K2 ENERGY LIMITED

ABN 99 106 609 143

AND CONTROLLED ENTITIES

Appendix 4D and Half-Year Financial Report

31 December 2022

This half-year report is for the six months ended 31 December 2022. The previous corresponding period is the half-year ended 31 December 2021.

The information in this report should be read in conjunction with the most recent annual financial report.

Results for announcement to the market

		\$		\$
Revenues from ordinary activities	Down 7.08%		8 to	105
Loss from ordinary activities after tax attributable to members	Up 204.43%	(571,786	S) to	(851,485)
Loss for the period attributable to members	Up 204.43%	(571,786	6) to	(851,485)
Dividends		Amount per Franked amou security per security		
Final dividend Interim dividend		- ¢ - ¢		- ¢ - ¢
Record date for determining entitlements to the dividend		Not applica	ble	
Brief explanation of any of the figures reported abov	e:			
Refer to comments in the attached Directors' Report	i.			
NTA Backing	31 Decemb	per 2022	30 Ju	ıne 2022
Net tangible asset backing per share	1.47 ce	ents	2.3	0 cents

K2 Energy Limited

(ABN 99 106 609 143)

Half Year Report

31 December 2022

Company Directory

Directors

Sam Gazal

Ken Gaunt

Ellie Dawkins

Company Secretary

Terry Flitcroft

Principal and Registered Office

Suite 10.04 Level 10

56 Pitt Street

Sydney NSW 2000

Telephone: (02) 9251 3311

Facsimile: (02) 9521 6550

Auditors

Stirling International

Share Registrar

Boardroom Pty Limited

Sydney NSW 2000

(GPO Box 3993, Sydney NSW 2001)

Telephone: (02) 9290 9600

Facsimile: (02) 9279 0664

Stock Exchange Listing

Ordinary Shares: KTE

Bankers

Westpac Banking Corporation

Website

www.K2energy.com.au

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DIRECTORS' REPORT

Your directors submit the financial report of the consolidated entity for the half-year ended 31 December 2022. In order to comply with the provisions of the Corporations Act 2001, the directors report as follows:

Directors

The names of directors who held office during or since the end of the half year and until the date of this report are as below. Directors were in office for this entire period unless otherwise stated.

Sam Gazal Chairman

Ken Gaunt Non-executive Director
Ellie Dawkins Non-executive Director

REVIEW OF OPERATIONS

K2 Energy's major activities during the half-year were its strategic investment in Atomera, Inc. ("Atomera") and its solar energy activities.

ATOMERA, INC.

K2 Energy provided critical funding to Atomera, Inc. during its R & D development phase while they developed patentable technology for the silicon chip industry with energy saving and performance attributes. This funding converted into a significant interest in a NASDAQ listed corporation, being Atomera, Inc.

On 8 November 2022 Atomera provided a webcast update on progress, a copy of which is available on its website. Atomera's management is reporting growing confidence that its intellectual property will lead to commercialisation.

Detailed below are extracts from the announcements made by Atomera in August 2022.

"Recent Company Highlights

- · Atomera grew its customer pipeline leveraging improved capacity and fewer travel restrictions
- Promising interim test results were achieved from ongoing wafer runs
- · Whitepaper published detailing breakthroughs in MST for leading-edge process technologies

Management Commentary

"The test results from recent wafer runs are confirmation that MST can deliver stronger benefits than anticipated in vital applications, and further, we were able to accurately model such improvements via MSTcad," said Scott Bibaud, President and CEO. "Face-to-face customer activity has accelerated with the reduction in COVID-related travel restrictions, enabling the company to add a customer to the pipeline, and to move existing engagements forward. We believe the industry capacity outlook and the new Chips and Science Act are tailwinds for Atomera as we collaborate with customers toward commercial adoption of MST."

