assets.

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Investments for Future Performance

During the financial year, the Board assessed the current exploration portfolio and considered how it could position itself to execute a growth strategy aimed at enhancing shareholder value while utilising the expertise and experience of its Board and personnel.

The first action that the Board completed was the divestment of its interests in the US assets acquired through the transaction with Bombora Natural Energy Pty Ltd in 2017. The Company could then concentrate on its high impact assets in Namibia, PEL 37 and PEL 87. In addition, the corporate and exploration team vetted many projects which could bring short term activity to the Company's operations. As such, the Company executed a binding term sheet to farmin into two large exploration permits, ATPs 920 and 924 in the Cooper Basin, Queensland, Australia.

Board and management believe that these initial steps are on the correct path for execution of its growth strategy for the Company.

Review of Financial Condition

Capital Structure

During the year, the Company added to its cash reserves through the receipt of the second tranche payment of the divestment of a 33.33% interest in subsidiary Pancontinental Namibia Pty Ltd, as well as proceeds received on conversion of options.

Share Capital	Number of shares	\$
Beginning of the financial year	5,261,788,668	109,803,650
Issued during the year:	144,926,830	575,423
Disposal of subsidiaries	-	155,036
End of the financial year	5,406,715,498	110,534,109

Option movements during the financial year were as follows:

Option Reserve	Number of options	Weighted average exercise price
Balance at beginning of year	567,134,149	0.005
- exercised	(144,926,830)	0.004
- issued	-	-
Balance at end of year	422,207,319	

Treasury policy

The Board has not considered it necessary to establish a separate treasury function because of the size and scope of the group's activities.

Liquidity and Funding

During the year, the Company added to its cash reserves through the receipt of the second tranche payment of the divestment of a 33.33% interest in subsidiary Pancontinental Namibia Pty Ltd, as well as proceeds received on conversion of options.

Statement of Compliance

The above report is based on the guidelines in The Group of 100 Incorporated publication Guide to the Review of Operations and Financial Condition.

SHARE OPTIONS

Unissued shares

As at 30 June 2019 there were 422,207,319 ordinary shares under options. Refer to the notes for further details on the options outstanding.

All options were granted in previous financial years. No options have been granted since the end of the previous financial year and none have expired during that period.

Shares issued as a result of the exercise of Options

There were 144,926,830 shares issued as a result of the exercise of options during the financial year. The options were exercised at \$0.004, providing a \$579,707 cash injection.



SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

No significant changes in the state of affairs of the company occurred during the financial year.

SIGNIFICANT EVENTS AFTER THE BALANCE DATE

15 July 2019 - Pancontinental Farmin to Large Cooper Basin Oil and Gas Trend

Pancontinental announced that it had executed a binding terms sheet to farmin into two large exploration permits, ATPs 920 and 924 in the Cooper Basin, Queensland, Australia. The project areas include the multi prospect, Meeba Project which includes the Ace oil prospect area within ATP 924. The farmin is with Key Petroleum Cooper Basin Pty Ltd, a wholly owned subsidiary of Key Petroleum Limited ("Key").

Pancontinental agreed to farmin to ATP 920 and the Ace Area component of ATP 924. Pancontinental will acquire from Key:

- an undivided 20% participating interest in ATP 920 (together with an option to acquire an additional undivided 15% participating interest in ATP 920); and
- an undivided 25% participating interest in the Ace Area (collectively the "Farmin Interest").

In consideration of the assignment of the Farmin Interest, Pancontinental will undertake the following obligations (collectively Farmin Obligations):

- pay to Key within 3 working days of execution of the terms sheet, \$150,000 of which \$100,000 is refundable in the event ATP 920 and 924 are not renewed. These are to cover costs in relation to seismic reprocessing in respect of the Ace Area and the area of ATP 920 as well as other permitting costs; and
- fund 26.67% of the total costs and expenses of drilling an exploration well to target depth including plugging and abandoning the well (Dry Hole Costs) but excluding success case costs associated with testing and completing the well, with such well costs to be capped at gross \$3,000,000 ("on a 100% basis").

By satisfying the Farmin Obligations Pancontinental shall be deemed to have also acquired from Key an option to acquire a further undivided 15% participating interest in ATP 920:

- The option may be exercised by Pancontinental giving notice to Key at least 90 days prior to the expiry of Year 1 of the renewed term of ATP 920.
- If Pancontinental exercises the option then Pancontinental will fund, at its sole risk and expense, during Year 2 of the renewed term of ATP 920, 280km of 2D seismic data acquisition in respect of ATP 920.

Key will remain Operator and as soon as practicable following Pancontinental satisfying the Farmin Obligations, Key will have the option ("Excise Option") to divide ATP 924 into 2 authorities to prospect, one comprising the Ace Area where Key will retain 75% and the other comprising the balance area within ATP 924 where Key will have 100%.

The Excise Option may be exercised by Key giving notice to Pancontinental within 12 calendar months following Pancontinental satisfying the Farmin Obligations.

5 August 2019 - Resignation of Non-Executive Director John Begg

Pancontinental announced the resignation of Non-Executive Director John Begg. Mr Begg served on the Board since July 2017 when the Company acquired a new subsidiary run by Mr Begg.

There were no other significant events after balance date.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS

The economic entity expects to maintain the present status and level of operations and hence currently there are no likely developments in the entity's operations.

ENVIRONMENTAL REGULATION AND PERFORMANCE

Pancontinental is committed to complying with any requirement for environmental management in any jurisdiction and country that it operates.

Currently most of Pancontinental's assets are managed by Joint Venture Operators who are responsible for the day to day operations of the permits. As such, regular review of the Joint Venture activities is crucial in safeguarding the assets of the Company. Technical and financial Executives review the work programmes and



budgets in place to ensure compliance with approved documents. Updates on operational activities are provided by the Joint Venture partners on a regular basis and will include any environmental operational issues if applicable.

INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS

Since the end of the previous financial year the company has paid insurance premiums in respect of Directors' and officers' liability and legal expenses insurance contracts. The Directors have not included details of the nature of the liabilities covered or the amount of the premium paid in respect of the Directors and Officers and legal expenses insurance contracts as such disclosure is prohibited under the terms of the contract. The premiums were paid in respect of the following officers of the company and its controlled entities:

HD Kennedy, EA Myers, V Petrovic, RB Rushworth, MM Malaxos and JD Begg (resigned 5 August 2019).

REMUNERATION REPORT (Audited)

This report outlines the remuneration arrangements in place for Directors and Executives of Pancontinental Oil & Gas NL ("the company").

Remuneration philosophy

A description of the remuneration structures in place are as follows: The Non-Executive Directors receive a fixed fee for their services. If they perform additional duties they are remunerated at market rates. The Chief Executive Officer receives a fixed fee for his respective executive services. Executive Directors are paid a salary. Directors do not receive any termination or retirement benefits.

Remuneration committee

The full Board carries out the role of the Remuneration Committee.

Remuneration structure

In accordance with best practice corporate governance, the structure of Non-Executive and Executive remuneration is separate and distinct.

Non-Executive Director remuneration

Objective

The Board seeks to set aggregate remuneration at a level which provides the company with the ability to attract and retain Directors of the highest calibre, whilst incurring a cost which is acceptable to Shareholders.

Structure

The Constitution and the ASX Listing Rules specify that the aggregate fees of Non-Executive Directors shall be determined from time to time by a general meeting. An amount not exceeding the amount determined is then divided between the Directors as agreed. The latest determination was at the Annual General Meeting held on 29 November 2007 when Shareholders approved an aggregate remuneration of \$400,000 per year. The amount of aggregate remuneration sought to be approved by Shareholders and the manner in which it is apportioned amongst Directors is reviewed annually. The Board considers advice from external sources as well as the fees paid to Non-Executive Directors of comparable companies when undertaking reviews. The Non-Executive Directors of the Company can participate in Employee Option Incentive Schemes with Shareholder approval. The remuneration of Executive and Non-Executive Directors for the period ending 30 June 2019 is detailed in Table 1 of this report.

Senior Management and Executive Director remuneration

Objective

The Board seeks to set aggregate remuneration at a level which provides the company with the ability to attract and retain Executives of the highest calibre, whilst incurring a cost which is acceptable to Shareholders.

Structure

In determining the level and make up of Executive remuneration, the Board may take independent advice from external sources when necessary.

The Chief Executive Officer, Mr Myers receives a salary of \$200,000 per annum for his respective executive services. The Company and Mr Myers do not currently have a contract between them for the CEO and Executive Director position. Mr Myers was reappointed Executive Director and appointed Chief Executive Officer on 15 November 2018.

Directors' Report



The Board regularly reviews compensation levels to take into account market-related factors such as cost of living changes, any change to the scope of the role performed and any other relevant factors of influence.

Fixed remuneration

Objective

The level of fixed Directors' fees is set so as to provide a base level which is both appropriate to the position and is competitive in the market.

Structure

Fixed primary remuneration is paid on a cash basis and there are no fringe benefits or other costs incurred by the company.

Table 1: Director remuneration for the year ended 30 June 2019

	Primary benefits Salary & Fees	Consulting	Equity Options (Issued)	Other	Total	Value of options as proportion of Revenue
Henry David Kennedy (Non-Executive Chairman)						
2019	50,000	-	-	-	50,000	0.0%
2018	50,000	-	-	-	50,000	0.0%
Ernest Anthony Myers ¹ (CEO & Executive Director) (reappointed Executive Director and appointed CEO 15 November 2018)						
2019	160,003	14,523	-	-	174,526	0.0%
2018	38,925	76,651	60,000	-	175,576	0.0%
Vesna Petrovic ² (Executive Director & Company Secretary) (reappointed 5 September 2018)						
2019	125,000	-	-	-	125,000	0.0%
2018	140,625	-	60,000	-	200,625	0.0%
Roy Barry Rushworth (Non-Executive Director)						
2019	40,000	258,340 ³	-	-	298,340	0.0%
2018	38,925	230,981	60,000	175,000 ³	504,906	0.0%
Marie Michele Malaxos ⁴ (Non-Executive Director)						
2019	39,996	43,000	-	-	82,996	0.0%
2018	38,885	43,000	-	-	81,885	0.0%
John Douglas Begg ⁵ (resigned 5 August 2019)						
2019	159,516	-	-	-	159,516	0.0%
2018	241,290	-	-	-	241,290	0.0%
Total Current Year Remuneration	574,515	315,863	-	-	890,378	

1. Mr Myers was appointed as CEO and reappointed as Executive Director 15 November 2018.

2. Mrs Petrovic was reappointed to the Board 5 September 2018.

3. 2019 – Mr Rushworth's consulting fees relate primarily to farmout endeavours on the Company's African projects.

2018 - \$175,000 paid to Mr Rushworth during the 2018 financial year relates to a settlement payout in lieu of fees. In addition, Mr Rushworth was issued 87,500,000 ordinary shares with a value of \$175,000 as approved by Shareholders at a General Meeting held on 10 July 2018.

4. During the 2018 financial year, Ms Malaxos was issued 39,000,000 ordinary shares with a value of \$78,000 and 78,926,829 options with a value of \$138,121 as part of Pancontinental's transactions with Bombora Natural Energy Pty Ltd.

Directors' Report



5. During the 2018 financial year, Mr Begg (stepped down as CEO on 30 September 2018 and resigned as a director 5 August 2019) was issued 187,200,026 ordinary shares with a value of \$374,400 and 157,853,660 options with a value of \$276,244 as part of Pancontinental's transactions with Bombora Natural Energy Pty Ltd.

Table 2: Options granted as part of Director remuneration for the year ended 30 June 2019 (as approved by Shareholders)

There were no options granted as part of Director remuneration for the year ended 30 June 2019.

The options granted during the 2018 financial year are as follows:

2018	Granted Number	Grant Date	Terms & Conditions for Each Grant		First Exercise Date	Last Exercise Date
			Value per option at grant date (\$)	Exercise Price per share (\$)		
Specified Directors						
Ernest Anthony Myers	20,000,000	12 Dec 17	0.003	0.006	12 Dec 17	11 Dec 21
Vesna Petrovic	20,000,000	12 Dec 17	0.003	0.006	12 Dec 17	11 Dec 21
Roy Barry Rushworth	20,000,000	12 Dec 17	0.003	0.006	12 Dec 17	11 Dec 21
Total	60,000,000					

Over the past five years options granted as part of Director and Management remuneration have been valued using an appropriate option pricing model, in which the option exercise price, the current level and volatility of the underlying share price, the risk-free interest rate, expected dividends on the underlying shares, the current market price of the underlying shares and the expected life of the options are taken into account. See following table for further details.

Fair values of options:

The fair value of each option is estimated on the date of grant using an appropriate option pricing model.

