



Incorporated in England and Wales with  
Registered Number 5275606

## Interim Report

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For the period  
1<sup>st</sup> July 2013 to 31<sup>st</sup> December 2013

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## CHAIRMAN'S STATEMENT

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Dear Shareholder,

I am pleased to present Churchill Mining Plc's ("Churchill" or the "Company") Interim Report for the six months ended 31 December 2013.

During the half year the Group continued to actively seek recovery of shareholder value by progressing the international arbitration against the Republic of Indonesia at the International Centre for Settlement of Investment Disputes ("ICSID") in Washington DC.

The Republic of Indonesia had previously filed an objection to ICSID's jurisdiction to hear Churchill and its wholly owned subsidiary Planet Mining Pty Ltd's ("Planet") claim for damages.

On the 25<sup>th</sup> February 2014 the ICSID arbitral tribunal ("Tribunal"), comprising Prof. Gabrielle Kaufmann-Kohler (President), Mr. Michael Hwang S.C (Arbitrator) and Prof. Albert Jan van den Berg (Arbitrator), rejected the Republic of Indonesia's challenges to the Tribunal's jurisdiction.

In summary, the jurisdictional challenges by the Republic of Indonesia claimed:-

- (i) the Republic of Indonesia had not consented to ICSID arbitration of the dispute with Churchill and its wholly owned subsidiary Planet Mining Pty Ltd ("Planet") under the UK-Indonesia and Australia-Indonesia Bilateral Investment Treaties,  
  
and/or
- (ii) even if the Tribunal found that the Republic of Indonesia had consented to ICSID arbitration as a general matter, the tribunal would still lack jurisdiction because Churchill and Planet's investments fell outside the scope of protected investments under the respective Bilateral Investment Treaties.

In its ruling, the Tribunal dismissed the Republic of Indonesia's challenges and found that the Tribunal has jurisdiction over the claims Churchill and Planet have submitted. Full copies of the Tribunal decisions on jurisdiction are available on the Company's website [www.churchillmining.com](http://www.churchillmining.com).

Churchill has provided a preliminary estimate of its and Planet's damages as a result of the actions taken by the Republic of Indonesia of not less than USD 1.054 billion, excluding interest. This estimate remains under review and Churchill and Planet will finalise their damages presentation in the next stage of the arbitration proceedings.

Churchill and Planet continue to be represented in the ICSID arbitration by the highly regarded international law firm Quinn Emanuel Urquhart & Sullivan ("Quinn Emanuel"). Experienced London-based partner Stephen Jagusch heads the Quinn Emanuel team for Churchill/Planet.

The Company continues to reduce other administration and corporate overheads where possible to preserve the Company's cash position. As part of this, the Directors have agreed to accept equity securities in lieu of receiving cash payments in respect of Directors fees. The Company currently remains sufficiently funded to continue the work required on progressing the ICSID claim against the Republic of Indonesia.

During the half-year the Group disposed of its minority interest in ASX listed Spitfire Resources Limited ("Spitfire") for A\$250,000. Apart from a minority direct interest in three of Spitfire's tenements in Western Australia, Churchill now has no business interests or activities other than its and Planet's arbitral claims against the Republic of Indonesia which continue to be Churchill's principal activity and focus for the group.

## CHAIRMAN'S STATEMENT

### FINANCIAL REVIEW

The loss for the half year was \$0.90 million or 0.73c per ordinary share (Dec 2012: \$4.52 million or 3.69c per share and June 2013: \$11.6 million or 9.45c per share). Other administrative expenses totalled \$1.09 million (Dec 2012: \$3.06 million and June 2013: \$7.1 million).

Significant expenditure items during the period include:

- Legal and professional fees of \$0.47 million (Dec 2012: \$1.18 million) reflecting ongoing expenditure for the Company's arbitral claim against the Republic of Indonesia;
- Public relations, government and media outreach costs of \$0.03 million (Dec 2012: \$0.5 million) to assist in highlighting Churchill's position;
- Consulting, directors, staff and professional fees of \$0.29 million (Dec 2012: \$0.9 million) which reflects the planned reduction in corporate overheads.

