Consolidated Financial Statements
(Expressed in Canadian dollars)

CHATHAM ROCK PHOSPHATE LIMITED

For the year ended March 31, 2020 and 2019

CONTENTS

CANADIAN DECLARATION

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying consolidated financial statements of Chatham Rock Phosphate Limited and all the information in this annual report are the responsibility of management and have been approved by the Board of Directors.

The consolidated financial statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS"). Financial statements are not precise since they include certain amounts based on estimates and judgments. Management has determined such amounts on a reasonable basis in order to ensure that the financial statements are presented fairly, in all material respects. Management has prepared the financial information presented elsewhere in the annual report and has ensured that it is consistent with that in the financial statements.

Chatham Rock Phosphate maintains systems of internal accounting and administrative controls in order to provide, on a reasonable basis, assurance that the financial information is relevant, reliable and accurate and that the Company's assets are appropriately accounted for and adequately safeguarded.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the financial statements. The Board carries out this responsibility principally through its Audit Committee ("Committee").

The Committee is appointed by the Board, and the majority of its members are independent non-executive directors. The Committee meets at least four times a year with management, and as required with the external auditors, to discuss internal controls over the financial reporting process, auditing matters and financial reporting issues, to satisfy itself that each party is properly discharging its responsibilities, and to review the quarterly and the annual reports, the financial statements and the external auditors' report. The Committee reports its findings to the Board for consideration when approving the financial statements for issuance to the shareholders. The Committee also considers, for review by the Board and approval by the shareholders, the engagement or reappointment of the external auditors, Grant Thornton New Zealand Audit Partnership. Grant Thornton New Zealand Audit Partnership were engaged to audit the consolidated financial statements in accordance with Canadian Generally Accepted Auditing Standards and International Standards on Auditing (New Zealand) on behalf of the shareholders. Grant Thornton New Zealand Audit Partnership has full and free access to the Audit Committee.

Chris Castle
Chief Executive Officer

Robyn Hamilton
Chief Financial Officer

July 29, 2020

NEW ZEALAND DECLARATION

DIRECTORS' DECLARATION

In the opinion of the directors of Chatham Rock Phosphate Limited, the consolidated financial statements and notes, on pages 7 to 39:

- materially comply with both International Financial Reporting Standards ("IFRS") and generally accepted accounting practice in New Zealand and give a true and fair view of the financial position of the company and the group as at March 31, 2020 and the results of their operations and cash flows for the year ended on that date, and

- Have been prepared using appropriate accounting policies, which have been consistently applied and supported by reasonable judgements and estimates.

The directors believe that proper accounting records have been kept which enable, with reasonable accuracy, the determination of the financial position of the company and the group and facilitate compliance of the financial statements with the Financial Reporting Act 2013 and Financial Markets Conduct Act 2013.

The directors consider that they have taken adequate steps to safeguard the assets of the company and group, and to prevent and detect fraud and other irregularities. Internal control procedures are also considered to be sufficient to provide a reasonable assurance as to the integrity and reliability of the financial statements.

The directors present the financial statements for Chatham Rock Phosphate Limited for the year ended March 31, 2020.

For and on behalf of the Board of Directors

/S/ C Castle

C Castle
Director
Date: July 29, 2020

/S/ J Hatchwell

J Hatchwell
Director
Date: July 29, 2020

Independent Auditor's Report

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To the Shareholders of Chatham Rock Phosphate Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Chatham Rock Phosphate Limited (the "Company"), which comprise the consolidated balance sheet as at March 31, 2020, and the consolidated statements of operations and comprehensive (loss)/income, consolidated statement of changes in equity and consolidated statements of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Chatham Rock Phosphate Limited as at March 31, 2020, and the results of its operations and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 2(d) in the consolidated financial statements, which indicates that the Group requires a marine consent in order to undertake its proposed operations. The Group previously applied for a marine consent on February 11, 2015 which was declined at the time, however Directors plan to re-submit its consent application once additional funding has been secured.

In respect to the additional funding, Directors forecast they have sufficient cash to operate for a period of 12 months from the date of the financial statements, but they do not currently have committed funding for operations beyond this point, or to fully fund the marine consent reapplication process.

These events or conditions, along with other matters as set forth in Note 2(d), indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other matter

The consolidated financial statements of the Company for the year ended March 31, 2019 were audited by another auditor who expressed an unmodified opinion on those consolidated financial statements on June 12, 2019.

Information other than the consolidated financial statements and auditor’s report thereon

Management is responsible for the other information. The other information comprises the Management Discussion and Analysis but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to a going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative to do so.

Those charged with governance are responsible for overseeing the Company’s financial reporting process.

Auditor’s responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this auditor’s report is Brayden Smith.

Grant Thornton New Zealand Audit Partnership

Grant Thornton

Wellington, New Zealand
July 29, 2020

CHATHAM ROCK PHOSPHATE LIMITED

Consolidated Statement of Financial Position
(Expressed in Canadian dollars)

	Notes	March 31, 2020	March 31, 2019
Assets			
Current assets:			
Cash and cash equivalents		$ 12,352	$ 243,615
Accounts receivable and other receivables		8,218	57,880
Current tax assets		-	2,113
Other current assets	5	50,754	81,464
		71,324	385,072
Non-current assets:			
Property, plant and equipment		-	104
NZX Bond		12,762	13,668
Mineral property interest	6	4,456,736	4,680,435
		4,469,498	4,694,207
Total assets		$ 4,540,822	$ 5,079,279
Liabilities and Shareholders' Equity			
Current liabilities:			
Trade and other payables	7	$ 208,222	$ 82,492
		208,222	82,492
Total liabilities		253,222	82,492
Shareholders' equity:			
Share capital	8	35,108,126	35,068,781
Foreign currency translation reserve		(355,961)	-
Employee share option reserve		214,381	230,787
Warrants reserve		230,186	-
Accumulated deficit		(30,864,132)	(30,302,781)
Total shareholders' equity		4,332,600	4,996,787
Total liabilities and shareholders' equity		$ 4,540,822	$ 5,079,279

Going concern (note 1)
Commitments and contingencies (note 19)

The accompanying notes form an integral part of these consolidated financial statements.

CHATHAM ROCK PHOSPHATE LIMITED

Consolidated Statements of Operations and Comprehensive (Loss)/ Income
(Expressed in Canadian dollars)
For the year ended March 31, 2020 and 2019

	Notes	2020	2019
Revenue		$ 5,166	$ 5,358
Finance income		2,120	-
Finance expense		(395)	(1,084)
Net finance income/(expense)	11	1,725	(1,084)
Expenses			
General and administrative expenses	12	(607,989)	(675,809)
Depreciation		(98)	-
Share-based payments	9	(39,100)	(230,787)
Exploration costs		-	(8,536)
Marine Consent Application costs		-	(981)
Expenses		(647,187)	(916,113)
Loss before income tax (continuing operations)		(640,296)	(911,839)
Income tax expense		-	-
Net loss for the period from continuing operations		(640,296)	(911,839)
Other Comprehensive Income			
Foreign currency translation**		(332,522)	(23,890)
Total comprehensive (loss)/profit for the period		$(972,818)	$(935,729)
Basic shareholders’ loss per share		$ (0.0249)	$ (0.0455)
Diluted shareholders’ loss per share		$ (0.0249)	$ (0.0455)
Weighted average number of common shares outstanding		25,746,023	20,057,457

***Items which can subsequently be reclassified to profit or loss*

The accompanying notes form an integral part of these consolidated financial statements.