"MST is a quantum-engineered material that enhances transistors to deliver significantly better performance in semiconductor devices, while shrinking die sizes and reducing costs. As it is a complementary material technology to other nano-scaling technologies in the semiconductor industry roadmap, it can be implemented on standard manufacturing tools without significant additional cost or modification to the current semiconductor fabrication process. When successfully integrated, MST can deliver up to a full node of power and performance improvement within the same geometry."

Further details are available at www.atomera.com

Atomera's current share price is approximately US\$6 per share, which values K2 Energy's shareholding in Atomera at approximately AU\$5 million.

DIRECTORS' REPORT

MST™SOLAR

K2 Energy owns the exclusive worldwide rights to the MST™ Technology for all solar energy applications.

EVENTS SUBSEQUENT TO BALANCE DATE

The directors are not aware of any matter or circumstance that has arisen since the end of the period to the date of this report that has significantly affected or may affect:

- (i) The operations of the company and the entities that it controls
- (ii) The results of those operations
- (iii) The state of affairs of the company in subsequent years.

There was no significant movement in the Atomera share price.

FINANCIAL POSITION

The Company had cash funds on hand of \$84,393 at 31st December 2022 (30 June 2022: \$145,335).

PRINCIPAL ACTIVITIES

K2 Energy's major activities during the half-year were its strategic investment in Atomera, Inc. ("Atomera") and its solar energy activities.

Auditor's Independence Declaration

The auditor's independence declaration for the half year ended 31st December 2022 is set out on page 16 of these half yearly accounts.

Signed in accordance with a resolution of the Board of Directors.

Sam Gazal

Chairman

Dated this 20th day of February 2023

CONSOLIDATED INCOME STATEMENT FOR THE HALF YEAR ENDED 31 DECEMBER 2022

	Notes	2022 \$	2021 \$
Other revenue		105	113
Administration and corporate expenses		(111,312)	(99,783)
Directors' fees, salaries and employee benefits	5	(42,500)	(42,500)
Foreign exchange gain	_	94	302
Loss before income tax expense	_	(153,613)	(141,868)
Income tax expense	2	(697,872)	(137,831)
Loss for the period	- -	(851,485)	(279,699)
Basic (loss)/profit per share (cents per share)		(0.28)	(0.09)
Diluted (loss)/profit per share (cents per share)		(0.28)	(0.09)

The accompanying notes form part of these financial statements

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE HALF-YEAR ENDED 31 DECEMBER 2022

	2022 \$	2021 \$
Loss for the period	(851,485)	(279,699)
Other comprehensive income:		
Items that will be reclassified subsequently to profit or loss when specific conditions are met:		
Fair value decrement on financial assets	(2,326,241)	(459,438)
Deferred tax on financial asset revaluations	697,872	137,831
Total comprehensive income for the period	(2,479,854)	(601,306)
Total comprehensive income attributable to members of the parent entity	(2,479,854)	(601,306)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2022

	Notes	31 December 2022	30 June 2022
Assets		\$	\$
Current Assets			
Cash and cash equivalents		84,393	145,335
Trade and other receivables		5,318	1,023
Total Current Assets		89,711	146,358
Non-Current Assets			
Other financial assets	4	4,815,729	7,141,970
Deferred tax assets		402,789	1,100,661
Total Non-Current Assets		5,218,518	8,242,631
Total Assets		5,308,229	8,388,989
Liabilities			
Current Liabilities			
Trade and other payables	5	489,833	392,867
Total Current Liabilities		489,833	392,867
Non-Current Liabilities			
Deferred tax liabilities		402,789	1,100,661
Total Non-Current Liabilities		402,789	1,100,661
Total Liabilities		892,622	1,493,528
Net Assets		4,415,607	6,895,461
Equity			
Issued Capital	3	48,208,668	48,208,668
Reserves		3,495,006	5,123,375
Accumulated losses		(47,288,067)	(46,436,582)
Total Equity		4,415,607	6,895,461