	2019	2018	2017	2016	2015
Expected volatility	-	125%	120%	-	-
Risk-free interest rate	-	2.03%	1.79%	-	-
Expected life of option	-	4 years	3 years	-	-

Movement in Option holdings of specified Directors

2019

	Balance at beginning of period	Granted as Remuneration	Options (Exercised)/ (Expired)	Net Change Other	Balance at end of period
	1 July 2018				30 June 2019
Specified Directors					
Henry David Kennedy	-	-	-	-	-
Ernest Anthony Myers	20,000,000	-	-	-	20,000,000
Vesna Petrovic	20,000,000	-	-	-	20,000,000
Roy Barry Rushworth	20,000,000	-	-	-	20,000,000
Marie Michele Malaxos	78,926,829	-	-	-	78,926,829
John Douglas Begg (resigned 5 August 2019)	157,853,660	-	(66,000,000) ¹	-	91,853,660
Total	296,780,489	-	(66,000,000)	-	230,780,489

1. Mr Begg exercised 66,000,000 Class A options over ordinary shares during the year. The exercise price was \$0.004.

Directors' Report



2018

	Balance at beginning of period	Granted as Remuneration	Options (Exercised)/ (Expired)	Net Change Other	Balance at end of period
	1 July 2017				30 June 2018
Specified Directors					
Henry David Kennedy	-	-	-	-	-
Ernest Anthony Myers	-	20,000,000	-	-	20,000,000
Vesna Petrovic	-	20,000,000	-	-	20,000,000
Roy Barry Rushworth	-	20,000,000	-	-	20,000,000
Marie Michele Malaxos	-	-	-	78,926,829 ¹	78,926,829
John Douglas Begg (resigned 5 August 2019)	-	-	-	157,853,660 ²	157,853,660
Total	-	60,000,000	-	236,780,489	296,780,489

1. Ms Malaxos was issued 39,000,000 ordinary shares with a value of \$78,000 and 78,926,829 options with a value of \$138,121 as part of Pancontinental's 2018 transactions with Bombora Natural Energy Pty Ltd.

2. Mr Begg (resigned 5 August 2019) was issued 187,200,026 ordinary shares with a value of \$374,400 and 157,853,660 options with a value of \$276,244 as part of Pancontinental's 2018 transactions with Bombora Natural Energy Pty Ltd.

Total number of options:

	Number of options	Grant Date	Vesting Date	Expiry Date	Exercise Price	Weighted Average Fair Value
	100,000,000	21 Apr 17	21 Apr 17	21 Apr 20	\$0.005	\$0.001
Class A	52,390,244	Jul-Aug 17	Jul-Aug 17	24 Jul 20	\$0.004	\$0.002
Class C	78,926,830*	Jul-Aug 17	18 Jul 17	24 Jul 22	\$0.006	\$0.002
Class D	118,390,245**	Jul-Aug 17	-	24 Jul 22	\$0.006	\$0.002
Director	60,000,000	12 Dec 17	12 Dec 17	11 Dec 21	\$0.006	\$0.002
Employee	12,500,000	12 Dec 17	12 Dec 17	11 Dec 21	\$0.006	\$0.002

* Class C options vested when the Company completed the capital raising contemplated by the terms of the agreement under which the Company agreed to acquire the shares in Bombora Natural Energy Pty Ltd.

** Class D options vest when the Company is notified of the discovery of gas or oil testing to surface at potential commercial rates at any of the projects in which Bombora Natural Energy Pty Ltd (or any of its subsidiaries) holds an interest.

During the current financial year, 66,000,000 Class A shares and 78,926,830 Class B shares were exercised and converted to ordinary shares at \$0.004.



Company Performance

Company performance can be reflected in the movement of the company's share price over time. As the company is in an exploration phase, returns to Shareholders will primarily come through share price appreciation. The Board's strategy in achieving this aim is to acquire early stage projects which can attract quality joint venture partners.

The company has developed skills in the acquisition of quality projects and has also built strategic alliances with other companies to further develop its project portfolio.

Consequences of Performance on Shareholder Wealth

In considering the Group's performance and benefits for shareholder wealth, the remuneration committee have regard to the following indices in respect of the current financial year and the previous four financial years.

Return on Equity	2019	2018	2017	2016	2015
Share price at 30 June	\$0.002	\$0.004	\$0.002	\$0.003	\$0.006
Average equity	7,500,025	6,998,599	8,756,452	11,954,797	34,563,322
Net Profit /(Loss)	(1,633,481)	(6,263,751)	(4,981,475)	(5,472,381)	(41,878,638)
Return on Equity in %	(21.78)%	(89.50)%	(56.89)%	(45.78)%	(121.16)%

END OF REMUNERATION REPORT

ROUNDING

The amounts contained in this report and in the financial report have been rounded to the nearest \$1 (where rounding is applicable) under the option available to the company under ASIC Class Order 2016/191. The company is an entity to which the Class Order applies.

AUDITOR'S INDEPENDENCE DECLARATION

The auditor independence declaration is set out on the following page and reviews part of the Directors' Report for the year ended 30 June 2019.

NON-AUDIT SERVICES

Rothsay did not receive any payment for non-audit services during the year.

Signed in accordance with a resolution of the Directors.

EA Myers
Director

Perth 26 September 2019

*R*OTHSA Y

Level 1, Lincoln House, 4 Ventnor Avenue, West Perth WA 6005
P.O. Box 8716, Perth Business Centre WA 6849
Phone (08) 9486 7094 www.rothsayresources.com.au

The Directors
Pancontinental Oil & Gas NL
PO Box 1154
West Perth WA 6872

Dear Directors

In accordance with Section 307C of the Corporations Act 2001 (the "Act") I hereby declare that to the best of my knowledge and belief there have been:

- i) no contraventions of the auditor independence requirements of the Act in relation to the audit of the 30 June 2019 financial statements; and
- ii) no contraventions of any applicable code of professional conduct in relation to the audit.



Graham Swan FCA (Lead auditor)

Rothsay Auditing

Dated *26* September 2019



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Corporate Governance Statement



The Company's 2019 Corporate Governance Statement is presented below and can also be accessed at <http://pancon.com.au/about-us/corporate-governance/>. The Statement has been approved by the Board of Pancontinental Oil & Gas NL and is current as at 30 June 2019.

Pancontinental's Corporate Governance Statement outlines the Company's governance practices throughout the financial year and the extent of the Company's compliance, as at 30 June 2019 with the ASX Corporate Governance Council's third edition of Corporate Governance Principles and Recommendations. ASX has published the fourth edition of the Corporate Governance Principles and Recommendations which take effect for an entity's first full financial year commencing on or after 1 January 2020.

The Company will regularly review its current practices to ensure they evolve with good practice methods recommended by regulatory bodies while taking into account factors such as the size, nature and activities of the Company.

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Corporate Governance Council Recommendation followed by Pancontinental Oil & Gas NL	
Corporate Governance Comments	
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT	
1.1	<p>A listed entity should disclose:</p> <ul style="list-style-type: none"> (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management. <p>Adopted - Pancontinental has adopted a Board Charter which can be found on the Company's website at http://pancon.com.au/about-us/corporate-governance/. The Charter outlines the roles and responsibilities of Board and Management including the responsibilities for not only the Board as a whole but also the Chairman, Chief Executive Officer and Non-Executive / Independent Directors.</p> <p>The Charter contains a list of responsibilities for the Board which cannot be directly delegated to Senior Management, however day-to-day activities required to fulfil those responsibilities may be assigned to Senior Management.</p>
1.2	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. <p>Adopted - The Company's Nomination Committee Charter which has been disclosed on the Pancontinental website http://pancon.com.au/about-us/corporate-governance/ outlines the role of the Nomination Committee including the oversight of the Company's selection and appointment practices for Directors.</p> <p>As part of its Corporate Governance Manual the Company has also adopted a Policy and Procedure for Selection and (Re)Appointment of Directors which can be found at http://pancon.com.au/about-us/corporate-governance/. The Policy and Procedure outlines the process for the evaluation and appointment of new Board members, as well as listing information that is required to be provided to Shareholders so that they may make an informed decision regarding the election of a proposed candidate.</p> <p>The Nomination Committee Charter empowers the Directors to engage external consultants such as Employment Screening Australia who are a CrimTrac accredited information agent that adheres to the Australian Standard AS 4811-2006 Employment Screening.</p>
1.3	<p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p> <p>Adopted - Each Director is in possession of a written agreement setting out the terms of their appointment including their right to independent professional advice if required to fulfil their capacity as Director other than Mr Myers and Mrs Petrovic who were reappointed as Executive Directors during the financial year. In addition to their executive roles, Mr Myers is also CEO and Mrs Petrovic, Company Secretary.</p> <p>Material terms of any employment, service or consultancy agreement are disclosed.</p>



1.4 The Company Secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.

Adopted – The Company Secretary is accountable to the Board through the Chairman on matters relating to the proper functioning of the Board.

The Company Secretary completes and circulates board papers, records minutes of the business discussed at Board Meetings and communicates with the Board on: governance matters, application of the Company’s Constitution, the ASX Listing Rules and other relevant laws. They are a point of reference between the Board and Management.

1.5 A listed entity should:

- (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity’s progress in achieving them;
- (b) disclose that policy or a summary of it; and
- (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity’s diversity policy and its progress towards achieving them and either:
 1. the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined “senior executive” for these purposes); or
 2. if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under that Act.

Adopted – Pancontinental has formally adopted a Diversity Policy which can be found at <http://pancon.com.au/about-us/corporate-governance/>

Diversity – Board Composition

The mix of skills and diversity for which the Company is looking to achieve in membership of the Board is one that is as diverse as practical given the size and scope of the Company’s operations. In considering new member appointments, the Board evaluates the candidate’s ability to actively participate in Board matters by exercising sensible business judgement and committing the time required to fulfil the role effectively so that the Company can move towards achieving its strategic goals.

Diversity – Measurable Objectives

The main objectives with regard to diversity include:

- The Company’s composition of Board, Executive, Management and Employees to be as diverse as practicable;
- To provide equal opportunities for all positions within the Group and continue the Group’s commitment to employment based on merit;
- Periodic review of the Group’s workforce structure and assessment of where and how improvements can be implemented incorporating greater diversity.

The above objectives set by the Company with regard to diversity have been met, as described below:

- Blend of skills – wide range of backgrounds; geology, petroleum exploration, engineering, finance and corporate experience;
- Cultural backgrounds – Australian and European;
- Gender – both male and female; and
- Age – the age range spans over 40 years.

Diversity – Annual Reporting

	2019	2018
Board & Company Secretary	33%	33%
Employees	100%	100%
Total Workforce	43%	43%



	<p>The Australian Government's Workplace Gender Equality Agency periodically releases statistics with regard to the gender composition of the Australian workforce by industry. With reference to its latest data, Pancontinental far exceeds the industry average of 15.6% of women.</p>
1.6	<p>A listed entity should:</p> <ul style="list-style-type: none"> a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.
	<p>Adopted – The Company's website includes a policy with regard to the Process for Performance Evaluation which can be found at http://pancon.com.au/about-us/corporate-governance/. During the reporting period a formal evaluation of the Board and its members was not carried out however the composition of the Board, its suitability to carry out the Company's objectives and remuneration levels are reviewed on an as required basis.</p>
1.7	<p>A listed entity should:</p> <ul style="list-style-type: none"> a) have and disclose a process for periodically evaluating the performance of its senior executives; and b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.
	<p>Adopted – The Company's website includes a policy with regard to the process for performance evaluation which can be found at http://pancon.com.au/about-us/corporate-governance/. With regard to the current financial reporting period, a formal evaluation of the performance of Senior Executives was not carried out as the suitability and size of the Company's workforce is reviewed by the Board on an as required basis.</p>

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PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE

- 2.1** The board of a listed entity should:
- (a) have a nomination committee which:
 - (1) has at least three members, a majority of whom are independent directors; and
 - (2) is chaired by an independent director, and disclose:
 - (3) the charter of the committee;
 - (4) the members of the committee; and
 - (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
 - (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

Not Adopted – The full Board fulfils the role of the Nomination Committee.

The Board considers those matters that would ordinarily be the responsibility of a Nomination Committee and no separate meetings were held as the Nomination Committee during the year. The Board has adopted a Nomination Committee Charter which is disclosed on the Company's website at <http://pancon.com.au/about-us/corporate-governance/>. The Charter as well as the Company's Policy and Procedure for Selection and (Re) Appointment of Directors <http://pancon.com.au/about-us/corporate-governance/> and Succession Plan Policy are applied when convening to discuss Nomination Committee matters.

In assessing the Company's diversity objectives, the composition of the Board is considered with regard to blend of skills, experience, independence and diversity. The Directors consider that the current Board has the appropriate balance to successfully carry out the duties required of them as Officers of the Company.

- 2.2** A listed entity should have and disclose a Board Skills Matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.

Adopted – The Board is seeking Directors who collectively have the skills, knowledge and experience to govern and direct the Company effectively. The below table shows the key skills and experience the Board as a whole possess.