The balance of operating expenditure is in line with the board's expectations and specific focus of management resources allocated to the current arbitral claim against the Republic of Indonesia.

The reduction in the net cash outflow from operating activities during the period reflects the board's efforts to reduce other administration and corporate overheads where possible to preserve the Company's cash position:

	31 Dec 2013 \$'000 Unaudited	31 Dec 2012 \$'000 Unaudited	30 June 2013 \$'000 Audited
Net cash from operating activities	(1,607)	(3,474)	(7,017)

The Group's statement of financial position as at 31 December 2013 and comparatives at 31 December 2012 and 30 June 2013 are summarised below:

	31 Dec 2013 \$'000 Unaudited	31 Dec 2012 \$'000 Unaudited	30 June 2013 \$'000 Audited
Non-current assets	15	3,142	295
Current assets	6,232	12,432	8,075
Total assets	6,247	15,574	8,370
Current liabilities	2,645	4,160	3,967
Non-current liabilities	45	24	44
Total liabilities	2,690	4,184	4,011
Net assets	3,557	11,390	4,359

The Company started the half-year with \$4.85 million in cash and remains sufficiently funded with cash at bank of \$3.64 million at the date of issue of this report to pursue the ICSID arbitration and any other subsequent action to restore value for shareholders.

I can assure you the Board continues to work with diligence and enthusiasm to seek a suitable outcome for shareholders and I thank shareholders and staff for their continued support and will update on the Company's progress during the second half of the year.

David Quinlivan

**Executive Chairman 18 March 2014**

## Introduction

We have been engaged by the company to review the condensed set of financial statements in the half-yearly financial report for the six months ended 31 December 2013 which comprises the consolidated statement of comprehensive income, consolidated statement of financial position, consolidated statement of changes in equity, consolidated statement of cash flows and the related notes.

We have read the other information contained in the half-yearly financial report and considered whether it contains any apparent misstatements or material inconsistencies with the information in the condensed set of financial statements.

## Directors' responsibilities

The interim report, including the financial information contained therein, is the responsibility of and has been approved by the directors. The directors are responsible for preparing the interim report in accordance with the rules of the London Stock Exchange for companies trading securities on AIM which require that the half-yearly report be presented and prepared in a form consistent with that which will be adopted in the company's annual accounts having regard to the accounting standards applicable to such annual accounts.

## Our responsibility

Our responsibility is to express to the company a conclusion on the condensed set of financial statements in the half-yearly financial report based on our review.

Our report has been prepared in accordance with the terms of our engagement to assist the company in meeting the requirements of the rules of the London Stock Exchange for companies trading securities on AIM and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of our terms of engagement or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability

## Scope of review

We conducted our review in accordance with International Standard on Review Engagements (UK and Ireland) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Auditing Practices Board for use in the United Kingdom. A review of interim financial information 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 International Standards on Auditing (UK and Ireland) 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.

## Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed set of financial statements in the half-yearly financial report for the six months ended 31 December 2013 is not prepared, in all material respects, in accordance with the rules of the London Stock Exchange for companies trading securities on AIM.

*BDO LLP*

*Chartered Accountants and Registered Auditors*

*Location*

*United Kingdom*

*Date 18 March 2014*

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
For the six months ended 31 December 2013

