

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 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	216	799
1.2 Payments for		
(a) research and development	-	-
(b) product manufacturing and operating costs	-	-
(c) advertising and marketing	(5)	(57)
(d) leased assets	-	-
(e) staff costs	(327)	(1,137)
(f) administration and corporate costs	(525)	(1,854)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	5	12
1.5 Interest and other costs of finance paid	(21)	(21)
1.6 Income taxes paid	-	-
1.7 Government grants and tax incentives	-	45
1.8 Other - GST refunds and misc expense	8	44
1.9 Net cash from / (used in) operating activities	(649)	(2,169)

2. Cash flows from investing activities		
2.1 Payments to acquire or for:		
(a) entities	-	-
(b) businesses	-	-
(c) property, plant and equipment	-	(2)
(d) investments	-	-
(e) intellectual property	-	-
(f) other non-current assets	-	(453)

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (9 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	-	100
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	Net cash from / (used in) investing activities	-	(355)

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	400	1,400
3.6	Repayment of borrowings	(1,000)	(1,000)
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other - security deposit released	-	-
	- shares buy-back	(1)	(5)
3.10	Net cash from / (used in) financing activities	(601)	395

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	3,532	4,408
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(649)	(2,169)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	-	(355)

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (9 months) \$A'000
4.4	Net cash from / (used in) financing activities (item 3.10 above)	(601)	395
4.5	Effect of movement in exchange rates on cash held	8	11
4.6	Cash and cash equivalents at end of period	2,290	2,290

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	2,290	3,532
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)	2,290	3,532

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	(227) *
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 (\$152), office lease (\$75)

7.	Financing facilities <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>	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
7.1	Loan facilities	-	-
7.2	Credit standby arrangements	-	-
7.3	Other (Convertible Loan)	25,000	22,350
7.4	Total financing facilities	25,000	22,350
7.5	Unused financing facilities available at quarter end		2,650
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. 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: (i) \$5 million granted on 15 September 2016; and (ii) \$10 million granted on 21 March 2017, which had been subsequently increased to \$20 million. As of 31 March 2023, a total of \$22.35 million had been drawn down by the Company.		

8.	Estimated cash available for future operating activities	\$A'000
8.1	Net cash from / (used in) operating activities (item 1.9)	(649)
8.2	Cash and cash equivalents at quarter end (item 4.6)	2,290
8.3	Unused finance facilities available at quarter end (item 7.5)	2,650
8.4	Total available funding (item 8.2 + item 8.3)	4,940
8.5	Estimated quarters of funding available (item 8.4 divided by item 8.1)	7.61
	<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.

26 April 2023

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 March 2023

Corporate

As of 31 March 2023, the Company together with its subsidiaries (the “Group”) maintained a cash balance of approximately \$2.29 million and has an available loan facility of \$2.65 million granted by Star Diamond Developments Limited.

During the quarter, 35,340 shares were bought back by the Company under the share buyback program at an average price of \$0.0426 per share and cancelled.

Pursuant to section 6 of the Company’s Appendix 4C, the Company paid approximately \$227,000 to the related parties during the quarter, of which \$152,000 were consulting and director fees and \$75,000 were office rentals.

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 the sale of its Cloncurry project and received the balance of consideration of \$1.5 million from Fetch Metals Limited (“Fetch”) by selling back all the shares in Fetch held by AIV.

In March 2023, AIV announced the commencement of advanced exploration targeting at its Esk Copper-Gold project. The project is 100% owned by AIV and located in the New England Orogen in southeast Queensland between the towns of Gayndah and Goomeri, 215 km due northwest of Brisbane. The Esk Copper and Gold project is host to mineralisation with similarities to many High-K Calcalkalic to Alkalic Porphyry copper-gold deposits, near surface supergene copper deposits, as well as potential for breccia-pipe hosted gold-copper deposits.

As of 31 March 2023, the Group holds 16.13% of the issued capital of AIV with a market value of \$1.04 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.

On 13 February 2023, REY announced that it has entered into a binding letter agreement with Buru Fitzroy Pty Ltd (“Buru”) and Origin Energy West Pty Ltd (“Origin”), pursuant to which Origin’s 40% interest in EP457 and EP458 (“Permits”) will be assigned back to Buru and REY equally in accordance with their pre-farmin equities. Buru will remain Operator of the Permits with a participating interest of 60%, with REY holding the remaining 40%.

On 6 March 2023, REY announced the appointment of Mr William Kuan as director of the company. Mr Kuan has been working for REY as the company secretary since 1 July 2020.

