



ASX Announcement
(ASX:PRL)
24 April 2023

March Quarter 2023 Report

HyEnergy® PROJECT

During the quarter the Company continued to progress the HyEnergy® project following expiration of the binding term sheet with Total Eren Australia. Notably, global engineering firm GHD were appointed to undertake the downstream component of the prefeasibility study (PFS). The upstream component of the PFS is expected to be awarded by the end of April 2023.

A site verification study was completed by GHD to confirm the suitability of the downstream site for the HyEnergy® Project. Based on the outcomes of this study a marine geophysical survey was commissioned and completed, the results of which will be used to support the feasibility of establishing a port facility at the downstream area of the project, when they become available. The findings of the site verification study have concluded that there are no fundamental issues with the downstream site selection and has concluded that it is suitable for the intended purpose of the HyEnergy® project, comprising the downstream processing plant, product storage, loading, export, port and all supporting utilities and infrastructure.

Province has commenced negotiation of an Indigenous Land Use Agreement (ILUA) with the Yingaarda native title holders over the footprint of the project.

Province continues discussions with the Western Australian Government to secure appropriate tenure during the development stage of the project. These discussions are currently focussed on securing tenure utilising the existing provisions of the Land Administration Act.

Following the end of the quarter Province, in conjunction with ASX, formed the view that the HyEnergy® Project is now its main undertaking. This potentially constitutes a change in the nature and scale of Province's activities. As a result, in order to continue advancing the HyEnergy® Project, Province must seek to re-comply with new listing requirements set out in Chapters 1 and 2 of the Listing Rules.

On the 6 April 2023, following discussions with ASX, the Board decided to place Province's shares into suspension while it completes the pre-feasibility study (PFS) for the HyEnergy® Project, at which point it will apply to ASX to undertake a re-compliance listing.

On 16 April 2023 an exclusivity arrangement with Total Eren regarding the HyEnergy® Project expired. Province intends to undertake discussions with third parties, including potential offtakers, regarding their interest in joining the project.

The expiration of the term sheet with Total Eren also allows Province to reconsider the scale of the

development and the timing of project phases. The PFS studies will also consider the option of an initial smaller scale development as Phase 1a of the HyEnergy® Project. More details on proposed phases of the project will be provided in due course.

GNAMA NICKEL-COPPER PROJECT, FRASER RANGE

No work was undertaken on the Gnama project during the quarter.

SKÅNE VANADIUM PROJECT, SWEDEN

No work was undertaken on the SKÅNE project during the quarter.

PASCALLE COPPER GOLD PROJECT, PATERSON PROVINCE

As announced to ASX on 16 September 2021, Province entered into a binding agreement with AIM listed Greatland Gold plc (AIM:GGP) to sell the Pascalle Project. During the quarter amendments were made to the agreement to address changes in circumstances that had arisen since September 2021. The terms of the agreement are now complete, with Province having received a total of \$200,000 from GGP for the Pascalle Project. Province does not retain any interest in the Pascalle Project.

CORPORATE

Cash balance and Related Party Payments

At the end of the quarter the Company had a cash balance of \$16.58 million.

The Company provides the following information pursuant to ASX Listing Rule requirements:

1. ASX Listing Rule 5.3.1: Exploration and Evaluation Expenditure spend during the quarter was \$nil. Full details of exploration activity during the quarter are set out in this report.
2. ASX Listing Rule 5.3.2: There were no substantive mining production and development activities during the quarter.
3. ASX Listing Rule 5.3.5: Payment to related parties of the Company and their associates during the quarter as set out in Section 6.1 of the attached Appendix 5B relate to director salaries and fees in the quarter.

