

Appendix 4C

Quarterly cash flow report for entities subject to Listing Rule 4.7B

Name of entity

ASF Group Limited

ABN

50 008 924 570

Quarter ended ("current quarter")

31 December 2021

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (6 months) \$A'000
1. Cash flows from operating activities		
1.1 Receipts from customers	865	1,288
1.2 Payments for		
(a) research and development	-	-
(b) product manufacturing and operating costs	-	-
(c) advertising and marketing	23	12
(d) leased assets	-	-
(e) staff costs	(383)	(674)
(f) administration and corporate costs	(774)	(1,608)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	-	10
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Government grants and tax incentives	23	153
1.8 Other - GST refunds and misc expense	4	14
1.9 Net cash from / (used in) operating activities	(242)	(805)
2. Cash flows from investing activities		
2.1 Payments to acquire or for:		
(a) entities	-	-
(b) businesses	-	-
(c) property, plant and equipment	-	-
(d) investments	-	-
(e) intellectual property	-	-
(f) other non-current assets	(10)	(82)

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (6 months) \$A'000
2.2	Proceeds from disposal of:		
	(a) entities	-	-
	(b) businesses	-	-
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) intellectual property	-	-
	(f) other non-current assets	-	-
2.3	Cash flows from loans to other entities	50	200
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	Net cash from / (used in) investing activities	40	118

3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	-	-
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	-	-
3.4	Transaction costs related to issues of equity securities or convertible debt securities	-	-
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other - security deposit released	-	-
	- shares buy-back	(2)	(2)
3.10	Net cash from / (used in) financing activities	(2)	(2)

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	3,557	4,036
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(242)	(805)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	40	118

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (6 months) \$A'000
4.4	Net cash from / (used in) financing activities (item 3.10 above)	(2)	(2)
4.5	Effect of movement in exchange rates on cash held	(13)	(7)
4.6	Cash and cash equivalents at end of period	3,340	3,340

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1	Bank balances	3,340	3,557
5.2	Call deposits	-	-
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	3,340	3,557

6.	Payments to related parties of the entity and their associates	Current quarter \$A'000
6.1	Aggregate amount of payments to related parties and their associates included in item 1	(250) *
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-
<i>Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.</i>		

* Consulting fees, director fees and salary (\$200), office lease (\$50)

7. Financing facilities	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
<i>Note: the term "facility" includes all forms of financing arrangements available to the entity. Add notes as necessary for an understanding of the sources of finance available to the entity.</i>		
7.1 Loan facilities	-	-
7.2 Credit standby arrangements	-	-
7.3 Other (Convertible Loan)	25,000	19,950
7.4 Total financing facilities	25,000	19,950
7.5 Unused financing facilities available at quarter end		5,050
7.6 Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.		
<p>Unsecured convertible loan facilities which bear an interest rate at 10% per annum with extended maturity date of 31 October 2023 granted by Star Diamond Developments Limited:</p> <p>(i) \$5 million granted on 15 September 2016; and</p> <p>(ii) \$10 million granted on 21 March 2017, which had been subsequently increased to \$20 million.</p> <p>As of 31 December 2021, a total of \$19.95 million had been drawn down by the Company.</p>		

8. Estimated cash available for future operating activities	\$A'000
8.1 Net cash from / (used in) operating activities (item 1.9)	(242)
8.2 Cash and cash equivalents at quarter end (item 4.6)	3,340
8.3 Unused finance facilities available at quarter end (item 7.5)	5,050
8.4 Total available funding (item 8.2 + item 8.3)	8,390
8.5 Estimated quarters of funding available (item 8.4 divided by item 8.1)	34.7
<i>Note: if the entity has reported positive net operating cash flows in item 1.9, answer item 8.5 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.5.</i>	
8.6 If item 8.5 is less than 2 quarters, please provide answers to the following questions:	
8.6.1 Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?	
Answer:	N/A
8.6.2 Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?	
Answer:	N/A

8.6.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer: N/A

Note: where item 8.5 is less than 2 quarters, all of questions 8.6.1, 8.6.2 and 8.6.3 above must be answered.

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

25 January 2022

Date:

William Kuan, Company Secretary

Authorised by:
(Name of body or officer authorising release – see note 4)

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standard applies to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Activities Report – For the quarter ended 31 December 2021

Corporate

Pursuant to section 6 of the Company's Appendix 4C, the Company paid approximately \$250,000 to the related parties during the quarter, of which \$200,000 were consulting and director fees and \$50,000 were office rentals.

As of 31 December 2021, the Company together with its subsidiaries (the "Group") maintained a cash balance of approximately \$3.34 million and has an available loan facility of \$5.05 million granted by Star Diamond Developments Limited.

Principal Investments

ActivEX Limited ("AIV")

AIV is an ASX listed mineral exploration company holding a number of prospective tenements, principally targeting copper-gold and gold mineralisation in Queensland.

During the quarter, AIV completed a placement of shares raising \$2.125 million (before costs), which will be used for its proposed drilling programs and exploration on new projects. At the general meeting held on 12 January 2022, AIV's shareholders approved the issue of up to 15,784,950 share options at an exercise price of \$0.12 per share and an expiry of 24 months from the date of issue.

On 15 November 2021, AIV announced that, through the study of Geological Site Observation Database (Published by Geological Survey of Queensland), AIV identified a historic lithium prospect (Buchanan) to the NW and historic tantalum prospects to the west of EPM 27812. AIV will incorporate the key results of the metallogenic study into its exploration strategy that will target lithium in addition to gold, silver and other critical metals.

AIV also announced on 18 November 2021 that it would swap its 49% interest in the Ravenswood Gold Project for 2 million fully paid shares in Ballymore Resources Limited (ASX: BMR).