Board Expertise		Board Experience	
Commercial	•	Capital Raisings	•
Compliance	•	Company Promotion	•
Corporate	•	Financial Management	•
Ethics	•	Former Board Experience	•
Exploration	•	International Business	•
Finance	•	Listed Company Management	•
Geology	•	Mergers & Acquisitions	•
Governance	•	Mineral Exploration	•
Risk	•	Mineral Production	•
Strategy	•	Oil & Gas Exploration	•

Details of each of the Director's qualifications are set out in the Directors' Report. All of the Directors have substantial industry experience and consider themselves to be financially literate. Mr Myers and Mrs Petrovic are qualified accountants and therefore meets the tests of financial expertise.

Pancontinental acknowledges that the skills, knowledge and experience required on the Board will change as the Organisation evolves however under the current circumstances, the mix of expertise and experience identified above is beneficial in meeting the current challenges faced by the Group.

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2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>																												
	<p>Adopted – see table below.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Director</th> <th style="text-align: left;">Position</th> <th style="text-align: left;">Tenure</th> <th style="text-align: left;">Independent</th> </tr> </thead> <tbody> <tr> <td>HD Kennedy</td> <td>Non-Executive Chairman</td> <td>20 years</td> <td>No - Substantial Shareholder</td> </tr> <tr> <td>EA Myers</td> <td>CEO and Executive Director</td> <td>10 years</td> <td>No – Executive Director</td> </tr> <tr> <td>V Petrovic</td> <td>Executive Director and Company Secretary</td> <td>1 year</td> <td>No - Executive Director</td> </tr> <tr> <td>RB Rushworth</td> <td>Non-Executive Director</td> <td>14 years</td> <td>No – Provides Consulting Services</td> </tr> <tr> <td>MM Malaxos</td> <td>Non-Executive Director</td> <td>2 years</td> <td>No – Provides Consulting Services</td> </tr> <tr> <td>JD Begg (resigned 5 August 2019)</td> <td>CEO and Executive Director (to Nov 18) Non-Executive Director to 5 Aug 19 when he resigned.</td> <td>2 years</td> <td>No – Provided Executive Services</td> </tr> </tbody> </table> <p>In considering the independence of Directors, the Board refers to the criteria for independence as set out in Box 2.3 of the ASX Corporate Governance Council’s third edition of Corporate Governance Principles and Recommendations. To the extent that it is necessary for the Board to consider issues of materiality, the Board refers to the thresholds for qualitative and quantitative materiality as adopted by the Board and contained in the Board Charter, which is disclosed on the Company’s website.</p> <p>Box 2.3’s independence criteria has been applied in the above table and although no Directors are considered to be independent, the Board believes its current composition is in line with the long term interests of Shareholders. The Board also acknowledges the need for independent judgement on all Board decisions, irrespective of each individual Director’s independence and as such has implemented a Policy on Independent Professional Advice.</p>	Director	Position	Tenure	Independent	HD Kennedy	Non-Executive Chairman	20 years	No - Substantial Shareholder	EA Myers	CEO and Executive Director	10 years	No – Executive Director	V Petrovic	Executive Director and Company Secretary	1 year	No - Executive Director	RB Rushworth	Non-Executive Director	14 years	No – Provides Consulting Services	MM Malaxos	Non-Executive Director	2 years	No – Provides Consulting Services	JD Begg (resigned 5 August 2019)	CEO and Executive Director (to Nov 18) Non-Executive Director to 5 Aug 19 when he resigned.	2 years	No – Provided Executive Services
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2.4	<p>A majority of the board of a listed entity should be independent directors.</p> <p>Not Adopted – No Director is considered to be independent.</p> <p>The Board acknowledges Recommendation 2.4 in that the majority of the Board of a listed entity should be independent Directors, however the Board is of the belief that each area of expertise required for a Company of Pancontinental’s size is well represented and that there are long term benefits to be gained from the current combination of Directors’ skills, experience and expertise.</p> <p>Although the Board of Directors are able to exercise objective business judgement, a Policy on Independent Professional Advice has been implemented to assist if required. If a Director considers it necessary to obtain professional advice to properly discharge the responsibility for their office as a Director, then the Company will pay reasonable expenses associated with obtaining such advice.</p>																												
2.5	<p>The Chair of the Board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p> <p>Not Adopted – As recommended, the Chairman and the CEO are not the same person, however the Chairman of the Board is Mr Kennedy, who is not independent by virtue of this substantial shareholding in the Company.</p> <p>Leadership of the Board rests with the Chairman who oversees its operation ensuring that it is run effectively. The Board believes Mr Kennedy’s interests are aligned with the long term interests of Shareholders and given his extensive experience and qualifications, believes Mr Kennedy is the most appropriate Director to carry out the role of the Chairman.</p>																												



2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.
	<p>Adopted – The Company has devised an Induction Programme for new Directors, Executives and Employees.</p> <p>The goal of the Induction Programme is to assist new Directors in participating fully and actively in Board decision making at the earliest opportunity by providing them with the necessary Company knowledge as well as information pertaining to the industry within which it operates. A Directors’ Pack is made available which includes key information on Board Members, Board Charters, Duties Imposed on Directors of Public Companies, Directors’ Disclosure Obligations, Declaration of Interest Forms and Overall Responsibility amongst other Policies and Procedures implemented by the Company.</p> <p>New Directors are given the opportunity to review the Company’s operations and meet with key Executives in the Exploration, Geology, Finance and Corporate areas.</p> <p>Professional development opportunities arise when there are new corporate, legal, tax, accounting or geological developments within Australia or in overseas countries where the Company operates. The Board is briefed by Management on any new standards or matters of interest that are relevant in the Company continuing its business effectively. In addition, a number of professional bodies with which the Company is associated run regular seminars or conferences at which attendance is encouraged.</p>
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY	
3.1	<p>A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>
	<p>Adopted – A summary of the Company’s Code of Conduct can be found at http://pancon.com.au/about-us/corporate-governance/</p> <p>The Company’s Code of Conduct sets out the principles and standards which the Board, Management and employees of the Company are encouraged to strive towards when dealing with each other, Shareholders, Stakeholders and the broader community.</p> <p>The Code of Conduct covers the Company’s core values and beliefs including the following:</p> <ul style="list-style-type: none"> • Integrity and Honesty • Responsibility to Shareholders • Respect for the Law • Conflicts of Interest • Protection of Assets • Confidential Information • Employment Practices • Responsibility to the Community • Responsibility to the Individual • Obligations Relative to Fair Trading and Dealing • Financial and other Inducements • Compliance with the Code of Conduct <p>In addition, a Whistleblower Policy forms part of the Company’s Corporate Governance Manual. The Policy covers the following:</p> <ul style="list-style-type: none"> • Reporting and Investigating Officers • Reporting Responsibility • No Retaliation • Reporting Violations • Accounting and Auditing Matters • Acting in Good Faith • Confidentiality • Handling of Reported Violations <p>The Policy was adopted so that any concerns regarding contraventions of the Code of Conduct could be addressed in a safe and formal manner without fear of reprisal.</p>



PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING

4.1	<p>The board of a listed entity should:</p> <p>(a) have an Audit Committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, all of whom are Non-Executive Directors and a majority of whom are Independent Directors; and (2) is chaired by an Independent Director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>
	<p>Not Adopted – Mr Myers, Ms Malaxos and Mrs Petrovic are members of the Audit Committee. Although the Company has an Audit Committee, not all of the members are Non-Executive Directors and there is no Independent Director on the Committee.</p> <p>Two meetings were held as the Audit Committee during the year and recommendations were presented to the Board. The Board has adopted an Audit Committee Charter which is disclosed on the Company’s website at http://pancon.com.au/about-us/corporate-governance/. The Charter as well as the Company’s Procedure for the Selection, Appointment and Rotation of External Auditor http://pancon.com.au/about-us/corporate-governance/ is applied when convening to discuss Audit Committee matters.</p> <p>An External Auditor is appointed to independently verify and safeguard the integrity of the Company’ corporate reporting, in addition when discussing Audit Committee matters, the Board reviews annual action points such as:</p> <ul style="list-style-type: none"> • Review of financial statements • Assess Management’s selection of accounting policies and principles • Consider the external audit report and whether it is consistent with the Board’s information and knowledge • Consider the Company’s internal controls • Assess if the external audit report is adequate for Shareholder needs • Discuss any significant findings with the External Auditor • Confirm the independence of the External Auditor • Ensure that the External Auditor is requested to attend the Annual General Meeting <p>The Board in conjunction Management’s input, review the suitability of existing audit arrangements and the scope of the audit on a periodic basis. The Board is responsible for the appointment of a new external auditor should a vacancy arise, however the appointment must be ratified by Shareholders at the next Annual General Meeting.</p> <p>The Board of Directors also review the current circumstances in light of Section 324D (1) and (2) of the Corporations Act 2001 which stipulates that an individual may not play a significant role in the audit of a listed entity for more than five out of seven successive financial years.</p>
4.2	<p>The Board of a listed entity should, before it approves the entity’s financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>
	<p>Adopted – A Directors’ Declaration under Subsection 295(4) of the Corporations Act 2001 is only made after each person who performs:</p> <ol style="list-style-type: none"> a) A Chief Executive Officer function; or b) A Chief Financial Officer function <p>in relation to the Company, has given the Directors a declaration whether, in their opinion:</p>

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	<p>a) The financial records of the Company for the financial year have been properly maintained in accordance with Section 286 of the Corporations Act 2001;</p> <p>b) The financial statements and notes for the financial year comply with the accounting standards;</p> <p>c) The financial statements and notes for the financial year give a true and fair view;</p> <p>d) Any other matters that are prescribed by the regulations in relation to the financial statements and notes for the financial year are satisfied.</p> <p>In addition, that the opinion has been formed on the basis of a sound system of risk management and internal controls which is operating effectively.</p> <p>The declaration is made:</p> <p>a) In writing;</p> <p>b) Specifying the date the declaration is made;</p> <p>c) Specifying the capacity in which the person is making the declaration; and</p> <p>d) Signed by the person making the declaration.</p>
4.3	<p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>
	<p>Adopted – During Annual General Meeting planning, the External Auditors are consulted to ensure that they are available to attend the meeting and answer questions from Shareholders with regard to the conduct of the audit and the Auditor’s Report.</p>
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE	
5.1	<p>A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>
	<p>Adopted – A summary of the Company’s Policy on ASX Listing Rule Compliance can be found at http://pancon.com.au/about-us/corporate-governance/</p> <p>As a Company listed on the Australian Securities Exchange, Pancontinental is obliged to disclose certain information under a continuous disclosure regime to keep the market informed of events and developments as they occur. The Company promotes timely and balanced disclosure of all material matters concerning the Company. All Investors should have equal and timely access to material information. The Company has adopted certain procedures to ensure that it complies with its continuous disclosure obligations and has appointed a Responsible Officer for ensuring the procedures are complied with.</p> <p>The Policy sets out details with regards to:</p> <ul style="list-style-type: none"> • The Responsible Officer • Types of information that needs to be disclosed • The concept of timely announcements • Board Notification – informing the Board and ongoing monitoring • Avoiding a false market • Safeguarding confidentiality of corporate information to avoid premature disclosure • Media contact and comment • External communications such as analyst briefings and responses to Shareholder questions • Reporting • Required actions in the case of non-compliance • Updating compliance procedures • Guide to drafting company announcements
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS	
6.1	<p>A listed entity should provide information about itself and its governance to investors via its website.</p>
	<p>Adopted – The Company’s website includes a Corporate Governance landing page which can be found at http://pancon.com.au/about-us/corporate-governance/</p>