As at 31 March 2023, the Group holds 16.36% of the issued capital of REY with a market value of \$4.85 million.

**Key Petroleum Limited ("KEY")**

An ASX-listed oil and gas exploration company with asset holdings (ATP 920 & 924) in the Cooper Eromanga Basin in Queensland located between the Inland and Cook/Cuisinier Oil Fields, with the eastern assets located just north of the Eromanga Oil Refinery.

On 30 March 2023, KEY announced the completion of sale of its onshore Perth Basin assets and received 31,378,015 shares in Triangle Energy (Global) Limited (ASX: TEG), which had been sold immediately on the market and the net proceeds after costs of \$562,319.13 received on 29 March 2023.

As at 31 March 2023, the Group holds 11.45% of the issued capital of KEY with a market value of \$0.23 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 \$28,600 as at 31 March 2023.

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.

The Dawson West project, which is 87.5% owned by CMR, has confirmed export quality thermal coal resources with seams of mineable thickness expected to extend further into unexplored areas. CMR has defined a JORC2012 code compliant resource, with a total of 876Mt (188Mt Indicated, 688Mt Inferred resource). During the quarter, CMR together with its JV partner continued the development of the sample pit operations on the project with satisfactory progress.

ASF Technologies (Australia) Pty Ltd ("ASFTA")

ASFTA is an Australian company that has developed a flat opposed cylinder boxer-type engine that uses patented Scotch Yoke mechanisms giving the engine advantages in weight, length, width, height, vibration and emissions over other conventional engines in its class.

ASFTA's Scotch Yoke engine was originally developed over 20 years ago and is patented (7 patents so far) and has been tested by VW, Ford, Cosworth, FEV and others. The engine is the first successful 4 stroke Scotch Yoke engine to be specifically designed and developed for modern Hybrid and Range Extender vehicles and can achieve Euro 6d and China 6b emissions on China RON 92 fuel with minimum expensive add on technologies. The engine does not need Turbo charging, VVT, EGR or GDI to meet the European 6d or China 6b emission regulations.

During the quarter, ASFTA has been progressing engine testing to target completion by mid/late 2023. The engine can run on Gasoline, LPG, CNG and HYDROGEN fuels.

The Company holds 62% of the issued capital of ASFTA.

BSF Enterprise PLC ("BSFA")

BSFA is listed on the London Stock Exchange's Main Market and has a 100% owned subsidiary 3D Bio-Tissues Ltd ("3DBT").

3DBT was spun-out from Newcastle University, UK in 2019 and is a bio-technology company specialising in serum-free media, skin care and tissue engineering.

3DBT has developed a proprietary platform technology termed "tissue templating" (commonly referred to as "tissue engineering") that facilitates the production of a variety of animal tissue types for multiple uses. This technology aims to offer structured, functional and scalable tissue replicates with potential applications in clinical settings for the replacement of human skin & corneas or broader uses in consumable protein including lab grown meat.

Amongst other intellectual property, 3DBT has also:

- successfully producing in January 2023, the UK's first steak fillet of structured cultivated meat in its Newcastle-based laboratory. The fillet of pork was subsequently cooked and eaten by 3DBT management team. The fillet was produced using 3DBT's patented, serum-free and animal-free cell booster, City-mix™ which eliminated the requirement of conventional plant-based scaffolds, blends or fillers;
- distributes and sells 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
- distributing Skin Care Products: Lipopeptide Etsyl™ being 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.

BSFA announced on 29 March 2023 that it had raised £2.9 million by way of an oversubscribed placing of 17,200,00 new ordinary shares in the capital of BSFA at a price of 17p per share. Use of proceeds will go towards:

- continued development of the company's cultivated meat fillets
- ongoing expansion of 3DBT's City-Mix™ production capacity
- further development of 3DBT's lab-grown leather products
- advancement of 3DBT's cornea proposition

The Company through its subsidiary BSF Angel Funding Limited holds 16,610,944 fully paid ordinary shares of BSFA with a market value of approximately A\$5.36 million (GBP2.91 million) as at 31 March 2023.

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 excellent 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. The company has also made good sales progress for the other project named "the AU" located at Surfers Paradise, Gold Coast. It is expected these two projects 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 working to form tailor-made wholesale funds to capture a diverse array of investment opportunities.



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 a diversified investment company with an international outlook and a history of more than 40 years. In an increasingly dynamic global market, we are experienced in spearheading strategic trade and investment between Australia and the world. Our insight and experience with transnational trade and investment allows us to generate value and maximise returns in our focus sectors of property, resources, technology and financial services.

Authorised by:
Board of ASF Group Limited

For further information, please contact:
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