

Quarterly Activities Report (Quarter ended 31 March 2021)

Highlights:

- **Capital Management**
 - Completion of Entitlement Offer raising \$2.6m before costs; and
 - Entitlement Offer funds used to repay acquisition finance debt facility in full.
- **Buru Royalty**
 - Royalty of \$68,233 received during the quarter; and
 - No sales during the quarter, but subsequent to quarter's end, approx. 70,000 barrels was sold. The royalty on this will be due next quarter.
- **Weeks Royalty**
 - During the quarter, Esso Australia announced that it was on track to start delivering gas from its West Barracouta gas project (which is covered by Royalco's Weeks Royalty);
 - subsequent to quarter end, Esso announced that gas had started flowing;
 - Royalty of \$91,185 received during the quarter for the quarter ended 31 December 2020;
 - Royalty for the March quarter is expected in late May; and
 - Total royalties of \$443,883 for the 12 months to 31 December 2020.
- **Bowden's Royalty**
 - Mining Lease Application lodged for the development of the Bowden's Silver Project;
 - Silver Mines Ltd (SVL) has stated that no objections have been received to the EIS submitted in May 2020 from any government or regulatory authority with resounding public support¹; and
 - SVL reports continuing Significant high grade drill results from ongoing drilling and resource definition².
- **Blackwater Gold Royalty**
 - Decline development continues which includes 296 metres of advancement on the main tunnel; and
 - Expansion in site workforce and infrastructure support³.
- **Highlights in relation to Exploration Permits and Production Licences relating to Buru Royalty**
 - Ungani Oilfield production for the quarter of ~46,000 bbls (gross) at a daily rate of ~511 bopd;
 - No oil sales for the quarter with a lifting post quarter end on 9 April of ~70,000 bbls (gross);
 - Three well Canning Basin drilling program on track to commence in June using Ensign 963 drilling rig⁴2021; and
 - Post quarter end, Ungani daily production increased to in excess of 1,000 bopd⁵.

¹ ASX announcement dated 26 April 2021

² ASX announcement dated 19 February 2021

³ Business updated Federationmining.com.au

⁴ ASX announcement dated 19 April 2021

⁵ ASX announcement dated 27 April 2021

○ **COVID-19 Impacts**

The Company's risk profile remains 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 from 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.

however, the Company notes that the potential for increased royalties as a result of the activities of Buru, SVL and Federation Mining noted above.

Fitzroy River Corporation Ltd (**Fitzroy, FZR or Company**) is pleased to report on its activities during the quarter ended 31 March 2021.

1. Summary of announcements during and post the March quarter:

Date:	Announcement:
12 January	Company Presentation
29 January	Quarterly Activities and Cashflow Reports \$
5 February	Half Yearly Report and Accounts
17 February	Trading Halt \$
17 February	FZR Announces Accelerated Non-Renounceable Entitlement Offer \$
17 February	Proposed Issue of Securities
17 February	Cleansing Notice
19 February	Results of Institutional Component of Entitlement Offer \$
24 February	Dispatch of Offer Booklet
25 February	Appendix 2A
26 February	Change of Director's Interest Notice – Susan Thomas
26 February	Change in Substantial Holding – Flexiplan Management Pty Ltd <Susan Thomas PSF A/C>
11 March	Change in Substantial Holding – Noontide Investment Ltd
19 March	Results of Retail Entitlement Offer \$

23 March	Appendix 2A – Completion of Capital Raising
23 March	Change of Director’s Interest Notice – Susan Thomas
23 March	Change of Director’s Interest Notice – Malcolm McComas
23 March	Change in Substantial Holding – Rocket Science Pty Ltd ATF The Trojan Capital Fund
14 April	Director Appointment/Resignation

Table 1: Summary of ASX releases during and post the March Quarter. \$ = price sensitive.

2. Capital Management:

During the quarter, the Company announced a fully underwritten accelerated pro rata 1 for 4 non-renounceable entitlement offer of new shares at an issue price of \$0.12 per share (**Offer**) which raised a total of approx. \$2.6m before costs of the Offer. The Offer was conducted by way of an accelerated institutional component followed by a retail component and resulted in the issue of 21,590,850 new shares in the Company. Funds from the Offer were used to repay in full the acquisition finance debt facility outstanding balance of \$2.5m. The Company now has a total of 107,954,251 shares on issue.

3. Canning Basin Royalties:

3.1 Buru Royalty:

During the quarter, Fitzroy received a royalty of \$68,233 from Buru in respect of a lifting of ~71,038 bbls of oil in October 2020 followed by a further lifting of 67,757 bbls of oil in December 2020. There was no lifting in the March quarter however, Fitzroy notes that subsequent to the end of the quarter, there was a lifting of ~70,000 bbls completed on 9 April 2021 for which the Company will receive payment in July.