CHATHAM ROCK PHOSPHATE LIMITED

Consolidated Statement of Changes in Equity
(Expressed in Canadian dollars, except number of common shares)
For the year ended March 31, 2020 and 2019

	Number of common shares	Number of warrants	Share capital	Warrants reserve	Foreign currency translation reserve	Employee share option reserve	Accumulated deficit	Shareholders' equity
Balance, April 1, 2018	17,681,093	932,074	33,843,499	-	99,955	-	(29,367,052)	4,576,402
Issue of shares, net of costs, and discretionary warrants	6,622,659	3,311,328	1,225,282	-	-	-	-	1,225,282
Share-based payments	-	-	-	-	-	230,787	-	230,787
Transactions with owners			1,225,282	-	-	230,787	-	1,456,069
Loss for the year	-	-	-	-	-	-	(935,729)	(935,729)
Other comprehensive Income – Currency Translation Loss	-	-	-	-	(99,955)	-	-	(99,955)
Total comprehensive income for the year			-	-	(99,955)	-	(935,729)	(1,035,684)
Balance, March 31, 2019	**24,303,752**	**4,243,402**	**35,068,781**	**-**	**-**	**230,787**	**(30,302,781)**	**4,996,787**
Issue of shares, net of costs, and discretionary warrants	1,999,686	1,323,657	246,722	22,809	-	-	-	269,531
Transfer of cost of warrants	-	-	(207,377)	207,377	-	-	-	-
Expiry of discretionary warrants	-	(3,413)	-	-	-	-	-	-
Cancellation of options	-	-	-	-	-	(55,506)	55,506	-
Share-based payments	-	-	-	-	-	39,100	-	39,100
Transactions with owners			39,345	230,186	-	(16,406)	55,506	308,631
Transfer	-	-	-	-	(23,439)	-	23,439	-
Loss for the year	-	-	-	-	-	-	(640,296)	(640,296)
Other comprehensive Income – Currency Translation Loss	-	-	-	-	(332,522)	-	-	(332,522)
Total comprehensive income for the year			-	-	(332,522)	-	(640,296)	(972,818)
Balance, March 31, 2020	**26,303,438**	**5,563,646**	**35,108,126**	**230,186**	**(355,961)**	**214,381**	**(30,864,132)**	**4,332,600**

The accompanying notes form an integral part of these consolidated financial statements.

CHATHAM ROCK PHOSPHATE LIMITED

Consolidated Statements of Cash flows
(Expressed in Canadian dollars)
For the year ended March 31, 2020 and 2019

	Notes	2020	2019
Cash flows from operating activities:			
Interest received		$ 1,994	$ -
Cash received from customers		9,471	5,358
Cash paid to suppliers		(446,005)	(820,212)
Interest paid		(395)	-
Tax refund received		2,055	3,267
Net cash (used in) operating activities	18	(459,130)	(811,587)
Cash flows from investing activities:			
Payments in respect of exploration and evaluation		(87,574)	(219,612)
Funds withdrawn from Lawyers' Trust account		-	4,678
Net cash (used in) investing activities		(87,574)	(214,934)
Cash flows from financing activities:			
Proceeds from issue of share capital, net of issue costs		320,531	1,189,282
Net cash from financing activities		320,531	1,189,282
Net increase/(decrease) in cash and cash equivalents		(226,173)	162,761
Cash and cash equivalents, beginning of period		243,615	81,484
Effect of foreign exchange rate fluctuations on cash held		(5,090)	(630)
Cash and cash equivalents, end of period		$ 12,352	$ 243,615

The accompanying notes form an integral part of these consolidated financial statements.

1. Nature of business and going concern

Chatham Rock Phosphate Limited (the “Group” or “CRP”) is a development-stage Group incorporated under the Business Corporations Act (British Columbia) and listed on the Toronto Stock Exchange’s Venture Exchange (“TSX-V”). The Group is also registered on the overseas company register under the New Zealand Companies Act 1993 and listed on the New Zealand Stock Exchange’s Alternative Market (“NZAX”). The Group is an FMC reporting entity under part 7 of the Financial Markets Conduct Act 2013 (New Zealand).

The Group comprises the parent Group and its wholly owned subsidiaries. The financial statements are presented for the consolidated group.

Chatham Rock Phosphate Limited’s focus is the development and exploitation of the Chatham Rise rock phosphate deposit offshore New Zealand and potential overseas phosphate projects.

The Group’s registered offices are:

- 3200 – 650 West Georgia Street, Vancouver, B.C., Canada V6B 4P7
- Level 1, 93 The Terrace, Wellington 6011, New Zealand

Accordingly, the Group has reporting obligations in both the Canadian and New Zealand jurisdictions.

2. Basis of preparation

(a) Statement of compliance:

These consolidated financial statements have been prepared in accordance with the principles of the International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). .

(b) Approval of the financial statements:

The consolidated financial statements for the year ended March 31, 2020 were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on July 29, 2020.

(c) Basis of measurement:

These consolidated financial statements have been prepared on the historical cost basis, utilising the accrual method of accounting unless otherwise described in the following notes.

2. Basis of preparation (continued)

(d) Going concern

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Group has the ability and intention to continue operations for a period of at least 12 months from the date of the financial statements. The following conditions indicate the existence of a material uncertainty that may cast significant doubt on the validity of this assumption.

Marine consent re-application

The Group requires a marine consent in order to undertake its proposed operations. On February 11, 2015, the Group was refused Marine Consent by an Independent Decision Making Committee (DMC) convened by the Environmental Protection Authority (EPA), New Zealand's environmental regulator on grounds which the Group disputes. The Directors plan is to re-submit its Marine Consent application with the EPA once additional funding (see below) has been secured. Management has conducted an independent review of the marine consent application and the EPA judgement and has identified the areas where their application was deficient. These deficiencies are to be addressed and communicated as part of the re-submission. The outcome of the re-submission is uncertain.

Additional funding

The Group incurred a net loss of $640,298 during the year ended 31 March 2020 (2019: $911,839 net loss) and as of that date the Group's current liabilities exceed its current assets by $136,898 (2019: $302,580 excess of current assets over current liabilities). During the year the Group had operating cash outflows of $546,704 (2019: $1,031,199 operating cash outflows) and had a cash balance of $12,352 (2019: $243,615).