ESG

- ERM Flora and fauna survey conducted this quarter with no threatened flora or threatened species recorded.
- A further two disclosures have been verified in the Province ESG Report by WEF reporting platform provider SocialSuite. Comparison report provided below.
- With the adoption of the TCFD framework in 2022, we continue to develop and align our disclosures and processes in line with the climate-related recommendations.
- This March, with the Western Australian Indigenous Tourism Operators Council (WAITOC) Province had the pleasure in sponsoring Raymond Edney, Yingaarda elder, small business owner and local Carnarvon artist to attend the World Indigenous Tourism Summit (WITS), hosted by the World Indigenous Tourism Alliance (WINTA), WAITOC, and the WA government through Tourism Western Australia.



Progress

- P In progress
- C Completed
- N Not applicable

Period Comparison (Period 7 vs 8)

Governance		Period 7 (Oct to Dec 2022)		Period 8 (Jan to Mar 2023)	
Code	Description	Status	Progress (A1-A5)	Status	Progress (A1-A5)
GOVERNING PURPOSE					
GO-01-C1	Setting purpose	VERIFIED	C C C C C	VERIFIED	C C C C C
QUALITY OF GOVERNING BODY					
GO-02-C1	Governance body composition	VERIFIED	C C C C C	VERIFIED	C C C C C
STAKEHOLDER ENGAGEMENT					
GO-03-C1	Material issues impacting stakeholders	VERIFIED	C C C C C	VERIFIED	C C C C C
ETHICAL BEHAVIOUR					
GO-04-C1	Anti-corruption practices	VERIFIED	C C C	VERIFIED	C C C
GO-04-C2	Mechanisms to protect ethical behaviour	VERIFIED	C C	VERIFIED	C C
RISK AND OPPORTUNITY OVERSIGHT					
GO-05-C1	Integrating risk and opportunity into business process	VERIFIED	C C C C C	VERIFIED	C C C C C
Planet		Period 7 (Oct to Dec 2022)		Period 8 (Jan to Mar 2023)	
Code	Description	Status	Progress (A1-A5)	Status	Progress (A1-A5)
CLIMATE CHANGE					
PL-01-C1	GHG emissions	REPORTED	C N C	VERIFIED	C C N
PL-01-C2	TCFD implementation	VERIFIED	P C P	VERIFIED	C P P
NATURE LOSS					
PL-02-C1	Land use and key biodiversity areas	VERIFIED	N N N N N	VERIFIED	N N N N N
FRESHWATER AVAILABILITY					
PL-03-C1	Water consumption	VERIFIED	N N N N N	VERIFIED	N N N N N
People		Period 7 (Oct to Dec 2022)		Period 8 (Jan to Mar 2023)	
Code	Description	Status	Progress (A1-A5)	Status	Progress (A1-A5)
DIGNITY AND EQUALITY					
PE-01-C1	Diversity and inclusion	VERIFIED	C C C C C	VERIFIED	C C C C C
PE-01-C2	Pay equality	VERIFIED	C C C C	VERIFIED	C C C C
PE-01-C3	Wage level	VERIFIED	C C	VERIFIED	C C
PE-01-C4	Child, forced or compulsory labour	VERIFIED	C	VERIFIED	C
HEALTH AND WELL-BEING					
PE-02-C1	Health and safety	VERIFIED	C C	VERIFIED	C C
SKILLS FOR THE FUTURE					
PE-03-C1	Training provided	VERIFIED	C C	VERIFIED	C C
Prosperity		Period 7 (Oct to Dec 2022)		Period 8 (Jan to Mar 2023)	
Code	Description	Status	Progress (A1-A5)	Status	Progress (A1-A5)
EMPLOYMENT AND WEALTH GENERATION					
PR-01-C1	Rate of employment	VERIFIED	C C	VERIFIED	C C
PR-01-C2	Economic contribution	VERIFIED	C C	VERIFIED	C C
PR-01-C3	Financial investment contribution	REPORTED	N C	VERIFIED	C N
INNOVATION OF BETTER PRODUCTS AND SERVICES					
PR-02-C1	Total R&D expenses	REPORTED	C	VERIFIED	C
COMMUNITY AND SOCIAL VITALITY					
PR-03-C1	Total tax paid	VERIFIED	C	VERIFIED	C

This announcement has been approved by the Board.

