

Quarterly Activities Report (Quarter ended 31 December 2020)

Highlights:

- **Capital Management**
 - Outstanding Debt \$2.5m at quarter end repayable on 14 November 2021.
- **Buru Royalty**
 - Royalty received during the quarter of \$31,552; and
 - Subsequent to quarter's end, receipt of a royalty of \$68,233 for the December quarter.
- **Weeks Royalty**
 - Royalty payment received during the quarter of \$131,022 for the quarter ended 30 September 2020;
 - Royalty for the December quarter is due late February; and
 - Total royalties for the 12 months to 30 September 2020 of \$518,086.
- **Bowden's Royalty**
 - Development Application and Environment Impact Statement submitted, and public exhibition closed; and
 - Subsequent to quarter end, significant high grade drill results from the Bowden's Silver Project.
- **Blackwater Gold Royalty**
 - On 3 December 2020, Federation Mining announced that it had made good progress towards the mid December start date for the decline development; and
 - Subsequent to the quarter end, in mid-January Federation Mining announced via Linked in that they had hit the 20 metre mark on the main tunnel.
- **Highlights in relation to Exploration Permits and Production Licences relating to Buru Royalty**
 - Farmout with Origin Energy announced for Buru's exploration areas;
 - Ungani Oilfield production for the quarter of ~78,000 bbls (gross) at a daily rate of ~850 bopd;
 - Oil sales for the quarter of ~68,000 barrels (gross) from a lifting in November; and
 - Origin's commitment to fund \$16million carry of 2 exploration wells (Rafael 1 and Kurrajong 1), both of which are on tenements over which Fitzroy holds a royalty.
- **COVID-19 Impacts**

The Company's risk profile remain substantially unchanged from the previous quarter. Notwithstanding further recovery and stability in global oil prices, there remains significant potential for impact to the Company's royalty receipts as a result of:

 - any interruption to or suspension of production by Buru or on the Weeks Royalty; and
 - Changes to the dollar value of royalty receipts as a result of movements in the \$A oil price, depending on the share of sales that are hedged or contracted.

Fitzroy River Corporation Ltd (**Fitzroy, FZR or Company**) is pleased to report on its activities during the quarter ended 31 December 2020.

1. Summary of Announcements during and post the December Quarter:

<u>Date:</u>	<u>Announcement:</u>
23 October	Annual Report to Shareholders
23 October	Corporate Governance Statement
23 October	Appendix 4G
23 October	Notice of Annual general Meeting/Proxy Form
29 October	Quarterly Cashflow Report
29 October	Quarterly Activities Report
25 November	Results of Meeting
25 November	Change of Auditor
12 January	Company Presentation

Table 1: Summary of ASX releases on the ASX Fitzroy Platform during and post the December Quarter.

2. Loan Facility:

There was no change in the Company's Loan Balance during the quarter. The loan balance is \$2.5m and is repayable on 14 November 2021.

3. Canning Basin Royalties:

3.1 Buru Royalty:

During the quarter, Fitzroy received a royalty of \$31,552 from Buru in respect of a lifting of ~74,819 bbls of oil in July. Subsequent to the end of the quarter, Fitzroy received a royalty payment of \$68,233 in respect of two separate liftings of oil with the first lifting of ~71,038 bbls completed in October and the second lifting of ~67,757 bbls completed in December.

In its Quarterly Activities Report released to the ASX on 27 January, 2021, Buru announced a number of key developments as follows:

- Origin has committed to fund \$16m carry of 2 exploration wells (Rafael 1 and Kurrajong 1) (both located on royalty tenements).

- Origin has committed to an extensive regional and prospect level seismic program on the Buru Permits with Origin carrying the first \$3million. Note that some of the seismic program relates to EP 457 and EP 458 and that Fitzroy do not own a royalty over these tenements.
- Buru has announced that it will remain as the operator of all the royalty exploration permits, and the farm-out to Origin does not include the Yulleroo Gasfield, which has been retained 100% by Buru, over which Fitzroy has a royalty;
- Buru has stated that the agreed work program includes a commitment to drill the Rafael 1 and Kurrajong 1 conventional oil exploration wells as soon as practicable in 2021 after the end of the current northern Australian wet season; and
- The Buru/Roc Oil Joint Venture is reviewing further development drilling and workover activity on the Ungani Oilfield which is being progressed with the aim of increasing production and slowing predicted production declines. Buru stated in part “...*The quarterly production was considerably impacted by wet weather during the month of December with the Ungani access road being closed intermittently due to heavy rainfall. Further heavy rainfall has continued to impact production during January. Production from the existing Ungani Oilfield wells is declining largely in line with field reservoir modelling, with continuous improvements being implemented to optimise oil recovery both for the surface production facilities and the downhole well configurations...*”.