	Note	6 months to 31 Dec 2013 Unaudited \$'000	6 months to 31 Dec 2012 Unaudited \$'000	Year ended 30 June 2013 Audited \$'000
Other operating income		4	-	4
Impairment of other financial assets		-	(1,532)	(2,258)
Other administrative expenses		(1,086)	(3,056)	(7,110)
Loss on sale of financial asset		(46)	-	-
Impairment of exploration assets		-	(148)	(399)
Impairment of land		-	-	(1,757)
<b>Total administrative expenses</b>		<b>(1,132)</b>	<b>(4,736)</b>	<b>(11,524)</b>
<b>Loss from operations</b>		<b>(1,128)</b>	<b>(4,736)</b>	<b>(11,520)</b>
Finance income – interest received		1	12	16
Finance income – foreign exchange gains		228	214	63
<b>Total finance income</b>		<b>229</b>	<b>226</b>	<b>79</b>
Finance expense – foreign exchange losses		(5)	(8)	(160)
<b>Total finance expense</b>		<b>(5)</b>	<b>(8)</b>	<b>(160)</b>
<b>Loss before taxation</b>		<b>(904)</b>	<b>(4,518)</b>	<b>(11,601)</b>
Tax expense		-	-	-
<b>Loss for the period/year attributable to equity shareholders of the parent</b>		<b>(904)</b>	<b>(4,518)</b>	<b>(11,601)</b>
<b>Other comprehensive income:</b>				
Transfer of available for sale reserve to income statement		-	533	533
Foreign exchange differences on translating foreign operations		3	59	(49)
<b>Other comprehensive income for the period/year</b>		<b>3</b>	<b>592</b>	<b>484</b>
<b>Total comprehensive loss for the period/year attributable to equity shareholders of the parent</b>		<b>(901)</b>	<b>(3,926)</b>	<b>(11,117)</b>
<b>Loss for the period/year attributable to:</b>				
Owners of the parent		(904)	(4,518)	(11,601)
Non-controlling interest		-	-	-
		<b>(904)</b>	<b>(4,518)</b>	<b>(11,601)</b>
<b>Total comprehensive loss for the period/year attributable to:</b>				
Owners of the parent		(901)	(3,926)	(11,117)
Non-controlling interest		-	-	-
		<b>(901)</b>	<b>(3,926)</b>	<b>(11,117)</b>
<b>Loss per share attributable to owners of the parent:</b>				
Basic and diluted loss per share (cents)	2	(0.73c)	(3.69c)	(9.45c)

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**As at 31 December 2013**

<i>Company number 5275606</i>	<b>6 months to 31 Dec 2013 Unaudited \$'000</b>	<b>6 months to 31 Dec 2012 Unaudited \$'000</b>	<b>Year ended 30 June 2013 Audited \$'000</b>
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	3,742	8,601	4,848
Other receivables	2,490	3,831	3,227
<b>Total current assets</b>	<b>6,232</b>	<b>12,432</b>	<b>8,075</b>
<b>Non-current assets</b>			
Property, plant and equipment	15	1,823	21
Intangible assets	-	256	-
Other financial assets	-	1,063	274
<b>Total non-current assets</b>	<b>15</b>	<b>3,142</b>	<b>295</b>
<b>TOTAL ASSETS</b>	<b>6,247</b>	<b>15,574</b>	<b>8,370</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables	222	1,084	974
Loans and borrowings	2,423	3,076	2,993
<b>Total current liabilities</b>	<b>2,645</b>	<b>4,160</b>	<b>3,967</b>
<b>Non-current liabilities</b>			
Provisions	45	24	44
<b>Total non-current liabilities</b>	<b>45</b>	<b>24</b>	<b>44</b>
<b>TOTAL LIABILITIES</b>	<b>2,690</b>	<b>4,184</b>	<b>4,011</b>
<b>NET ASSETS</b>	<b>3,557</b>	<b>11,390</b>	<b>4,359</b>
<b>CAPITAL AND RESERVES ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>			
Share capital	2,230	2,220	2,230
Share premium	77,641	77,537	77,641
Merger reserve	-	6,828	-
Other reserves	2,282	3,474	2,180
Retained deficit	(79,700)	(79,773)	(78,796)
<b>TOTAL EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT</b>	<b>2,453</b>	<b>10,286</b>	<b>3,255</b>
Non-controlling interest	1,104	1,104	1,104
<b>TOTAL EQUITY</b>	<b>3,557</b>	<b>11,390</b>	<b>4,359</b>