The accompanying notes form part of these financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE HALF YEAR ENDED 31 DECEMBER 2022

	Option Reserve	Asset Revaluation	Issued	Accumulated	Total
		Reserve	Capital	Losses	
	\$	\$	\$	\$	\$
Balance at 1 July 2021	2,621,100	7,965,873	48,208,668	(43,823,016)	14,972,625
Other comprehensive income:					
Fair value decrement net of tax	-	(321,607)	-	-	(321,607)
Loss attributable to members	-	-	-	(279,699)	(279,699)
Balance at 31 December 2021	2,621,100	7,644,266	48,208,668	(44,102,715)	14,371,319
Balance at 1 July 2022	2,621,100	2,502,275	48,208,668	(46,436,582)	6,895,461
Other comprehensive income:					
Fair value decrement net of tax	-	(1,628,369)	-	-	(1,628,369)
Loss attributable to members	-	-	-	(851,485)	(851,485)
Balance at 31 December 2022	2,621,100	873,906	48,208,668	(47,288,067)	4,415,607

The accompanying notes form part of these financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE HALF YEAR ENDED 31 DECEMBER 2022

	2022 \$	2021 \$
Cash flows from operating activities		
Payments for operations and employees	(61,141)	(61,058)
Interest received	105	122
Net cash used in operating activities	(61,036)	(60,936)
Cash flows from investing/financing activities	<u>-</u>	-
Net cash provided by investing/financing activities	-	-
Net decrease in cash and cash equivalents	(61,036)	(60,936)
Cash and cash equivalents at beginning of period	145,335	533,060
Net foreign exchange difference	94	302
Cash and cash equivalents at end of reporting period	84,393	472,426

The cash balances at 31 December 2021 and 31 December 2022 are represented by cash at bank and money market securities.

The accompanying notes form part of these financial statements.

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The half-year financial report is a general-purpose financial report prepared in accordance with the *Corporations Act 2001* and AASB 134 'Interim Financial Reporting'. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'. The half-year report does not include notes of the type normally included in an annual financial report and shall be read in conjunction with the most recent annual financial report.

Basis of preparation

The consolidated financial statements have been prepared on the basis of historical cost, except for the revaluation of financial instruments. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

The accounting policies and methods of computation adopted in the preparation of the half-year financial report are consistent with those adopted and disclosed in the Company's Annual Financial Report for the financial year ended 30 June 2022, except for the impact of the Standards and Interpretations described below. These accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards.

Going Concern

The financial statements have been prepared on a going concern basis and in the event of any shortfall in cash, the shortfall will be covered through the sale of shares held in Atomera.

Operating Segments

Operating segments are identified, and segment information disclosed on the basis of internal reports that are regularly provided to, or reviewed by, the group's chief operating decision maker which, for the Consolidated Entity, is the Board of Directors. In this regard, such information is provided using different measures to those used in preparing the Statement of Comprehensive Income and Statement of Financial Position. Reconciliations of such management information to the statutory information contained in the interim financial report have been included.

Significant accounting policies

The accounting policies applied by the Consolidated Entity in this Consolidated Interim Financial Report are the same as those applied by the Consolidated Entity in the Consolidated Annual Financial Report as at and for the year ended 30 June 2022. There are no new and revised accounting requirements significantly affecting the half year financial statements.

NOTE 2: INCOME TAX (EXPENSE)/BENEFIT

	31 December 2022 \$	31 December 2021 \$
Income tax expense	(697,872)	(137,831)

NOTE 3: ISSUED CAPITAL

	31 December 2022 #	30 June 2022 #
(a) Ordinary shares		
Issued and fully paid	300,657,151	300,657,151

No (December 2021: nil) shares were issued during the half year.

(b) Options

No options were issued during the half year (December 2021: nil). As at 31st December 2022 (December 2021: nil), there were no options on issue.