Subsequent to year end, the Group raised $591,656 (Note 20) of additional capital. The Directors forecast they have sufficient cash to continue to fund operations for at least 12 months from the date the financial statements are signed. While management do not currently have committed funding to fund operations beyond this point, or to fully fund the marine consent re-application in its entirety, it has a history of raising additional funds and therefore expects to continue to meet its obligations for the foreseeable future, and to raise funding to complete the marine consent re-application.

Management's cash flow forecasts include the following assumptions:

- The Group continues to manage its corporate costs appropriately within existing available funds.
- The Directors will continue to raise further capital as required by one of a combination of the following: placement of shares; pro-rata issue to shareholders; and/or further issue of shares to the public.
- Expenditure is scalable such that the Group can continue to operate depending on funding obtained. This includes continuing to operate for a period of 12 months from the date of the financial statements in the event to further funding is obtained during that period.
- The Directors plan to evolve the company from a single project focus into a more diversified company, principally involving other phosphate assets.

2. Basis of preparation (continued)

The Group has obligations under the Minimum Work Programme for its existing mining permit as disclosed in Note 19. The work programme commitments have been met to date. If sufficient funding is not received the Group has the ability to apply to defer and reduce planned expenditure, similar to what the Group has done in the past.

In preparing these consolidated financial statements, the Directors have considered the above material uncertainties. They believe that the plans they have implemented to address the uncertainties are feasible. In reaching this assessment, the Directors have considered:

- the independent review of its marine consent application including the identified areas of deficiency and its assessment of further study of how these deficiencies can be addressed;
- the Group's past success in managing costs to meet available funding; and
- the Group's previous ability to raise equity funding.

On this basis, the Directors believe that the Group has the ability to generate sufficient funding to continue operations for at least the next 12 months from the date of authorising the financial statements. Hence, they consider the use of the going concern basis is appropriate.

These financial statements do not include any adjustments that may be made to reflect that situation should the Group be unable to continue as a going concern, which means it may not be able to realise its assets or settle its liabilities in the normal course of business. Such adjustments may include realising assets at amounts other than those recorded in the financial statements, in particular the Mineral property interest of $4,456,736. In addition, the Group may have to:

- provide for further liabilities that may arise;
- reclassify certain non-current assets and liabilities as current.

(a) Functional and presentation currency:

These consolidated financial statements are presented in Canadian dollars ($) as the Group's primary listing is on the Toronto Stock Exchange's Venture Exchange. The functional currency of the parent company is Canadian Dollars and the functional currency of Chatham Rock Phosphate (NZ) Limited, the subsidiary company, is New Zealand dollars (NZD), the currency of the primary economic environment in which it operates.

(b) Significant accounting judgements, estimates and assumptions:

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

2. Basis of preparation (continued)

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on amounts recognised in the consolidated financial statements:

Share-based payment transactions

The Group measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they are granted. The Company includes an estimate of forfeitures, share price volatility, expected life of awards, and risk-free interest rates in the calculation of the expense related to certain long-term employee incentive plans. These estimates are based on previous experience and may change throughout the life of an incentive plan. Such changes could impact the share-based payments reserve.

Exploration and evaluation costs

Significant judgement is required in determining whether it is likely that future economic benefits will be derived from the capitalised exploration and evaluation expenditure. In the judgement of the Directors, at March 31, 2020 exploration activities in each area of interest where amounts remain capitalised have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves. Active and significant operations in relation to each of those areas of interest are planned and nothing has come to the attention of the Directors to indicate future economic benefits will not be achieved.

The Group cannot commence mining operations without the Marine Consent. The Group filed for the Marine Consent on May 14, 2014 but was declined on February 11, 2015. While the Group considers that it has a good case to receive the Marine Consent on re- application, there is no guarantee that the Marine Consent will be granted. If the Marine Consent is not granted or is granted subject to economically unfeasible conditions, the Group will not be able to proceed with mining operations in respect of the Mining Permit, which could have a material adverse effect on the financial condition, operations, and prospects of the Group.

In the event where ongoing committed activities cannot be funded by existing financial resources, the Group will either need to raise additional capital, or meet its obligations either by farm-out or partial sale of the Group's exploration interests, or subject to negotiation and approval, vary the minimum work requirements. The Directors are continually monitoring those areas of interest and are exploring alternatives for funding the development of those areas of interest when economically recoverable reserves are confirmed. If new information becomes available that suggests the recovery of expenditure is unlikely, the amounts capitalised will need to be reassessed at that time.

2. Basis of preparation (continued)

COVID-19

The current outbreak of COVID-19 and the subsequent quarantine measures imposed by the New Zealand government as well as the travel restrictions imposed by New Zealand and other countries in early 2020 have caused disruption to businesses and economic activity.

The Group has considered the nature of the event and concluded that the impact on the Group's current activities to be minimal.

(c) New accounting standards

(i) New IFRS standards and interpretations adopted

IFRS 16 "Leases"

IFRS 16 'Leases' replaces IAS 17 'Leases' along with three Interpretations (IFRIC 4 'Determining whether an Arrangement contains a Lease', SIC 15 'Operating Leases-Incentives' and SIC 27 'Evaluating the Substance of Transactions Involving the Legal Form of a Lease').

Before the adoption of NZ IFRS 16, the Group classified each of its leases (as lessee) at the inception date as either a finance lease or an operating lease. A lease was classified as a finance lease if it transferred substantially all of the risks and rewards incidental to ownership of the leased asset to the Group; otherwise it was classified as an operating lease. Finance leases were capitalized at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments were apportioned between interest (recognized as finance costs) and reduction of the lease liability. In an operating lease, the leased property was not capitalised and the lease payments were recognized as rent expense in profit or loss within the statement of comprehensive income on a straight-line basis over the lease term. Any prepaid rent and accrued rent were recognized under Prepayments and Trade and other payables, respectively.

Upon adoption of IFRS 16, the Group applied a single recognition and measurement approach for all leases that it is the lessee, except for short-term leases and leases of low-value assets.

The Group has no leases with a term greater than 12 months at 1 April 2019 and, as such, there is no impact on the financial statements from adopting this standard.

There are no other relevant standards and revisions to standards that have been published and are mandatory for the Company's accounting periods beginning on or after 1 April 2019.

(ii) New IFRS standards and interpretations issued but not yet adopted

The standards below have been issued but not early adopted by the Group. It is expected that these will be adopted from the first period beginning on or after the effective date of the pronouncement.

2. Basis of preparation (continued)

IFRS 17 Insurance Contracts (effective date from 1 January 2021)

IFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of NZ IFRS 17 is the General (building block) Model, supplemented by:

- A specific adaptation for contracts with direct participation features (the Variable Fee Approach).
- A simplified approach (Premium Allocation Approach) mainly for short-duration contracts.

The Group does not have any of these insurance arrangements and therefore the adoption of IFRS 17 is not expected to have a material impact on the Group at the date of transition to this new standard at 1 April 2020.