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
**For the six months ended 31 December 2013**

Consolidated	Share Capital	Share premium reserve	Merger reserve	Retained deficit	Other Reserves			Total Equity attributable to equity holders of Company	Non-controlling Interest	Total Equity
					Foreign exchange	Equity settled share options	Available for sale			
					\$'000	\$'000	\$'000			
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	
<b>Changes in equity for the period to 31 December 2012</b>										
Balance at 1 July 2012	2,220	77,537	6,828	(75,292)	(10)	3,435	(533)	14,185	1,104	15,289
Loss for the period	-	-	-	(4,518)	-	-	-	(4,518)	-	(4,518)
Other comprehensive income	-	-	-	-	59	-	533	592	-	-
Expiry of share options	-	-	-	37	-	(37)	-	-	-	-
Recognition of share based payments	-	-	-	-	-	27	-	27	-	27
<b>Balance at 31 December 2012</b>	<b>2,220</b>	<b>77,537</b>	<b>6,828</b>	<b>(79,773)</b>	<b>49</b>	<b>3,425</b>	<b>-</b>	<b>10,286</b>	<b>1,104</b>	<b>11,390</b>
<b>Changes in equity for the period to 31 December 2013</b>										
Balance at 1 July 2013	2,230	77,641	-	(78,796)	(59)	2,239	-	3,255	1,104	4,359
Loss for the period	-	-	-	(904)	-	-	-	(904)	-	(904)
Other Comprehensive income	-	-	-	-	3	-	-	3	-	3
Recognition of share based payments	-	-	-	-	-	99	-	99	-	99
<b>Balance at 31 December 2013</b>	<b>2,230</b>	<b>77,641</b>	<b>-</b>	<b>(79,700)</b>	<b>(56)</b>	<b>2,338</b>	<b>-</b>	<b>2,453</b>	<b>1,104</b>	<b>3,557</b>



**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**For the six months ended 31 December 2013**

	Note	6 months to 31 Dec 2013 Unaudited \$'000	6 months to 31 Dec 2012 Unaudited \$'000	Year ended 30 June 2013 Audited \$'000
<b>Cash flows from operating activities</b>		(1,607)	(3,474)	(7,017)
<b>Net cash from operating activities</b>	3	<b>(1,607)</b>	<b>(3,474)</b>	<b>(7,017)</b>
<b>Cash flows used in investing activities</b>				
Finance income		1	12	16
Payments for exploration and evaluation expenditure		-	(148)	(146)
Receipts from sale of property, plant and equipment		-	7	4
Receipts from sale of financial assets		240	-	-
Acquisition of property, plant and equipment		-	-	(1)
<b>Cash flows used in investing activities</b>		<b>241</b>	<b>(129)</b>	<b>(127)</b>
<b>Cash flows from financing activities</b>				
Proceeds from issue of share capital		-	-	114
<b>Cash flows from financing activities</b>		<b>-</b>	<b>-</b>	<b>114</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(1,366)</b>	<b>(3,603)</b>	<b>(7,030)</b>
Cash and cash equivalents at beginning of period		4,848	12,000	12,000
Effect of foreign exchange rate differences		260	204	(122)
<b>Cash and cash equivalents at the end of period</b>		<b>3,742</b>	<b>8,601</b>	<b>4,848</b>

**NOTE 1: BASIS OF PREPARATION**

The consolidated interim financial statements of the Group for the six months ended 31 December 2013 which comprise the Company and its subsidiaries (together referred to as the “Group”) were approved by the Board for issue on 18 March 2014. The interim results have not been audited, but were subject of an independent review carried out by the Company’s auditors BDO LLP. The interim financial information has been prepared on the basis of a going concern and in accordance with the recognition and measurement requirements of International Financial Reporting Standards (IFRS) and IFRIC interpretations issued by the International Accounting Standards Board (IASB) adopted by the European Union.