4. Other Royalties:

4.1 Weeks Royalty Interest:

During the quarter, Fitzroy received a royalty payment through its wholly owned subsidiary, Royalco Resources Pty Ltd (**Royalco**). The total royalty paid for the quarter ended 30 September 2020 was \$518,086. The royalty for the December quarter is due late February.

4.2 Silver Mines Royalty:

Fitzroy has a 2% Net Smelter Return (**NSR**) reducing to 1% after the receipt of US\$5m, generated from the sale of any silver or other ores, concentrates or other primary, intermediate product or any other mineral substances (**Product**) produced from within EL5920 that is owned by Silver Mines Limited (**ASX: SVL**).

In its AGM presentation on 27 November 2020, SVL stated in relation to the Bowdens Silver project:

- Feasibility complete for 2.0 Mtpa development;
- Development Application and Environmental Impact Statement (**EIS**) submitted;
- Primary aspects of EIS show very positive outcomes across the board;
- Public exhibition period closed 27th July, outstanding support locally;
- Clear pathway to development approval;
- One of the largest undeveloped silver deposits globally;

- Major Exploration Targets at Bowdens and surrounds:
 - Confirmed significant high-grade extensions to mineralisation close to mine.
 - Discovered new base-metal massive sulphide including gold.
 - Discovered porphyritic felsic intrusion under the current resource; and
- Commenced 10,000 metre drilling program.

Subsequent to the end of the quarter, on 28 January, SVL announced significant high-grade drill results from the Bowdens Silver Project.

Full details of the results including required JORC information can be obtained by accessing the full announcement by SVL.

4.3 Blackwater Gold Royalty:

On 3 December 2020, Federation Mining announced that it had made good progress towards the mid December start date for the decline development.

Subsequent to the quarter end, in mid-January Federation Mining announced via Linked in that they had hit the 20 metre mark on the main tunnel. See photo from LinkedIn posted January 2021.

5. Investment Highlights:

5.1 Byron Energy Limited:

Fitzroy continues to monitor its investment in Byron Energy Limited (ASX: **BYE** or **Byron Energy**). Fitzroy holds approximately 12.21m shares in Byron Energy.

5.2 High Peak Royalties Limited:

Fitzroy also continues to monitor its investment in High Peak Royalties Limited (ASX: HPR or High Peak). Fitzroy holds approximately 5.7m shares in High Peak.

5.3 Spark Exploration Pty Ltd:

During the quarter, private Australia unlisted entity, Spark Exploration Pty Ltd (**Spark**), undertook a free distribution of equity to all shareholders other than the founding shareholders, in appreciation for the ongoing support of the company. As a result, Fitzroy was issued with a further 3,354,472 new shares bringing its total shareholding to 5,031,708 shares in addition to 922,480 warrants. Spark's assets are in the UK North Sea and border an asset held by Hurricane Energy plc, a London Stock Exchange listed company.

6. Details of Royalties:

6.1 Canning Basin Royalties:

Fitzroy holds royalty interests in several permits in the Canning Basin originally acquired via 2 separate Royalty Deeds, the Canning Basin Royalty Deed and the Lennard Shelf Royalty Deed.