3. Significant accounting policies

The accounting policies set out below have been applied consistently for all periods presented in these consolidated financial statements.

(a) Basis of consolidation:

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, the Group takes into consideration potential voting rights that currently are exercisable.

Transactions costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred. Any contingent consideration payable is measured at fair value at the acquisition date. If the contingent consideration is classified as equity, then it is not re-measured and settlement is accounted for within equity.

Otherwise, subsequent changes in the fair value of the contingent consideration are recognised in profit or loss. The Group recognises the fair value of all identifiable assets, liabilities and contingent liabilities of the acquired business.

Subsidiaries

Subsidiaries are entities controlled by the Group. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Transactions eliminated on consolidation

Intra-group balances are eliminated in preparing the consolidated financial statements.

These consolidated financial statements include the accounts of the Group and its subsidiaries. All inter-Group transactions and balances are eliminated on consolidation.

(Expressed in Canadian dollars, unless otherwise stated)

3. Significant accounting policies (continued)

(a) Basis of consolidation (continued):

Significant subsidiaries of the Group are as follows:

Name	Country of incorporation	Effective interest
Chatham Rock Phosphate (NZ) Limited	New Zealand	100
Manmar Investments One Hundred and Six (Proprietary) Limited	Namibia	100
Glass Earth (New Zealand) Limited	New Zealand	100
Pacific Rare Earths Limited	New Zealand	100

All of the subsidiaries have a March, 31 balance date.

Glass Earth (New Zealand) Limited has been removed from the New Zealand Companies Office on 20 September 2018. Manmar Investments Ond Hundred and Six and Pacific Rare Earths Limited both did not have any transactions during the years ending March 31, 2020 and 2019.

(b) Currency translation:

Transactions in currencies other than the functional currency are recorded at the rate of exchange prevailing on the date of the transaction. Monetary assets and liabilities are translated at the exchange rate in place on the reporting date. Non-monetary items that are measured at historical cost in a foreign currency are translated at the exchange rate on the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date the fair value was determined. Foreign currency translation differences are recognised in profit or loss.

For consolidation purposes, Chatham Rock Phosphate (NZ) Limited is translated into the Group's presentation currency of Canadian dollars. Assets and liabilities are translated using the exchange rate prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rate for the relevant period. Translation differences are recognised in other comprehensive income (loss) and are accumulated within equity in the currency translation reserve.

(c) Share capital:

Common shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity.

(d) Share purchase warrants:

The Group issues transferrable share purchase warrants as part of their common share capital offering. The warrants are classified as an equity instrument as it only allows the holder to purchase one common share at a fixed price and is a non-derivative contract.

3. Significant accounting policies (continued)

(d) Share purchase warrants (continued)

The consideration received on the sale of share and share purchase warrant is allocated using the residual method. The allocated amounts are presented respectively as share capital and warrants reserve account, within the Statement of Changes in equity.

Any re-measurement adjustment, as a result of a subsequent modification of the terms of warrants, is not recognised within equity.

(e) Share-based payments:

The Company has a share option plan, under which the fair value of all share-based awards as estimated using the Black-Scholes Option Pricing Model at the grant date and amortized over the vesting periods. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset is credited to share-based payments reserve.

Upon exercise of the share purchase options, consideration paid together with the amount previously recognized in share-based payment reserve is recorded as an increase to share capital. Charges for share purchase options that are forfeited before vesting are reversed from the share-based payments reserves. For those share purchase options that expire or are forfeited after vesting, the amount previously recorded in share-based payments reserve is transferred to accumulated deficit.

(f) Impairment:

Non-financial assets other than indefinite life intangibles are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

The Group conducts an annual internal review of asset values, which is used as a source of information to assess any indicators for impairment. If any impairment exists, an estimate of the asset's recoverable amount is calculated. Refer to factors considered in identifying whether the mineral asset may be impaired in Note (h).

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of an assets fair value less costs of disposal and value in use. Non-financial assets that have suffered an impairment are tested for possible reversal of the impairment whenever events or changes in circumstances indicate that the impairment may have reversed.

3. Significant accounting policies (continued)

(g) Mineral property interest:

Exploration and evaluation costs, including the costs of applying and acquiring licences, are capitalised as intangible assets on an area of interest basis. Costs incurred before the Group has obtained the legal rights to explore an area are recognised in the Statement of Comprehensive Income.

Exploration and evaluation assets are classified as intangible assets and are measured at cost less any accumulated amortisation and impairment losses. Amortisation will commence once the Group has commenced mining operations and will be recognised on a unit of production basis.

Exploration and evaluation assets are recognised and carried forward if the rights of the area of interest are current and either:

(i) The expenditures are expected to be recouped through successful development and exploitation of the area of interest; or

(ii) Activities in the area of interest have not at the reporting date, reached a stage which permits a reasonable assessment of the existence or other wise of economically recoverable reserves and active and significant operations in, or in relation to, the area of interest are continuing.

Ultimate recoupment of costs is dependent on successful development and commercial exploration or alternatively sale of respective areas. Costs are written off as soon as an area has been abandoned or considered to be non-commercial.

Exploration and evaluation assets are assessed for impairment when facts of circumstances suggest that the carrying amount of the exploration and evaluation assets may exceed its recoverable amount. The below facts and circumstances indicate that an entity should test exploration and evaluation assets for impairment (the list is not exhaustive):

(a) the period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed.

(b) substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned.

(c) exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area.

(d) sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified from intangible assets to mining property and development assets within property, plant and equipment.

3. Significant accounting policies (continued)

(h) Finance income and expenses:

Finance income comprises interest income on bank deposits and foreign currency gains that are recognised in the Statement of Comprehensive Income. Interest income is recognised as it accrues, using the effective interest method.

Finance expenses comprise interest expense and foreign currency losses, are recognised in the Statement of Comprehensive Income. All borrowing costs are recognised in the Statement of Comprehensive Income using the effective interest method.

(i) Income tax:

Income tax expense comprises current and deferred tax. Income tax expense is recognised in the Statement of Comprehensive Income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(j) Financial assets:

Financial asset are measured at:

(I) Amortized cost;

(ii) Fair Value in Other Comprehensive Income (“FVOCI”) – debt investment;

(iii) FVOCI – equity investment; and

(iv) Fair Value Through Profit or Loss (“FVTPL”).

The classification depends on the business model in which the financial asset is managed and its contractual cash flow characteristics. Derivatives embedded in contracts where the host is a financial asset in the scope of IFRS 9, Financial Instruments, are never separated. Instead, the hybrid financial instrument as a whole is assessed for classification. The Group does not have any FVOCI instruments.

3. Significant accounting policies (continued)

(j) Financial assets (continued)

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and

- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition.