The accounts have been prepared in accordance with the accounting policies that are consistent with the June 2013 Report and Accounts and that are expected to be applied in the Report and Accounts of Churchill Mining Plc for the year ended 30 June 2014. There are new or revised standards or interpretations that apply to the period beginning 1 July 2013 but they do not have a material effect on the financial statements for the period ended 31 December 2013. The financial information for the six months to 31 December 2013 does not constitute statutory accounts of the Company or the Group. The statutory accounts for the year ended 30 June 2013 have been filed with the Registrar of Companies. The auditor’s report on those accounts was unqualified, did not include any references to any matters to which the auditors drew attention by way of emphasis and did not contain a statement under section 498(2)-(3) of the Companies Act 2006.

The consolidated financial statements incorporate the results of Churchill Mining Plc and its subsidiary undertakings as at 31 December 2013. The corresponding amounts are for the year ended 30 June 2013 and the 6 month period ended 31 December 2012.

**NOTE 2: LOSS PER SHARE**

Basic loss per share is calculated by dividing the loss attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period.

	6 months to 31 Dec 2013 Unaudited \$'000	6 months to 31 Dec 2012 Unaudited \$'000	Year ended 30 June 2013 Audited \$'000
<b>Loss for the period attributable to owners of the parent company</b>	(904)	(4,518)	(11,601)
	<b>Number</b>	<b>Number</b>	<b>Number</b>
Weighted average number of shares used in the calculation of basic and diluted loss per share	123,168,095	122,520,368	122,822,049
	<b>Cents</b>	<b>Cents</b>	<b>Cents</b>
<b>Loss per share</b>			
Basic and diluted loss per share	(0.73c)	(3.69c)	(9.45c)

The effect of all potential ordinary shares arising from the exercise of options going forward is considered to be anti-dilutive. 10,630,548 potential ordinary shares (Dec 2012: 9,019,231) (June 2013: 7,205,068) have been excluded from the above calculation as they are not dilutive.

**NOTE 3: NOTES TO THE CASH FLOW STATEMENT**

	6 months to 31 Dec 2013 Unaudited \$'000	6 months to 31 Dec 2012 Unaudited \$'000	Year ended 30 June 2013 Audited \$'000
<b>Reconciliation of loss after tax to cash from operating activities</b>			
<b>Loss after tax</b>	<b>(904)</b>	<b>(4,518)</b>	<b>(11,601)</b>
Share option expense	99	26	73
Depreciation expense	6	11	45
Impairment expense	-	148	399
Impairment of land	-	-	1,757
Impairment of other financial assets	-	1,532	2,258
Net (gain)/loss on exchange rates	(223)	(206)	96
Net gain on disposal of property, plant and equipment	-	-	(4)
Finance income	(1)	(12)	(16)
Decrease / (Increase) in receivables	166	(285)	237
Decrease in payables	(750)	(170)	(261)
<b>Cash flows from operating activities</b>	<b>(1,607)</b>	<b>(3,474)</b>	<b>(7,017)</b>

**NOTE 4: TAXATION**

No taxation has been provided due to losses in the period. No deferred tax asset has been recognised for past or current losses as the recoverability of any such asset is not considered probable in the foreseeable future.

**NOTE 5: EVENTS AFTER THE REPORTING PERIOD**

On the 7<sup>th</sup> January 2014, the Company issued 451,467 new ordinary shares of 1 pence at a deemed issue price of 22.23p per share. The shares were issued to Directors and Company Secretary who had agreed to subscribe for fully paid ordinary shares in lieu of receiving cash in respect of fees payable for the 2013 year.

On the 25<sup>th</sup> February 2014, the ICSID arbitral tribunal ("Tribunal") rejected the Republic of Indonesia's challenges to the Tribunal's jurisdiction and found that the Tribunal has jurisdiction over the damages claims Churchill and Planet have submitted.

Other than the above matter and events detailed elsewhere in this report, there has not been any other matter or circumstance occurring subsequent to the end of the reporting date that has significantly affected or may significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group in future financial years.