For more information contact:

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Schedule of Tenements - Australia

Name	Tenement	Ownership at beginning of quarter	Ownership at end of quarter
Gnama	EL 63/1933	100%	100%
Gnama	EL 63/1934	100%	100%
Gnama	EL 63/1935	100%	100%

Tenement Applications - Australia

Name	Tenement
HyEnergy Project	ELA 09/2756

Schedule of Tenements – Sweden

Name	Tenement	Ownership at beginning of quarter	Ownership at end of quarter
Killeröd	EP 93/2018	100%	100%
Virrestad	EP 94/2018	100%	100%
Andrarum	EP 469/2018	100%	100%
Fågeltofta 1	EP 299/2018	100%	100%
Fågeltofta 2	EP 471/2018	100%	100%
Flagabro	EP 470/2018	100%	100%
Hörby	EP 475/2018	100%	100%
Tosterup	EP 476/2018	100%	100%
Hammenhög	EP 473/2018	100%	100%
Järrestad	EP 474/2018	100%	100%
Gislövshammar	EP 472/2018	100%	100%

Appendix 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity

Province Resources Limited

ABN

83 061 375 442

Quarter ended ("current quarter")

31 March 2023

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (9 months) \$A'000
1.	Cash flows from operating activities		
1.1	Receipts from customers	-	-
1.2	Payments for		
	(a) exploration & evaluation	-	(125)
	(b) development	-	-
	(c) production	-	-
	(d) staff costs	(362)	(1,134)
	(e) administration and corporate costs	(374)	(1,177)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	161	343
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Government grants and tax incentives	-	-
1.8	Other – Green hydrogen project	(663)	(1,667)
	Other – Tenement application refunds	49	189
1.9	Net cash from / (used in) operating activities	(1,189)	(3,571)
2.	Cash flows from investing activities		
2.1	Payments to acquire or for:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment	(37)	(210)
	(d) exploration & evaluation	-	-
	(e) investments	-	-
	(f) other non-current assets (security deposit)	(92)	(94)

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (9 months) \$A'000
2.2	Proceeds from the disposal of:		
	(a) entities	-	-
	(b) tenements	50	50
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	Net cash from / (used in) investing activities	(79)	(254)
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	-	50
3.4	Transaction costs related to issues of equity securities or convertible debt securities	-	(13)
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	-	-
3.10	Net cash from / (used in) financing activities	-	37
4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	17,852	20,368
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(1,189)	(3,571)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(79)	(254)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	-	37

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (9 months) \$A'000
4.5	Effect of movement in exchange rates on cash held	-	4
4.6	Cash and cash equivalents at end of period	16,584	16,584

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	1,215	1,518
5.2	Call deposits	15,369	16,334
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)	16,584	17,852

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	136
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-

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.

Item 6.1 Directors fees & salaries.

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

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 (please specify)	
7.4	Total financing facilities	
7.5	Unused financing facilities available at quarter end	
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.	

8. Estimated cash available for future operating activities	\$A'000	
8.1	Net cash from / (used in) operating activities (item 1.9)	(1,189)
8.2	(Payments for exploration & evaluation classified as investing activities) (item 2.1(d))	-
8.3	Total relevant outgoings (item 8.1 + item 8.2)	(1,189)
8.4	Cash and cash equivalents at quarter end (item 4.6)	16,584
8.5	Unused finance facilities available at quarter end (item 7.5)	-
8.6	Total available funding (item 8.4 + item 8.5)	16,584
8.7	Estimated quarters of funding available (item 8.6 divided by item 8.3)	13.95
<i>Note: if the entity has reported positive relevant outgoings (ie a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.</i>		
8.8	If item 8.7 is less than 2 quarters, please provide answers to the following questions:	
8.8.1	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		
8.8.2	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		

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

8.8.3 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 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 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.

Date:24 APRIL 2023.....

Authorised by:BY THE BOARD.....
(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 6: Exploration for and Evaluation of Mineral Resources* and *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 standards apply 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.