The following accounting policies apply to the subsequent measurement of financial assets:

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Impairment of financial assets

Financial assets measured at amortized cost, contract assets, and debt investments in FVOCI, but not investments in equity instruments, are assessed for credit impairment under the expected credit loss ("ECL") model of impairment. This impairment model applies to lease receivables, loan commitments, and financial guarantee contracts; the Company has no such items. The financial assets at amortized cost consist of accounts receivables, cash and cash equivalents.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortized cost and debt securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

3. Significant accounting policies (continued)

(j) Financial assets (continued)

Presentation of impairment

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets. Impairment losses related to accounts and other receivables are presented separately in the statement of profit or loss and OCI. Impairment losses on other financial assets are presented under 'finance costs', and not presented separately in the statement of profit or loss and OCI due to materiality considerations.

(k) Financial liabilities:

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or financial liabilities at amortized cost.

Financial liabilities

Financial liabilities at amortized cost are initially measured at fair value, net of transaction costs incurred and subsequently measured at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in profit or loss over the period to maturity using the effective interest method.

Financial liabilities are classified as current or non-current based on their maturity dates. The Company has classified accounts payable and other liabilities as liabilities at amortized cost.

De-recognition of financial liabilities

The Company de-recognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

(l) Earnings per share:

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares outstanding during the period.

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which comprise share warrants and options.

4. Segment reporting

The Group conducts its business as a single reportable operating segment, being the development of a defined rock phosphate deposit.

The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segment, has been identified as the Board. The Board manages development activity through review and approval of contracts and other operational information.

The Group operates in the minerals exploration industry within New Zealand and has commenced due diligence activities on phosphate assets overseas. However, as the overseas activities have not been significant to date, the Chief Operating Decision Maker, which is the CEO, does not analyze the overseas activities separately. The overseas license are subject to a moratorium therefore limiting the Group's activities.

5. Other current assets

	2020	2019
Prepayments	$ 50,754	$ 81,464
	$ 50,754	$ 81,464

(Expressed in Canadian dollars, unless otherwise stated)

6. Mineral property interest

Exploration and evaluation on Chatham Rise Project

	2020	2019
Opening balance	$ 4,680,435	$ 4,552,204
Exploration costs capitalised	87,574	219,612
Foreign exchange fluctuation	(311,273)	(91,381)
Net book value	$ 4,456,736	$ 4,680,435
Cost	$ 20,397,463	$ 21,752,826
Impairment	(15,940,727)	(17,072,391)
Net book value	$ 4,456,736	$ 4,680,435

The recoverability of the carrying amounts of exploration and evaluation assets is dependent on the Group gaining a Marine Consent for the project to be commercially successful. Commitments and tenure of the permit is included in Note 19.

The Group was granted a Minerals Prospecting Licence ("MPL") 50270 under the Continental Shelf Act 1964 on February 25, 2010 for a period of four years. The licence was extended for a further six years and due to expire on 24 February 2020. The Group relinquished the permit early on August 29, 2019. The licence covered 2887km2 of the Chatham Rise and was located approximately 450 kilometres east of Christchurch.

The Group also holds Minerals Mining Permit 55549 which was granted on December 6, 2013. The Minerals Mining Permit covers 820 sq km within the MPL 50270 area. The Mining Permit is for twenty years (expiry 2033) and subject to the granting of a Marine Consent from the Environmental Protection Authority ("EPA"), will allow the Group to conduct mining operations. The relinquishment of MPL 50270 has no impact on the mining permit and the proposed mining programme.

On February 11, 2015, the Group was refused Marine Consent by an Independent Decision Making Committee (DMC) convened by the Environmental Protection Authority (EPA), New Zealand's environmental regulator on grounds which the Group disputes. Subsequently, the Directors impaired the carrying value of the capitalised costs to represent their best estimate of the recoverability as the Group reconsiders the re-submission of the Marine Consent with the EPA.

On April 27, 2017 and December 8, 2017 the Group was granted a change of conditions in the permit to further defer the minimum work programme commitments. All work commitments have been met to date.

(Expressed in Canadian dollars, unless otherwise stated)

6. Mineral property interest (continued)

The Group has considered whether there are any facts or circumstances that would indicate that the mineral property interest should be assessed for impairment and we noted the following:

- The Group’s tenure to the mining permit over the area is current and is not to expire in the near future;
- Substantive expenditure on further exploration for and evaluation of mineral resources is still planned;
- Relevant studies suggest that the phosphate within the area remains commercially viable and once the exploration begins the carrying amount of the asset is likely to be recovered.

The above factors have been unchanged and concluded that no further impairment is required (2019: no impairment).

In September 2012, the Group applied for five prospecting licences offshore Namibia. The prospecting regime is currently subject to a moratorium. It remains the intention of the Directors to pursue these licences.

7. Trade other payables

	2020	2019
Trade and other payables due to related parties	$ 5,232	$ 5,444
Other trade payables	157,707	32,827
Accrued expenses	45,283	44,221
	$ 208,222	$ 82,492

8. Share capital

(a) Authorised:

The Group's share capital consists of an unlimited number of common shares without par value.

The holders of ordinary shares are entitled to receive dividends and are entitled to one vote per share at meetings of the Group, to the extent to which they have been paid up. All shares rank equally with regard to the Group’s residual assets.

(Expressed in Canadian dollars, unless otherwise stated)

8. Share capital (continued)

(b) Issued and outstanding:

	Number of shares	Amount
Balance, April, 1, 2018	17,681,093	33,843,499
Issued during the year:		
Shares issued net of costs	6,622,659	1,225,282
Balance, March 31, 2019	24,303,752	35,098,781
Transfers of share capital costs during the year	-	(207,377)
Issued during the year:		
Shares issued net of costs	1,999,686	246,722
Balance, March 31, 2020	26,303,438	$ 35,108,126

(c) On April 23, 2019 the Company closed a non-brokered private placement of 1,352,055 units at a price of CAD$0.1275 per Unit for gross proceeds of CAD$172,387. Each unit consists of one common share and one-half of one non-transferable share purchase warrant. Each whole warrant entitles the holder to purchase one common share at a price of CAD$0.45 per share any time prior to the date that is five years from the date of issuance.

(d) On December 23, 2019 the Company closed a non-brokered private placement of 647,631 units at a price of CAD$0.15 per Unit for gross proceeds of CAD$97,144. Each unit consists of one common share and one transferable share purchase warrant. Each whole warrant entitles the holder to purchase one common share at a price of CAD$0.45 per share any time prior to the date that is five years from the date of issuance.