In its Quarterly Activities Report released to the ASX on 19 April, 2021, Buru announced a number of key developments as follows:

- A three well Canning Basin drilling program is on track to commence in June with a letter of intent signed with a drilling contractor;
- Selection of a seismic acquisition contractor for some 1,100kms of seismic;
- With the current configuration of wells, daily production at Ungani is ~800 bopd however post the end of the quarter, Buru announced that Ungani production has been increased to in excess of 1,000 bopd; and
- A pre-feasibility study is currently underway on the Yulleroo Gasfield (EP391 and 436, over which FZR has a royalty), to consider opportunities for potential renewable energy solutions including the potential for the establishment of an integrated solar and gas electricity project

for the supply of gas to local industry including to the nearby Sheffield Resources proposed mineral sands mine.

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 31 December 2020 was \$91,185. The royalty for the March quarter is due late May.

During the quarter, Esso Australia announced that it was on track to start delivering gas from its West Barracouta gas project (which is covered by the Company's Weeks Royalty) to the domestic market and, subsequent to quarter end, announced that gas had started flowing for delivery.

4.2 Bowden's Silver 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 (known as the **Bowden's Silver Project**) that is owned and being developed by Silver Mines Limited (**ASX: SVL**).

In its Quarterly Activities Report released to the market on 26 April 2021, SVL stated in relation to the Bowden's Silver Project:

- Mining Lease application lodged for the development of the Bowden's Silver Project;
- No objections to the EIS submitted for the project in May 2020 from any of the Government Agency regulators and received resounding public support;
- The proposed development comprises an open-cut mine feeding a new processing plant with conventional milling circuit and differential floatation to produce two concentrates that will be sold for smelting off site;
- The plant capacity is designed for 2 million tonnes per annum with a mine life of 16.5 years. Life of mine production is planned to be approximately 66 million ounces of silver, 130,000 tonnes of zinc and 95,000 tonnes of lead; and
- During the quarter, SVL also provided a number of updates on its exploration activities with diamond drilling continuing to test the extensions of potential source/feeder structures to the Northwest High-Grade zone and Main Zone at depth below the proposed open pit design. Significant high-grade drill results from the project were reported by SVL. Work is continuing by SVL with two diamond drill rigs operating and continuing to test high-grade silver targets and extensions to the current resource. Full

details of the results including required JORC information can be obtained by accessing the full announcements released to the ASX by SVL.

4.3 Blackwater Gold Royalty:

During the quarter, Federation Mining provided a number of updates on the progress of development work at the Snowy River Mine Project near Reefton on the south island of New Zealand. In addition to a growing workforce and infrastructure development at the project, Federation also provided an update on the decline development which now includes 296 metres of advancement on the main tunnel. Alton Drilling has mobilized to site to undertake the second diamond drill hole which will assist the team to understand the geology ahead of the development of the declines.

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:

There was no material update on the Company's investment in Spark Exploration.

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.

The map on the following page 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.