	<p>The Corporate Governance page shows an introduction to the Corporate Governance of the Company by referring to the Corporate Governance Manual adopted, in addition, Investors can find Board Charters as well as an extract of Policies and Procedures included in the manual.</p> <p>Links to the Investor Centre can also be opened from the Corporate Governance page where ASX releases, the Company's share price, financial reports and company presentations can be accessed. Subscriptions to the Company's mailing list can also be submitted from this page.</p> <p>Furthermore, general and detailed project information is available for the Investor's perusal from the Corporate Governance page.</p>
6.2	<p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>
	<p>Adopted – The Company has adopted a Shareholder Communication Policy which can be found on the Company's website at http://pancon.com.au/about-us/corporate-governance/</p> <p>The Policy aims to ensure that Shareholders are informed of all major developments affecting the Company and that there are means available to facilitate two-way communication. If Investors have a greater understanding of the business they are able to make informed investment decisions.</p> <p>Information is communicated to Investors by:</p> <ul style="list-style-type: none"> • Company announcements • Information briefings to media and analysts • Notices of Meeting and explanatory material • Financial information including annual reports • Website updates • Board and Management addresses and presentations at meetings <p>Investors can express their views or present queries to the Company by:</p> <ul style="list-style-type: none"> • Utilising the Contact Us section of the website http://pancon.com.au/contact-us to send direct communications to the Company • The Contact Us section http://pancon.com.au/contact-us as well as any ASX or media updates include the contact details of the Company such as address and telephone number. These details can be used to initiate written or verbal contact with the Company • The Company provides Shareholders with a Notice of Meeting detailing matters such as the agenda, location and time of the meeting so that Shareholders can make arrangements to attend and speak to Company representatives. Notices of Meeting are available on the ASX platform under the code PCL or the Company website so that Investors who are not currently Shareholders can also attend the meeting
6.3	<p>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>
	<p>Adopted – The Company has adopted a Shareholder Communication Policy which can be found on the Company's website at http://pancon.com.au/about-us/corporate-governance/</p> <p>The Policy covers the Company's belief that general meetings are an effective means of communicating with Shareholders. The Company provides information in the Notice of Meeting that is presented in a clear, concise and effective manner. Meetings are held during business hours, at a central location convenient for the largest number of Investors to attend. Shareholders are encouraged to attend and take note of the Chairman's address as well as vote on the resolutions presented to the meeting. Upon completion of formal matters, the Chief Executive Officer provides attendees with an update of activities via a company presentation. This provides Investors with an opportunity to ask questions, express their views or just meet the Company representatives.</p>
6.4	<p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>
	<p>Adopted – Security holders have the option of receiving communications from the Company and its Share Registry electronically. The Contact Us section of the Company's website http://pancon.com.au/contact-us provides an opportunity for security holders to send communications to the Company electronically. The website has been specifically designed so that it is user friendly on all devices from laptops to phones.</p> <p>Electronic communication is not only cost effective, it provides Investors with real time updates on the activities of the Company.</p>

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	<p>The Company's website provides a tab where Stakeholders can join the Company's mailing list which will enable them to receive electronic communication each time the Company lodges an announcement on the ASX or provides a media update.</p> <p>Advanced Share Registry and the Company review and monitor opportunities to increase the use of electronic communication with its Shareholders.</p>
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK	
7.1	<p>The Board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>
	<p>Not Adopted - The full Board fulfils the role of the Risk Committee.</p> <p>The Board considers those matters that would ordinarily be the responsibility of a Risk Committee and no separate meetings were held as the Risk Committee during the year. The Company's Risk Management Policy (a summary of which can be found at http://pancon.com.au/about-us/corporate-governance/) is applied when reviewing and discussing risk management matters.</p> <p>In managing risk, it is the Company's practice to take advantage of potential opportunities while managing potential adverse effects. The Company's Risk Management Policy sets out the Company's risk management system and processes as well as the Company's Risk Profile.</p> <p>The Policy covers the following risk related points and is used as a means to assess the Company's risk management structure:</p> <ul style="list-style-type: none"> • The role of the Board and delegated responsibility – ultimate responsibility rests with the Board, however day to day management of risk is the responsibility of the CEO with the assistance of Senior Management • The role of the CEO and accountabilities • Authority of the CEO • Risk Profile • Audit Committee Charter • Regular budgeting and financial reporting • Clear limits and authorities for expenditure levels • Procedures for compliance with continuous disclosure obligations under the Listing Rules • Procedures to assist with establishing and administering corporate governance systems and disclosure requirements • Responsibility to Stakeholders • Continuous improvement
7.2	<p>The Board or a committee of the Board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>
	<p>Adopted – The Board and Management assess risk as part of the ordinary course of business activities such as strategic planning, promotion, budgets, mergers and acquisitions, strategic partnerships, legislative changes and conducting business abroad. Each Board Meeting is used as a platform for the review and assessment of the Company's risk profile.</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>



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	<p>Adopted – The Company discloses that it does not have an internal audit function.</p> <p>The Company’s risk management system is overseen by Management who ensure that the identification, monitoring and response of business risks.</p> <p>The Board reviews Management’s assessment of the efficiency of the system and according to the Risk Management Policy is required to satisfy itself that Management has developed and implemented a sound system of risk management and internal control.</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>
	<p>Adopted – The Company values economic, environmental and social sustainability in areas within which it operates.</p> <p>The Company has adopted a Corporate Governance Manual which sets out the policies and procedures in place which apply to the Board, Management, Employees and the entire business. The policies and procedures are designed to assist in identifying relevant risks and having processes in place to mitigate if not eliminate the risk.</p> <ul style="list-style-type: none"> • Economic sustainability refers to the ability of a listed entity to continue operating at a particular level of economic production over the long term. • Environmental sustainability refers to the ability of a listed entity to continue operating in a manner that does not compromise the health of the ecosystems in which it operates over the long term. • Social sustainability is the ability of a listed entity to continue operating in a manner that meets accepted social norms and needs over the long term. <p>Risks identified that may have a material effect on the Company include:</p> <ul style="list-style-type: none"> • Oil and gas price volatility as well as currency fluctuations in the Australian and United States dollars. The state of the oil and gas industry is affected by the price. Although the Company is not in production and there is not a material business risk in that regard, the Company’s operations are affected due to exploration budgets and overall activity in the exploration sector; • Currently most of Pancontinental’s assets are managed by Joint Venture Operators who are responsible for the day to day operations of the permits. As such, regular review of the Joint Venture activities is crucial in safeguarding the assets of the Company. Technical and financial Executives review the work programmes and budgets in place to ensure compliance with approved documents. Updates on operational activities are provided by the Joint Venture partners on a regular basis and will include any environmental operational issues if applicable; • Conducting business in foreign jurisdictions carries with it a risk of change in business, legal, tax, accounting, political, environmental and technical practices for example, which may have a material effect on the Company. Pancontinental monitors joint venture partners working in those jurisdictions as well as local news developments to ensure that if a risk presents itself the Company is well equipped with sufficient time to decide on a course of action; • The Company is committed to providing all Employees, Executives and Directors with a safe and productive work environment. There are environmental and location risks that the Company may face, however the Corporate Governance Manual and the procedures and policies within it should assist in assessing the best course of action to mitigate or eliminate the risk; • For expenditure that the Company has control of, it will endeavour to use sustainable and ethically sourced products that have little or no impact on the environment.



PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

8.1	<p>The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>
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Not Adopted – The full Board fulfils the role of the Remuneration Committee.

The Board considers those matters that would ordinarily be the responsibility of a Remuneration Committee and no separate meetings were held as the Remuneration Committee during the year. The Board has adopted a Remuneration Committee Charter which is disclosed on the Company's website at <http://pancon.com.au/about-us/corporate-governance/> The Charter as well as the Company's Remuneration Policy is applied when convening to discuss Remuneration Committee matters.

Emoluments of Directors and Senior Executives are set by reference to payments made by other companies of a similar size and industry, and by reference to the skills and experience of the Directors and Executives. Details of the nature and amount of emoluments of each Director of the Company are disclosed annually in the Company's annual report.

Should circumstances arise where the Board needs assistance on a remuneration matter, the Board after requisite approval may engage a remuneration consultant to ensure the level of remuneration in the Company is appropriate for its size, level of activity and industry.

8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.
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Adopted - The Company has adopted a Remuneration Committee Charter which can be found on the Company's website at <http://pancon.com.au/about-us/corporate-governance/> The Charter separately discloses the processes regarding the remuneration of Non-Executive Directors and the remuneration of Executive Directors and other Senior Executives.

Executive Remuneration

In considering the level of remuneration for Executives, the matters that are taken into account include:

- Remuneration which motivates Executives to pursue the long term growth and success of the Company within an appropriate control framework;
- A clear correlation between performance and remuneration;
- Align the interests of key leadership with the long term interests of the Company's Shareholder; and
- Prohibit Executives from entering into transactions which limit the economic risk of participating in unvested entitlement.

Non-Executive Remuneration

Matters of consideration include:

- Fees paid to Non-Executive Directors are within the aggregate amount approved by Shareholders;
- Non-Executive Directors to be remunerated by way of fees;
- Non-Executive Directors are not provided with retirement benefits other than statutory superannuation; and
- Non-Executive Directors are not entitled to participate in equity-based remuneration schemes designed for Executives without due consideration and appropriate disclosure to the Company Shareholders.



8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <ul style="list-style-type: none">(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and(b) disclose that policy or a summary of it.
	<p>Adopted - The Company has adopted a Policy for Trading in Company Securities which can be found on the Company's website at http://pancon.com.au/about-us/corporate-governance/. Directors, Officers and Employees who wish to trade in Company securities must first have regard to the statutory provisions of the Corporations Act 2001 dealing with insider trading, in conjunction with the Company's Policy for Trading in Company Securities. The policy has been developed so that all Company employees and representatives are clear as to their obligations with regard to trading while in possession of insider information.</p>

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Statement of Comprehensive Income



YEAR ENDED 30 JUNE 2019	Notes	CONSOLIDATED	
		2019	2018
		\$	\$
OPERATING ACTIVITIES			
Depreciation expenses	2, 6	(14,371)	(26,266)
Salaries, fees and benefits		(761,428)	(821,539)
Audit fees		(35,308)	(54,749)
Generative exploration expenditure and write off	2	(5,433,634)	(1,407,705)
Write off of receivables	2	-	(2,274,785)
Annual report costs		(8,869)	(8,836)
ASX fees		(39,278)	(24,153)
Insurance		(77,583)	(55,263)
Legal fees		(61,380)	(9,825)
Share registry costs		(22,109)	(29,141)
Rent and outgoings		(96,891)	(105,253)
Office expenses		(77,334)	(112,834)
Travel		(22,807)	(126,374)
Corporate advisory		(120,000)	(120,154)
Other expenses		(164,461)	(198,004)
TOTAL OPERATING ACTIVITIES		(6,935,453)	(5,374,881)
FINANCING ACTIVITIES			
Financing income		88,954	9,906
Financing expense		(169,848)	(946,355)
TOTAL FINANCING ACTIVITIES		(80,894)	(936,449)
PROFIT/(LOSS) BEFORE INCOME TAX		(7,016,347)	(6,311,330)
Income tax expense	3	-	-
PROFIT/(LOSS) FOR THE PERIOD		(7,016,347)	(6,311,330)
OTHER COMPREHENSIVE INCOME/(LOSS)			
Sale of investments	5(c+d)	7,073,866	-
Provision for loss on investments	5(b)	(1,691,000)	-
TOTAL OTHER COMPREHENSIVE INCOME/(LOSS)		5,382,866	-
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD		(1,633,481)	(6,311,330)
Comprehensive income / (loss) attributable to:			
Owners of the Company		(288,846)	(6,263,751)
Non-controlling interest	5(d)	(1,344,635)	(47,579)
		(1,633,481)	(6,311,330)
Basic earnings per share (cents per share)	15	(0.03)	(0.12)
Diluted earnings per share (cents per share)		(0.03)	(0.12)

The Statement of Comprehensive Income is to be read in conjunction with the Notes to the Financial Statements.

Statement of Financial Position



AT 30 JUNE 2019	Notes	CONSOLIDATED	
		2019	2018
		\$	\$
CURRENT ASSETS			
Cash assets		2,014,369	755,661
Trade and other receivables	4	118,922	113,322
TOTAL CURRENT ASSETS		2,133,291	868,983
NON-CURRENT ASSETS			
Property, plant and equipment	6	39,434	90,043
Deferred exploration, evaluation and development costs	7	6,195,305	8,799,541
TOTAL NON-CURRENT ASSETS		6,234,739	8,889,584
TOTAL ASSETS		8,368,030	9,758,567
CURRENT LIABILITIES			
Trade and other payables	8(a)	298,513	353,236
Financial liabilities	8(b)	-	1,600,000
TOTAL CURRENT LIABILITIES		298,513	1,953,236
NON-CURRENT LIABILITIES			
Provision for employee entitlements		24,909	17,935
Non-controlling interest loan in subsidiary	5(d)	672,267	159,688
TOTAL CURRENT LIABILITIES		697,176	177,623
TOTAL LIABILITIES		995,689	2,130,859
NET ASSETS		7,372,341	7,627,708
EQUITY			
Contributed equity	9(a)	110,534,109	109,803,650
Reserves	10	776,227	992,324
Accumulated losses	10	(103,937,995)	(103,168,266)
TOTAL EQUITY		7,372,341	7,627,708
Capital and reserves attributable to owners of PCL		7,859,153	6,769,885
Non-controlling interest	5(d)	(486,812)	857,823
		7,372,341	7,627,708

The Statement of Financial Position is to be read in conjunction with the Notes to the Financial Statements.