(e) Warrants:

Original Grant Date	Modified Grant Date	Original Expiry Date	Modified Expiry Date
June 27, 2017	February 18, 2019	June 27, 2019	June 27, 2022
January 24, 2018	February 18, 2019	January 24, 2020	January 24, 2023
June 13, 2018	February 18, 2019	June 13, 2020	June 13, 2023
August 25, 2018	February 18, 2019	August 25, 2020	August 25, 2023
March 26, 2019	March 26, 2019	March 26, 2024	March 26, 2024
April 23, 2019	April 23, 2019	April 23, 2024	April 23, 2024
December 23, 2019	December 23, 2019	December 23, 2024	December 23, 2024

(Expressed in Canadian dollars, unless otherwise stated)

8. Share capital (continued)

(e) Warrants (continued):

Expiry Date	Exercise prices	Balance March, 31 2019	Issued	Exercised	Expired/ cancelled/ forfeited	Balance March, 31 2020
June 27, 2022	$0.45	445,706	-	-	(3,413)	442,293
January 24, 2023	$0.45	486,368	-	-	-	486,368
June 13, 2023	$0.45	1,172,885	-	-	-	1,172,885
August 25, 2023	$0.45	381,780	-	-	-	381,780
March 26, 2024	$0.45	1,756,663	-	-	-	1,756,663
April 23, 2024	$0.45	-	676,026	-	-	676,026
December 23, 2024	$0.45	-	647,631	-	-	647,631
		4,243,402	1,323,657	-	(3,413)	5,563,646
Weighted average exercise price		$0.45	$0.45	-	($0.45)	$0.45
Weighted average remaining life (years)		3.35	4.41	-	-	3.60

On June 27, 2019 3,413 warrants expired. These warrants were issued with shares as part of a finder's fee and were not subject to the modified expiry date.

On April 23, 2019 as part of a Share Purchase Plan the Company issued 676,026 non-transferable share purchase warrants. Each warrant entitles the holder to purchase one common share at a price of CAD$0.45 per share any time prior to April 23, 2024.

On December 23, 2019 as part of a Share Purchase Plan the Company issued 647,631 non-transferable share purchase warrants. Each warrant entitles the holder to purchase one common share at a price of CAD$0.45 per share any time prior to December 23, 2024.

Using the residual approach, the warrants issued in April and December 2019 were valued at $22,809. These are deemed Level 2 fair values as it is in reference to the quoted price of the shares at issuance date.

8. Share capital (continued)

(f) On February 18, 2019 the Company announced that all issued 2017 warrants would be reduced in price from CAD $1.00 per common share to CAD $0.45 per share and that it was going to extend the expiry date from two years to five years from the date of issuance. None of the 2017 warrants have to date be exercised.

It also announced that the June 2018 and August 2018 options were both to be extended to five years from the date of issuance. None of the June 2018 or August 2018 warrant have to date been exercised.

The warrant terms were changed in order to ensure that they can be exercised after the achievement of key future milestones including the grant of the environmental permit and the commencement of the dredging operations.

9. Share based payments

(a) Recognised share-based payment expenses

The purpose of the share-based payments is to reward key consultants and cornerstone investors in a manner that aligns remuneration with the creation of shareholder wealth. As the Company's activities have been predominantly developing an already defined mineral deposit, shareholder wealth is dependent, for the foreseeable future, on development success rather than an improvement in the Company's earnings.

The Company grants share purchase options pursuant to the policies of the TSX-Venture Exchange with respect to eligible persons, exercise price, maximum term, vesting, maximum options per person and termination of eligible person status. These are treated as equity-settled share based payments.

The Company granted 1,690,000 share options under the share option plan of May 8, 2018. The options expire on May 8, 2023 are exercisable at $0.29 per share. 1,580,000 options fully vested on May 8, 2018 and 110,000 options will vest upon a performance hurdle being achieved. The performance hurdle is gaining the Marine Consent.

During the year 500,000 share options were granted under the share option plan of May 8, 2018. The options expire on October 8, 2029 are exercisable at $0.11 per share. 500,000 options fully vested on October 8, 2019.

The share-based payment expense of $39,100 (2019: $230,787) was estimated using the Black-Scholes Option Pricing model assuming a risk free rate of 1% (2019: 2.16%), a volatility of 65%, an expected dividend rate of nil and an expected life of 10 years (2019: 5 years). The shares in the Company traded at CAD $0.11 (2019: CAD$0.27) on the grant date.

During the year 380,000 options were forfeited following the resignation of two directors, Dr Robin Falconer (July 19, 2018) & Mr Ernst Schönbächler (July19, 2019).

(Expressed in Canadian dollars, unless otherwise stated)

9. Share based payments (continued)

The continuity of outstanding share based options for the year ended March 31, 2020, is as follows:

Expiry Date	Exercise prices	Balance March, 31 2019	Issued	Exercised	Expired/ cancelled/ forfeited	Balance March, 31 2020
May 8, 2023,	$0.29	1,690,000	-	-	(380,000)	1,310,000
October 8, 2029	$0.11	-	500,000	-	-	500,000
		1,690,000	500,000	-	(380,000)	1,810,000
Weighted average exercise price		$0.29	$0.11	-	$0.29	$0.24
Weighted average remaining life (years)		4.08	9.50	-	-	4.86

(b) Equity-settled transactions

Share-based payments of C$nil (March, 31 2019: C$nil) settled by the issue of nil (March, 31 2019: nil) ordinary shares in the Company.

10. Earnings per share

The earnings and weighted average number of outstanding shares used in the calculation of basic and diluted earnings per share are as follows:

	2020	2019
Loss used in the calculation of basic EPS	(640,298)	(911,839)
Weighted average number of outstanding shares for the purpose of basic EPS	25,746,023	20,057,457
Effect of dilution, weighted number of mandatory warrants	-	-
Weighted average number of outstanding shares used in the calculation of diluted EPS	25,746,023	20,057,457
Basic loss per share	(0.0249)	(0.0455)
Diluted loss per share	(0.0249)	(0.0455)

No dilution effect on diluted EPS as the company was operating at a net loss for the period

(Expressed in Canadian dollars, unless otherwise stated)

11. Finance income and expenses

	2020	2019
Interest income on bank deposits	1,994	-
Net foreign exchange gains	126	-
Finance income	2,120	-
Interest expense	395	-
Net foreign exchange losses	-	1,084
Finance expense	395	1,084
Net finance income and expenses	$ 1,725	$ (1,084)

12. General and administrative expenses

The following items of expenditure are included in administrative expenses:

	2020	2019
Auditor's remuneration to Grant Thornton New Zealand Audit Partnership comprises:		
Audit of annual financial statements	40,000	-
Auditor's remuneration to KPMG comprises:		
Audit of annual financial statements	-	36,467
Taxation review	6,888	12,227
Total auditors' remuneration	46,888	48,694
Accountancy fees	12,846	18,895
Consultancy fees	77,823	132,089
Directors fees	-	-
Insurance	15,586	13,640
Legal fees	96,105	106,768
Listing fees	6,397	9,022
Management fees	123,984	128,592
Marketing	92,870	29,297
Registry fees	26,476	20,057
Rent	18,942	19,646
Travel	35,042	67,888

The Board has agreed to forfeit directors fees for the year ended March 31, 2020 (beyond the amount charged). Some directors are remunerated for their services through consultancy fees.

