

WILTON

WILTON RESOURCES CORPORATION LIMITED

Registration No.: 200300950D
Incorporated in the Republic of Singapore

DISCLAIMER OF OPINION BY THE INDEPENDENT AUDITOR ON THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

1. INTRODUCTION

- 1.1 Pursuant to Rule 704(4) of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Board of Directors (“**Board**”) of Wilton Resources Corporation Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that the Company’s independent auditor, Ernst & Young LLP (the “**Independent Auditor**”), has issued a Disclaimer of Opinion on the Group’s audited consolidated financial statements for the financial year ended 31 December 2023 (“**FY2023**”) (the “**Audited Consolidated Financial Statements**”) (“**Independent Auditor’s Report**”). Unless otherwise defined, all capitalized terms used herein shall have the same meaning as ascribed to them in the Independent Auditor’s Report and the Audited Consolidated Financial Statements, which form part of the Company’s Annual Report for FY2023, which will be announced by the Company in due course.
- 1.2 A copy of the Independent Auditor’s Report and an extract of the relevant Notes to the Audited Consolidated Financial Statements are attached to this announcement for further information. Shareholders are advised to read this announcement together with the Independent Auditor’s Report and the Audited Consolidated Financial Statements in full. The Audited Consolidated Financial Statements are presented in Indonesian Rupiah (“**IDR**” or “**Rp**”), which is the functional currency of the Company.

2. BASIS FOR THE DISCLAIMER OF OPINION

- 2.1 The basis for the Disclaimer of Opinion is in relation to the following:
- (i) appropriateness of going concern assumption used in the preparation of the Audited Consolidated Financial Statements;
 - (ii) impairment assessment of the Group’s non-current assets relating to (a) mine properties, (b) property, plant and equipment, and (c) right-of-use assets; and
 - (iii) impairment assessment of the Company’s (a) investment in subsidiaries, and (b) amounts due from subsidiaries.
- 2.2 Notwithstanding the above, the Audited Consolidated Financial Statements have been prepared on a going concern basis due to reasons as disclosed in Note 2.1 to the Audited Consolidated Financial Statements.

3. BOARD’S OPINION

- 3.1 The Board is of the opinion that the Group is able to continue as a going concern, for the following reasons:

- (I) The Group will be able to generate cash flows from its gold mining operations and since August 2024, the Group has resumed its mining and production activities as the pricing and supply of cyanide have started to normalise.
- (II) The Group has entered into two (2) sale and re-purchase agreements dated 22 June 2024 with a Purchaser whereby the Group will sell ordinary shares in the capital of its Indonesian subsidiary, PT. Wilton Makmur Indonesia Tbk (“**PT WMI**”).

Under the first sale and re-purchase agreement, the Group sold 300 million PT WMI shares (“**First Sale Shares**”) to the Purchaser for a cash consideration of S\$1 million. In addition, the Group transferred an additional 400 million PT WMI shares (“**First Additional Shares**”, together with the First Sale Shares, known as “**First Aggregate Shares**”), in exchange of the Purchaser to grant the Company and Wilton Resources Holdings Pte. Ltd. (“**WRH**”) (a wholly-owned subsidiary of the Company) options to (individually or collectively) re-purchase up to the First Aggregate Shares:

- (a) 700 million shares from the Purchaser for S\$1 million, within one (1) month from 26 June 2024, and only after the Company and/or WRH provides the Purchaser with written confirmation from a qualified and certified third-party independent laboratory in Indonesia certifying that the Group has produced at least 7 kg of gold bullion with at least 90% purity (“**1 Month Option**”); and
- (b) 300 million shares from the Purchaser for S\$1 million within six (6) months from 26 June 2024, provided that the 1 Month Option has not been exercised.

The Company and WRH did not meet the requirement to exercise the 1 Month Option to re-purchase 700 million shares from the Purchaser for S\$1 million.

Under the second sale and re-purchase agreement, the Group will sell 300 million PT WMI shares (“**Second Sale Shares**”) to the Purchaser for a cash consideration of S\$1 million. The Second Sale Shares is subject to the fulfilment of one of the following conditions:

- (a) the Company and/or WRH (i) providing the Purchaser with a written confirmation from a qualified and certified third-party independent laboratory in Indonesia certifying that the Group has produced at least 15 kg of gold with at least 90% purity, and (ii) giving written notice to the Purchaser to require the sale and purchase of the Second Sale Shares (“**Gold Standard Written Notice**”), within two (2) months from the date of the second sale and re-purchase agreement; or
- (b) the Purchaser giving written notice to the Company and/or WRH to require the Second Sale Shares (“**Purchaser’s Written Notice**”), within four (4) months of the date of the second sale and re-purchase agreement.

In addition, the Group will transfer an additional 300 million PT WMI shares (“**Second Additional Shares**”, together with the Second Sale Shares, known as “**Second Aggregate Shares**”), in exchange of the Purchaser to grant the Company and WRH options to (individually or collectively) re-purchase up to the Second Aggregate Shares:

- (a) 600 million shares from the Purchaser for S\$1 million, within one (1) month from the Completion Date (“**Second 1 Month Option**”). The Completion Date is defined as three (3) days from the date of the Gold Standard Written Notice or the Purchaser’s Written Notice; and
- (b) 300 million shares from the Purchaser for S\$1 million within six (6) months from the Completion Date, provided that the Second 1 Month Option has not been exercised.

- (III) The Group has entered into a working capital loan agreement with an independent individual on 1 April 2024. The facility is for a loan amount of IDR 36.0 billion for a period of 24 months. The facility has a drawdown limit per month of up to IDR 1.5 billion. Each drawdown will bear an interest rate of 10% per annum and shall be repayable 30 days from the date of the lender's written notice.
 - (IV) The Group negotiated and agreed with its primary vendors on favorable credit terms to settle its current liabilities amounting to Rp 40.7 billion as at 31 December 2023.
 - (V) The Group has entered into an offtake agreement (as amended and supplemented from time to time) on 5 June 2024 whereby the counterparty had agreed to provide prepayments amounting to US\$30,000,000 and can be drawdown upon the request of the Group within one (1) year from the date of agreement.
- 3.2 The Board is of the view that sufficient information has been disclosed for trading of the Company's securities to continue in an orderly manner and confirmed that all material disclosures have been provided for trading of the Company's shares to continue.

4. CAUTIONARY STATEMENT

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company and are advised to read this announcement and any further announcements by the Company carefully. When in doubt, shareholders and potential investors of the Company are advised to seek independent advice from their professional advisors before trading or making any investment decision in the Company's securities.

BY ORDER OF THE BOARD

Wijaya Lawrence
Executive Chairman and President
23 September 2024

This announcement has been prepared by Wilton Resources Corporation Limited (the "**Company**") and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms. Goh Mei Xian, Director, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.