	31 December 2022	30 June 2022
	\$	\$
NOTE 4: OTHER FINANCIAL ASSETS		
Financial assets at fair value through other comprehensive income:		
Shares in listed company*	4,815,729	7,141,970
	4,815,729	7,141,970

^{*} K2 Energy has an investment in Atomera, Inc. ("Atomera"), which is listed on NASDAQ. At 31st December 2022 K2 owned 523,846 shares (2021: 523,846 shares) of common stock in Atomera.

As at 31st December 2022 the Board of Directors of K2 Energy Limited believe that there is no objective evidence indicating impairment of the above financial assets.

Atomera shares held by K2 were revalued to fair value using the quoted price of Atomera shares on NASDAQ on 31st December 2022, which was US6.22 per share. This revaluation to fair value resulted in a fair value decrement of \$2,326,241 (2021: decrement of \$459,438). As at the date of these accounts there has been no significant movement in Atomera's share price.

NOTE 5: TRADE AND OTHER PAYABLES

Current

uals	489,833	392,867
	489,833	392,867

Included in the trade and other payables balance are amounts totalling \$478,332 (2022: \$379,165) accrued for company secretarial services, accounting and reporting functions and financial advisory services provided to the Company and Directors' fees, which were accrued during the 2015, 2016, 2017,2018, 2022 and 2023 financial years.

These amounts will be paid in the future dependent on the Company's working capital position.

NOTE 6: SEGMENT REPORTING

An operating segment is a component of the Consolidated Entity that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Consolidated Entity's other components if separately reported and monitored. An operating segment's operating results are reviewed regularly by the Board of Directors to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Segment results that are reported to the Board of Directors include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate head office results.

The Company's major activities, as outlined in the Directors' Report, include its strategic investment in Atomera, Inc. ("Atomera") and its solar energy activities.

Other than as detailed above the profit and loss effect of these activities was minimal during the financial year and activities are ongoing in each segment. In relation to the solar segment, K2 is now seeking commercialisation collaboration partners but no funds were expended during the current financial year in this segment.

Information about reportable segments

Geographical location: 2022 External sales revenue	Australia \$ -	USA \$	Total \$ -
Non-current assets	-	4,815,729	4,815,729
Geographical location: 2021	Australia \$	USA \$	Total \$
External sales revenue Non-current assets	-	14,487,672	14,487,672

NOTES TO THE FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2022

NOTE 6: SEGMENT REPORTING (continued)

Information about reportable segments

Operating Segment	Atomera, Inc. Solar	Atomera, Inc. (CMOS)	Total
2022	\$	\$	\$
Segment assets	-	4,815,729	4,815,729
External sales revenue	-	-	-
Segment loss before tax	-	-	-
Unallocated expense items			(153,812)
Unrealised foreign exchange gain/(loss)			94
Interest received/receivable			105
Loss before tax			(153,613)
Income tax (expense)/benefit			(697,872)
Loss after tax			(851,485)
Operating Segment	Atomera, Inc. Solar	Atomera, Inc. (CMOS)	Total
2021	\$	\$	\$
Segment assets	-	14,487,672	14,487,672
External sales revenue	-	-	-
Segment loss before tax	-	-	-
Unallocated expense items	·		(142,283)
Unrealised foreign exchange gain/(loss)			302
Interest received/receivable			113
Loss before tax			(141,868)
Income tax (expense)/benefit			(137,831)
Loss after tax			(279,699)

NOTE 7: CONTINGENT LIABILITIES AND COMMITMENTS

The Consolidated Entity is not aware of any contingent liabilities, which existed as at the end of this financial period or have arisen as at the date of this report.

NOTE 8: EVENTS SUBSEQUENT TO REPORTING DATE

Since the end of the half year, the directors are not aware of any matter that has significantly affected or may significantly affect the operations of the Company in subsequent financial periods. There has been no significant movement in the Atomera share price.

NOTE 9: DIVIDENDS

No dividends were paid during or subsequent to the half year ended 31st December 2022.