Refer to Note 17 for discussion on consultancy fees, which are charged by related parties.

(Expressed in Canadian dollars, unless otherwise stated)

13. Income tax expense in the Statement of Comprehensive Income

Reconciliation of effective tax rate

	2020	2019
Profit/(loss) for the year	$ (640,296)	$ (911,839)
Income tax using the Company's domestic tax rate 27%	(172,880)	(246,197)
Tax effect of:		
Non-deductible expenditure	81,191	125,823
Current year losses for which no deferred tax is recognised	34,328	164,901
Change in unrecognized temporary differences	63,762	(35,410)
Foreign tax rate differentials	(6,403)	(9,117)
Income tax expense	-	-
Comprising:		
Current tax expense	-	-
Deferred tax expense		
Origination and reversal of temporary differences	61,484	(34,145)
Change in unrecognized temporary differences	(61,484)	34,145
Total income tax expense in income statement	-	-
The current tax assets consists of:		
Resident withholding tax paid	-	-
Current tax assets	$ -	$ -

14. Deferred tax assets and liabilities

Unrecognised deferred tax assets

Deferred tax assets have not been recognized in respect of the following:

	2020	2019
Deductible Temporary differences	$ -	$ -
Tax losses	(9,771,305)	(9,736,976)
	$ (9,771,305)	$ (9,736,976)

(Expressed in Canadian dollars, unless otherwise stated)

14. Deferred tax assets and liabilities (continued)

Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	2020	2019
Property, plant & equipment	$ -	$ -
Intangible assets	1,263,717	1,229,095
Trade and other payables	12,213	11,126
Tax losses	(1,275,930)	(1,240,221)
	$ -	$ -

15. Financial instruments

Exposure to credit, market, foreign currency, equity prices and liquidity risks arise in the normal course of the Group's business.

Financial instruments are comprised of accounts receivable and other receivables, cash and cash equivalents, other financial assets, trade creditors and other payables, and other financial liabilities.

Recognition and de-recognition of financial assets and liabilities

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument. Financial assets and financial liabilities are recognised initially at fair value plus transaction costs

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or if the Group transfers the financial asset to another party without retaining control or substantial all risks and rewards of the asset.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Subsequent measurement of financial assets

All financial assets held by the Group in the years reported have been designated into one classification, "loans and receivables", being non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition these are measured at amortised cost using the effective interest method, less provision for impairment. Discounting is omitted where the effect of discounting is immaterial.

All financial assets are subject to review for impairment at least once each reporting date. Accounts receivable are reviewed for impairment when accounts are past due or when other objective evidence is received that a specific counterparty will default.

Subsequent measurement of financial liabilities

Trade payables and other borrowings are subsequently measured at amortised cost using the effective interest method.

15. Financial instruments (continued)

Sensitivity analysis

In managing currency risks the Group aims to reduce the impact of short-term fluctuations on the Group's earnings. Over the longer-term, however, permanent changes in foreign exchange will have an impact on profit.

It is estimated that a general increase of one percentage point in the value of the New Zealand dollar against other foreign currencies would have decreased the Group's profit before income tax by an immaterial amount for the period ended March 31, 2020 (2019: an immaterial amount). As a purchaser of foreign currency, the Group's risk is that the NZD depreciates.

Credit risk:

The Group incurs credit risk from financial instruments when a counter party fails to meet its contractual obligations. Credit risk arises on cash and other receivables. The Group does not have a significant concentration of credit risk with any single party.

Market risk:

Market risk is that changes in market prices, such as foreign exchange rates and interest rates will affect the Group's income or the value of it's holding of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Foreign currency risk:

The Group is exposed to foreign currency risk on purchases that are denominated in a currency other than the Group's functional currency, New Zealand dollars (NZD). It is the Group's policy not to hedge foreign currency risks.

At March 31, 2020, the Group is exposed to currency risk through the following assets and liabilities denominated in Canadian dollars:

	2020	2019
Cash and cash equivalents	3,808	9,986
Other current assets	816	51,114
Accounts payable	(111,949)	(17,199)
	(107,325)	43,901

Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group's cash and cash equivalents attract interest at floating rates and have maturities of 90 days or less. The interest is typical of New Zealand banking rates, which are at present historically low; however, the Group's conservative investment strategy mitigates the risk of deterioration to capital invested. A change of 100 basis points in the interest rate would not be material to the consolidated financial statements.

(Expressed in Canadian dollars, unless otherwise stated)

15. Financial instruments (continued)

Liquidity risk:

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has built an appropriate liquidity risk framework for the management of the Group's short, medium and longer term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate cash balances through monitoring of future rolling cash flow forecasts of its operations and equity raising, which reflect management's expectations of the settlement of financial assets and liabilities.

The only financial liabilities are trade and other payables. At March 31, 2020, the Group had $208,222 (2019: $82,492) in trade and other payables including accrued liabilities. Trade payables are non-interest bearing and have a contractual maturity of less than 30 days.

(a) Financial assets and liabilities:

As at March 31, 2020, the carrying and fair values of our financial instruments by category are as follows:

	Amortised cost $	Fair value through profit and loss $	Total carrying amount $	Less than 1 year $	1 to 3 years $
Financial assets					
Cash and cash equivalent	12,352	-	12,352	12,352	-
Trade and other receivables	-	816	816	816	-
NZX Bond	12,762	-	12,762	12,762	-
Total financial assets	25,114	816	25,930	25,930	-
Financial liabilities					
Trade and other payables	-	208,222	208,222	208,222	-
Total financial liabilities	-	208,222	208,222	208,222	-

15. Financial instruments (continued)

(b) Fair value:

All financial instruments measured at fair value are categorized into one of three hierarchy levels, described below, for disclosure purposes. Each level is based on the transparency of the inputs used to measure the fair values of assets and liabilities:

- Level 1 - Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets and liabilities.
- Level 2 - Values based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full contractual term of the asset or liability.
- Level 3 - Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

The carrying values of cash and cash equivalents, accounts receivable and accounts payable and accrued liabilities approximate their respective fair values due to the short-term nature of these instruments. The carrying value of the bank term loan approximates its fair value due to the existence of floating market-based interest rates.

The Group has no financial assets or liabilities included in Level 1, 2 or 3 of the fair value hierarchy.

16. Capital management

The Group defines the capital that it manages as its shareholder equity.

The Group's objectives with respect to managing capital are to safeguard the Group's ability to continue as a going concern so that it can provide future returns to shareholders and benefits for other stakeholders.

The Group's capital structure reflects a Group focused on mineral exploration and financing both internal and external growth opportunities. The exploration for and development of mineral deposits involves significant risk which even a combination of careful evaluation, experience and knowledge may not adequately mitigate.

In order to maintain or adjust its capital structure, the Group may issue new shares or sell assets to fund ongoing operations.

The Group manages its capital structure by performing the following:

- Preparing budgets and cash-flow forecasts which are reviewed and approved by the Board of Directors;
- Regular internal reporting and Board of Directors meetings to review actual versus budgeted spending and cash-flows; and
- Detailed project analysis to assess and determine new funding requirements.