Statement of Changes in Equity



AT 30 JUNE 2019

Consolidated	Share Capital	Retained Earnings	Option Reserve	Total Equity
	\$	\$	\$	\$
Balance at 1 July 2018	109,803,650	(103,168,266)	992,324	7,627,708
Profit or loss	-	(1,633,481)	-	(1,633,481)
Other comprehensive income/(loss)	-	-	-	-
Shares issued (net of costs)	575,423	-	-	575,423
Share option & reserve movements	-	216,097	(216,097)	-
Disposal of subsidiaries (net of costs)	155,036	647,655	-	802,691
Non-Controlling interest	-	-	-	-
Balance at 30 June 2019	110,534,109	(103,937,995)	776,227	7,372,341
Balance at 1 July 2017	103,369,164	(96,241,851)	100,000	7,227,313
Profit or loss	-	(6,311,330)	-	(6,311,330)
Other comprehensive income/(loss)	-	-	-	-
Shares issued (net of costs)	3,437,729	-	-	3,437,729
Share option & reserve movements	-	-	892,324	892,324
Acq /disp of subsidiaries (net of costs)	2,996,747	(615,085)	-	2,381,662
Non-Controlling interest	10	-	-	10
Balance at 30 June 2018	109,803,650	(103,168,266)	992,324	7,627,708

The above Statement of Changes in Equity is to be read in conjunction with the Notes to the Financial Statements.

Statement of Cashflows



YEAR ENDED 30 JUNE 2019	Notes	CONSOLIDATED	
		2019	2018
		\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES			
Payments to suppliers and employees		(1,597,184)	(1,884,084)
Expenditure on exploration interests		(3,543,201)	(3,526,376)
NET CASH FLOWS FROM/(USED IN) OPERATING ACTIVITIES	11(a)	(5,140,385)	(5,410,460)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment		(3,617)	(21,061)
Payments relating to creditors of acquired subsidiary		-	(516,755)
Investment in Gasfields Limited		(160,000)	-
Proceeds from sale of part interest in subsidiary	5(c+d)	7,650,477	2,739,240
NET CASH FLOWS FROM/(USED IN) INVESTING ACTIVITIES		7,486,860	2,201,424
CASH FLOWS FROM FINANCING ACTIVITIES			
Interest received		8,696	3,661
Convertible note and interest repayment	8b	(1,760,038)	-
Proceeds from issues of ordinary shares		579,707	3,600,000
Share issue costs		-	(458,044)
NET CASH FLOWS FROM/(USED IN) FINANCING ACTIVITIES		(1,171,635)	3,145,617
NET INCREASE/(DECREASE) IN CASH HELD			
Add opening cash brought forward		755,661	740,160
Effects of exchange rate changes		83,868	78,920
CLOSING CASH CARRIED FORWARD	11(b)	2,014,369	755,661

The above Statement of Cash Flows is to be read in conjunction with the Notes to the Financial Statements.

Notes to the Financial Statements



1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This financial report was authorised for issue by the Directors on 26 September 2019.

Statement of Compliance

The financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards ("AASBs"), including Australian interpretations adopted by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001. The consolidated financial report of the consolidated entity and company also complies with IFRSs and interpretations adopted by the International Accounting Standards Board.

Basis of preparation

The report has been prepared on the basis of historical costs and except where stated does not take into account changing money values or current valuation of non-current assets. The accounting policies adopted are consistent with those of the previous year. The following specific accounting policies have been consistently applied, unless otherwise stated.

(a) Income Tax

Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, and any adjustment to tax payable in respect of prior years.

Deferred tax is provided using the balance sheet liability method, providing for temporary difference between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

(b) Exploration Expenses

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that the costs are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage which permits reasonable assessment of the economically recoverable reserves.

Accumulated costs in relation to an abandoned area are written off in full against operating results in the year in which the decision to abandon the area is made. When production commences the accumulated costs for the relevant area of interest are classified as development costs and amortised over the life of the project area according to the rate of depletion of the economically recoverable reserves.

Where independent valuations of areas of interest have been obtained, the valuations are brought to account. Subsequent expenditure on re-valued areas of interest is accounted for in accordance with the above principles. A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

As at the end of the financial year, the Directors considered that the carrying value of the oil and gas exploration interests of the consolidated entity was as shown in the Statement of Financial Position and no further impairments arises other than that already recognised.

(c) Principles of consolidation

The consolidated financial statements are those of the consolidated entity, comprising Pancontinental Oil & Gas NL (the parent entity) and all entities which Pancontinental Oil & Gas NL controlled from time to time during the year and at balance date.

Information from the financial statements of subsidiaries is included from the date the parent company obtains control until such time as control ceases. Where there is loss of control of a subsidiary, the consolidated financial statements include the results for the part of the reporting period during which the parent company has control.

All intercompany balances and transactions, including unrealised profits arising from intra-group transactions,

Notes to the Financial Statements



have been eliminated in full.

(d) Foreign currencies

Translation of foreign currency transactions

Transactions in foreign currencies of entities within the consolidated entity are converted to local currency at the rate of exchange ruling at the date of the transaction.

Foreign currency monetary items that are outstanding at the reporting date (other than monetary items arising under foreign currency contracts where the exchange rate for that monetary item is fixed in the contract) are translated using the spot rate at the end of the financial year.

A monetary item arising under a foreign currency contract outstanding at the reporting date where the exchange rate for the monetary item is fixed in the contract is translated at the exchange rate fixed in the contract.

All resulting exchange differences arising on settlement or re-statement are recognised as revenues and expenses for the financial year. Any gains or costs on entering a hedge are deferred and amortised over the life of the contract.

(e) Cash and cash equivalents

For the purposes of the Statement of Cash Flows, cash includes cash on hand and in banks, and money market investments readily convertible to cash within two working days, net of outstanding bank overdrafts.

Interest expense is charged as an expense as it accrues.

(f) Receivables

Trade receivables are recognised and carried at original invoice amount less a provision for any uncollectible debts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written-off as incurred.

Receivables from related parties are recognised and carried at the nominal amount due. Bills of exchange and promissory notes are measured at the lower of cost and net realisable value.

(g) Investments

Investments in controlled entities are carried in the company's financial statements at the lower of cost and recoverable amount.

(h) Recoverable Amount

The carrying amounts of non-current assets valued on the cost basis, other than exploration and evaluation expenditure carried forward are reviewed to determine whether they are in excess of their recoverable amount at reporting date. If the carrying amount of a non-current asset exceeds its recoverable amount, the asset is written down to the lower amount. The write down is expensed in the reporting period in which it occurs.

(i) Property, plant and equipment

Cost and valuation

Property, plant and equipment is measured at cost.

Depreciation

Depreciation is provided on a diminishing value basis on all property, plant and equipment.

Major depreciation rates are:

	2019	2018
Plant and equipment:	30%	30%

(j) Joint ventures

Interests in the joint venture operations are brought to account by including in the respective classifications, the share of individual assets employed and share of liabilities and expenses incurred.

In the company's financial statements, investments in joint venture operations were carried at the lower of cost and recoverable amount.

(k) Going concern

The Directors consider that the going concern basis for the consolidated entity is appropriate and recognise

Notes to the Financial Statements



that additional funding is required to ensure the consolidated entity can continue its operations for the twelve month period from the date of this financial report and to fund the continued development of the consolidated entity's exploration assets. This basis has been determined after consideration of the following factors:

- The ability to issue additional share capital under the Corporations Act 2001, if required, by a share purchase plan, share placement or rights issue;
- The option of farming out all or part of the consolidated entity's exploration projects and;
- The ability, if required to dispose of interests in exploration and development assets.

Accordingly, the Directors believe that the consolidated entity will obtain sufficient cash inflows to enable it to continue as a going concern and that it is appropriate to adopt that basis of accounting in the preparation of the financial statements.

(l) Payables

Liabilities for trade creditors and other amounts are carried at cost which is the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the consolidated entity.

Payables to related parties are carried at the principal amount.

Deferred cash settlements are recognised at the present value of the outstanding consideration payable on the acquisition of an asset discounted at prevailing commercial borrowing rates.

(m) Provisions

Provisions are recognised when the economic entity has a legal, equitable or constructive obligation to make a future sacrifice of economic benefits to other entities as a result of past transactions or other past events, it is probable that a future sacrifice of economic benefits will be required and a reliable estimate can be made of the amount of the obligation.

(n) Contributed equity

Issued and paid up capital is recognised at the fair value of the consideration received by the company.

Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

(o) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the entity and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Rendering of Services

Where the contract outcome can be reliably measured, control of the right to be compensated for the services and the stage of completion can be reliably measured. Stage of completion is measured by reference to the labour hours incurred to date as a percentage of total estimated labour hours for each contract.

Where the contract outcome cannot be reliably measured, revenue is recognised only to the extent that costs have been incurred.

Interest Revenue

Control of the right to receive the interest payment. Interest revenue is recognised as it accrues, taking into account the effective yield on the financial asset.

(p) Taxes

Tax-effect accounting is applied using the income statement liability method whereby income tax is regarded as an expense and is calculated on the accounting profit after allowing for permanent differences. To the extent timing differences occur between the time items are recognised in the financial statements and when items are taken into account in determining taxable income, the net related taxation benefit or liability, calculated at current rates, is disclosed as a future income tax benefit or a provision for deferred income tax. The net future income tax benefit relating to tax losses and timing differences is not carried forward as an asset unless the benefit is virtually certain of being realised.

Where assets are revalued no provision for potential capital gains tax has been made.

Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST except:

Notes to the Financial Statements



- where the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the Statement of Financial Position. Cash flows are included in the Statement of Cash Flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority, are classified as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

(q) Employee benefits

Provision is made for employee benefits accumulated as a result of employees rendering services up to the reporting date. These benefits include wages and salaries, annual leave, sick leave and long service leave.

Liabilities arising in respect of wages and salaries, annual leave, sick leave and any other employee benefits expected to be settled within twelve months of the reporting date are measured at their nominal amounts based on remuneration rates which are expected to be paid when the liability is settled.

Employee benefit expenses and revenues arising in respect of the following categories:

- wages and salaries, non-monetary benefits, annual leave, long service leave, sick leave and other leave benefits; and
- other types of employee benefits

are charged against profits on a net basis in their respective categories.

(r) Earnings per share

Basic EPS is calculated as net profit 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 profit attributable to members, adjusted for:

- costs of servicing equity (other than dividends);
- the after tax effect of dividends and interest associated with dilutive potential 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 dilutive potential ordinary shares, adjusted for any bonus element.

(s) Comparatives

Where necessary, comparatives have been reclassified and repositioned for consistency with current year disclosures.

(t) Financial Instruments

See financial instruments note for compliance notes with AASB 7, financial instruments: disclosures.

(u) New accounting standards and interpretations

The financial report is presented in Australian dollars which is the company's functional currency. A number of new standards, amendments to standards and interpretations are effective for the current annual report period; however, none have been applied in preparing these consolidated financial statements. The standards are not expected to have a material impact on the accounting policies or consolidated financial statements of the group.

Notes to the Financial Statements



2. DEPRECIATION AND WRITE OFF	Notes	CONSOLIDATED	
		2019	2018
		\$	\$
Expenses			
Depreciation of non-current assets:			
Office furniture and equipment		14,371	26,266
Generative exploration and write off:			
Exploration and evaluation costs		5,433,634	1,407,705
Write off of Debtor			
Loan and debtor write off relating to the sale of US subsidiary Gas Fields LLC		-	2,274,785

3. INCOME TAX	CONSOLIDATED	
	2019	2018
	\$	\$
(a) Income Tax (Benefit)/Expense		
The prima facie tax, using tax rates applicable in the country of operation, on profit and extraordinary items differs from the income tax provided in the financial statements as follows:		
Prima facie tax on profit from ordinary activities	(490,044)	(1,893,399)
<i>Tax effect of permanent differences:</i>		
Other items (net)	(201,715)	8,915
Amount not brought to account as a carried forward future income tax benefit	691,760	1,884,484
Income tax expense attributable to ordinary activities	-	-

(b) Future Income Tax Benefit not taken into account

The potential future income tax benefit calculated at 30% in respect of:

Adjustments to carry forward tax losses	-	-
Tax Losses not brought to account	6,582,418	8,011,130
Total	* 6,582,418	8,011,130

This future income tax benefit will only be obtained if:

- future assessable income is derived of a nature and of an amount sufficient to enable the benefit to be realised;
- the conditions for deductibility imposed by tax legislation continue to be complied with; and
- no changes in tax legislation adversely affect the consolidated entity in realising the benefit.

The recognition and utilisation of losses is subject to the loss recoupment rules being satisfied.

*The potential future income tax benefit was calculated by multiplying the current tax rate of 30% by the Group's carry forward losses at 30 June 2019 of \$21,941,395.

4. RECEIVABLES (CURRENT)	CONSOLIDATED	
	2019	2018
	\$	\$
Trade receivables & prepayments	118,922	113,322
Total	118,922	113,322

Notes to the Financial Statements



(a) Terms and conditions

- (i) Trade debtors are non-interest bearing and generally on 30 day terms.
- (ii) Sundry debtors and other receivables are non-interest bearing and have repayment terms between 30 and 90 days.