NOTE 10: ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND RESTRUCTURING

No subsidiaries were acquired or disposed of during the half year ended 31st December 2022.

NOTE 11: DISCONTINUING OPERATIONS

No operations were discontinued during the half-year ended 31st December 2022.

NOTE 12: FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

This note provides an update on the judgements and estimates made by the Company in determining the fair values of the financial instruments.

(a) Fair value hierarchy

To provide an indication about the reliability of the inputs used in determining fair value, the Company classifies its financial instruments into three levels prescribed under the accounting standards. An explanation of these levels in provided underneath the table.

At 31 December 2022

-	Level 3 \$	Total
-	-	4,815,729
-	-	4,815,729
/el 2 \$	Level 3 \$	Total
-	-	7,141,970
	_	7,141,970
	- /el 2 \$	\$

Basis for determining fair values

The following summarises the significant methods and assumptions used in estimating the fair values of financial instruments reflected in the table above.

Non-derivative financial assets and liabilities

The fair value of cash, receivables, payables and short-term borrowings is considered to approximate their carrying amount because of their short maturity. Other assets are based on the assets carrying values, which approximates fair value.

A revaluation decrement to fair value of \$2,326,241 has been recorded in the Company's asset revaluation reserve as at 31st December 2022 (2021: decrement of \$459,438). The market value at 31st December 2022 for Atomera, Inc. shares on the NASDAQ exchange was US\$6.22 (2021: US\$20.12) and the AUD/USD exchange rate used was 1 AUD = 0.6766 USD.

Fair value hierarchy

There are no other financial instruments carried at fair value or valued using the following:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); or
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

DIRECTORS' DECLARATION

The directors of the company declare that:

- 1. The financial statements and notes thereto, as set out on pages 3 to 12:
 - a. comply with Accounting Standard AASB 134: Interim Financial Reporting and the Corporations Regulations; and
 - b. give a true and fair view of the consolidated entity's financial position as at 31st December 2022 and of its performance for the half-year then ended.
- 2. In the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

This declaration is signed in accordance with a resolution of the Board of Directors made pursuant to s.303(5) of the Corporations Act 2001.

Samuel Gazal

Chairman

Dated this 20th February 2023



CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF K2 ENERGY LIMITED

We have reviewed the accompanying half-year financial report of K2 Energy Limited and Controlled Entities (the consolidated entity) which comprises the consolidated statement of financial position as at 31 December 2022, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and the consolidated statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies, other selected explanatory notes and the directors' declaration.

Directors' Responsibility for the Half-Year Financial Report

The directors of the company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards (including Australian Accounting Interpretations) and the Corporations Act 2001 and for such control as the directors determine is necessary to enable the preparation of the half-year financial report that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of an Interim Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2022 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134: Interim Financial Reporting and the Corporations Regulations 2001. As the auditor of K2 Energy Limited and Controlled Entities, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, provided to the directors of K2 Energy Limited and Controlled Entities would be in the same terms if provided to the directors as at the date of this auditor's review report

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Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of K2 Energy Limited is not in accordance with the *Corporations Act 2001* including:

- giving a true and fair view of the Consolidated Entity's financial position as at 31st December 2022 and of its performance for the half-year ended on that date; and
- complying with AASB 134: Interim Financial Reporting and the Corporations Regulations 2001.

Stirling International

Chartered Accountants

Keanu Arya

Partner

20th February 2023

370 Pitt Street Sydney NSW 2000

LEAD AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001 TO THE DIRECTORS OF K2 ENERGY LIMITED

I declare that, to the best of my knowledge and belief, during the half-year ended 31st December 2022 there have been:

- i. no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- ii. no contraventions of any applicable code of professional conduct in relation to the audit.

Stirling International

Chartered Accountants

Keanu Arya

Partner

20th February 2023

370 Pitt Street Sydney NSW 2000