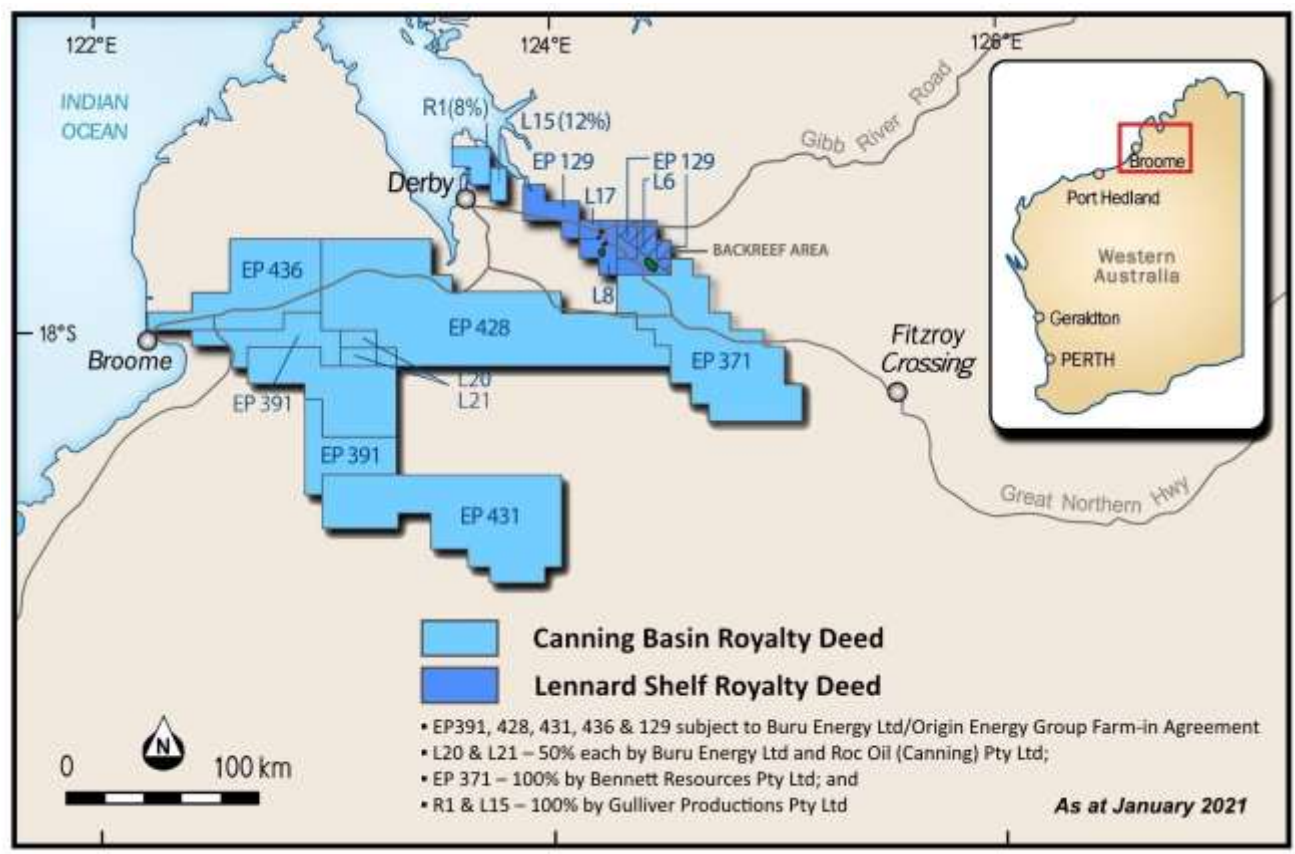


Figure 1: Map of Tenements over which Fitzroy has a royalty.

The map above shows the location of the Company’s Canning Basin royalty interests with the Canning Basin Royalty Deed royalties shown in light blue and the Lennard Shelf Royalty Deed royalties in dark blue.

6.2 Canning Basin Royalty Deed:

EP or PL #	Date Issued	Expiry	Area (km2)	Registered Holder
EP 391	1 Feb. 2015	31 Jan. 2024	2,274.7736 (26 bl.)	Buru Energy Limited
EP 371	31 July 2014	30 July 2023	3,663.2577 (45 bl.)	Bennett Resources Pty Ltd (Black Mountain Exp.
EP 428	31 July 2014	30 July 2023	6,431.9741 (79 bl.)	Buru Energy Limited
EP 431	31 July 2014	30 July 2023	4,211.4604 (52 bl.)	Buru Energy Limited
EP 436	31 July 2014	30 July 2023	2,404.1372 (30 bl.)	Buru Energy Limited
L20	2 July 2015	-	162.7085 (2 bl.)	Buru Energy Limited/Roc Oil (Canning) P/L (50/50)
L21	2 July 2015	-	162.6399 (2 bl.)	Buru Energy Limited/Roc Oil (Canning) P/L (50/50)
R 1	11 Oct 2016	10 Oct 2022	245.1571 (3 bl.)	Gulliver Productions Pty Ltd ¹
L 15	1 April 2010	31 Mar. 2031	163.46 (2 bl.)	Gulliver Productions Pty Ltd ¹