5. INTERESTS IN SUBSIDIARIES & INVESTMENTS

5. (a) Interests in Subsidiaries

Name	Country of incorporation	Percentage of equity interest held by the consolidated entity		Investment	
		2019 %	2018 %	2019 \$	2018 \$
Pancontinental Namibia Pty Ltd**	Australia	66.67	66.67	20	20
Provision for diminution in value of investment				(20)	(1)
Loan to Pancontinental Namibia Pty Ltd				4,334,633	3,309,323
Provision for loss on loan to Pancontinental Namibia Pty Ltd				(1,460,582)	(83,271)
Pancontinental Orange Pty Ltd**	Australia	100	100	20	20
Provision for diminution in value of investment				(20)	-
Loan to Pancontinental Orange Pty Ltd				2,598,261	415,593
Provision for loss on loan to Pancontinental Orange Pty Ltd				(996)	-
Afrex Ltd *	Saint Lucia	100	100	10,584,107	10,584,107
Provision for diminution in value of investment				(10,584,107)	(10,584,107)
Loan to Afrex Ltd				6,823,705	6,794,101
Provision for loss on loan to Afrex Ltd				(6,797,613)	(6,329,746)
Bombora Natural Energy Pty Ltd ^	Australia	0	100	-	2,014,341
Provision for diminution in value of investment				-	(2,014,341)
Loan to Bombora Natural Energy Pty Ltd				-	3,439,067
Provision for loss on loan to Bombora Natural Energy Pty Ltd				-	(1,028,794)
Total				5,497,408	6,516,312

*Indicates companies not audited by Rothsay Chartered Accountants.

**Australian entities audited by Rothsay, branch operation audited by Ernst & Young Namibia.

^ Subsidiaries disposed of during the financial year. Bombora Natural Energy Pty Ltd and its US incorporated subsidiary Bombora Natural Gas LLC were disposed of during the financial year.

5. (b) Interests in Investments – Gasfields Limited

Gasfields Limited number of shares	<u>1,010,555,555</u>
	\$
Gasfields Limited shares - At cost	1,691,000
Gasfields Limited shares - Provision for loss on investment	<u>(1,691,000)</u>
Balance as at 30 June 2019	<u>-</u>

A provision for loss on investment in Gasfields shares was created during the financial year for the whole investment of \$1,691,000 due to Gasfields currently being suspended from the Australian Securities Exchange.

Notes to the Financial Statements



5. (c) Other Comprehensive Income items related to Interests in Subsidiaries

	\$	\$
Africa Energy investment in Pancontinental Namibia Pty Ltd	7,650,477	
Disposal of subsidiaries – Bombora group	(574,724)	
Other	(1,887)	7,073,866
	<u>(1,691,000)</u>	<u>(1,691,000)</u>
Provision for loss on investment in Gasfields Limited	(1,691,000)	(1,691,000)
Balance as at 31 December	<u>5,382,866</u>	<u>5,382,866</u>

5. (d) Part Disposal of Subsidiary & Non-Controlling Interest– Pancontinental Namibia Pty Ltd

In September 2017, the Group disposed of 33.33% of the ownership interest in Pancontinental Namibia Pty Ltd to Africa Energy Corp. Following the disposal, the Group still controls the subsidiary and retains 66.67% of the ownership interest. The transaction has been accounted for as an equity transaction with a non-controlling interest ("NCI") resulting in the balances as shown in the financial statements.

The consideration for the issue of shares was a total of US\$7.7 million (approximately AU\$10 million) payable by Africa Energy in two stages. The first payment of US\$2.2 million (approximately AU\$3 million) was received by Pancontinental at closing of the transaction in September 2017. The second payment of US\$5.5 million (approximately AU\$7 million) was received after the spud of the Cormorant-1 well in September 2018.

5. (e) Disposal of Subsidiary – Bombora Natural Energy Pty Ltd

In November 2018 Pancontinental executed a binding share sale and purchase agreement (SPA) with Raven Energy Limited (now Gasfields Limited) to acquire its wholly owned subsidiary, Bombora Natural Energy Pty Ltd.

Under the Sale and Purchase Agreement, Raven agreed to purchase all of the issued capital in Bombora from Pancontinental on the following terms and conditions:

a) The Company will issue to Pancontinental as consideration for the Acquisition, 295,000,000 fully paid ordinary shares in the Company (Shares) at a deemed issue price of \$0.0018 per Share (Consideration). The Consideration will be issued in the following manner:

(i) 267,806, 533 Shares within 5 business days of execution of the SPA, being the completion date (Completion) from existing share capacity 7.1; and

(ii) 27,193,467 fully paid shares in the capital of Raven within sixty (60) days of Completion subject to shareholder approval,

the Consideration will be subject to a 6 month voluntary escrow.

(b) Pancontinental agrees to participate in the Company's proposed placement to raise up to \$2,000,000 (Capital Raising) and will subscribe for 160,000,000 Shares at a deemed issue price of \$0.001.

6. PROPERTY, PLANT AND EQUIPMENT

	CONSOLIDATED	
	2019	2018
	\$	\$
Office equipment		
At cost	112,769	141,949
Less: Accumulated depreciation	(73,335)	(74,567)
Written down amount	39,434	67,382
Vehicles *		
At cost	-	32,739
Less: Accumulated depreciation	-	(10,078)
Written down amount	-	22,661
Total written down value of Office equipment & Vehicles	39,434	90,043

*Motor vehicle was disposed through the sale of Bombora Natural Energy Pty Ltd during the financial year.

Notes to the Financial Statements



Reconciliations

Reconciliations of the carrying amounts of property, plant, equipment and vehicles

Office equipment & Vehicles

Carrying amount opening balance	90,043	45,423
Additions	3,617	80,723
Disposals	(39,855)	-
Depreciation expense	(14,371)	(36,103)
Total written down amount	39,434	90,043

7. DEFERRED EXPLORATION, EVALUATION AND DEVELOPMENT COSTS

CONSOLIDATED
2019 **2018**
\$ **\$**

Exploration, evaluation and development costs carried forward

Pre-production, exploration and evaluation phases:

Carrying amount at 1 July	8,799,541	6,874,976
Expenditure & acquisitions during the year	4,089,709	3,464,095
Exploration expenditure written off	(5,433,634)	(1,407,705)
Sale of former subsidiary assets	(1,260,311)	(1,919,192)
Carrying amount at 30 June	6,195,305	8,799,541

*Bombora Natural Energy Pty Ltd

The ultimate recoupment of costs carried forward for exploration and evaluation phases is dependent on the successful development and commercial exploitation or sale of the respective petroleum areas.

8a. TRADE and OTHER PAYABLES (CURRENT)

CONSOLIDATED
2019 **2018**
\$ **\$**

Trade creditors, accruals and provisions	298,513	353,236
Total	298,513	353,236

8b. FINANCIAL LIABILITIES (CURRENT)

CONSOLIDATED
2019 **2018**
\$ **\$**

Convertible Notes	-	1,600,000
Total	-	1,600,000

During the 2018 financial year, the Company raised \$1.6 million through the issue of Convertible Notes. The issue had a conversion price of A\$0.008 per share which represented a 33% premium to the 30-day VWAP (volume weighted average price) of A\$0.006, an interest rate of 10% and a maturity date 12 months from the date of issue.

In March 2019, at maturity, Pancontinental repaid the Convertible Notes together with accrued interest in full by cash and was accordingly discharged and released from all obligations and liabilities under the Convertible Notes.

9. CONTRIBUTED EQUITY

CONSOLIDATED
2019 **2018**
\$ **\$**

(a) Issued and paid up capital

Ordinary shares fully paid	110,534,109	109,803,650
Total	110,534,109	109,803,650

(b) Movements in shares on issue

	2019		2018	
	Number of shares	\$	Number of shares	\$
Beginning of the financial year	5,261,788,668	109,803,650	2,450,077,442	103,369,164
Issued during the year:				

Notes to the Financial Statements



- Placements (net of costs)	-	-	1,162,500,000	3,437,729
- Acq /disp of subsidiaries (net of costs)	-	155,036	1,649,211,226	2,996,757
- Exercise of options	144,926,830*	575,423	-	-
End of the financial year	5,406,715,498	110,534,109	5,261,788,668	109,803,650

* 144,926,830 options were exercised during the year at \$0.004 which added \$545,423 to cash reserves.

10. RESERVES AND ACCUMULATED LOSSES

	CONSOLIDATED	
	2019	2018
	\$	\$
Reserves		
Beginning of the financial year	992,324	100,000
Options exercised	(216,097)	-
Options issued	-	892,324
End of the financial year	776,227	992,324
Accumulated losses		
Beginning of the financial year	(103,168,266)	(96,241,851)
Net loss	(1,633,481)	(6,311,330)
Share options exercised	216,097	-
Acq /disposal of subsidiaries	647,655	(615,085)
Total available for appropriation	(103,937,995)	(103,168,266)
End of the financial year	(103,937,995)	(103,168,266)

11. STATEMENT OF CASH FLOWS

	CONSOLIDATED	
	2019	2018
	\$	\$
(a) Reconciliation of the net loss after tax to the net cash flows from operations		
Net loss	(1,633,481)	(6,311,330)
Non-Cash Items, Non-Operating Items		
Depreciation of non-current assets	14,371	26,266
Financing income	(88,954)	(9,906)
Financing expense	169,848	946,355
Sale of investments	(7,650,477)	-
Disposal of subsidiary	576,611	-
Provision for loss on investments	1,691,000	-
Changes in assets and liabilities		
(Increase)/decrease in trade and other receivables	(5,600)	(35,751)
(Increase)/decrease in property, plant & equipment	50,609	(44,620)
(Increase)/decrease in exploration, evaluation & development	2,604,236	(1,924,565)
(Decrease)/increase in trade and other payables	(54,723)	(146,710)
(Decrease)/increase in financial liabilities	(1,600,000)	1,600,000
(Decrease)/increase in non-current liabilities	519,553	166,752
Other non-cash	266,622	323,049
Net cash flow from operating activities	(5,140,385)	(5,410,460)
(b) Reconciliation of cash		
Cash balance comprises:		
- cash assets	2,014,369	755,661
Closing cash balance	2,014,369	755,661

Notes to the Financial Statements



12. EXPENDITURE COMMITMENTS

CONSOLIDATED
2019 **2018**
\$ \$

Capital expenditure commitments

Estimated capital expenditure contracted for at reporting date, but not provided for, payable:		
not later than one year	800,000	950,000
later than one year and not later than five years	3,700,000	4,500,000
later than five years	-	-
Total	4,500,000	5,450,000

\$3.7 million of the above commitment total relates to PEL 87, offshore Namibia. It is anticipated that this new project will follow the Company's normal practice of costs being met by an industry third party after farmout of its current 75% interest.

13. EMPLOYEE BENEFITS

Employee Share Scheme

Information with respect to the number of options under the employee share incentive scheme is as follows:

	2019	Weighted average exercise price	2018	Weighted average exercise price
	Number of options		Number of options	
Balance at beginning of year	72,500,000		-	
- issued	-	-	72,500,000	0.006
- expired	-	-	-	-
Balance at end of year	72,500,000		72,500,000	

Options held at the end of the reporting period

There were an additional 349,707,319 options held by the Company as at 30 June 2019, these options were not issued under the Employee Share Scheme.

14. SUBSEQUENT EVENTS

15 July 2019 - Pancontinental Farmin to Large Cooper Basin Oil and Gas Trend

Pancontinental announced that it had executed a binding terms sheet to farmin into two large exploration permits, ATPs 920 and 924 in the Cooper Basin, Queensland, Australia. The project areas include the multi prospect, Meeba Project which includes the Ace oil prospect area within ATP 924. The farmin is with Key Petroleum Cooper Basin Pty Ltd, a wholly owned subsidiary of Key Petroleum Limited ("Key").

Pancontinental agreed to farmin to ATP 920 and the Ace Area component of ATP 924. Pancontinental will acquire from Key:

- an undivided 20% participating interest in ATP 920 (together with an option to acquire an additional undivided 15% participating interest in ATP 920); and
- an undivided 25% participating interest in the Ace Area (collectively the "Farmin Interest").

In consideration of the assignment of the Farmin Interest, Pancontinental will undertake the following obligations (collectively Farmin Obligations):

- pay to Key within 3 working days of execution of the terms sheet, \$150,000 of which \$100,000 is refundable in the event ATP 920 and 924 are not renewed. These are to cover costs in relation to seismic reprocessing in respect of the Ace Area and the area of ATP 920 as well as other permitting costs; and
- fund 26.67% of the total costs and expenses of drilling an exploration well to target depth including plugging and abandoning the well (Dry Hole Costs) but excluding success case costs associated with testing and completing the well, with such well costs to be capped at gross \$3,000,000 ("on a 100% basis").