There were no changes in the Group's approach to capital management during the period. The Group is not subject to externally imposed capital requirements.

(Expressed in Canadian dollars, unless otherwise stated)

17. Related party transactions

(a) Balances receivable and payable:

The amounts due to related parties and included in accounts payable, are non-interest bearing, unsecured and due on demand, and comprise the following:

		2020		2019
Due to directors	$	11,837	$	5,444
Due to executive officers		-		-
	$	11,837	$	5,444

(b) Key management personnel:

Key management personnel includes the consulting and management fees paid and/or accrued to the Group's senior officers and directors as follows:

		2020		2019
Consultancy fees	$	14,529	$	9,611
Management fees		123,984		128,592
	$	138,513	$	138,203

Depending on the nature of services and costs, certain amounts have been capitalized to intangible assets as they are directly attributable to the Chatham Rise project.

Transactions and balances with key management personnel and their related parties

During the year, the Company paid management fees of $nil (2019: $nil) to Chris Castle. The outstanding balance at balance date was $nil (2019: $nil).

During the year, the Company paid nil (2019: $28,665) for consultancy fees provided by Robert Goodden Consulting Ltd, a company in which Mr R Goodden is also a Director. The outstanding balance at balance date was $nil (2019: $nil).

During the year, the Company paid consultancy fees for stakeholder management of $8,718 (2019: $16,208) to Ms L Sanders. The outstanding balance at balance date was $5,232 (2019: $5,444).

During the year, the Company paid consultancy fees of $5,812 (2019: $6,530) to Nevay Holdings Ltd, a company in which Mr C Castle & Ms J Hatchwell are also Directors. The outstanding balance at balance date was $6,604 (2019: $nil).

(Expressed in Canadian dollars, unless otherwise stated)

17. Related party transactions (continued)

During the year, the Company paid consultancy fees and other disbursements of $657 (2019: $15,538) to CRP-OCS Consulting Ltd, a company in which Mr R Wood is also a Director. The outstanding balance at balance date was $nil (2019: $nil).

Ms L Sanders, Mr C Castle and Ms J Hatchwell, Directors of Chatham Rock Phosphate Ltd are commonly Directors in Aorere Resources Limited, which in its own name and through its subsidiary; Mineral Investments Ltd has a combined 1.8% (2019: 2.3%) shareholding in Chatham Rock Phosphate Ltd.

During the year, the Company paid management fees of $123,984 (2019: $128,592) to Aorere Resources Limited. The outstanding balance at balance date was $nil (2019: $nil).

18. Reconciliation of the loss for the year with the net cash from operating activities

	2020	2019
(Loss) for the period	$ (640,296)	$ (911,839)
Adjustments for:		
Depreciation	98	-
Share-based payments	39,100	230,787
Expenses (non-cash)	-	(27,165)
Foreign exchange fluctuation	-	(44,508)
Change in trade and other receivables	(1,337)	907
Change in other current assets	(15,340)	82,843
Change in current tax assets	2,055	3,725
Change in trade and other payables	156,590	(146,337)
Net cash from operating activities	$ (459,130)	$ (811,587)

19. Commitments and contingencies

Licence work commitments

The Group has the following indicative expenditure commitments at balance date (being minimum work requirements under its minerals mining permit and minerals prospecting licence). The Company is dependent on certain factors to be able to meet these minimum work requirements. They are set out in Note 2(d).

(Expressed in Canadian dollars, unless otherwise stated)

19. Commitments and contingencies (continued)

	2020 NZD	2019 NZD
Within one year	$ -	$ -
After one year but not more than five years	$ 6,000,000	$ 6,000,000
	$ 6,000,000	$ 6,000,000

Minerals Mining Permit 55549

The Minerals Mining Permit was granted on December 6, 2013. On November 7, 2019 the Company was granted a change of conditions in the permit to defer the minimum work programme commitments. To date all minimum work commitments have been completed. The minimum work programme includes:

Within 96 months of the commencement date of the permit, the permit holder shall:

- Complete and submit a sufficiently detailed engineering study and feasibility study, which (without limitation) is at the level of detail to reach a decision-to-mine milestone; and
- Submit a detailed timeline for the construction/refit of a selected vessel including (without limitation) the detail timing of the commissioning and mobilisation to the Chatham Rise; and
- Complete and submit a marine operations risk review report that includes (without limitation) a HAZID Risk Assessment Matrix, risk review of on-board processing and risk review of planned and unplanned maintenance in various weather scenarios; and
- Either commit by notice in writing to the Chief Executive to carry out the work programme obligations set out for the following 24 months and to commence production within 60 months of the commencement date of the permit or surrender the permit.

Within 120 months of the commencement date of the permit, the permit holder must spend on average $2 million per annum completing appropriate sampling, geophysical and geotechnical surveys and data analysis (without limitation) in respect of the mining blocks identified for the first five years of production. For the remainder of the term the Company must spend $2 million per annum on carrying out further specified work programme commitments.

20. Subsequent events

On May 5, 2020 the Company announced that it had closed a non-brokered private placement of 5,029,820 units at a price of CAD $0.08 (NZ$0.10) per Unit for gross proceeds of CAD$402,385.60. Each unit consists of one common share and one transferable share purchase warrant. Each whole warrant entitles the holder to purchase one common share at a price of CAD$0.45 per share any time prior to the date that is five years from the date of issuance. All securities issued pursuant to the private placement are subject to a hold period and may not be traded until September 5, 2020.

On June 23, 2020 the Company announced that it had closed a non-brokered private placement of 2,365,894 units at a price of CAD $0.08 (NZ$0.10) per Unit for gross proceeds of CAD$189,271.52. Each unit consists of one common share and one transferable share purchase warrant. Each whole warrant entitles the holder to purchase one common share at a price of CAD$0.45 per share any time prior to the date that is five years from the date of issuance. All securities issued pursuant to the private placement are subject to a hold period and may not be traded until October 23, 2020.

The current outbreak of COVID-19 and the subsequent quarantine measures imposed by the New Zealand government as well as the travel restrictions imposed by New Zealand and other countries in early 2020 have caused disruption to businesses and economic activity. The Group considers this to be a non-adjusting post balance sheet event.

The Group is committed to supporting government and community efforts to limit the spread of the virus, and supporting business continuity with regard to its employees and contractors.

There were no other material subsequent events up to the date of the Audit report.

21. Reclassification of prior year presentation

Certain prior year amounts have been reclassified for consistency with the current year presentation. An adjustment has been made to transfer amounts between equity accounts as follows:

- Share capital to warrants reserve to disclose the fair value of the warrants issued to date; and
- Retained earnings to foreign currency translation reserve to correct the presentation of the currency translation from consolidation.

These changes in classification does not affect previously reported total equity in the Statement of Changes in Equity.