Table 2: Schedule of Tenements under the Canning Basin Royalty Deed. (bl = blocks)

6.3 Lennard Shelf Royalty Deed:

EP or PL #	Date Issued	Expiry	Area (km2)	Held by
EP 129 ²	18 March 2016	17 March 2025	652.9955 (8 bl.)	Buru Energy Limited
L 6 ²	19 May 2006	18 May 2027	407.9 (5 bl.)	Buru Energy Limited
L 8	19 May 2006	18 May 2027	326.3084 (4 bl.)	Buru Energy Limited
L 17	10 April 2013	Indefinite	81.6 (1 bl.)	Buru Energy Limited

Table 3: Schedule of Tenements under the Lennard Shelf Royalty Deed.

¹ Gulliver Productions Pty Ltd is a 100% subsidiary of ASX listed Rey Resources Limited (ASX: REY).

² Fitzroy is monitoring the activities on the 'Backreef Area' of EP 129 and L6, particularly those of Emperor Energy Ltd (ASX: EMP) (formerly Oil Basins Ltd). It is understood that Buru holds 100% of the Backreef Area on trust for Emperor Energy Ltd due to the completion of the drilling of the East Blina-1 well on 31 October 2012 in accordance with the 'Backreef Play Agreement' dated 30 October 2008. Until such time as a deed of covenant is executed, the contractual relationship governing the 3% royalty obligation (which is registered against EP 129 and L6) is between Fitzroy and Buru alone.

6.4 Other Royalties:

Schedule of royalty interests held through the Company's wholly owned subsidiary, Royalco.

PROJECT	OPERATOR	ROYALTY	COMMODITY
Weeks	ExxonMobil/Gippsland Basin JV	1% of 2.5%	Hydrocarbons
Reefton-Blackwater	Oceana Gold Ltd (ASX: OGC). Subject to an option (in respect of the area which was previously EP 40542) exercisable at any time until a decision to mine to buy back the royalty for the sum of A\$5million indexed from 14 May 1991 (currently approx. \$A9.5m).	1-3% ORR	Gold
Sam's Creek	Oceana Gold New Zealand Ltd (20%) and Sam's Creek Gold Limited (80%). Sandfire Resources has recently agreed to sell its interest in Sam's Creek to Auris (ASX:AUR)	1% ORR	Gold
Mt Garnet	Consolidated Tin Mines Limited (ASX: CSD)	3% NSR	Zinc, lead, silver
Bowden's	Silver Mines Ltd (ASX: SVL)	1 – 2 % NSR	Silver
LFB (Molong)	Regis Resources Ltd (ASX: RRL)	3% NSR	Gold, copper

Table 4: Schedule of royalty interest held by Fitzroy's wholly owned subsidiary, Royalco.

As announced in the September 2020 Quarterly Activities Report, Fitzroy has undertaken a review of all Royalties acquired through the acquisition of Royalco and in particular, the status of a number of separate tenements under the Oceana Gold Royalty Agreement. However, all tenements (other than Sams Creek and Reefton Blackwater) on which there was previously a royalty have expired, and accordingly there are no other royalties which are current.

There has been some recent activity in respect of some of Sam's Creek including:

- Announcements by Auris Limited (ASX: **AUR**):
 - On 30 September, AUR announced that Sandfire Resources Ltd (ASX: **SFR**) (**Sandfire**) has reached agreement to sell its 80% interest in the Sam's Creek Gold Project to AUR via the acquisition of Sandfire's wholly owned subsidiary, Sams Creek Gold Ltd. AUR announced on 9 November that the acquisition remains subject to the satisfaction of a number of conditions precedent by 31 March 2021; and
 - In late October, AUR announced that diamond drilling is set to commence at the Sam's Creek Project in early November 2020.