As of 31 December 2021, the Group holds 17.07% of the issued capital of AIV with a market value of \$1.9 million.

Rey Resources Limited ("REY")

REY is an ASX listed oil & gas exploration and development company with a large tenement holding in the Canning Basin, Western Australia. The principal activity of REY is exploring for and developing energy resources in Western Australia's Canning Basin.

REY also holds interest in a gas project in the Surat Basin of Queensland ("Surat Gas Project"). In December 2020, REY announced the proposed acquisition of up to 75% equity interests in Southernpec (Australia) Pty Ltd ("SouthnA") which holds significant interests in 7 conventional gas production licences in Surat Gas Project. Rey had completed stage 1 and part of stage 2 acquisition and is now holding 20% equity interest in SouthnA.

As at 31 December 2021, the Group holds 16.36% of the issued capital of REY with a market value of \$4.85 million.

Key Petroleum Limited ("KEY")

KEY is an ASX listed Australian oil and gas operating company focused on exploration in conventional and unconventional projects in the Cooper Basin in Queensland and Western Australia.



During the quarter, KEY agreed with Triangle Energy (Global) Limited (ASX: TEG) for further extension of cut-off date for the sell of its remaining equity in Production Licence L7 and Exploration Permit EP437 to 31 January 2022 and received a further non-refundable pre-payment of part of the completion payment of \$100,000.

As at 31 December 2021, the Group holds 11.45% of the issued capital of KEY with a market value of \$0.56 million.

Kaili Resources Limited (“KLR”)

KLR is a resources exploration company which holds tenements in Western Australia. The Group holds 2.2 million shares in KLR with a market value of \$74,800 as at 31 December 2021.

Civil & Mining Resources Pty Ltd (“CMR”)

Together with its subsidiary ASF Resources Pty Ltd, the Company holds 68.97% of the issued capital of CMR which is a privately owned company with a substantial coal tenement portfolio in Queensland situated in close proximity to operating mines, infrastructure and proven economic coal resources.

ASF Technologies (Australia) Pty Ltd (“ASFTA”)

ASFTA is an Australian company that has developed Australian patents for the Scotch Yoke mechanism technology used initially in power generation for engines with lower vibration, less noise, lower emissions, and lower cost than conventional engines.

Property Marketing and Services

ASF Properties Pty Ltd ('ASFP'), a wholly-owned subsidiary of the Company, continues to provide property services to onshore and offshore investors and home buyers. It represents an important strategic platform for offshore investors to access the Australian real estate market. The service scope includes development management, property management, property advisory, and development syndication. The projects which ASFP provides services for are located in New South Wales and Queensland.

ASFP has achieved good sales results for Stage 3 of the Peninsula Hope Island project which is the final stage of a master-planned gated community development located in Gold Coast, Queensland. It is expected this project will continue to increase the revenue for ASFP in the year ahead.

Fund Management and Advisory Services

ASF Capital Pty Ltd ('ASF Capital') holds an Australian Financial Services Licence and is the fund management and advisory arm of the Group's core strategy to facilitate two-way capital flows between Australia and Asia.

ASF Capital assists select businesses both on shore and off on matters such as public listing, financial advisory, entry and/or expansion in Australia, and visa migration related areas. Also, ASF Capital is able to form any number of tailor-made wholesale funds to capture a diverse array of investment opportunities.

Castle Green, London

The Group and the London Borough of Barking & Dagenham ('LBBD') continue to work jointly together in assessing the possible development of a major infrastructure project in the Castle Green area, which could include the building of 15,000 new residential dwellings; rerouting of the A13 trunk road and creating commercial buildings of 3,700,000 square feet which will create an estimated 8,000 employment opportunities.



The Castle Green project will be transformational for LBBB, bringing considerable social, economic and infrastructure benefits, and will be conducted together with Be First LBBB's local authority regeneration company.

3D Bio-Tissues, UK

3D Bio-Tissues Ltd ("3DBT") is 49% owned by BSF Angel Funding Limited, a subsidiary of the Company. 3DBT was spun-out from Newcastle University, UK in 2019 and is aimed to offer superior tissue replicates for the restoration of a patients' skin or cornea and it also has a broader application in food markets.

On 24 December 2021 it was announced that 3DBT has now entered into a conditional share sale and purchase agreement with BSF Enterprise PLC (LSE: BSFA) where 3DBT shareholders will sell the entire issued share capital of 3DBT in consideration for the allotment and issue to them of an aggregate of 33,900,003 ordinary shares in the listed entity BSF Enterprise PLC valuing 3DBT at £2.5m.

3DBT has developed a proprietary platform technology termed "tissue templating" that facilitates the production of a variety of animal tissue types for multiple uses, commonly referred to as "tissue engineering".

3DBT has developed, amongst other intellectual property, the following:

- Serum-free media: 3DBT's City-mix™ supplements, which are a serum-free media for culturing muscle and fat cells (by way of an animal-free process) that can be used for lab -grown meat and leather production; and
- Skin Care Products: Lipopeptide Etsyl™ a product that actively increases collagen production in human skin cells. It can be used as an active ingredient in cosmetic skin cream and other topical dermatological products.

UKIIC, UK

The Company, through its wholly owned UK subsidiary BSF International Ltd, holds 20% interest in the issued capital of UK International Innovation Centre (**UKIIC**) which aims to develop an incubation Centre for development of early stage technology and life science businesses in the City of London.

Information about ASF

ASF Group Limited (ASX: AFA) is unique among ASX-listed public companies as it powers business between the East and West. ASF is an investment and trading house which focuses principally on the identification, incubation and realization of opportunities in areas of synergy between China, Australia, UK and Europe including technology, oil & gas, resources, property, infrastructure, travel and financial services sectors.

Authorised by:
Board of ASF Group Limited

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