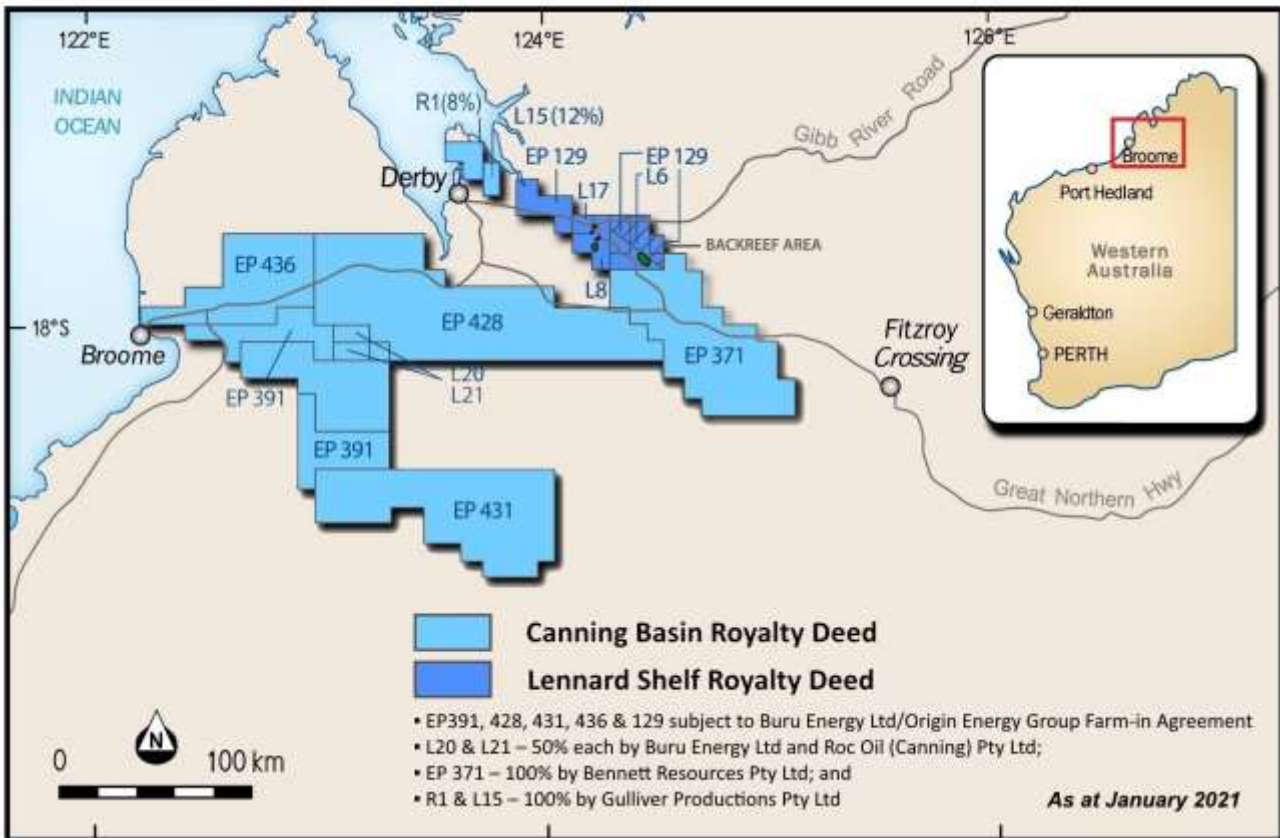


Figure 1: Map of Tenements over which Fitzroy has a royalty.

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 ⁶
L 15	1 April 2010	31 Mar. 2031	163.46 (2 bl.)	Gulliver Productions Pty Ltd ⁶

Table 2: Schedule of Tenements under the Canning Basin Royalty Deed as recorded by the WA Department of Mines, Industry, Regulation and Safety as at 26 April 2021. (bl = blocks)

⁶ Gulliver Productions Pty Ltd is a 100% subsidiary of ASX listed Rey Resources Limited (ASX: REY).

6.3 Lennard Shelf Royalty Deed:

EP or PL #	Date Issued	Expiry	Area (km2)	Held by
EP 129 ⁷	18 March 2016	17 March 2026	652.9955 (8 bl.)	Buru Energy Limited
L 6 ⁷	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.

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). Federation Mining have an option to purchase Reefton from OGC.	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.

⁷ 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.

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:

There have been no material events subsequent to the end of the quarter, not already outlined above.

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: 28 April 2021

Important

Certain information in this report refers to the statements, intentions or opinions of other entities in which the Company either has an investment or a royalty over assets held by that entity and is based on public statements by those entities. Statements have been attributed to each entity where applicable. Petroleum production targets, exploration targets, reserves etc announced by these entities 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 those statements and other announcements concerning the risks, uncertainties and other factors that may cause those entities 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 royalties, investments 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 or investments are often being made known or generally available by the entities referred to in this report 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 MARCH 2021

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	159	467
1.2 Payments for		
(a) exploration & evaluation		
(b) development		
(c) production		
(d) staff costs		
(e) administration and corporate costs	(147)	(361)
1.3 Dividends received (see note 3)		
1.4 Interest received		1
1.5 Interest and other costs of finance paid	(70)	(218)
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	(58)	(111)
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 (9 months) \$A'000
2.2	Proceeds from the disposal of:		
	(a) entities		
	(b) tenements		
	(c) property, plant and equipment		
	(d) investments	66	798
	(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	66	721

3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	2,591	2,591
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	(140)	(140)
3.5	Proceeds from borrowings		
3.6	Repayment of borrowings	(2,500)	(3,500)
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	(49)	(1,049)

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	225	623
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(58)	(111)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	66	721
4.4	Net cash from / (used in) financing activities (item 3.10 above)	(49)	(1,049)

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		
4.6	Cash and cash equivalents at end of period	184	184

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	184	225
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)	184	225

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. 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.		
The company's borrowings have been repaid in full during the March 2021 quarter.		

8. Estimated cash available for future operating activities	\$A'000
8.1 Net cash from / (used in) operating activities (item 1.9)	(58)
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)	(58)
8.4 Cash and cash equivalents at quarter end (item 4.6)	184
8.5 Unused finance facilities available at quarter end (item 7.5)	-
8.6 Total available funding (item 8.4 + item 8.5)	225
8.7 Estimated quarters of funding available (item 8.6 divided by item 8.3)	3.17
<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.

28 April 2021

Date:

The Board of Fitzroy River 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.