7. **Information Pursuant to Listing Rule 5.4.3 and 5.3.5:**

In accordance with ASX Listing Rule 5.4.3, but noting its several royalty interests as described above, Fitzroy advises that:

- 1) No petroleum tenements were held at the end of the Quarter;
- 2) No petroleum tenements were acquired or disposed of during the Quarter;
- 3) The beneficial percentage interests held in farm-in or farm-out agreements at the end of the Quarter was nil; and
- 4) The beneficial percentage interests in farm-in or farm-out agreements acquired or disposed of during the Quarter was nil.

In accordance with ASX Listing Rule 5.3.5 and as noted in section 6 of the Appendix 5B, payments of \$50,000 were made during the quarter comprising Non-Executive Director and company secretarial fees. No other payments were made to any related parties of the entity or their associates.

8. **Events Subsequent to the Quarter:**

Subsequent to the end of the quarter, Fitzroy released its Company Presentation to the ASX on 12 January.

This quarterly activities report has been approved for release by the full Board of Fitzroy River Corporation Limited. Contact details regarding this announcement:

Malcolm McComas – Chairman

0412 016 009 - mccomas.m@gmail.com

Dated: 29 January 2021

Important

Certain information in this report refers to the statements, intentions or opinions of Buru Energy Ltd (ABN 71 130 651 437, ASX Code: BRU) and is based on public statements by it. Statements have been attributed to Buru Energy Ltd where applicable. Petroleum production targets announced by Buru Energy Ltd are subject to risks, uncertainties and other factors that may cause Fitzroy's actual results, performance or achievements to differ from those suggested or referred to in this report and regard should be given to Buru's statements and other announcements concerning the risks, uncertainties and other factors that may cause Buru to not meet production targets or result in delays meeting those targets. As and when Fitzroy becomes aware of information concerning it in connection with its royalty and other assets then Fitzroy intends to comply with its continuous disclosure obligations under Australian law. Information about specified events or matters that may have some connection with Fitzroy's royalty assets is often being made known or generally available by Buru Energy Ltd (ABN 71 130 651 437, ASX Code: BRU) or other listed entities, and other information may consist of readily observable matters. Market participants and investors making or drawing their own deductions, conclusions or inferences from any other company's ASX announcements do so at their own risk.

Appendix 5B

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

Name of entity

FITZROY RIVER CORPORAITON LIMITED

ABN

75 075 760 655

Quarter ended ("current quarter")

31 DECEMBER 2020

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	163	308
1.2 Payments for		
(a) exploration & evaluation		
(b) development		
(c) production		
(d) staff costs		
(e) administration and corporate costs	(71)	(214)
1.3 Dividends received (see note 3)		
1.4 Interest received		1
1.5 Interest and other costs of finance paid	(63)	(148)
1.6 Income taxes paid		
1.7 Government grants and tax incentives		
1.8 Other (provide details if material)		
1.9 Net cash from / (used in) operating activities	29	(53)
2. Cash flows from investing activities		
2.1 Payments to acquire or for:		
(a) entities		(77)
(b) tenements		
(c) property, plant and equipment		
(d) exploration & evaluation		
(e) investments		
(f) other non-current assets		

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 (6 months) \$A'000
2.2	Proceeds from the disposal of:		
	(a) entities		
	(b) tenements		
	(c) property, plant and equipment		
	(d) investments	22	732
	(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	22	655

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		(1,000)
3.7	Transaction costs related to loans and borrowings		
3.8	Dividends paid		
3.9	Other (provide details if material)		
3.10	Net cash from / (used in) financing activities	-	(1,000)

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	174	623
4.2	Net cash from / (used in) operating activities (item 1.9 above)	29	(53)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	22	655
4.4	Net cash from / (used in) financing activities (item 3.10 above)	-	(1,000)

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 (6 months) \$A'000
4.5	Effect of movement in exchange rates on cash held		
4.6	Cash and cash equivalents at end of period	225	225

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	225	174
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)	225	174

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	50
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>		

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.</i>		
<i>Add notes as necessary for an understanding of the sources of finance available to the entity.</i>		
7.1	2,500	2,500
7.2		
7.3		
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.	
	Secured term loan from Sir Ron Brierley at 10% pa, repayable on 14 November 2021.	

8. Estimated cash available for future operating activities	\$A'000
8.1	29
8.2	-
8.3	29
8.4	225
8.5	-
8.6	225
8.7	N/A
<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
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
<i>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.</i>	

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.

29 January 2021

Date:

The Board of Fitzroy Rover Corporation Limited

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 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.