**NOTE 6: CONTINGENCIES**

On 28<sup>th</sup> November 2012 the South Jakarta District Court held that the deeds of grant by which members of the Ridlatama Group transferred 75% of the issued share capital in two of the four licence companies that made up the East Kutai Coal Project (PT Ridlatama Tambang Mineral and PT Ridlatama Trade Powerindo) to PT TCUP are null and void on the basis that the requirements for a valid grant under Indonesian laws had not been satisfied. On 6<sup>th</sup> Dec 2012 PT ICD and PT TCUP filed a notices of appeal with the High Court in respect of the South Jakarta District Court's decision. The Company has been advised that in one of the appeals, the High Court of Jakarta has reached a decision, however, no copy of that decision is currently available. Should PT ICD and PT TCUP be unsuccessful in all avenues of appeal then it is likely that the receivables in the Statement of Financial Position before impairment would be reduced by \$1.63 million due to these companies no longer being consolidated in the Group accounts. In addition the payables in the Statement of Financial Position would be reduced by \$1.21 million. It remains the Group's position that the receivable and payable in the Statement of Financial Position are able to be offset. In the event that the balances cannot be offset the payable owing by the Group would not be settled until members of the Ridlatama group settled the receivable.

The Group is involved in various litigation disputes including an International arbitration claim against the Republic of Indonesia as detailed in the Chairman's Statement. As at the date of this report the disclosure of any further information about these matters would be prejudicial to the interests of the Group.

**NOTE 7: FORWARD LOOKING STATEMENTS**

This report contains certain forward looking statements, which include assumptions with respect to future plans and results. The reader is cautioned that assumptions used in the preparation of such information may prove to be incorrect. All such forward looking statements involve substantial known and unknown risks and uncertainties, certain of which are beyond the Company's control. Please refer to the Company's Annual Report available from the Company's web site for a list of risk factors. The Company's actual results could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits the Company will derive therefrom. All subsequent forward-looking statements, whether written or oral, attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by these cautionary statements. Furthermore, the forward-looking statements contained in this report are made as at the date of this report.

**NOTE 8: INTERIM REPORT**

Copies of this interim report for the six months ended 31 December 2013 will be available from the offices of Churchill Mining PLC, 41 York Street Subiaco, WA, 6008 and on the Company's website [www.churchillmining.com](http://www.churchillmining.com)

Churchill Mining Plc is registered in England and Wales (Number 5275606).

### **Directors**

David Quinlivan  
Nicholas Smith  
Gregory Radke  
Fara Luwia  
Rachmat Gobel  
John Nagulendran

### **Company Secretaries**

Russell Hardwick  
Stephen Ronaldson

### **Nominated Adviser and Broker**

Northland Capital Partners Limited  
131 Finsbury Pavement  
London EC2A 1NT  
United Kingdom

### **Solicitors**

Ronaldsons LLP  
55 Gower Street  
London WC1E 6HQ  
United Kingdom

Quinn Emanuel  
One Fleet Place  
London EC4M 7RA  
United Kingdom

### **Registrar**

Share Registrars Limited  
Suite E, First Floor  
9 Lion and Lamb Yard  
Farnham, Surrey GU9 7LL  
United Kingdom

### **Auditors**

BDO LLP  
55 Baker Street  
London W1U 7EU  
United Kingdom

### **Registered Office**

55 Gower Street  
London WC1E 6HQ  
United Kingdom

### **Bankers**

HSBC Bank Plc  
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London W8 4SH  
United Kingdom

### **Public & Investor Relations**

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New York 10022  
United States of America

### **Australian Office**

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Subiaco WA 6008  
Australia

### **Indonesian Subsidiary Office**

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Jakarta Pusat 10350  
Republic of Indonesia

### **Shareholder Information on the Internet**

The Company maintains a website which allows access to certain useful Investor information. The website address is [www.churchillmining.com](http://www.churchillmining.com)