Notes to the Financial Statements



By satisfying the Farmin Obligations Pancontinental shall be deemed to have also acquired from Key an option to acquire a further undivided 15% participating interest in ATP 920:

- The option may be exercised by Pancontinental giving notice to Key at least 90 days prior to the expiry of Year 1 of the renewed term of ATP 920.
- If Pancontinental exercises the option then Pancontinental will fund, at its sole risk and expense, during Year 2 of the renewed term of ATP 920, 280km of 2D seismic data acquisition in respect of ATP 920.

Key will remain Operator and as soon as practicable following Pancontinental satisfying the Farmin Obligations, Key will have the option ("Excise Option") to divide ATP 924 into 2 authorities to prospect, one comprising the Ace Area where Key will retain 75% and the other comprising the balance area within ATP 924 where Key will have 100%.

The Excise Option may be exercised by Key giving notice to Pancontinental within 12 calendar months following Pancontinental satisfying the Farmin Obligations.

5 August 2019 – Resignation of Non-Executive Director John Begg

Pancontinental announced the resignation of Non-Executive Director John Begg. Mr Begg served on the Board since July 2017 when the Company acquired a new subsidiary run by Mr Begg.

There were no other significant events after balance date.

15. EARNINGS PER SHARE

	CONSOLIDATED	
	2019	2018
	\$	\$
The following reflects the income and share data used in the calculations of basic and diluted earnings per share:		
Net profit	(1,633,481)	(6,311,330)
Adjustments:		
Earnings used in calculating basic and diluted earnings per share	(1,633,481)	(6,311,330)
	Number of shares	Number of shares
Weighted average number of ordinary shares used in calculating basic earnings per share	5,374,950,713	5,123,168,736
Effect of dilutive securities:		
Share options	-	-
Adjusted weighted average number of ordinary shares used in calculating diluted earnings per share	5,374,950,713	5,320,485,810

16. AUDITORS' REMUNERATION

	CONSOLIDATED	
	2019	2018
	\$	\$
Amounts received or due and receivable by Rothsay for:		
– an audit or review of the financial report of the entity and any other entity in the consolidated entity	29,500	39,000
– other services in relation to the entity and any other entity in the consolidated entity	-	-
Amounts received or due and receivable by Ernst and Young Namibia for:		
– an audit or review of the financial report of	5,808	15,749

Notes to the Financial Statements



Pancontinental Namibia Pty Ltd

– other services in relation to the entity

35,308

54,749

17. DIRECTOR AND EXECUTIVE DISCLOSURES

(a) Details of Specified Directors and Specified Executives as at 30 June 2019

(i) Specified Directors for the current financial year

Henry David Kennedy	Non-Executive Chairman
Ernest Anthony Myers	Executive Director, CEO
Vesna Petrovic	Executive Director, Company Secretary
Roy Barry Rushworth	Non-Executive Director
Marie Michele Malaxos	Non-Executive Director
John Douglas Begg	Former Executive Director, CEO (resigned 5 August 2019)

(ii) Specified Executives for the current financial year

N/A

Fees paid for Non-Executive Directors, last voted upon by Shareholders at the 2007 AGM, is not to exceed \$400,000 per annum and is set with reference to fees paid to other Non-Executive Directors of comparable companies.

Non-Executive Directors did throughout the year provide services in addition to their Non-Executive Director roles and as such invoiced the Company for those services.

Non-Executive and Executive Directors do not receive performance related remuneration but they are eligible to participate in Employee Option Schemes approved by Shareholders.

Directors do not receive any termination or retirement benefits.

(b) Remuneration of Specified Directors /Officers

	Salary & Fees	Primary Consulting	Non Monetary benefits	Super-annuation	Post Employment Retirement benefits	Equity Options	Other	Total
Specified Directors/Officers								
Henry David Kennedy								
2019	50,000	-	-	-	-	-	-	50,000
2018	50,000	-	-	-	-	-	-	50,000
Ernest Anthony Myers ¹								
2019	160,003	14,523	-	-	-	-	-	174,526
2018	38,925	76,651	-	-	-	60,000	-	175,576
Vesna Petrovic ²								
2019	125,000	-	-	-	-	-	-	125,000
2018	140,625	-	-	-	-	60,000	-	200,625
Roy Barry Rushworth								
2019	40,000	258,340 ³	-	-	-	-	-	298,340
2018	38,925	230,981	-	-	-	60,000	175,000 ³	504,906
Marie Michele Malaxos ⁴								
2019	39,996	43,000	-	-	-	-	-	82,996
2018	38,885	43,000	-	-	-	-	-	81,885
John Douglas Begg (resigned 5 August 2019) ⁵								
2019	159,516	-	-	-	-	-	-	159,516
2018	241,290	-	-	-	-	-	-	241,290
Total Remuneration: Specified Directors /Officers								
2019	574,515	315,863	-	-	-	-	-	890,378
2018	548,650	350,632	-	-	-	180,000	175,000	1,254,282

Notes to the Financial Statements



1. Mr Myers was appointed as CEO and reappointed as Executive Director 15 November 2018.
2. Mrs Petrovic was reappointed to the Board 5 September 2018.
3. 2019 – Mr Rushworth’s consulting fees relate primarily to farmout endeavours on the Company’s African projects.

2018 - \$175,000 paid to Mr Rushworth during the 2018 financial year relates to a settlement payout in lieu of fees. In addition, Mr Rushworth was issued 87,500,000 ordinary shares with a value of \$175,000 as approved by Shareholders at a General Meeting held on 10 July 2018.

4. During the 2018 financial year, Ms Malaxos was issued 39,000,000 ordinary shares with a value of \$78,000 and 78,926,829 options with a value of \$138,121 as part of Pancontinental’s transactions with Bombora Natural Energy Pty Ltd.

5. During the 2018 financial year, Mr Begg (stepped down as CEO on 30 September 2018 and resigned as a director on 5 August 2019) was issued 187,200,026 ordinary shares with a value of \$374,400 and 157,853,660 options with a value of \$276,244 as part of Pancontinental’s transactions with Bombora Natural Energy Pty Ltd.

(c) Directors’ remuneration options: Granted and vested during the 2019 financial year

During the 2019 financial year there were no remuneration options granted.

Directors’ remuneration options: Granted and vested during the 2018 financial year

	Granted Number	Grant Date	Terms & Conditions for Each Grant		First Exercise Date	Last Exercise Date
			Value per option at grant date (\$)	Exercise Price per share (\$)		
Specified Directors						
Ernest Anthony Myers	20,000,000	12 Dec 17	0.003	0.006	12 Dec 17	11 Dec 21
Vesna Petrovic	20,000,000	12 Dec 17	0.003	0.006	12 Dec 17	11 Dec 21
Roy Barry Rushworth	20,000,000	12 Dec 17	0.003	0.006	12 Dec 17	11 Dec 21
Total	60,000,000					

(d) Option holdings of specified Directors and specified Executives

2019

	Balance at beginning of period	Granted as Remuneration	Options (Exercised)/ (Expired)	Net Change Other	Balance at end of period
	1 July 2018				30 June 2019
Specified Directors					
Henry David Kennedy	-	-	-	-	-
Ernest Anthony Myers	20,000,000	-	-	-	20,000,000
Vesna Petrovic	20,000,000	-	-	-	20,000,000
Roy Barry Rushworth	20,000,000	-	-	-	20,000,000
Marie Michele Malaxos	78,926,829	-	-	-	78,926,829
John Douglas Begg (resigned 5 August 2019)	157,853,660	-	(66,000,000) ¹	-	91,853,660
Total	296,780,489	-	(66,000,000)	-	230,780,489

1. Mr Begg exercised 66,000,000 Class A options over ordinary shares during the year. The exercise price was \$0.004.

Notes to the Financial Statements



2018

	Balance at beginning of period 1 July 2017	Granted as Remuneration	Options (Exercised)/ (Expired)	Net Change Other	Balance at end of period 30 June 2018
Specified Directors					
Henry David Kennedy	-	-	-	-	-
Ernest Anthony Myers	-	20,000,000	-	-	20,000,000
Vesna Petrovic	-	20,000,000	-	-	20,000,000
Roy Barry Rushworth	-	20,000,000	-	-	20,000,000
Marie Michele Malaxos	-	-	-	78,926,829 ¹	78,926,829
John Douglas Begg (resigned 5 August 2019)	-	-	-	157,853,660 ²	157,853,660
Total	-	60,000,000	-	236,780,489	296,780,489

1. Ms Malaxos was issued 39,000,000 ordinary shares with a value of \$78,000 and 78,926,829 options with a value of \$138,121 as part of Pancontinental's 2018 transactions with Bombora Natural Energy Pty Ltd.

2. Mr Begg (resigned 5 August 2019) was issued 187,200,026 ordinary shares with a value of \$374,400 and 157,853,660 options with a value of \$276,244 as part of Pancontinental's 2018 transactions with Bombora Natural Energy Pty Ltd.

(e) Shareholdings of Specified Directors and Specified Executives

2019

Ordinary Shares held in Pancontinental Oil & Gas NL	Balance 1 July 2018	Acquisitions (Disposals)	Balance 30 June 2019
Specified Directors			
Henry David Kennedy	411,768,269	-	411,768,269
John Douglas Begg (resigned 5 August 2019)	187,200,026	5,000,000	192,200,026
Ernest Anthony Myers	2,900,715	-	2,900,715
Roy Barry Rushworth	134,335,610	-	134,335,610
Marie Michele Malaxos	39,000,000	-	39,000,000
Vesna Petrovic	-	-	-
Total	775,204,620	5,000,000	780,204,620

2018

Ordinary Shares held in Pancontinental Oil & Gas NL	Balance 1 July 2017	Acquisitions (Disposals)	Balance 30 June 2018
Specified Directors			
Henry David Kennedy	336,768,269	75,000,000	411,768,269
John Douglas Begg (resigned 5 August 2019)	-	187,200,026	187,200,026
Ernest Anthony Myers	2,900,715	-	2,900,715
Roy Barry Rushworth	46,835,610	87,500,000	134,335,610
Marie Michele Malaxos	-	39,000,000	39,000,000
Vesna Petrovic	-	-	-
Total	386,504,594	388,700,026	775,204,620

* Mr Begg (resigned 5 August 2019) was issued 187,200,026 ordinary shares with a value of \$374,400 and 157,853,660 options with a value of \$276,244 as part of Pancontinental's 2018 transactions with Bombora Natural Energy Pty Ltd.

** Ms Malaxos was issued 39,000,000 ordinary shares with a value of \$78,000 and 78,926,829 options with a value of \$138,121 as part of Pancontinental's 2018 transactions with Bombora Natural Energy Pty Ltd.



18. SEGMENT INFORMATION

Segment accounting policies

The group has adopted AASB 8 *Operating Segments* which requires operating segments to be identified on the basis of internal reports about components of the group that are reviewed by the chief operating decision-maker in order to allocate resources to the segment and to assess its performance.

The Board of Pancontinental reviews internal reports prepared as consolidated financial statements and strategic decisions of the group are determined upon analysis of these internal reports. During the period the group operated predominately in one business segment, being the oil and gas sector. Accordingly, under the management approach outlined only one operating sector has been identified and no further disclosures are required in the notes to the consolidated financial statements.

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19. FINANCIAL INSTRUMENTS

Financial risk management

Overview:

The Company and Group have exposure to the following risks from their use of financial instruments:

- (a) credit risk
- (b) liquidity risk
- (c) market risk

This note presents information about the Company's and Group's exposure to each of the above risks, their objectives, policies and processes for measuring and managing risk, and the management of capital.

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. Management monitors and manages the financial risks relating to the operations of the group through regular reviews of the risks.

(a) Credit risk:

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. In this industry, it arises principally from the receivables of joint venture re-charges and recuperations of cost. For the group in this financial year, it arises primarily from trade debtors, receivables due from subsidiaries, loss on investment, GST and VAT refunds, prepayments and bonds.

(i) Trade and other receivables:

The Group operates predominantly in the oil and gas exploration sector; it does not ordinarily have material trade receivables and is therefore not ordinarily exposed to credit risk in relation to trade receivables.

The Company's and Group's exposure to credit risk is influenced directly and indirectly by the individual characteristics of each joint venture.

(ii) Loans to subsidiaries:

The Company has provided funding to its subsidiaries by way of loans. Repayment of these loans will occur through future business activities of each respective entity.

Exposure to credit risk

The carrying amount of the Company's and Group's financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

Consolidated	Note	Carrying amount	
		2019	2018
		\$	\$
Trade and other receivables	4	118,922	113,322
Cash and cash equivalents		2,014,369	755,661
Total		2,133,291	868,983

The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties.

Notes to the Financial Statements



Impairment losses:

None of the Company's or Group's receivables are past due at 30 June 2019, (2018: nil).

An impairment write down in respect of inter-Group loans and shares was recognised during the current year from an analysis of the subsidiaries respective financial positions. The total impairment write down recognised through impairment of loans to subsidiaries and shares held in subsidiaries during the current period was \$1,846,213 (2018: \$3,013,880).

Whilst the loans were not payable at 30 June 2019 a provision for impairment based on the subsidiaries financial position was carried forward from previous periods. The balance of this provision may vary due to performance of a subsidiary in a given year.

A provision for loss on investment in Gasfields Limited shares was created during the financial year for the whole investment of \$1,691,000 due to Gasfields currently being suspended from the Australian Securities Exchange. The Gasfields Limited investment is classified as a credit risk rather than equity price risk due to its suspension.

(b) Liquidity risk:

Liquidity risk is the risk that the group will not be able to meet its financial obligations as they fall due. The group'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 group's reputation.

The group manages liquidity risk by maintaining adequate cash reserves through continuously monitoring forecast and actual cash flows.

Consolidated

	Contractual cashflows		
	< 1 year	1-5 years	> 5 years
	\$	\$	\$
Trade and other payables - Current	(298,513)	-	-
Provisions - Non Current	-	-	(24,909)
Other payables - Non Current	-	-	(672,267)
Total	(298,513)	-	(697,176)

(c) Market risk:

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

(i) Currency risk:

The Group is from time to time exposed to currency risk on investments, and foreign currency denominated purchases in a currency other than the respective functional currencies of group entities, primarily the Australian dollar (AUD). The other material currency that these transactions are denominated in is the (USD).

The group has not entered into any derivative financial instruments to hedge such transactions and anticipated future receipts or payments that are denominated in a foreign currency.

Notes to the Financial Statements



Exposure to currency risk:

The group's exposure to foreign currency risk at balance date was as follows, based on notional amounts:

AUD	30 June 2019			30 June 2018		
	AUD	USD	Total	AUD	USD	Total
Cash & cash equivalents	130,510 ¹	1,883,859	2,014,369	620,231	135,430	755,661
Trade & other receivables	118,922	-	118,922	113,322	-	113,322
Trade and other payables	(995,689)	-	(995,689)	(2,130,859)	-	(2,130,859)
Net balance sheet exposure	(746,257)	1,883,859	(1,137,602)	(1,397,306)	135,430	(1,261,876)

Net balance sheet exposure

1. 8,279.21 Namibian dollars which is the equivalent of \$840.15 is included in the AUD balance as it is immaterial to the currency risk.

The following significant exchange rates applied during the year:

	Average rate		Reporting date spot rate	
	2019	2018	2019	2018
AUD : USD	0.715	0.775	0.710	0.740

Sensitivity analysis:

A 10 percent strengthening of the Australian dollar against the USD at 30 June would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis for 2018.

Effect in AUD	Consolidated	
	Equity	Profit or loss
30 June 2019		
10% strengthening	209,318	209,318
30 June 2018		
10% strengthening	15,048	15,048

A 10 percent weakening of the Australian dollar against the USD at 30 June would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

The sensitivity analysis only had an effect on the equity or profit and loss of the Company in relation to the USD bank account.

Interest rate risk:

At balance date the Group had exposure to interest rate risk, through its cash and equivalents held within financial institution.

Variable rate instruments	Consolidated Carrying Amount	
	30 June 2019	30 June 2018
Cash and cash equivalents	2,014,369	755,661

Notes to the Financial Statements



Fair value sensitivity analysis for fixed rate instruments:

The company and group do not account for any fixed rate financial assets at fair value through profit or loss. Therefore, a change in interest rates at reporting date would not affect profit or loss or equity.

Fair values:

The fair values of financial assets and liabilities, together with the carrying amounts shown in the balance sheet, are as follows:

Consolidated	30 June 2019		30 June 2018	
	Carrying amount	Fair value	Carrying amount	Fair value
Trade and other receivables	118,922	118,922	113,322	113,322
Cash and cash equivalents	2,014,369	2,014,369	755,661	755,661
Trade and other payables	(995,689)	(995,689)	(2,130,859)	(2,130,859)
	(1,137,602)	(1,137,602)	(1,261,876)	(1,261,876)

The basis for determining fair values is disclosed in note [1].

Capital Management:

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the return on capital, which the group defines as net operating income divided by total Shareholders' equity, excluding non-redeemable preference shares and minority interests.

	2019	2018
Equity attributable to Shareholders of the Company		
Minorities	(486,812)	857,823
Equity	7,859,153	6,769,885
Total assets	8,368,030	9,758,567
Equity ratio in %	93.92%	69.37%
Average equity	7,500,025	6,998,599
Net Profit /(Loss)	(1,633,481)	(6,263,751)
Return on Equity in %	(21.78)%	(89.50)%

There were no changes in the group's approach to capital management during the year.

Neither the company nor any of its subsidiaries are subject to externally imposed capital requirements.

Notes to the Financial Statements



20. RELATED PARTY

- (a) During the year the company paid fees to Resource Services International Limited, a company in which Mr Kennedy has a financial interest, for his role as Non-Executive Chairman. The amount paid was \$50,000 (2018: \$50,000). Refer note 17.
- (b) During the year the company paid fees to Rock Doc Pty Ltd, a company in which Mr Begg (resigned 5 August 2019) has a financial interest, for CEO, Executive and Non-Executive Director fees. The amount paid was \$159,516 (2018: \$241,290). Refer note 17.
- (c) During the year the company paid fees to GM Woodmont Pty Ltd, a company in which Ms Malaxos has a financial interest, for Non-Executive Director fees and consulting. The amount paid was \$82,996 (2018: \$81,885). Refer note 17.
- (d) The Company has effected Directors and Officers Liability Insurance.

21. PARENT INFORMATION

The Group has applied amendments to the Corporations Act (2001) which remove the requirement for the Group to lodge parent entity financial statements. Parent entity financial statements have been replaced by the specific parent entity disclosures below.

AT 30 JUNE 2019

	2019	2018
	\$	\$
STATEMENT OF COMPREHENSIVE INCOME		
Profit/(Loss) for the period	(1,023,479)	(6,077,645)
TOTAL COMPREHENSIVE INCOME/(LOSS)	(1,023,479)	(6,077,645)
STATEMENT OF FINANCIAL POSITION		
Assets		
Current assets	2,124,786	822,906
TOTAL ASSETS	7,686,628	7,681,814
Liabilities		
Current liabilities	289,738	1,890,441
TOTAL LIABILITIES	314,287	1,908,376
Equity		
Contributed equity	107,724,403	107,148,979
Reserves	776,227	992,324
Accumulated losses	(101,128,289)	(102,367,865)
TOTAL EQUITY	7,372,341	5,773,438

Directors' Declaration



In accordance with a resolution of the Directors of Pancontinental Oil & Gas NL, I state that:

(1) In the opinion of the Directors:

- (a) the financial statements and notes of the company and of the consolidated entity are in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the company's and consolidated entity's financial position as at 30 June 2019 and of their performance for the year ended on that date; and
 - (ii) complying with Accounting Standards including International Financial Reporting Standards and Corporations Regulations 2001; and
- (b) there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

(2) This declaration has been made after receiving the declarations required to be made to the Directors in accordance with section 295A of the Corporations Act 2001 for the financial period ending 30 June 2019.

On behalf of the Board

EA Myers
Director

Perth, Western Australia
26 September 2019

INDEPENDENT AUDIT REPORT TO THE MEMBERS OF PANCONTINENTAL OIL & GAS NL

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Pancontinental Oil & Gas NL (“the Company”) and its subsidiaries (the Group) which comprises the consolidated statement of financial position as at 30 June 2019, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended on that date and notes to the financial statements, including a summary of significant accounting policies and the directors’ declaration of the Company.

In our opinion the financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- (i) giving a true and fair view of the Group’s financial position as at 30 June 2019 and of its financial performance for the year ended on that date; and
- (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under these standards are further described in the *Auditor’s Responsibilities for the Audit of the Financial Report* section of this report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board’s *APES 110 Code of Ethics for Professional Accountants* (the “Code”) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

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 report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter

Exploration and evaluation expenditure

The group has incurred significant exploration and evaluation expenditure which has been capitalised. As the carrying value of exploration and evaluation expenditure represents a significant asset of the Group we



considered it necessary to assess whether facts and circumstances exist to suggest that the carrying amount of this asset may exceed its recoverable amount.

In doing so we carried out the following work in accordance with the guidelines set out in AASB 6 *Exploration for and Evaluation of Mineral Resources*. Our procedures included but were not limited to the following:

- We obtained evidence that the Group has valid rights to explore in the licence areas represented by the capitalised exploration and evaluation expenditure;
- We enquired of management and reviewed work programs to ensure that further expenditure on the licence areas in the Group's areas of interest was planned and cross referenced these discussions to ASX announcements and minutes of directors' meetings;
- We tested a sample of current year expenditure to source documents on the exploration licence areas;
- We obtained an understanding of the key processes associated with management's review of the carrying values of capitalised exploration and evaluation expenditure and challenged management's assertion that the carrying amount of capitalised expenditure after expenditure expensed was likely to be recovered in full from successful development or sale.

We also assessed the appropriateness of the disclosures included in Notes 1 and 7 to the financial report.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2019, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If based on the work we have performed we conclude there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Directors' Responsibility for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with the Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or cease operations, or have no realistic alternative but to do so.



Auditor's Responsibility for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is 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 Australian Auditing Standards 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 this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: www.auasb.gov.au/Home.aspx

We communicate with the directors regarding, amongst 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 report of the current period and are therefore the key audit matters. We describe those 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 communications.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the remuneration report included in the directors' report for the year ended 30 June 2019.

In our opinion the remuneration report of Pancontinental Oil & Gas NL for the year ended 30 June 2019 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Rothsay Auditing

Dated 26 September 2019

**Graham Swan FCA
Partner**



Additional information required by the ASX Ltd and not shown elsewhere in this report is as follows.
The information is current as at 30 September 2019.

(a) Distribution of equity securities

The number of shareholders, by size of holding, in each class of share are:

	Ordinary shares	
	Number of holders	Number of shares
1 - 1,000	435	94,691
1,001 - 5,000	277	927,134
5,001 - 10,000	326	2,753,680
10,001 - 100,000	1,400	66,505,307
100,001 and over	2,004	5,336,434,686
	4,442	5,406,715,498
The number of shareholders holding less than a marketable parcel of shares are:	2,992	161,836,288

(b) Twenty largest shareholders

The names of the twenty largest holders of quoted shares are:

	Listed ordinary shares	
	Number of shares	Percentage of ordinary shares
1 SUNDOWNER INTERNATIONAL LTD	411,768,269	7.62
2 PERTH SELECT SEAFOODS PTY LTD	330,000,000	6.1
3 CRESCENT NOMINEES LIMITED	254,021,311	4.7
4 JEMAYA PTY LTD <THE FEATHERBY FAMILY A/C>	170,000,000	3.14
5 HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	151,636,434	2.8
6 UURO PTY LTD	100,000,000	1.85
7 BT PORTFOLIO SERVICES LIMITED <WARRELL HOLDINGS S/F A/C>	99,553,913	1.84
8 CITICORP NOMINEES PTY LIMITED	95,366,161	1.76
9 ROY BARRY RUSHWORTH	87,500,000	1.62
10 RAVINA QLD PTY LTD	85,000,000	1.57
11 ZENIX NOMINEES PTY LTD	78,926,830	1.46
12 MR MICHAEL LYNCH + MRS SUSAN LYNCH <LYNCH FAMILY A/C>	73,000,000	1.35
13 TARNEY HOLDINGS PTY LTD <DP & FL WADDELL FAMILY A/C>	64,000,000	1.18
14 ROCK DOC PTY LTD <THE BEGG DISCRETIONARY A/C>	50,400,026	0.93
15 MR JOHN DOUGLAS BEGG + MRS ADRIENNE STACEY BEGG <ROCK DOC SUPER FUND A/C>	46,800,000	0.87
16 CEN PTY LTD	40,000,000	0.74
17 VINCELLE PTY LTD <THE WOODMONT SUPER FUND A/C>	39,000,000	0.72
18 ACERIVER PTY LTD	38,021,396	0.7
19 J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	35,624,425	0.66
20 MR PAUL HARE	35,000,000	0.65
	2,310,073,990	42.71



(c) Voting rights

All ordinary shares (whether fully paid or not) carry one vote per share without restriction.

(d) Substantial Shareholders

**Number of
Shares**

The details of substantial shareholders are set out below:

• Sundowner International Limited	411,768,269
• Perth Select Seafoods Pty Ltd	330,000,000
• Crescent Nominees Limited	254,021,311

(e) Permit Schedule

Permits and Interests	Licence	Permit reference	Interest
Petroleum prospects			
Namibia		PEL 87	75%
Namibia		PEL 37	20%
Kenya		L6	40% offshore & onshore
Australia		ATP 920	earning 20%
Australia		ATP 924	earning 25%

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